



**Transfer of securities to BNP Paribas Arbitrage Issuance B.V. (“BNPP IBV”) pursuant to Part VII of the UK Financial Services and Markets Act 2000**

On 19 November 2015, The Royal Bank of Scotland plc (with its registered office at 36 St Andrew Square, Edinburgh, Scotland) (“**RBS**”) and BNP Paribas S.A. (incorporated in France and with its registered office at 16, Boulevard des Italiens, 75009 Paris, France) (“**BNPP**”), acting through its London Branch, announced that the Court of Session in Scotland had approved and sanctioned the implementation of a banking business transfer scheme, whereby certain assets and liabilities related to RBS’s structured retail investor products and equity derivatives business would be transferred to BNPP pursuant to Part VII of the UK Financial Services and Markets Act 2000 (the “**Part VII Scheme**”).

The Part VII Scheme took effect on 7 December 2015 (the “**Effective Date**”).

On the Effective Date, BNPP, acting through its London Branch, became the issuer of those securities originally issued by RBS that were transferred pursuant to the Part VII Scheme. Immediately after the transfer of those securities to BNPP, acting through its London Branch, the role of the issuer under those securities was transferred, also under the terms of the Part VII Scheme, to BNPP IBV, a wholly owned subsidiary of BNPP. As part of the Part VII Scheme, BNPP guarantees all the obligations of BNPP IBV arising in respect of the transferred securities.

Under the Part VII Scheme, amendments were made to the terms of the transferring securities and to agreements related to them from the Effective Date in order to give effect to the Part VII Scheme, including (but not limited to) references to “RBS”, in its capacity as issuer of the transferred securities, being construed as references to “BNPP IBV”.

Details of the securities that have transferred under the Part VII Scheme as well as further information on the Part VII Scheme generally can be viewed at <http://warrants.bnpparibas.com/>

### **Transfers of securities to RBS plc pursuant to Part VII of the UK Financial Services and Markets Act 2000**

On 6 February 2010 ABN AMRO Bank N.V. (registered with the Dutch Chamber of Commerce under number 33002587) changed its name to The Royal Bank of Scotland N.V. ("**RBS N.V.**") and on 1 April 2010 ABN AMRO Holding N.V. changed its name to RBS Holdings N.V.

On 23 September 2011, RBS N.V. and The Royal Bank of Scotland plc (with its registered office at 36 St Andrew Square, Edinburgh, Scotland) ("**RBS plc**") announced that the Court of Session in Scotland had approved and sanctioned the implementation of a banking business transfer scheme whereby eligible business carried on in the United Kingdom by RBS N.V. would be transferred to RBS plc pursuant to Part VII of the UK Financial Services and Markets Act 2000 (the "**Part VII Scheme**"). The Part VII Scheme took effect on 17 October 2011 (the "**Effective Date**").

From the Effective Date, RBS plc became the issuer of those securities originally issued by RBS N.V. which were transferred to RBS plc pursuant to the Part VII Scheme. Under the Part VII Scheme, amendments were made to the terms of the transferring securities and to agreements related to them from the Effective Date in order to give effect to the Part VII Scheme, including (but not limited to) references to "RBS N.V." being construed as references to "RBS plc". Details of these amendments are set out in the Scheme Document which can be viewed at [http://www.investors.rbs.com/RBS\\_NV](http://www.investors.rbs.com/RBS_NV).

For details of which securities were transferred to RBS plc pursuant to the Part VII Scheme, investors should refer to [http://www.investors.rbs.com/RBS\\_NV](http://www.investors.rbs.com/RBS_NV) or, for securities issued from on or about 21 July 2011, investors should refer to the terms of the issue or offer documents (including term-sheets) (if they indicate that RBS plc was expected to become the issuer of the securities as a result of the Part VII Scheme, then RBS plc has become the issuer, unless the securities have been exercised, redeemed or repurchased and cancelled prior to the implementation of the Part VII Scheme).

For further details of the Part VII Scheme generally, investors should refer to [http://www.investors.rbs.com/RBS\\_NV](http://www.investors.rbs.com/RBS_NV).

DATED 26 MAY 2009



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750,000 S&P CUSTOM/ABN AMRO INDIA ADR/GDR TR INDEX TURBO LONG CERTIFICATES

INDICATIVE ISSUE PRICE: EUR 0.83

1,000,000 AEX-INDEX® TURBO LONG CERTIFICATES

INDICATIVE ISSUE PRICE: EUR 0.77

500,000 AMX-INDEX® TURBO LONG CERTIFICATES

INDICATIVE ISSUE PRICE: EUR 3.96

930,000 AMSTERDAM SMALL CAP INDEX TURBO LONG CERTIFICATES

INDICATIVE ISSUE PRICE: EUR 5.80

500,000 BEL20® INDEX TURBO LONG CERTIFICATES

INDICATIVE ISSUE PRICE: EUR 2.71

200,000 FTSE 100 TURBO LONG CERTIFICATES

INDICATIVE ISSUE PRICE: EUR 11.07

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## FINAL TERMS

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DATED: 26 MAY 2009

*Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions and the Product Conditions applicable to each Series of Turbo Certificates described herein (the "relevant Product Conditions") as set forth in the Base Prospectus relating to Turbos dated 15 November 2008 (the "Base Prospectus") as supplemented from time to time which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). This document constitutes the Final Terms of each Series of the Turbo Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer and each Series of the Turbo Certificates described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus as so supplemented is available for viewing at the registered office of the Issuer at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands and copies may be obtained from the Issuer at that address.*

*These Final Terms must be read in conjunction with, and are subject to, the General Conditions and the relevant Product Conditions contained in the Base Prospectus as so supplemented. These Final Terms, the relevant Product Conditions and the General Conditions together constitute the Conditions of each Series of the Turbo Certificates described herein and will be attached to the Global Certificate representing each such Series of the Turbo Certificates. In the event of any inconsistency between these Final Terms and the General Conditions or the relevant Product Conditions, these Final Terms will govern.*

*The Netherlands Authority for the Financial Markets has provided the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin), Financial Market Authority (FMA), Commission Bancaire, Financiere et des Assurances (CBFA), Comisión Nacional del Mercado de Valores (CNMV), Comissão do Mercado de Valores Mobiliários (CMVM), Autorité des Marchés Financiers (AMF), Irish Financial Services Regulatory Authority (IFSRA), Commissione Nazionale per le Società e la Borsa (CONSOB), Commission de Surveillance du Secteur Financier (CSSF), Financial Services Authority (FSA), the Financial Supervisory Authority (FIN-FSA), the Danish Financial Services Authority (Finanstilsynet), the Swedish Financial Supervisory Authority, the Czech National Bank (CNB), Comisia Nationala a Valorilor Mobiliare (CNVM) and Komisja Nadzoru Finansowego (PFSA) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.*

*So far as the Issuer is aware, no person (other than the Issuer in its separate capacities as Issuer and Calculation Agent, see "Risk Factors – Actions taken by the Calculation Agent may affect the Underlying" in the Base Prospectus) involved in the issue of the Turbo Certificates has an interest material to the offer.*

Issuer	ABN AMRO Bank N.V., acting through its principal office at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands or its London branch at 250 Bishopsgate, London EC2M 4AA
Clearing Agents	NECIGEF, Euroclear Bank S.A./N.V. as operator of the Euroclear system, Clearstream Banking, société anonyme
Pricing Date	Not Applicable
Subscription Period	Not Applicable
Launch Date	27 May 2009
"As, If and When-" issued Trading	27, 28 and 29 May 2009
Issue Date	01 June 2009
Listing	Euronext Amsterdam
Listing Date	01 June 2009
Admission to Trading	Application has been made for the Securities to be admitted to trading on Euronext Amsterdam by NYSE Euronext with effect from 27 May 2009
Announcements to Holders	Delivered to Clearing Agents
Principal Agent	ABN AMRO Bank N.V., London Branch, 250 Bishopsgate, London EC2M 4AA
Agent	ABN AMRO Bank N.V., MF 2020 Kemelstede 2, P.O. Box 3200, 4800 DE Breda, The Netherlands
Calculation Agent	ABN AMRO Bank N.V., London Branch, 250 Bishopsgate, London EC2M 4AA
Indication of Yield	Not Applicable

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## INDEX TURBO CERTIFICATES

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<b>Series</b>	<b>S&amp;P Custom/ABN AMRO India ADR/GDR TR Index Turbo Long Certificates</b>
Issue Price	EUR 0.83 (Indicative)
Additional Market Disruption Events	None
Business Day	As specified in Product Condition 1
Cash Amount	As specified in Product Condition 1
Index	S&P Custom/ABN AMRO India ADR/GDR TR Index (Bloomberg code: ABNZNDIA)
Current Financing Level on the Launch Date	580.00
Current Spread on the Launch Date	2%
Current Stop Loss Premium Rate on the Launch Date	10% of Current Financing Level on the Launch Date
Emerging Market Disruption Events	As specified in Product Condition 1
Entitlement	0.01
Exercise Time	10.00 a.m. Central European Time
Final Reference Price	As specified in Product Condition 1
Financing Level Currency	USD
Issuer Call Commencement Date	The first Business Day following the three month period from and including the Launch Date
Issuer Call Notice Period	One year
Maximum Premium	15% of Current Financing Level
Maximum Spread	3.5%
Minimum Premium	7.5% of Current Financing Level
Notional Dividend Amount	Not Applicable
Notional Dividend Period	As specified in Product Condition 1
Relevant Currency	As specified in Product Condition 1
Relevant Number of Trading Days	For the purposes of: Issuer Call Date: 5, or in respect of an Emerging Market Disruption Event only, 180 Valuation Date: 5, or in respect of an Emerging Market Disruption Event only, 180
Reset Date	15th day
Securities Exchange	Euronext Amsterdam by NYSE Euronext
Settlement Currency	EUR
Settlement Date	Up to the fifth Business Day following the Valuation Date, the last day of the Stop Loss Termination Valuation Period or the Issuer Call Date, as the case may be

Standard Currency	As specified in Product Condition 1
Stop Loss Event	As specified in Product Condition 1
Stop Loss Price on the Launch Date	638.00
Stop Loss Price Rounding	Upwards to the nearest whole 1 Index Point where "Index Point" means the standard market quotation basis used by the Index Sponsor with respect to the Index
Stop Loss Reset Date	15th day
Stop Loss Termination Reference Price	As specified in Product Condition 1
Valuation Date	The last Trading Day of March in each year, commencing no earlier than one year after the Launch Date
Amendment to General Conditions and/or Product Conditions	Not Applicable
Amendments to the Offering Procedure for the Securities	None
ISIN	NL0009172444
Common Code	42941247
Mnemonic Code	O103N

#### INFORMATION ON THE UNDERLYING

Bloomberg page where information about the past and future performance of the Underlying and its volatility can be obtained: ABZNDIA and more particularly described in Appendix A attached hereto.



<b>Series</b>	<b>AEX-Index® Turbo Long Certificates</b>
Issue Price	EUR 0.77 (Indicative)
Additional Market Disruption Events	None
Business Day	As specified in Product Condition 1
Cash Amount	As specified in Product Condition 1
Index	AEX-Index® (Bloomberg code: AEX)
Current Financing Level on the Launch Date	252.00
Current Spread on the Launch Date	2%
Current Stop Loss Premium Rate on the Launch Date	3% of Current Financing Level on the Launch Date
Emerging Market Disruption Events	As specified in Product Condition 1
Entitlement	0.1
Exercise Time	10.00 a.m. Central European Time
Final Reference Price	As specified in Product Condition 1
Financing Level Currency	EUR
Issuer Call Commencement Date	The first Business Day following the three month period from and including the Launch Date
Issuer Call Notice Period	One year
Maximum Premium	5% of Current Financing Level
Maximum Spread	3.5%
Minimum Premium	2% of Current Financing Level
Notional Dividend Amount	Applicable
Notional Dividend Period	As specified in Product Condition 1
Relevant Currency	As specified in Product Condition 1
Relevant Number of Trading Days	For the purposes of: Issuer Call Date: 5, or in respect of an Emerging Market Disruption Event only, 180 Valuation Date: 5, or in respect of an Emerging Market Disruption Event only, 180
Reset Date	15th day
Securities Exchange	Euronext Amsterdam by NYSE Euronext
Settlement Currency	EUR
Settlement Date	Up to the fifth Business Day following the Valuation Date, the last day of the Stop Loss Termination Valuation Period or the Issuer Call Date, as the case may be
Standard Currency	As specified in Product Condition 1
Stop Loss Event	As specified in Product Condition 1
Stop Loss Price on the Launch Date	260.00
Stop Loss Price Rounding	Upwards to the nearest whole 1 Index Point where "Index Point" means the standard market quotation basis used by the Index Sponsor with respect to the Index
Stop Loss Reset Date	15th day

Stop Loss Termination Reference Price	As specified in Product Condition 1
Valuation Date	The last Trading Day of March in each year, commencing no earlier than one year after the Launch Date
Amendment to General Conditions and/or Product Conditions	Not Applicable
Amendments to the Offering Procedure for the Securities	None
ISIN	NL0009172451
Common Code	42941174
Mnemonic Code	O104N

INFORMATION ON THE UNDERLYING

Bloomberg page where information about the past and future performance of the Underlying and its volatility can be obtained: AEX

<b>Series</b>	<b>AMX-Index® Turbo Long Certificates</b>
Issue Price	EUR 3.96 (Indicative)
Additional Market Disruption Events	None
Business Day	As specified in Product Condition 1
Cash Amount	As specified in Product Condition 1
Index	AMX-Index® (Bloomberg code: AMX)
Current Financing Level on the Launch Date	331.00
Current Spread on the Launch Date	2%
Current Stop Loss Premium Rate on the Launch Date	5% of Current Financing Level on the Launch Date
Emerging Market Disruption Events	As specified in Product Condition 1
Entitlement	0.1
Exercise Time	10.00 a.m. Central European Time
Final Reference Price	As specified in Product Condition 1
Financing Level Currency	EUR
Issuer Call Commencement Date	The first Business Day following the three month period from and including the Launch Date
Issuer Call Notice Period	One year
Maximum Premium	10% of Current Financing Level
Maximum Spread	3.5%
Minimum Premium	5% of Current Financing Level
Notional Dividend Amount	Applicable
Notional Dividend Period	As specified in Product Condition 1
Relevant Currency	As specified in Product Condition 1
Relevant Number of Trading Days	For the purposes of: Issuer Call Date: 5, or in respect of an Emerging Market Disruption Event only, 180 Valuation Date: 5, or in respect of an Emerging Market Disruption Event only, 180
Reset Date	15th day
Securities Exchange	Euronext Amsterdam by NYSE Euronext
Settlement Currency	EUR
Settlement Date	Up to the fifth Business Day following the Valuation Date, the last day of the Stop Loss Termination Valuation Period or the Issuer Call Date, as the case may be
Standard Currency	As specified in Product Condition 1
Stop Loss Event	As specified in Product Condition 1
Stop Loss Price on the Launch Date	348.00
Stop Loss Price Rounding	Upwards to the nearest whole 1 Index Point where "Index Point" means the standard market quotation basis used by the Index Sponsor with respect to the Index
Stop Loss Reset Date	15th day

Stop Loss Termination Reference Price	As specified in Product Condition 1
Valuation Date	The last Trading Day of March in each year, commencing no earlier than one year after the Launch Date
Amendment to General Conditions and/or Product Conditions	Not Applicable
Amendments to the Offering Procedure for the Securities	None
ISIN	NL0009172428
Common Code	42941204
Mnemonic Code	O101N

INFORMATION ON THE UNDERLYING

Bloomberg page where information about the past and future performance of the Underlying and its volatility can be obtained: AMX

<b>Series</b>	<b>Amsterdam Small Cap Index Turbo Long Certificates</b>
Issue Price	EUR 5.80 (Indicative)
Additional Market Disruption Events	None
Business Day	As specified in Product Condition 1
Cash Amount	As specified in Product Condition 1
Index	Amsterdam Small Cap Index (Bloomberg code: ASCX)
Current Financing Level on the Launch Date	322.07
Current Spread on the Launch Date	2%
Current Stop Loss Premium Rate on the Launch Date	6% of Current Financing Level on the Launch Date
Emerging Market Disruption Events	As specified in Product Condition 1
Entitlement	0.1
Exercise Time	10.00 a.m. Central European Time
Final Reference Price	As specified in Product Condition 1
Financing Level Currency	EUR
Issuer Call Commencement Date	The first Business Day following the three month period from and including the Launch Date
Issuer Call Notice Period	One year
Maximum Premium	10% of Current Financing Level
Maximum Spread	3.5%
Minimum Premium	3% of Current Financing Level
Notional Dividend Amount	Applicable
Notional Dividend Period	As specified in Product Condition 1
Relevant Currency	As specified in Product Condition 1
Relevant Number of Trading Days	For the purposes of: Issuer Call Date: 5, or in respect of an Emerging Market Disruption Event only, 180 Valuation Date: 5, or in respect of an Emerging Market Disruption Event only, 180
Reset Date	15th day
Securities Exchange	Euronext Amsterdam by NYSE Euronext
Settlement Currency	EUR
Settlement Date	Up to the fifth Business Day following the Valuation Date, the last day of the Stop Loss Termination Valuation Period or the Issuer Call Date, as the case may be
Standard Currency	As specified in Product Condition 1
Stop Loss Event	As specified in Product Condition 1
Stop Loss Price on the Launch Date	342.00
Stop Loss Price Rounding	Upwards to the nearest whole 1 Index Point where "Index Point" means the standard market quotation basis used by the Index Sponsor with respect to the Index
Stop Loss Reset Date	15th day

Stop Loss Termination Reference Price	As specified in Product Condition 1
Valuation Date	The last Trading Day of March in each year, commencing no earlier than one year after the Launch Date
Amendment to General Conditions and/or Product Conditions	Not Applicable
Amendments to the Offering Procedure for the Securities	None
ISIN	NL0009172436
Common Code	42941263
Mnemonic Code	O102N

INFORMATION ON THE UNDERLYING

Bloomberg page where information about the past and future performance of the Underlying and its volatility can be obtained: ASCX

<b>Series</b>	<b>Bel20® Index Turbo Long Certificates</b>
Issue Price	EUR 2.71 (Indicative)
Additional Market Disruption Events	None
Business Day	As specified in Product Condition 1
Cash Amount	As specified in Product Condition 1
Index	Bel20® Index (Bloomberg code: BEL20)
Current Financing Level on the Launch Date	1,800.00
Current Spread on the Launch Date	2%
Current Stop Loss Premium Rate on the Launch Date	3% of Current Financing Level on the Launch Date
Emerging Market Disruption Events	As specified in Product Condition 1
Entitlement	0.01
Exercise Time	10.00 a.m. Central European Time
Final Reference Price	As specified in Product Condition 1
Financing Level Currency	EUR
Issuer Call Commencement Date	The first Business Day following the three month period from and including the Launch Date
Issuer Call Notice Period	One year
Maximum Premium	5% of Current Financing Level
Maximum Spread	3.5%
Minimum Premium	2% of Current Financing Level
Notional Dividend Amount	Applicable
Notional Dividend Period	As specified in Product Condition 1
Relevant Currency	As specified in Product Condition 1
Relevant Number of Trading Days	For the purposes of: Issuer Call Date: 5, or in respect of an Emerging Market Disruption Event only, 180 Valuation Date: 5, or in respect of an Emerging Market Disruption Event only, 180
Reset Date	15th day
Securities Exchange	Euronext Amsterdam by NYSE Euronext
Settlement Currency	EUR
Settlement Date	Up to the fifth Business Day following the Valuation Date, the last day of the Stop Loss Termination Valuation Period or the Issuer Call Date, as the case may be
Standard Currency	As specified in Product Condition 1
Stop Loss Event	As specified in Product Condition 1
Stop Loss Price on the Launch Date	1,860.00
Stop Loss Price Rounding	Upwards to the nearest whole 10 Index Points where "Index Point" means the standard market quotation basis used by the Index Sponsor with respect to the Index
Stop Loss Reset Date	15th day

Stop Loss Termination Reference Price	As specified in Product Condition 1
Valuation Date	The last Trading Day of March in each year, commencing no earlier than one year after the Launch Date
Amendment to General Conditions and/or Product Conditions	Not Applicable
Amendments to the Offering Procedure for the Securities	None
ISIN	NL0009172469
Common Code	42941212
Mnemonic Code	O105N

INFORMATION ON THE UNDERLYING

Bloomberg page where information about the past and future performance of the Underlying and its volatility can be obtained: BEL20



<b>Series</b>	<b>FTSE 100 Turbo Long Certificates</b>
Issue Price	EUR 11.07 (Indicative)
Additional Market Disruption Events	None
Business Day	As specified in Product Condition 1
Cash Amount	As specified in Product Condition 1
Index	FTSE 100 (Bloomberg code: UKX)
Current Financing Level on the Launch Date	3,390.00
Current Spread on the Launch Date	2%
Current Stop Loss Premium Rate on the Launch Date	3% of Current Financing Level on the Launch Date
Emerging Market Disruption Events	As specified in Product Condition 1
Entitlement	0.01
Exercise Time	10.00 a.m. Central European Time
Final Reference Price	As specified in Product Condition 1
Financing Level Currency	GBP
Issuer Call Commencement Date	The first Business Day following the three month period from and including the Launch Date
Issuer Call Notice Period	One year
Maximum Premium	5% of Current Financing Level
Maximum Spread	3.5%
Minimum Premium	2% of Current Financing Level
Notional Dividend Amount	Applicable
Notional Dividend Period	As specified in Product Condition 1
Relevant Currency	As specified in Product Condition 1
Relevant Number of Trading Days	For the purposes of: Issuer Call Date: 5, or in respect of an Emerging Market Disruption Event only, 180 Valuation Date: 5, or in respect of an Emerging Market Disruption Event only, 180
Reset Date	15th day
Securities Exchange	Euronext Amsterdam by NYSE Euronext
Settlement Currency	EUR
Settlement Date	Up to the fifth Business Day following the Valuation Date, the last day of the Stop Loss Termination Valuation Period or the Issuer Call Date, as the case may be
Standard Currency	As specified in Product Condition 1
Stop Loss Event	As specified in Product Condition 1
Stop Loss Price on the Launch Date	3,500.00
Stop Loss Price Rounding	Upwards to the nearest whole 10 Index Points where "Index Point" means the standard market quotation basis used by the Index Sponsor with respect to the Index
Stop Loss Reset Date	15th day

Stop Loss Termination Reference Price	As specified in Product Condition 1
Valuation Date	The last Trading Day of March in each year, commencing no earlier than one year after the Launch Date
Amendment to General Conditions and/or Product Conditions	Not Applicable
Amendments to the Offering Procedure for the Securities	None
ISIN	NL0009172477
Common Code	42941158
Mnemonic Code	O106N

INFORMATION ON THE UNDERLYING

Bloomberg page where information about the past and future performance of the Underlying and its volatility can be obtained: UKX

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

## INFORMATION RELATING TO THE UNDERLYING

*The following summary information has been extracted from public information services and/or the relevant Exchange, Index Sponsor or the most recent annual report of the Share Company, as applicable. The Issuer accepts responsibility for accurately reproducing such extracts but does not accept any further or other responsibility in respect of such information. The Issuer has not participated in the preparation of such information nor has the Issuer made any due diligence inquiry with respect to such information and the Issuer assumes no responsibility for the adequacy or accuracy of such information.*

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## **S&P Custom/ABN AMRO India ADR/GDR Total Return Index**

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## APPENDIX A – India ADR/GDR Index Description

### 1. Definitions:

“**3 Month ADV**” means the average daily turnover of a Share Company in USD or the equivalent amount in another currency calculated by applying the prevailing Exchange Rate; the 3 Month ADV is calculated on the basis of the last 3 months and is provided by Bloomberg using the <Volume Avg 3m> function;

“**Business Day**” means a day on which commercial banks in London and New York are usually open for business to the public and settle payments;

“**Distributions**” means the cash equivalent of any and all distributions, dividends or other return or payment made in respect of an Existing Share net of applicable withholding taxes at the relevant rate adjusted by application of any applicable tax treaty without reference to tax credits;

“**Excess Amount**” means an amount equal to the difference between a Share Value and the Increase Share Amount on the Annual Re-Weighting Date following an Increase Event;

“**Exchange Rate**” means the prevailing rate of exchange between the currency in which the Share is traded and the Settlement Currency as determined by the Index Calculator on the relevant date;

“**Existing Share**” means a Share, which is, immediately prior to the current Substitution Event, Increase Event or Re-Weighting Date, included in the India ADR/GDR Index;

“**Increase Share Amount (“ISA”)**” means the amount to be invested notionally in a New Share on an Annual Re-weighting Date following an Increase Event. Whereby:

$$\text{ISA}_t = \frac{\text{Index Value}_t}{\text{Total number of Existing India ADR/GDR Index Components} + \text{number of New Shares}}$$

“**Index Calculator**” means, Standard & Poor’s, 55 Water Street, New York, NY 10041 or its successor;

“**Index Launch Date**” 31 October 2000;

“**Market Disruption Event**” means

- General moratorium in respect of banking activities in country in which the Relevant Exchange is located; or
- Price Source Disruption. It becomes impossible to obtain the Exchange Rate at any Business Day in the inter-bank market; or
- Governmental Default with respect to any security or indebtedness for money borrowed or guaranteed by any Governmental Authority, there occurs a default, event of default or other similar condition or event (howsoever described) including, but not limited to, (A) the failure of timely payment in full of principal, interest or other amounts due (without giving effect to any applicable grace periods) in respect of any such security indebtedness for money borrowed or guarantee, (B) a declared moratorium, standstill, waiver, deferral, repudiation or rescheduling of any principal, interest or other amounts due in respect of any such security, indebtedness for money borrowed or guarantee or (C) the amendment or modification of the terms and conditions of payment of any principal, interest or other amounts due in respect of any such security, indebtedness for money borrowed or guarantee without the consent of all holders of such obligation. The determination of the existence or occurrence of any default, event of default or other similar condition or event shall be made without regard to any lack or alleged lack of authority or capacity of such Governmental Authority to issue or enter into such security, indebtedness for money borrowed or guarantee; or
- Inconvertibility/non-transferrability The occurrence of any event which (A) generally makes it impossible to convert the currencies in the Exchange Rate through customary legal channels for conducting such conversion in the principal financial centre of the Settlement Currency or (B) generally makes it impossible to deliver the Settlement Currency from accounts in the country of the principal financial centre of the Settlement Currency to accounts outside such jurisdiction or the Settlement Currency between accounts in such jurisdiction or to a party that a non-resident of such jurisdiction; or
- Nationalisation. Any expropriation, confiscation, requisition, nationalisation or other action by any Governmental Authority which deprives this Issuer (or any of its Affiliates) of all or substantially all of its assets in the country of the principal financial centre of the Settlement Currency; or

- Illiquidity. It is impossible to obtain a firm quote for the Exchange Rate for an amount which the Issuer considers necessary to discharge its obligations under the Securities; or
- A change in law in the country of the principal financial centre of the Underlying Currency which may affect the ownership in and/or the transferability of the Underlying Currency; or
- The imposition of any tax and/or levy with punitive character which is imposed in the country of the principal financial centre of the Underlying Currency;
- The unavailability of the Settlement Currency in the country of the principal financial centre of the Underlying Currency;

“**New Share**” means a Share which following the Substitution Date or an Increase Event will be included in the India ADR/GDR Index and upon inclusion will be referred to as Existing Share;

“**Number of Shares i**” means in relation to each India ADR/GDR Index Component i:

(A) on the Index Launch Date:

$$\frac{\text{Initial Index Value}}{\text{Number of India ADR/GDR Index Components} \times \text{Price } i}$$

(B) on each Re-weighting Date:

$$\frac{\text{Index Value before rebalance}}{\text{Number of India ADR/GDR Index Components} \times \text{Price } i}$$

(C) on each Substitution Date:

For all Shares  $i_{\text{new}}$  to enter in the India ADR/GDR Index:

$$\text{Number of Shares } i_{\text{new}} = \frac{\sum_{j_{\text{old}} \in R} (\text{Number of Shares})_{j_{\text{old}}} \times (\text{Price})_{j_{\text{old}}}}{(\text{Price})_{i_{\text{new}}} \times M}$$

Whereby

**M** = number of new Index Components entering the India ADR/GDR Index on the Substitution Date;

**R** = Set of those subscripts  $j_{\text{old}} \in \{1, \dots, N\}$  which denote Shares being dropped from the India ADR/GDR Index on the Substitution Date.

“**Price**” means the last traded price on the Relevant Exchange on the respective Trading Day and, if not expressed in the Settlement Currency, converted into the Settlement Currency using the prevailing Exchange Rate;

“**Qualifying Share**” means a Share of a Qualifying Share Company;

“**Qualifying Share Company**” means a Share Company complying with the India ADR/GDR Index Selection Criteria;



“**Relevant Exchange**” means for any India ADR/GDR Index Component and India ADR/GDR Reserve Universe Component respectively such exchange or quotation system on which the respective India ADR/GDR Index Component and India ADR/GDR Reserve Universe Component respectively has its primary listing or is mainly traded;

“**Re-weighting Date**” means the 1<sup>st</sup> of November of each year starting 1<sup>st</sup> of November, 2006 or, if such day is not a Trading Day, the following Trading Day, such Re-weighting Date also being a Substitution Date, subject to a Market Disruption Event;

“**Settlement Currency**” means USD;

“**Share**” means each listed countries ADRs and GDRs of the Share Companies;

“**Share Company**” means each company, which is for the time being included in the India ADR/GDR Index or in the India ADR/GDR Universe;

“**Share Value**” means the number of Existing Shares times the Price of such Share;

“**Shortfall Amount**” means an amount equal to the difference between an Increase Share Amount and the Share Value on the Annual Re-Weighting Date following an Increase Event;

“**Substitution Date**” means every Trading Day on which a Substitution Event occurs, subject to a Market Disruption Event. Substitutions will be done with effect from the second following Trading Day.

“**Substitution Event**” means that a India ADR/GDR Index Component does not comply anymore with all of the IISC except for the 3 Month ADV minimum amount as defined under 4.(ii) b which is considered only as a selection criteria qualifying for entering the India ADR/GDR Index;

“**Target Number**” means 10 India ADR/GDR Index Components;

“**Technical Constraints**” means that the Issuer may, but is not obliged to, refuse to include in the Index such Index Components selected following the Index Methodology for notional inclusion in the Index which do not comply with the Methodology or due to Technical Constraints. Technical Constraint means the Issuer’s inability to hedge itself in respect of the Index Component due to either market, compliance, regulatory, reporting or reputational constraints or due to any local regulations which would require it to make a take-over bid, or due to lack of internal approval.

“**Transaction Price**” means the Price at which the relevant asset would notionally have been acquired or disposed of (as appropriate) at the relevant time as such asset is notionally included in or removed from the Index, taking into account any applicable Composition Charges. Where an asset is to be notionally removed from the Index, its Transaction Price shall be on the basis of its disposal and where an asset is notionally to be included, its Transaction Price shall be on the basis of its acquisition; and

“**Trading Day**” means any day that is a trading day on all the Relevant Exchanges for the India ADR/GDR Index Components other than a day on which trading on any such Relevant Exchange is scheduled to close prior to its regular weekday closing time.

## **2. General description**

The index (“**India ADR/GDR Index**”) is initially equally weighted and tracks the 10 most liquid Indian ADR’s or GDR’s, as determined in the reasonable discretion of the Index Calculator (each a “**India ADR/GDR related Company**” and together “**India ADR/GDR Related Companies**”).

A further selection criteria is such that India ADR/GDR Related Companies have a total market capitalisation of minimum USD 100,000,000 or the equivalent amount in another currency calculated by applying the Exchange Rate.

## **3. Initial India ADR/GDR Index Composition and Minimum Number of India ADR/GDR Index Components**

On the Index Launch Date the India ADR/GDR Index will initially comprise the shares (the “**Shares**”) of the following 10 companies (each a “**Share Company**” and together “**Share Companies**”) as selected by the Index Calculator on the Index Launch Date (each a “**India ADR/GDR Index Component**” and together the “**India ADR/GDR Index Components**”).

			Closing Price	Adjusted Avg Close	3 Month	
			2/28/02	Price	Total Vol	VTRD
Company Name	Exchange					
INFY US	INFOSYS TECHNOLOGIES LTD SPONSORED ADR	NASDAQ STOCK MARKET	70.79	69	798861	55,121,409.00
IBN US	ICICI BK LTD ADR	NYSE	23.38	27	615310	16,613,370.00
SAY US	SATYAM COMPUTER SERVICES LTD ADR	NYSE	27.37	25.9	538636	13,950,672.40
RIGD LI	RELIANCE INDS GDR REP 2 ORD INR10	London	32.4	29.4	248921	7,318,277.40
HDB US	HDFC BANK LTD ADR REPS 3 SHS	NYSE	47.89	46.3	141533	6,552,977.90
WIT US	WIPRO LTD SPON ADR 1 SH	NYSE	9.91	10.15	429048	4,354,837.20
TTM US	TATA MTRS LTD SPONSORED ADR	NYSE	10.34	10.48	239028	2,505,013.44
RDY US	DR REDDYS LABS LTD ADR	NYSE	18.17	17.3	121623	2,104,077.90
SBID LI	STATE BK OF INDIA GDR-EACH REP2SHS INR10(RG S	LONDON	45	42.54	49263	2,095,648.02
REDF US	REIFF COM INDIA LTD SPONSORED ADR	NASDAQ STOCK MARKET	13.62	8.9	227921	2,028,496.90

All data as of 06 September 2005, Sources: Bloomberg, Tompson, Standard&Poor's

The India ADR/GDR Index Components will be initially equally weighted (each Share Company at 10%) in the India ADR/GDR Index based on the Price of the India ADR/GDR Index Components on the Index Launch Date.

The India ADR/GDR Index shall comprise at any time of at least seven Qualifying Share Companies ("**Minimum Number of India ADR/GDR Index Components**") and ceases to exist if there are less than seven Qualifying Share Companies eligible.

#### 4. India ADR/GDR Index Selection Criteria ("IISC")

To qualify for inclusion in the India ADR/GDR Index, a Share Company must meet the following selection criteria, together referred to as the "IISC":

- (i) The Share Company must be a India ADR/GDR Related Company which is included in either (i) the India ADR/GDR Index on the Index Launch Date, or (ii) the India ADR/GDR Universe;

and

- (ii) At the date of selection
- the Share Company must have a minimum total market capitalisation of min. USD 100,000,000 or the equivalent amount in another currency calculated by applying the Exchange Rate as published on the respective Bloomberg page <Bloomberg Code Equity DES>;
  - the Share Company must show a 3 Month ADV of minimum USD 1,000,000.

If any of the above mentioned data provider pages are not available, the Index Calculator shall take the data from a page replacing the stated page or if no replacement page is available from any other data provider as selected at the reasonable discretion of the Index Calculator;

and

- (iii). Only Share Companies where their respective ADR's are listed in New York or GDRs listed in London will be considered. Companies listed without ADRs listed in New York or GDRs listed in London will not qualify as India ADR/GDR Index Components.

and

- (iv). The inclusion of a New Share into the India ADR/GDR Index is subject to Technical Constraints.

#### 5. India ADR/GDR Index Composition and Method of Calculation

The value of the India ADR/GDR Index ("**Index Value**") will be calculated and published by the Index Calculator on every Business Day  $t$ , subject to a Market Disruption Event, according to the following formula:

$$\text{Index Value}_t = \sum_{i=1}^N (\text{Number of Shares})_{i,t} \times (\text{Price})_{i,t}$$

If, in the determination of the Index Calculator, a Market Disruption Event has occurred on any Business Day, the Index will be calculated and published by the Index Calculator on the first succeeding Business Day, on which the Calculation Agent determines that there is no Market Disruption Event, unless the Index Calculator determines that there is a Market Disruption Event occurring on each of the five Business Days immediately following the original Business Day on which (but for the

Market Disruption Event) the Index would have been calculated and published by the Index Calculator. In that case (regardless of the Market Disruption Event) the Index Calculator shall determine the Price of the Share affected by the Market Disruption and the Index Value having regard to the then prevailing market conditions, the last reported trading price of the respective India ADR/GDRs Index Components and such other factors as the Index Calculator determines to be relevant.

Distributions are reinvested proportionally according to each Shares' weight in the Index. The India ADR/GDR Index will then be calculated as follows, for all Shares  $i$ , , ( $i = 1, \dots, N$ )

$$\text{Number of Shares}_{i,ex} = \text{Number of Shares}_i \times [1 + D_j \times \text{Number of Shares}_j / \text{Index Value}_{ex}]$$

whereby

$$\text{Number of Shares}_{i,ex} = \text{Number of Shares of the } i\text{th share following the ex-date;}$$

$$D_j = \text{Distributions of the } j\text{th share net of applicable withholding taxes at a rate adjusted by application of the United Kingdom tax treaty and without reference to tax credits.}$$

$$\text{Index Value}_{ex} = \text{Index Value as defined above, but using the ex-dividend price of the } j\text{th Share.}$$

## 6. Annual Re-weighting of the India ADR/GDR Index

The India ADR/GDR Index shall be re-weighted on each Re-weighting Date. The Existing Shares shall be weighted equally with effect from the Re-weighting Date.

The basis for the re-weighting shall be the Prices of the Shares from the Re-weighting Date taking into account the Exchange Rate if not already expressed in the Settlement Currency.

$$(\text{Index Value})_{\text{before rebalance}} = (\text{Index Value})_{\text{after rebalance}}$$

If, in the determination of the Index Calculator, a Market Disruption Event has occurred on any Re-weighting Date, the Re-weighting shall be postponed to the first succeeding Trading Day on which the Calculation Agent determines that there is no Market Disruption Event, unless the Index Calculator determines that there is a Market Disruption Event occurring on each of the five Trading Days immediately following the original date which (but for the Market Disruption Event) would have been a Re-weighting Date. In that case (i) the fifth Trading Day shall be deemed to be the Re-weighting Date (regardless of the Market Disruption Event); and (ii) the Index Calculator shall determine the Price of the Share affected by the Market Disruption and the Index Value having regard to the then prevailing market conditions, the last reported trading price of the respective India ADR/GDRs Index Components and such other factors as the Index Calculator determines to be relevant.

On the Index Launch Date the Initial India ADR/GDR Index Value will be USD 100.00 (“**Initial Index Value**”).

If on an annual Re-weighting Date following the substitution, if any, the number of India ADR/GDR Index Components is below the Target Number (“**Increase Event**”), the number of the India ADR/GDR Index Components maybe increased up to the Target Number according to the IISC.

## 7. India ADR/GDR Reserve Universe and Selection Criteria

The India ADR/GDR Reserve Universe will comprise Qualifying Share Companies (each a “**India ADR/GDR Reserve Universe Component**” and together the “**India ADR/GDR Reserve Universe Components**”) selected out of the Index Calculator’s stock database comprising more than 10,000 stocks covering 75 countries.

The India ADR/GDR Reserve Universe contains Qualifying Shares which are not Index Components, ranked after their total market capitalisation in USD or the equivalent amount in another currency calculated by applying the Exchange Rate using the under 4. (ii) mentioned data provider and data provider pages. The India ADR/GDR Reserve Universe Component with the highest total market capitalisation in USD or the equivalent amount in another currency calculated by applying the Exchange Rate is ranked No. 1.

## 8. India ADR/GDR Index Component Substitution

The Index Calculator will determine if all India ADR/GDR Index Components still qualify as Qualified Share Companies on every Trading Day. If a Substitution Event occurs, the affected India ADR/GDR Index Component shall be substituted by a India ADR/GDR Reserve Universe Component on the Substitution Date, subject to a Market Disruption Event.

The Index Calculator shall substitute for such relevant outgoing Share a New Share with effect from the Substitution Date according to the following:

- (i) The next eligible Qualifying Share of the India ADR/GDR Reserve Universe in the order of the highest total market capitalisation in USD with a minimum of USD 100,000,000 or the equivalent amount in another currency calculated by applying the Exchange Rate on the relevant Substitution Date shall substitute the removed Share;
- (ii) If no Qualifying Share exists the Index Component value of such outgoing Share will be notionally invested pro rata in the remaining Index Components.
- (iii) Shares removed from the India ADR/GDR Index shall be included in the India ADR/GDR Reserve Universe;

The basis for the substitution shall be the respective Transaction Prices of the Trading Day preceding the relevant Substitution Date.

If, in the determination of the Index Calculator, a Market Disruption Event has occurred on any Substitution Date, the Substitution shall be postponed to the first succeeding Trading Day on which the Calculation Agent determines that there is no Market Disruption Event, unless the Index Calculator determines that there is a Market Disruption Event occurring on each of the five Trading Days immediately following the original date which (but for the Market Disruption Event) would have been a Re-Substitution Date. In that case (i) the fifth Trading Day shall be deemed to be the Substitution Date (regardless of the Market Disruption Event); and (ii) the Index Calculator shall determine the Price of the Share affected by the Market Disruption and the Index Value having regard to the then prevailing market conditions, the last reported trading price of the respective India ADR/GDRs Index Components and such other factors as the Index Calculator determines to be relevant.

#### **9. Increase of the Number of India ADR/GDR Index Components**

If, on an Annual Re-weighting Date, the number of Qualifying Share Companies in the India ADR/GDR Reserve Universe exceeds the number of Share Companies to be notionally removed from the India ADR/GDR Index according to the IISC ("**Increase Event**"), the number of India ADR/GDR Index Components may be increased up to a limit of 10 by including the next eligible Qualifying Share Companies being comprised in the India ADR/GDR Reserve Universe. Hereby the following applies:

- (i) The Increase Share Amount will be invested in each New Share to be included in the India ADR/GDR Index;
- (ii) For those Existing Shares whose Share Value exceeds the respective Increase Share Amount its Share Value shall be decreased by the respective Excess Amount;
- (iii) For those Existing Shares whose Share Value is less than the respective Increase Share Amount its Share Value shall be increased by the respective Shortfall Amount.

#### **10. Publication of the India ADR/GDR Index**

The daily prices of the India ADR/GDR Index will be published on Bloomberg page: ABNZNDIA and on Reuters page ABNZNDIA.