

This document constitutes a supplement (the "**Second Supplement**") for the purpose of Article 13 of the Luxembourg law on prospectuses for securities of 10 July 2005 to two base prospectuses of Bremer Landesbank Kreditanstalt Oldenburg – Girozentrale –: (i) the base prospectus in respect of non-equity securities ("**Non-Equity Securities**") within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No 809/2004 of 29 April 2004 (the "**Commission Regulation**") and (ii) the base prospectus in respect of Pfandbriefe within the meaning of Article 22 No. 6 (3) of the Commission Regulation (together, the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").



Second Supplement dated 4 September 2012
to the Debt Issuance Programme Prospectus dated 10 May 2012
as supplemented by the First Supplement dated 12 June 2012

BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE –

(established under Public Law in the Federal Republic of Germany)

EUR 30,000,000,000 **Debt Issuance Programme** (the "**Programme**")

The Issuer (as defined below) has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Luxembourg Law relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*, the "**Luxembourg Law on Prospectuses**"), which implements the Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 into Luxembourg law, to provide the competent authority in the Federal Republic of Germany with a certificate of approval attesting that this Second Supplement has been drawn up in accordance with the Luxembourg Law on Prospectuses (the "**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu).

RESPONSIBILITY STATEMENT

Bremer Landesbank Kreditanstalt Oldenburg - Girozentrale (the "**Bank**" or the "**Issuer**" or "**Bremer LB**") with its registered office in Bremen, is solely responsible for the information given in this Second Supplement. The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus as supplemented have the same meaning in this Second Supplement.

This Second Supplement shall only be distributed in connection with the Prospectus as supplemented. It should only be read in conjunction with the Prospectus as supplemented.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated by reference in the Prospectus as supplemented, the statements in this Second Supplement will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus as supplemented which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus as supplemented.

The Issuer has confirmed to the Dealers that the Prospectus as supplemented and this Second Supplement contains all information with regard to the Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuer and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuer and the Notes are honestly held, there are no other facts with respect to the Issuers or the Notes the omission of which would make the Prospectus as supplemented and this Second Supplement misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus as supplemented or this Second Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in Prospectus as supplemented or this Second Supplement, excluding the Issuer, is responsible for the information contained in the Prospectus as supplemented or this Second Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

RIGHT TO WITHDRAW

In accordance with Article 13 paragraph 2 of the Luxembourg Law on Prospectuses, investors who have already agreed to purchase or subscribe for Notes before this Second Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this Second Supplement, to withdraw their acceptances. The final date of withdrawal is 6 September 2012.

Supplemental information pertaining to the Summary

In the section "*Summary – Summary regarding the Issuer*" the section on page 13 of the Prospectus the subsections "*Members of the Management Board*", "*Members of the Supervisory Board*" and "*Owners' Meeting (Trägerversammlung)*" shall be replaced by the following:

Members of the Management Board: Members as of 28 August 2012 are as follows:

Dr. Stephan-Andreas Kaulvers, Chairman of the Management Board
Heinrich Engelken, Deputy Chairman of the Management Board
Dr. Guido Brune

Members of the Supervisory Board: The general composition of the Supervisory Board is provided for in the articles of association and the members as of 28 August 2012 are as follows:

Karoline Linnert, Hartmut Möllring, Thomas Mang, Dr. Gunter Dunkel, Bernhard Reuter, Dr. Claas Brons, Heinz Feldmann, Martin Grapentin, Dr. Johannes-Jörg Riegler, Cora Hermenau, Lutz Stratmann, Doris Wesjohann, Prof. Dr. Wolfgang Däubler, Markus Westermann, Jörg Walde, Elke Heinig, Andreas Klarmann and Eike Westermann.

With effect from 28 August 2012 Bremer LBs articles of association have been amended and will lead to a change in the composition of the members of the Supervisory Board.

Owners' Meeting (Trägerversammlung): The owners of the Issuer are Norddeutsche Landesbank Girozentrale, Hanover, ("**NORD/LB**"), the Free Hanseatic City of Bremen and with effect from 28 August 2012 additionally the Savings Bank Association of Lower Saxony.

In the section "*German Translation of the Summary – Zusammenfassung in Bezug auf die Emittentin*" on page 24 of the Prospectus the subsections "*Vorstandsmitglieder*", "*Mitglieder des Aufsichtsrates*" and "*Trägerversammlung*" shall be replaced by the following:

Vorstandsmitglieder: Per 28. August 2012 setzt sich der Vorstand aus folgenden Mitgliedern zusammen:

Dr. Stephan-Andreas Kaulvers, Vorstandsvorsitzender
Heinrich Engelken, stellvertretender Vorstandsvorsitzender
Dr. Guido Brune

Mitglieder des Aufsichtsrates: Die generelle Zusammensetzung des Aufsichtsrats bestimmt sich nach der Satzung. Per 28. August 2012 setzt sich der Aufsichtsrat aus folgenden Mitgliedern zusammen:

Karoline Linnert, Hartmut Möllring, Thomas Mang, Dr. Gunter Dunkel, Bernhard Reuter, Dr. Claas Brons, Heinz Feldmann, Martin Grapentin, Dr. Johannes-Jörg Riegler, Cora Hermenau, Lutz Stratmann, Doris Wesjohann, Prof. Dr. Wolfgang Däubler, Markus Westermann, Jörg Walde, Elke Heinig, Andreas Klarmann und Eike Westermann.

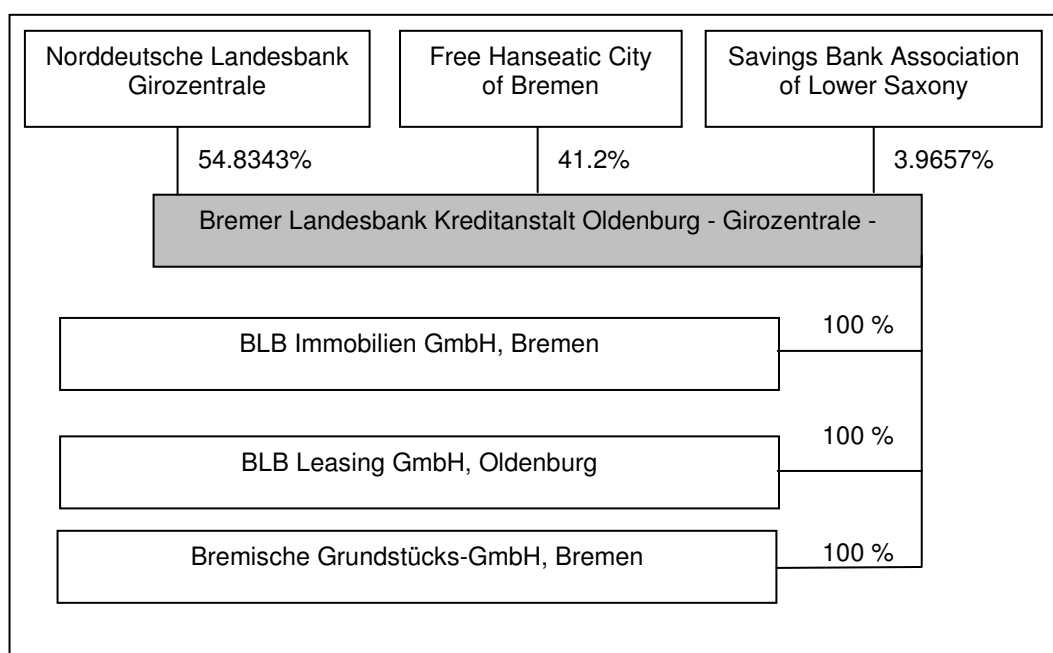
Mit Wirkung vom 28. August 2012 wurde die Satzung der Bremer LB geändert. In der Folge wird dies zu einer geänderten Zusammensetzung der Mitglieder des Aufsichtsrates führen.

Trägerversammlung: Die Träger der Emittentin sind die Norddeutsche Landesbank Girozentrale, Hannover, (die "**NORD/LB**"), die Freie Hansestadt Bremen und mit Wirkung vom 28. August 2012 zusätzlich der Niedersächsische Sparkassen- und Giroverband.

Supplemental information pertaining to the Issuer Description

In the section "*History and Development*" on page 38 of the Prospectus in the third paragraph all references to the date "17 May 2002" shall be deemed replaced by "18 June 2012".

In the section "*Organisation Chart*" on page 41 of the Prospectus the chart shall be replaced by the following:



In the section "*Management Board*" on pages 42 and 43 of the Prospectus all references to the date "31 March 2012" shall be deemed replaced by "28 August 2012" and the current other mandates in supervisory boards shall be replaced by the following:

Members	Company
Dr. Stephan-Andreas Kaulvers, Chairman of the Management Board	BREMER LAGERHAUS GESELLSCHAFT –Aktiengesellschaft von 1877–, Bremen DEUTSCHE FACTORING BANK Deutsche Factoring GmbH & Co. KG, Bremen EWE Aktiengesellschaft, Oldenburg NORD Holding Unternehmensbeteiligungsgesellschaft mbH, Hannover EUROGATE Geschäftsführungs-GmbH & Co.KGaA LBS Norddeutsche Landesbausparkasse, Berlin-Hannover, Hannover

Heinrich Engelken, Deputy Chairman of the Management Board	GSG OLDENBURG Bau- und Wohnungsgesellschaft mbH, Oldenburg BREBAU GmbH, Bremen GEWOBA Aktiengesellschaft Wohnen und Bauen, Bremen
Dr. Guido Brune	BREBAU GmbH, Bremen DEUTSCHE FACTORING BANK Deutsche Factoring GmbH & Co. KG, Bremen

In the section "*Supervisory Board*" on page 43 of the Prospectus No. 3 of the list of the responsibilities of the Supervisory Board shall be deemed replaced by the following.

"3. a proposal on corporate planning to the Owners' Meeting in accordance with clause 15, paragraph 4, sentence 1 No. 9 of the articles of association of the Issuer,"

In the section "*Supervisory Board*" the first paragraph on page 44 of the Prospectus shall be deemed replaced by the following:

"The members of the Supervisory Board are appointed for a four-year term. With effect from 28 August 2012 Bremer LBs articles of association have been amended and will lead to a change in the composition of the members of the Supervisory Board. As soon as the forthcoming re-election of the members of the Supervisory Board has taken place, members appointed by NORD/LB (see No. 5 below) will decrease from eight to five members, further the Free Hanseatic City will appoint three members in addition to the Senator of Finance of the Free Hanseatic City of Bremen.

As of 28 August 2012 the Supervisory Board consists of"

In the section "*Owners' Meeting*" on page 44 and 45 of the Prospectus all references to "*Delegates*" shall be deemed replaced by "*Representatives*". The paragraph after the list of the matters of the Owners' Meeting No.1 –No.10 shall be replaced by the following:

"With effect from 28 August 2012 Bremer LBs articles of association have been amended and will lead to a change in the composition of the members of the Owners' Meeting. Each of NORD/LB, the Free Hanseatic City of Bremen and the Savings Bank Association of Lower Saxony may send up to three representatives to the Owners' Meeting. Voting rights shall be exercised in accordance with the proportion of share capital held by each owner. As of 28 August 2012 the members of the Owners' Meeting are:"

The paragraph "*Major Shareholders*" on page 45 of the Prospectus shall be replaced by the following:

"With effect from 28 August 2012 the majority of Bremer LB's issued capital, 54.8343 *per cent.*, is held by NORD/LB. Further 41.2 *per cent.* of the issued capital is held by the Free Hanseatic City of Bremen and 3.9657 *per cent.* is held by the Savings Bank Association of Lower Saxony. Within the NORD/LB group Bremer LB acts as an independent universal bank. The legal basis for this structure is formed by the state treaty between the Free Hanseatic City of Bremen and the State of Lower Saxony (*Staatsvertrag zwischen der Freien Hansestadt Bremen und dem Land Niedersachsen über die Bremer Landesbank Kreditanstalt Oldenburg – Girozentrale* –) as signed on 18 June 2012 and the articles of association of Bremer LB."

In the section "*Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits*", the subsection "*Historical Financial Information*" on page 45 of the Prospectus shall be replaced by the following:

"The consolidated financial statements of the Issuer for the fiscal years ended 31 December 2010 and 31 December 2011 and the interim consolidated financial report as of 30 June 2012 (each according to IFRS,

as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315a (1) of the German Commercial Code (*HGB*) are incorporated by reference into this Prospectus, see "*Documents incorporated by reference*".

The paragraph "*Documents incorporated by Reference*" on pages 143 of the Prospectus shall be supplemented by the following:

"English version of the interim consolidated financial statements of Bremer LB for the period from 1 January 2012 to 30 June 2012 (according to IFRS, as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315a (1) of the German Commercial Code (*HGB*)) and the respective review report (English translations from the German language):

- a) Consolidated Income Statement, page 31
- b) Statement of Comprehensive Income, page 32
- c) Consolidated Balance Sheet, page 33
- d) Statement of Changes in Equity, page 34
- e) Condensed Cash Flow Statement, page 35
- f) Condensed Notes to the Consolidated Financial Statements, pages 36 to 66
- g) Review Report, pages 68 and 69

The interim financial statements should be read in conjunction with information contained in the consolidated financial statements of Bremer LB as of 31 December 2011, on which an audit opinion has been issued."

Issuer

Bremer Landesbank Kreditanstalt Oldenburg – Girozentrale –

Domshof 26
28195 Bremen
Federal Republic of Germany

Fiscal Agent

*in the case of Notes initially deposited with any
Clearing system other than CBF*

Citibank N.A.
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

in the case of Notes initially deposited with CBF
Bremer Landesbank Kreditanstalt Oldenburg

– Girozentrale –
Domshof 26
28195 Bremen
Federal Republic of Germany

Paying Agents

Citigroup Global Markets

Deutschland AG

Germany Agency & Trust
Reuterweg 16
60323 Frankfurt am Main
Federal Republic of Germany

Bremer Landesbank Kreditanstalt Oldenburg

– Girozentrale –

Domshof 26
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Federal Republic of Germany

Citibank N.A.

Citigroup Center
Canada Square
Canary Wharf
London E145CB
United Kingdom

Listing and Paying Agent in Luxembourg

Banque Internationale à Luxembourg, société anonyme

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2953 Luxembourg