

**SUPPLEMENTARY PROSPECTUS DATED 30 MAY 2007 TO THE PROSPECTUS  
DATED 14 MAY 2007**



**The Royal Bank of Scotland plc**

*(Incorporated in Scotland with limited liability under the Companies Acts 1948 to 1980, registered number 90312)*

***U.S.\$10,000,000,000***

***Structured Note Programme***

This Supplement (the **Supplement**) to the Prospectus (the **Prospectus**) dated 14 May 2007, which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the Structured Note Programme (the **Programme**) established by The Royal Bank of Scotland plc (the **Issuer**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer.

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

**Recent Developments**

***Acquisition of Global Wholesale Businesses, LaSalle Bank and International Retail Businesses of ABN AMRO for €27.2 billion (£18.5 billion)***

On 29 May 2007, RBSG, Fortis N.V., Fortis SA/NV and Banco Santander Central Hispano, S.A. (collectively, the **"Banks"**) confirmed the terms of their proposed offer (the **"Offer"**) for ABN AMRO Bank N.V. (**"ABN AMRO"**). As a result of the Offer, it is intended that RBSG will acquire the Global Wholesale Businesses (including the Netherlands but excluding Brazil), LaSalle Bank and the International Retail Businesses of ABN AMRO (collectively, the **"ABN AMRO Businesses"**) for a consideration of €27.2 billion.

The total consideration payable by the Banks to ABN AMRO shareholders will be €71.1 billion (£48.2 billion). Of this total, RBSG will contribute 38.3%, or €27.2 billion (£18.5 billion), to buy the ABN AMRO Businesses. To finance its acquisition of the ABN AMRO Businesses, RBSG expects to issue 1,603 million new RBSG shares and to contribute €12.7 billion (£8.6 billion) in cash (approximately €6.2 billion of which will be raised as new Tier 1 capital).

The Offer is subject to certain conditions and pre-conditions, including that the Dutch Supreme Court upholds the preliminary ruling of the Dutch Enterprise Chamber that the Purchase and Sale Agreement dated as of 22 April 2007, between Bank of America and ABN AMRO in respect of ABN AMRO North America Holding Company, the holding company for LaSalle Bank Corporation (the **"Bank of America Agreement"**) must be approved by ABN AMRO shareholders by the requisite vote in general meeting. In these circumstances,

the Offer will then be conditional upon, among other things, ABN AMRO shareholders having failed to approve the Bank of America Agreement. Completion of the acquisition, were it to be successful, is expected to occur around the end of 2007.

Information in respect of each of the ABN AMRO Businesses is set out below, based on publicly available information and limited information provided to RBSG by ABN AMRO.

#### *ABN AMRO's Global Wholesale Businesses*

ABN AMRO has a large wholesale banking business with corporate banking operations in 53 countries. In addition to established positions with large numbers of customer relationships in Europe and the US, ABN AMRO is present in emerging markets through offices in 11 countries in Asia, five countries in Eastern Europe and seven countries in Latin America. In addition, ABN AMRO has extensive relationships with mid-corporate customers in Continental Europe, Asia, the Middle East and, through LaSalle, the US.

If the Offer is successful, the businesses which RBSG will acquire are those that constituted ABN AMRO's Wholesale Client Services (WCS) Business Unit in 2005 (including the Netherlands but excluding Brazil) and the product capabilities serving wholesale clients within the Global Markets and Transaction Banking Product Business Units. In 2006, WCS customers were transferred to the regional Business Units, except for the largest customers which were maintained in the Global Clients Business Unit. In 2007, Global Clients customers have also been allocated to the regional Business Units.

The combination of RBSG's Global Banking & Markets with ABN AMRO's Global Wholesale Businesses is expected to create a leading corporate and institutional business with both scale and global reach, increasing the Group's exposure to high growth markets in Asia and the Middle East in particular.

#### *LaSalle Bank*

LaSalle operates commercial and retail banking businesses across Michigan and in the Greater Chicago area of Illinois. LaSalle is the largest bank in Michigan and the second largest in Chicago, ranked by deposits. The company also has a small presence in Indiana. In total, the company operates over 400 bank branches. LaSalle's focus is on commercial banking.

In addition to its commercial banking activities in Illinois and Michigan, LaSalle offers a range of commercial banking products and services nationally. These include commercial lending, commercial real estate, leasing and asset-based lending. LaSalle serves corporate customers from a network of 24 offices across the US.

RBSG believes that the combination of Citizens and LaSalle will create a leading bank in the US, with a good balance between retail and commercial banking.

#### *ABN AMRO Retail Businesses in Asia, Middle East and Europe*

ABN AMRO has an extensive network of branches in Asia and the Middle East, principally to support its international cash management, payments and trade finance businesses for commercial customers. Many of these branches are also active in retail banking, although generally only on a limited scale. ABN AMRO also has retail businesses in Spain, Romania and Kazakhstan, and stockbroking businesses in India, Australia and New Zealand.

RBSG believes that ABN AMRO's retail businesses will provide it with opportunities to build businesses in selected countries with large populations and high growth rates, accelerating its wealth management strategy and adding the capability to distribute credit cards and other products.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any other supplements to the Prospectus previously issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.