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ABN AMRO BANK NV
Form 424B2
May 15, 2007

PRICING SUPPLEMENT
(TO PROSPECTUS DATED SEPTEMBER 29, 2006
AND PROSPECTUS SUPPLEMENT
DATED SEPTEMBER 29, 2006)

PRICING SUPPLEMENT NO. 132 TO
REGISTRATION STATEMENT NOS.
333-137691, 333-137691-02
DATED MAY 11, 2007
RULE 424(b) (2)

[ABN AMRO LOGO]
\$7,500,000
ABN AMRO BANK N.V.
ABN NOTES (SM)
FULLY AND UNCONDITIONALLY GUARANTEED BY
ABN AMRO HOLDING N.V.

PRINCIPAL PROTECTED NOTES LINKED TO THE MSCI EAFE INDEX(R) DUE MAY 14, 2010

As described below, each Security will entitle the holder to receive at maturity the principal amount of \$1,000 plus an amount, which we refer to as the supplemental redemption amount, based on the average percentage change in the value of the MSCI EAFE Index(R), which we refer to as the Underlying Index, over the term of the Securities. The Securities do not pay interest. The return on the Securities is subject to the credit of ABN AMRO Bank, N.V. as the issuer of the Securities and ABN AMRO Holding N.V. as the guarantor of the issuer's obligations under the Securities.

SECURITIES	Principal Protected Notes due linked to the MSCI EAFE Index(R) due May 14, 2010
PRINCIPAL AMOUNT	\$7,500,000
UNDERLYING INDEX	The MSCI EAFE Index(R)
ISSUE PRICE	100%
SETTLEMENT DATE	May 16, 2007
PRICING DATE	May 9, 2007
MATURITY DATE	May 14, 2010
PAYMENT AT MATURITY	The payment at maturity for each \$1,000 principal amount of the Securities is based on the performance of the Underlying Index as follows: <ul style="list-style-type: none">o If the index return is zero or positive, we will pay you an amount in cash equal to the sum of \$1,000 and the supplemental redemption amount.o If the index return is negative, we will pay you an amount in cash of \$1,000.
INDEX RETURN	The index return for each Security is equal to the percentage change in the value of the Underlying Index on the determination date multiplied by \$1,000, which is calculated as:

$$\$1,000 \times \text{Final Value} - \text{Initial Value}$$

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Initial Value

FINAL VALUE The closing value of the Underlying Index on the determination date.

INITIAL VALUE 2256.02, the closing value of the Underlying Index on the pricing date, subject to adjustment in certain circumstances which we describe in "Description of Securities-- Discontinuance of the Underlying Index; Alteration of Method of Calculation."

SUPPLEMENTAL REDEMPTION AMOUNT An amount in cash for each \$1,000 principal amount of the Securities equal to the product of (i) the participation rate times (ii) the index return.

PARTICIPATION RATE 0.95 (or 95%)

DETERMINATION DATE The third business day prior to the maturity date, subject to adjustment in certain circumstances which we describe in "Description of Securities--Market Disruption Event."

GUARANTEE The Securities will be fully and unconditionally guaranteed by ABN AMRO Holding N.V.

DENOMINATIONS The Securities may be purchased in denominations of \$1,000 and integral multiples thereof.

NO AFFILIATION WITH THE INDEX SPONSOR The Underlying Index is calculated, published and owned by Morgan Stanley International Capital Inc. ("MSCI"). We refer to MSCI as the index sponsor. The index sponsor is not an affiliate of ours and is not involved with this offering in any way. The obligations represented by the Securities are our obligations, not those of the index sponsor. Investing in the Securities is not equivalent to investing directly in an Index Fund or Exchange Traded Fund which tracks the performance of the Underlying Index or the indices which comprise the Underlying Index.

LISTING We do not intend to list the Securities on any securities exchange.

THE SECURITIES ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER FEDERAL AGENCY.

THE SECURITIES INVOLVE RISKS NOT ASSOCIATED WITH AN INVESTMENT IN CONVENTIONAL DEBT SECURITIES. SEE "RISK FACTORS" BEGINNING ON PS-8.

THE SECURITIES AND EXCHANGE COMMISSION AND STATE SECURITIES REGULATORS HAVE NOT APPROVED OR DISAPPROVED THESE SECURITIES, OR DETERMINED IF THIS PRICING SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS SUPPLEMENT OR PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE AGENTS ARE NOT OBLIGATED TO PURCHASE THE SECURITIES BUT HAVE AGREED TO USE REASONABLE EFFORTS TO SOLICIT OFFERS TO PURCHASE THE SECURITIES. TO THE EXTENT THE FULL AGGREGATE PRINCIPAL AMOUNT OF THE SECURITIES LINKED TO ANY OF THE UNDERLYING INDEXS BEING OFFERED BY THIS PRICING SUPPLEMENT IS NOT PURCHASED BY INVESTORS IN THE APPLICABLE OFFERING, ONE OR MORE OF OUR AFFILIATES HAVE AGREED TO PURCHASE THE UNSOLD PORTION, WHICH MAY CONSTITUTE A SUBSTANTIAL PORTION OF THE TOTAL AGGREGATE PRINCIPAL AMOUNT OF THE SECURITIES LINKED TO SUCH UNDERLYING INDEX, AND TO HOLD SUCH SECURITIES FOR INVESTMENT PURPOSES. SEE "HOLDING OF THE

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SECURITIES BY OUR AFFILIATES AND FUTURE SALES" UNDER THE HEADING "RISK FACTORS" AND "PLAN OF DISTRIBUTION."

THIS PRICING SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS SUPPLEMENT AND PROSPECTUS MAY BE USED BY OUR AFFILIATES IN CONNECTION WITH OFFERS AND SALES OF THE SECURITIES IN MARKET-MAKING TRANSACTIONS.

	PRICE TO PUBLIC	AGENT'S COMMISSIONS (1)	PROCEEDS TO ABN AMRO BANK N.V.
Total	100% \$7,500,000	0.45% \$33,750	99.55% \$7,466,250

(1) For additional information see "Plan of Distribution" in this pricing supplement.

PRICE \$1,000 PER SECURITY
ABN AMRO INCORPORATED

In this Pricing Supplement, the "Bank," "we," "us" and "our" refer to ABN AMRO Bank N.V. and "Holding" refers to ABN AMRO Holding N.V., our parent company. We refer to the Securities offered hereby and the related guarantees as the "Securities."

MSCI EAFE Index(R) is a trademark of MSCI and is used subject to license.

ANY SECURITIES ISSUED, SOLD OR DISTRIBUTED PURSUANT TO THIS PRICING SUPPLEMENT MAY NOT BE OFFERED OR SOLD (I) TO ANY PERSON/ENTITY LISTED ON SANCTIONS LISTS OF THE EUROPEAN UNION, UNITED STATES OR ANY OTHER APPLICABLE LOCAL COMPETENT AUTHORITY; (II) WITHIN THE TERRITORY OF CUBA, SUDAN, IRAN AND MYANMAR; (III) TO RESIDENTS IN CUBA, SUDAN, IRAN OR MYANMAR; OR (IV) TO CUBAN NATIONALS, WHEREVER LOCATED.

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SUMMARY

THE FOLLOWING SUMMARY ANSWERS SOME QUESTIONS THAT YOU MIGHT HAVE REGARDING THE SECURITIES IN GENERAL TERMS ONLY. IT DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU SHOULD READ THE SUMMARY TOGETHER WITH THE MORE DETAILED INFORMATION THAT IS CONTAINED IN THE REST OF THIS PRICING SUPPLEMENT AND IN THE ACCOMPANYING PROSPECTUS AND PROSPECTUS SUPPLEMENT. YOU SHOULD CAREFULLY CONSIDER, AMONG OTHER THINGS, THE MATTERS SET FORTH IN "RISK FACTORS." IN ADDITION, WE URGE YOU TO CONSULT WITH YOUR INVESTMENT, LEGAL, ACCOUNTING, TAX AND OTHER ADVISORS WITH RESPECT TO ANY INVESTMENT IN THE SECURITIES.

WHAT ARE THE SECURITIES?

The Securities are senior notes of ABN AMRO Bank N.V. and are fully and unconditionally guaranteed by our parent company, ABN AMRO Holding N.V. The Securities have a maturity of three years. The payment at maturity on the Securities is determined based on the performance of the MSCI EAFE Index(R), which we refer to as the Underlying Index, on the determination date as described below under "What is the Index Return?" The Securities have a minimum return of \$1,000 principal amount per Security. Any appreciation of the Underlying Index on the determination date will increase the payment at maturity as described below. Unlike ordinary debt securities, the Securities do not pay interest.

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WHAT WILL I RECEIVE AT MATURITY OF THE SECURITIES?

At maturity you will receive, for each \$1,000 principal of Securities, a cash payment equal to the sum of two amounts: (a) \$1,000 plus (b) the supplemental redemption amount, if any.

The supplemental redemption amount for each \$1,000 principal amount of Securities will be equal to the product of (a) the participation rate TIMES (b) the index return. The participation rate will be determined on the pricing date and will be no less than 93% and no more than 95%.

WHAT IS THE INDEX RETURN?

The index return will be equal to the percentage change in the value of the Underlying Index on the determination date multiplied by \$1,000, which is calculated as:

$$\begin{array}{r} \$1,000 \quad \times \quad \text{Final Value} - \text{Initial Value} \\ \hline \text{Initial Value;} \end{array}$$

WHERE,

- o the initial value is 2256.02, which was the closing value of the Underlying Index on the pricing date; and
- o the final value is the closing value of the Underlying Index on the determination date, which is the third business day prior to the maturity date, subject to adjustment in certain circumstances.

The initial value and the final value are subject to adjustment in certain circumstances, as we describe under "Description of Securities-- Discontinuance of the Underlying Index; Alteration of Method of Calculation" in this Pricing Supplement.

HOW IS THE SUPPLEMENTAL REDEMPTION AMOUNT CALCULATED?

The supplemental redemption amount is a cash amount determined only when the index return is zero or positive. The supplemental redemption amount for each \$1,000 principal amount of the Securities is equal to the product of (i) the participation rate times (ii) the index return. The supplemental redemption amount is calculated according to the following formula:

[FORMULA OMITTED]

WHAT IS THE PARTICIPATION RATE THAT IS USED IN THE CALCULATION OF THE SUPPLEMENTAL REDEMPTION AMOUNT?

The participation rate will be a fixed percentage determined on the pricing date and will be no less than 93% and no more than 95%. The supplemental redemption amount is calculated as the product of (a) the participation rate TIMES (b) the index return.

WILL I RECEIVE INTEREST PAYMENTS ON THE SECURITIES?

No. You will not receive any interest payments on the Securities.

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WILL I GET MY PRINCIPAL BACK AT MATURITY?

Subject to the credit of ABN AMRO Bank, N.V. as the issuer of the Securities and ABN AMRO Holding N.V. as the guarantor of the Bank's obligations under the Securities, you will receive your principal back at maturity of the Securities. However, if you sell the Securities prior to maturity, you will receive the market price for the Securities, which may or may not include the return of your full principal amount. There may be little or no secondary market for the Securities. Accordingly, you should be willing to hold your securities until maturity.

CAN YOU GIVE ME EXAMPLES OF THE PAYMENT I WILL RECEIVE AT MATURITY DEPENDING ON THE PERCENTAGE CHANGE IN THE VALUE OF THE UNDERLYING INDEX?

EXAMPLE 1: If, for example, the initial value is 1,000 and the final value is 500, the index return would be calculated as follows:

$$\frac{\$1,000 \times 500 - 1,000}{1,000} = \$-500$$

Because the index return is negative, at maturity you would receive an amount in cash per Security of \$1,000.

EXAMPLE 2: If, for example, the participation rate is 94% (.94), the initial value is 1,000 and the final value is 1,000, the index return would be calculated as follows:

$$\frac{\$1,000 \times 1000 - 1,000}{1,000} = \$0$$

The supplemental redemption amount would be calculated as follows:

$$.94 \times \text{index return} = \$0$$

Because the index return is equal to \$0, at maturity you would receive an amount in cash per Security of \$1,000.

EXAMPLE 3: If, for example, the participation rate is .94 (or 94%), the initial value is 1,000 and the final value is 1,200 the index return would be calculated as follows:

$$\frac{\$1,000 \times 1200 - 1,000}{1,000} = \$200$$

The supplemental redemption amount would be calculated as follows:

$$.94 \times \text{index return} = \$188$$

Because the index return is positive, at maturity you would receive an amount in cash per Security equal to the sum of \$1,000 and the supplemental redemption amount.

Accordingly, at maturity, you would receive \$1,000 plus the supplemental redemption amount of \$188, or a total payment of \$1,188. In this case, the Underlying Index increased by 20% over the life of the Security and you would have received an 18.8% return on your investment.

THESE EXAMPLES ARE FOR ILLUSTRATIVE PURPOSES ONLY. IT IS NOT POSSIBLE TO PREDICT THE CLOSING VALUE OF THE UNDERLYING INDEX ON THE DETERMINATION DATE.

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YOUR RETURN MAY BE ZERO. THE INITIAL VALUE IS SUBJECT TO ADJUSTMENT AS SET FORTH IN "DESCRIPTION OF SECURITIES - DISCONTINUANCE OF THE UNDERLYING INDEX; ALTERATION OF METHOD OF CALCULATION" IN THIS PRICING SUPPLEMENT.

In this Pricing Supplement, we have provided under the heading "Hypothetical Return Analysis of the Securities at Maturity" the total return of owning the Securities through maturity for various closing values of the Underlying Index on the determination date.

DO I BENEFIT FROM ANY APPRECIATION IN THE UNDERLYING INDEX OVER THE LIFE OF THE SECURITIES?

Yes. If the final value is equal to or greater than the initial value, you will receive in cash the supplemental redemption amount in addition to the principal amount of the Securities payable at maturity. The supplemental redemption amount represents the product of (i) the participation rate times (ii) the index return.

WHAT IS THE MINIMUM REQUIRED PURCHASE?

You can purchase Securities in \$1,000 denominations or in integral multiples thereof.

IS THERE A SECONDARY MARKET FOR THE SECURITIES?

We do not intend to list the Securities on any securities exchange. Accordingly, there may be little or no secondary market for the Securities and, as such, information regarding independent market pricing for the Securities may be limited. You should be willing to hold your Securities until the maturity date.

Although it is not required to do so, we have been informed by our affiliate that when this offering is

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complete, it intends to make purchases and sales of the Securities from time to time in off-exchange transactions. If our affiliate does make such a market in the Securities, it may stop doing so at any time.

In connection with any secondary market activity in the Securities, our affiliate may post indicative prices for the Securities on a designated website or via Bloomberg. However, our affiliate is not required to post such indicative prices and may stop doing so at any time. INVESTORS ARE ADVISED THAT ANY PRICES SHOWN ON ANY WEBSITE OR BLOOMBERG PAGE ARE INDICATIVE PRICES ONLY AND, AS SUCH, THERE CAN BE NO ASSURANCE THAT ANY TRADE COULD BE EXECUTED AT SUCH PRICES. Investors should contact their brokerage firm for further information.

In addition, the issue price of the Securities includes the selling agents' commissions paid with respect to the Securities and the cost of hedging our obligations under the Securities. The cost of hedging includes the profit component that our affiliate has charged in consideration for assuming the risks inherent in managing the hedging the transactions. The fact that the issue price of the Securities includes these commissions and hedging costs is expected to adversely affect the secondary market prices of the Securities. See "Risk Factors--The Inclusion of Commissions and Cost of Hedging in the Issue Price is Likely to Adversely Affect Secondary Market Prices" and "Use of Proceeds."

WHAT ARE THE TAX CONSEQUENCES OF OWNING THE SECURITIES?

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Although the U.S. federal income tax treatment of the Securities is unclear, we intend to treat the Securities as "contingent payment debt instruments" for U.S. federal income tax purposes. Assuming this characterization, if you are a U.S. taxable investor, regardless of your method of accounting, you will generally be required to accrue as ordinary income amounts based on the "comparable yield" of the Securities, as determined by us even though you will receive no payment on the Securities until maturity. In addition, any gain recognized upon a sale, exchange or retirement of the Securities will generally be treated as ordinary interest income for U.S. federal income tax purposes.

YOU SHOULD REVIEW THE SECTION IN THIS PRICING SUPPLEMENT ENTITLED "TAXATION." YOU SHOULD ALSO REVIEW THE SECTION ENTITLED "UNITED STATES FEDERAL TAXATION" AND IN PARTICULAR THE SUB-SECTION ENTITLED "UNITED STATES FEDERAL TAXATION--CONTINGENT PAYMENT DEBT INSTRUMENTS" IN THE ACCOMPANYING PROSPECTUS SUPPLEMENT. ADDITIONALLY, YOU ARE URGED TO CONSULT YOUR TAX ADVISOR REGARDING THE TAX TREATMENT OF THE SECURITIES AND WHETHER A PURCHASE OF THE SECURITIES IS ADVISABLE IN LIGHT OF THE TAX TREATMENT AND YOUR PARTICULAR SITUATION.

WHAT IS THE UNDERLYING INDEX AND HOW HAS IT PERFORMED HISTORICALLY?

The Underlying Index is a free float-adjusted market capitalization index that is intended to measure the performance of certain developed equity markets. It has a base date of December 31, 1969 and had on that date an initial value of 100. As of February 28, 2007, the Index consisted of the following 21 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom. The five largest country weights were: Japan (23.35%), the United Kingdom (23.25%), France (9.96%), Germany (7.51%) and Switzerland (6.75%) and the five largest sector weights were: Financials (29.84%), Consumer Discretionary (12.01%), Industrials (11.55%), Materials (8.59%) and Energy (6.72%). The Index is calculated daily in U.S. dollars and published in real time every 60 seconds during market trading hours. The Index is published by Bloomberg under the index symbol "MXEA". You should read "Description of the Underlying Index" for additional information regarding the Underlying Index.

TELL ME MORE ABOUT ABN AMRO BANK N.V. AND ABN AMRO HOLDING N.V.

We are a prominent international banking group offering a wide range of banking products and financial services on a global basis through our network of 4,532 offices and branches in 56 countries and territories as of year-end 2006. We are one of the largest banking groups in the world, with total consolidated assets of (euro)987.1 billion at December 31, 2006. We are the largest banking group in the Netherlands and we have a substantial presence in Brazil and the Midwestern United States. We are one of the largest foreign banking groups in the United States, based on total assets held as of December 31, 2006. We are listed on Euronext and the New York Stock Exchange. ABN AMRO Bank N.V. is rated AA- by Standard & Poor's and AA3 by Moody's.

ABN AMRO Holding N.V. is the parent company of ABN AMRO Bank N.V. Holding's main purpose is to own the Bank and its subsidiaries. All of the

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Securities issued by the Bank hereunder are fully and unconditionally guaranteed by Holding.

On April 23, 2007, ABN AMRO Holding N.V. and Barclays PLC ("Barclays") jointly announced that agreement has been reached on the combination of ABN AMRO

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Holding N.V. and Barclays. Separately, ABN AMRO Holding N.V. also announced the sale of ABN AMRO North America Holding Company, which principally consists of the retail and commercial banking activities of LaSalle Bank Corporation, to Bank of America for USD 21 billion in cash. Both transactions are scheduled to be completed late 2007 and are subject to regulatory approvals and other closing conditions.

WHO WILL DETERMINE THE FINAL VALUE OF THE UNDERLYING INDEX, THE INDEX RETURN AND THE SUPPLEMENTAL REDEMPTION AMOUNT?

We have appointed ABN AMRO Incorporated, which we refer to as AAI, to act as calculation agent for Wilmington Trust Company, the trustee for the Securities and Citibank, N.A., the securities administrator. As calculation agent, AAI will determine the closing value of the Underlying Index on the determination date, the index return and the supplemental redemption amount. The calculation agent may be required, due to events beyond our control, to adjust any of these calculations, which we describe in "Discontinuance of the Underlying Index; Alternation of Method of Calculation" in this Pricing Supplement.

WHO INVESTS IN THE SECURITIES?

The Securities are not suitable for all investors. The Securities might be considered by investors who:

- o are willing to risk receiving no return on their initial investment in exchange for the opportunity to benefit from a percentage of the average appreciation, if any, in the value of the Underlying Index over the life of the Securities;
- o do not require an interest income stream;
- o prefer an investment that returns the principal amount at maturity notwithstanding the actual appreciation or depreciation of the Underlying Index; and
- o are willing to hold the Securities until maturity.

You should carefully consider whether the Securities are suited to your particular circumstances before you decide to purchase them. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the Securities.

WHAT ARE SOME OF THE RISKS IN OWNING THE SECURITIES?

Investing in the Securities involves a number of risks. We have described the most significant risks relating to the Securities under the heading "Risk Factors" in this Pricing Supplement which you should read before making an investment in the Securities.

Some selected risk considerations include:

- o PRINCIPAL RISK. If the final value of the Underlying Index is either equal to or below the initial value, you will be entitled to receive only the principal amount of \$1,000 per Security at maturity. In such a case, you will receive no return on your investment and you will not be compensated for any loss in value due to inflation and other factors relating to the value of money over time.
- o CREDIT RISK. Because you are purchasing a security from us, you are assuming our credit risk. In addition, because the Securities are fully and unconditionally guaranteed by Holding, you are assuming the credit risk of

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Holding in the event that we fail to make any payment required by the terms of the Securities.

- o LIQUIDITY AND MARKET RISK. The Securities will return the principal amount only if held to maturity. If you sell your Securities in the secondary market, if any, prior to maturity, you will receive the market price for the Securities, which may or may not include the return of your full principal amount. We do not intend to list the Securities on any securities exchange. Accordingly, there may be little or no secondary market for the Securities, and information regarding independent market pricing for the Securities may be limited. The value of the Securities in the secondary market, if any, will be subject to many unpredictable factors, including then prevailing market conditions.

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WHAT IF I HAVE MORE QUESTIONS?

You should read the "Description of Securities" in this Pricing Supplement for a detailed description of the terms of the Securities. The Securities are senior notes issued as part of our ABN Notes(SM) program and guaranteed by Holding. The Securities offered by the Bank will constitute the Bank's unsecured and unsubordinated obligations and rank pari passu without any preference among them and with all our other present and future unsecured and unsubordinated obligations. The guarantee of Holding will constitute Holding's unsecured and unsubordinated obligations and rank pari passu without any preference among them and with all Holding's other present and future unsecured and unsubordinated obligations.

You can find a general description of our ABN Notes(SM) program in the accompanying Prospectus Supplement. We also describe the basic features of this type of note in the sections called "Description of Notes" and "Notes Linked to Commodity Prices, Single Securities, Baskets of Securities or Indices".

You may contact our principal executive offices at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands. Our telephone number is (31-20) 628-9393.

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RISK FACTORS

This section describes the most significant risks relating to the Securities. For a discussion of certain general risks associated with your investment in the Securities, please refer to the section entitled "Risk Factors" beginning on page S-3 of the accompanying prospectus supplement. YOU SHOULD CAREFULLY CONSIDER WHETHER THE SECURITIES ARE SUITED TO YOUR PARTICULAR CIRCUMSTANCES BEFORE YOU DECIDE TO PURCHASE THEM. IN ADDITION, WE URGE YOU TO CONSULT WITH YOUR INVESTMENT, LEGAL, ACCOUNTING, TAX AND OTHER ADVISORS WITH RESPECT TO ANY INVESTMENT IN THE SECURITIES.

THE SECURITIES ARE NOT ORDINARY SENIOR NOTES; THE SECURITIES MAY NOT RETURN MORE THAN YOUR INITIAL INVESTMENT

The Securities combine features of debt and equity. The terms of the Securities differ from those of ordinary debt securities in that we will not pay interest on the Securities. In addition, if the index return is zero or less than zero, the supplemental redemption amount will be zero and you will receive only the principal amount of \$1,000 per Security at maturity. IN SUCH A CASE,

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YOU WILL RECEIVE NO RETURN ON YOUR INITIAL INVESTMENT IN THE SECURITIES AND YOU WILL NOT BE COMPENSATED FOR ANY LOSS IN VALUE DUE TO INFLATION AND OTHER FACTORS RELATING TO THE VALUE OF MONEY OVER TIME. We cannot predict the future performance of the Underlying Index based on the historical performance of the Underlying Index or any other factors.

Furthermore, even if the final value exceeds the initial value, the return you receive on the Securities may be less than the return you would have received had you invested your entire principal amount in a conventional debt security with the same maturity issued by us or a comparable issuer. The return you receive on the Securities, if any, may be minimal and may not compensate you for any losses incurred due to inflation or the value of money over time.

PAYMENT OF THE SUPPLEMENTAL REDEMPTION AMOUNT AT MATURITY IS BASED ON THE VALUE OF THE UNDERLYING INDEX ON THE DETERMINATION DATE

Changes in the Underlying Index during the term of the Securities before the determination date will not be reflected in the calculation of the amount, if any, payable at maturity. The calculation agent will calculate the supplemental redemption amount payable at maturity by comparing only the initial value of the Underlying Index on the pricing date and the value of the Underlying Index on the determination date. No other Underlying Index values will be taken into account. Consequently, even if the Underlying Index has risen at certain times during the term of the Securities before falling to a level below the initial level of the Underlying Index, if a lower final value is used to calculate the supplemental redemption amount this could limit your return on the Securities.

YOU WILL NOT PARTICIPATE IN THE FULL PERCENTAGE INCREASE, IF ANY, IN THE UNDERLYING INDEX

The supplemental redemption amount is calculated as the product of (a) the participation rate TIMES (b) the index return. The participation rate will be no less than 0.93 (or 93%) and no more than 0.95 (or 95%). BECAUSE THE PARTICIPATION RATE IS LESS THAN 100%, YOU WILL ONLY PARTICIPATE IN THAT PORTION OF THE PERCENTAGE INCREASE IN THE VALUE OF THE UNDERLYING INDEX, IF ANY, RATHER THAN IN THE FULL PERCENTAGE INCREASE. Therefore, if the percentage change in the value of the Underlying Index is positive, the return on the Securities may be less than the return you would have earned if you had invested directly in an Index Fund or Exchange Traded Fund which tracks the performance of the Underlying Index.

WE DO NOT INTEND TO LIST THE SECURITIES ON ANY SECURITIES EXCHANGE; SECONDARY TRADING MAY BE LIMITED

You should be willing to hold your Securities until the maturity date. We do not intend to list the Securities on any securities exchange; accordingly, there may be little or no secondary market for the Securities and information regarding independent market pricing for the Securities may be limited. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the Securities easily. Upon completion of the offering, our affiliate has informed us that it intends to purchase and sell

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the Securities from time to time in off-exchange transactions, but it is not required to do so. If our affiliate does make such a market in the Securities, it may stop doing so at any time. In addition, to the extent the total principal amount of the Securities being offered is not purchased by investors in the offering, one or more of our affiliates has agreed to purchase the unsold

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portion for its own investment. Such affiliate or affiliates intend to hold the Securities for investment for at least 30 days, which may affect the supply of Securities available for secondary trading and therefore adversely effect the price of the Securities in any secondary trading.

THE INCLUSION OF COMMISSIONS AND COST OF HEDGING IN THE ISSUE PRICE IS LIKELY TO ADVERSELY AFFECT SECONDARY MARKET PRICES

Assuming no change in market conditions or any other relevant factors, the price, if any, at which the selling agents are willing to purchase Securities in secondary market transactions will likely be lower than the issue price, since the issue price included, and secondary market prices are likely to exclude, commissions paid with respect to the Securities, as well as the profit component included in the cost of hedging our obligations under the Securities. In addition, any such prices may differ from values determined by pricing models used by the selling agents, as a result of dealer discounts, mark-ups or other transaction costs.

INVESTMENT IN THE SECURITIES IS NOT THE SAME AS A DIRECT INVESTMENT IN A PRODUCT WHICH TRACKS THE PERFORMANCE OF THE UNDERLYING INDEX OR THE INDICES WHICH COMPRISE THE UNDERLYING INDEX

An investment in the Securities is not the same as a direct investment in a product, such as an Index Fund or Exchange Traded Fund, that tracks the performance of the Underlying Index or the indices that comprise the Underlying Index. The return on your Securities could be less than if you had invested directly such a product because you will only participate in a portion of the change in the value of the Underlying Index, because the supplemental redemption amount is calculated based only on the initial value and the final value of the Underlying Index and because the supplemental redemption amount does not account for the return associated with the reinvestment of dividends that you would have received if you had invested directly in an index fund or exchange traded fund. You will not receive any payment of dividends paid by any of the stocks that make up the indices that comprise the Underlying Index.

MARKET PRICE OF THE SECURITIES INFLUENCED BY MANY UNPREDICTABLE FACTORS, INCLUDING FOREIGN STOCK MARKETS

The value of the Securities may move up and down between the date you purchase them and the determination date. Several factors, most of which are beyond our control, will influence the value of the Securities, including:

- o the level of the Underlying Index, which can fluctuate significantly;
- o the volatility (frequency and magnitude of changes in value) of the Underlying Index;
- o the value of the indices comprising the Underlying Index;
- o changes in interest rates;
- o the time remaining until the maturity of the Securities;
- o economic, financial, political, regulatory, geographical, or judicial events that affect the level of the Underlying Index or the value of the indices comprising the Underlying Index; and
- o the creditworthiness of the Bank as issuer of the Securities and Holding as the guarantor of the Bank's obligations under the Securities. Any person who purchases the Securities is relying upon the creditworthiness of the Bank and Holding and has no rights against any other person, including the Sponsor of the Underlying Index. The Securities constitute the general,

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unsecured and unsubordinated contractual obligations of the Bank and Holding.

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These factors interrelate in complex ways, and the effect of one factor on the market value of your Securities may offset or enhance the effect of another factor.

Some or all of these factors will influence the price that you will receive if you sell your Securities prior to maturity in the secondary market, if any. If you sell your Securities prior to maturity, the price at which you are able to sell your Securities may be at a discount, which could be substantial, from the principal amount. For example, there may be a discount on the Securities if at the time of sale the Underlying Index is at or below the initial value or if market interest rates rise. Even if there is an appreciation in the Underlying Index above the initial value, there may be a discount on the Securities based on the time remaining to the maturity of the Securities. **THUS, IF YOU SELL YOUR SECURITIES BEFORE MATURITY, YOU MAY RECEIVE LESS THAN THE MINIMUM RETURN AMOUNT PER SECURITY.**

Some or all of these factors will influence the return, if any, that you receive upon maturity of the Securities. You cannot predict the future performance of the Securities or of the Underlying Index based on the historical performance of the Underlying Index. **NEITHER WE NOR HOLDING NOR ANY OF OUR AFFILIATES CAN GUARANTEE THAT THE VALUE OF THE UNDERLYING INDEX WILL INCREASE SO THAT YOU WILL RECEIVE AT MATURITY AN AMOUNT IN EXCESS OF THE PRINCIPAL AMOUNT OF THE SECURITIES.**

THE UNDERLYING INDEX IS LIMITED TO 21 DEVELOPED MARKET COUNTRY INDICES

The Securities are linked to the Underlying Index which reflects only the return on twenty-one developed market country indices intended to measure the performance of those developed equity markets. The Underlying Index will be less diversified than other indices or investment portfolios investing in a broader range of indices or countries and, therefore, could experience greater volatility. An investment in the Securities may therefore carry risks similar to a concentrated securities investment in a limited industry or sector. The return, if any, on the Securities will be affected by factors affecting the value of securities in the relevant markets.

THE SUPPLEMENTAL REDEMPTION AMOUNT, IF ANY, YOU RECEIVE ON THE SECURITIES MAY BE DELAYED UPON THE OCCURRENCE OF A MARKET DISRUPTION EVENT

If the calculation agent determines that, on the determination date, a market disruption event has occurred or is continuing, the determination of the value of the Underlying Index by the calculation agent may be deferred. As a result, the determination date for your Securities may also be delayed. If this occurs, you may not receive the supplemental redemption amount, if any, we are obligated to deliver on the maturity date of the Securities until several days after the originally scheduled due date.

CHANGES THAT AFFECT THE COMPOSITION AND CALCULATION OF THE UNDERLYING INDEX WILL AFFECT THE MARKET VALUE OF THE SECURITIES AND THE AMOUNT YOU WILL RECEIVE AT MATURITY

Morgan Stanley Capital International, Inc. ("MSCI") is responsible for calculating and maintaining the Underlying Index. In the course of maintaining the Underlying Index, MSCI has the discretion to make additions to and deletions from the Underlying Index or make other methodological changes that could change

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the level of the Underlying Index. These changes could affect the supplemental redemption amount, if any, payable on the Securities at maturity and the market value of the Securities prior to maturity. MSCI does not have any obligation to take the needs of any parties to transactions involving the Underlying Index, including the holders of the Securities, into consideration when making any changes to the Underlying Index. Since we cannot control or predict the actions of the MSCI, we are not responsible for any errors in or discontinuation of disclosure regarding the methods or policies relating to the calculation of the Underlying Index. See "The Index".

DISCONTINUANCE OF THE UNDERLYING INDEX

The amount payable on the Securities and their market value could also be affected if MSCI, in its sole discretion, discontinues or suspends calculation or publication or materially modifies its methods of calculation of the Underlying Index or if one of the underlying indices is discontinued, materially modified

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or otherwise becomes unavailable, in which case it may become difficult to determine the market value of the Securities. If events such as these occur, or if the Underlying Index initial value or the Underlying Index final value are not available because of a market disruption event or for any other reason, the calculation agent will make a good faith estimate in its sole discretion of the Underlying Index final value that would have prevailed in the absence of the market disruption event. If the calculation agent determines that the publication of the Underlying Index is discontinued and that there is no successor index on the date when the Underlying Index final value is required to be determined, the calculation agent will instead make a good faith estimate in its sole discretion of the Underlying Index final value by reference to a group of indices and a computation methodology that the calculation agent determines will as closely as reasonably possible replicate the Underlying Index. While the calculation agent will endeavor to make such determinations accurately and in good faith, there can be no assurance that the calculation agent will be able to do so. Therefore, a discontinuance or material modification of the Underlying Index or one or more of the indices which comprise the Underlying Index may adversely affect the value of the Securities. See "Description of Securities--Market Disruption Event" and "Description of Securities-Discontinuance of the Underlying Index; Alteration of Method of Calculation."

THE UNDERLYING INDEX INCLUDES INDICES OF FOREIGN EQUITY MARKETS THAT MAY BE LESS REGULATED THAN U.S. MARKETS AND ARE SUBJECT TO RISKS THAT DO NOT ALWAYS APPLY TO U.S. MARKETS

The Underlying Index is comprised indices of equity markets located outside the United States. The regulations of the Securities Exchange Commission ("SEC") do not apply to trading on foreign exchanges, and trading on foreign exchanges may involve different and greater risks than trading on United States exchanges. Foreign markets may be more volatile or susceptible to disruption than United States exchanges. Trading on foreign exchanges also involves certain other risks that are not applicable to trading on United States exchanges. Those risks include varying exchange rates, foreign exchange controls, direct or indirect government intervention to stabilize a particular securities market, governmental expropriation, burdensome or confiscatory taxation systems, government imposed moratoriums, and political or diplomatic events. Also there is generally less publicly available information about foreign companies than about United States companies that are subject to the reporting requirements of the SEC. Additionally, accounting, auditing and financial reporting standards

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and requirements in foreign countries differ from those applicable to United States companies.

The prices and performance of securities of companies in foreign countries may be affected by political, economic, financial and social factors in those regions. In addition, recent or future changes in government, economic and fiscal policies in the relevant jurisdictions, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions, and possible fluctuations in the rate of exchange between currencies, are factors that could negatively affect the relevant securities markets. Moreover, the relevant foreign economies may differ favorably or unfavorably from the United States economy in economic factors such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

TAX TREATMENT

Although we intend to treat the Securities as "contingent payment debt instruments" for U.S. federal income tax purposes, the U.S. federal income tax treatment of the Securities is unclear. Assuming this characterization, if you are a U.S. taxable investor, regardless of your method of accounting, you will generally be required to accrue as ordinary income amounts based on the "comparable yield" of the Securities, as determined by us even though you will receive no payment on the Securities until maturity. In addition, any gain recognized upon a sale, exchange or retirement of the Securities will generally be treated as ordinary interest income for U.S. federal income tax purposes. Please read carefully the section in this pricing supplement entitled "Taxation." You should also review carefully the section entitled "United States Federal Taxation" and in particular the sub-section entitled "United States Federal Taxation--Contingent Payment Debt Instruments" in the accompanying Prospectus Supplement.

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HEDGING AND TRADING ACTIVITIES BY US OR OUR AFFILIATES COULD AFFECT THE MARKET VALUE OF THE SECURITIES

We or one or more affiliates may hedge our obligations under the Securities by purchasing or selling futures or options on the Underlying Index, or exchange-traded funds or other derivative instruments with returns linked or related to changes in the performance of the Underlying Index or any index which is a component of the Underlying Index; or any security in such index and we may adjust these hedges by, among other things, purchasing or selling such futures, options or exchange-traded funds or other derivative instruments at any time. Although they are not expected to, any of these hedging activities may adversely affect the value of the Underlying Index and, therefore, the market value of the Securities. It is possible that we or one or more of our affiliates could receive substantial returns from these hedging activities while the market value of the Securities declines. We or one or more of our affiliates may also engage in trading in other investments or instruments relating to the Underlying Index or any index which is a component of the Underlying Index, or any security in such index on a regular basis as part of our general broker-dealer and other businesses, for proprietary accounts, for other accounts under management or to facilitate transactions for customers. Any of these activities could adversely affect the value of the Underlying Index and, therefore, the market value of the Securities. We or one or more of our affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to changes in the performance of the Underlying Index or any index which is a component of the Underlying Index. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could adversely affect the market value of the Securities.

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OUR BUSINESS ACTIVITIES MAY CREATE CONFLICTS OF INTEREST

As noted above, we and our affiliates expect to engage in trading activities related to the Underlying Index or any index which is a component of the Underlying Index, or any security in such index that are not for the account of holders of the Securities or on their behalf. These trading activities may present a conflict between the holders' interest in the Securities and the interests we and our affiliates will have in our proprietary accounts, in facilitating transactions, including options and other derivatives transactions, for our customers and in accounts under their management. These trading activities, if they influence the value of the Underlying Index, could be adverse to your interests.

HOLDINGS OF THE SECURITIES BY OUR AFFILIATES AND FUTURE SALES

Certain of our affiliates have agreed to purchase for investment any portion of the Securities that has not been purchased by investors in this offering, which they intend to hold for a period of at least 30 days. As a result, upon completion of this offering, our affiliates may own up to approximately 10% of the Securities. Circumstances may occur in which our interests or those of our affiliates could be in conflict with your interests.

In addition, if a substantial portion of the Securities held by our affiliates were to be offered for sale in the secondary market, if any, following this offering, the market price of the Securities may fall. The negative effect of such sales on the price of the Securities could be more pronounced if secondary trading in the Securities is limited or illiquid.

POTENTIAL CONFLICTS OF INTEREST BETWEEN SECURITY HOLDERS AND THE CALCULATION AGENT

Our affiliate, AAI, will serve as the calculation agent. AAI will, among other things, decide the amount of the return paid out to you on the Securities at maturity. For a fuller description of the calculation agent's role, see "Description of Securities -- Calculation Agent". The calculation agent will exercise its judgment when performing its functions. For example, the calculation agent may have to determine whether a market disruption event affecting the Underlying Index has occurred or is continuing on the day when the calculation agent will determine the final value of the Underlying Index. This determination may, in turn, depend on the calculation agent's judgment whether the event has materially interfered with our ability to unwind our hedge positions. Since these determinations by the calculation agent may affect the

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market value of the Securities, the calculation agent may have a conflict of interest if it needs to make any such decision.

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HYPOTHETICAL RETURN ANALYSIS OF THE SECURITIES AT MATURITY

The following table illustrates potential return scenarios per Security at maturity for an investor who purchases the Securities on the original issue date, based on various assumptions set forth below, including hypothetical final values for the Underlying Index. Neither we nor Holding nor any of our affiliates can predict the final value of the Underlying Index at any time in

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the future. THEREFORE, THE EXAMPLES SET FORTH BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY AND THE RETURNS SET FORTH IN THE TABLE MAY NOT BE THE ACTUAL RETURNS APPLICABLE TO A PURCHASER OF THE SECURITIES. MOREOVER, THE UNDERLYING INDEX MAY NOT APPRECIATE OR DEPRECIATE OVER THE TERM OF THE SECURITIES AS INDICATED BELOW.

ASSUMPTIONS

Hypothetical Initial Value: 2,256.02
 Hypothetical Participation Rate: 95%
 Term of the Securities: 3 years

Final Value of the Underlying Index (a)	Percentage Change in the value of the Underlying Index (b) (%)	Principal Amount (\$)	Index Return (c) (\$)	Supplemental Redemption Amount (d) (\$)
3,271.23	45.00%	\$1,000.00	\$427.50	\$1,427.50
3,158.43	40.00%	\$1,000.00	\$380.00	\$1,380.00
3,045.63	35.00%	\$1,000.00	\$332.50	\$1,332.50
2,932.83	30.00%	\$1,000.00	\$285.00	\$1,285.00
2,820.03	25.00%	\$1,000.00	\$237.50	\$1,237.50
2,707.22	20.00%	\$1,000.00	\$190.00	\$1,190.00
2,650.82	17.50%	\$1,000.00	\$166.25	\$1,166.25
2,594.42	15.00%	\$1,000.00	\$142.50	\$1,142.50
2,538.02	12.50%	\$1,000.00	\$118.75	\$1,118.75
2,481.62	10.00%	\$1,000.00	\$ 95.00	\$1,095.00
2,374.46	5.25%	\$1,000.00	\$ 49.87	\$1,049.87
2,351.90	4.25%	\$1,000.00	\$ 40.37	\$1,040.37
2,334.98	3.50%	\$1,000.00	\$ 33.25	\$1,033.25
2,312.42	2.50%	\$1,000.00	\$ 23.75	\$1,023.75
2,278.58	1.00%	\$1,000.00	\$ 9.50	\$1,009.50
2,256.02	0.00%	\$1,000.00	\$ 0.00	\$1,000.00
2,143.22	-5.00%	\$1,000.00	\$ 0.00	\$1,000.00
2,030.42	-10.00%	\$1,000.00	\$ 0.00	\$1,000.00
1,917.62	-15.00%	\$1,000.00	\$ 0.00	\$1,000.00
1,804.82	-20.00%	\$1,000.00	\$ 0.00	\$1,000.00
1,353.61	-40.00%	\$1,000.00	\$ 0.00	\$1,000.00
902.41	-60.00%	\$1,000.00	\$ 0.00	\$1,000.00
451.20	-80.00%	\$1,000.00	\$ 0.00	\$1,000.00
0.00	-100.00%	\$1,000.00	\$ 0.00	\$1,000.00

(a) The final value is the closing value of the Underlying Index on the determination date, which is the third business day prior to the maturity date. The final value is subject to adjustment as described in this Pricing Supplement under "Description of Securities--Discontinuance of the Underlying Index; Alteration of Method of Calculation."

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(b) Calculated as:
 (Final Value - Initial Value)

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Initial Value

(c) Calculated as:

$$\frac{\$1,000 \times (\text{Final Value} - \text{Initial Value})}{\text{Initial Value}}$$

- (d) The supplemental redemption amount is determined only when the index return is zero or positive. The supplemental redemption amount for each \$1,000 principal amount of the Securities is equal to the product of (i) the participation rate times (ii) the index return. In this hypothetical example, the participation rate is .95 (or 95%).
- (e) If the index return is positive, at maturity you will receive an amount in cash equal to the sum of \$1,000 and the supplemental redemption amount, for each \$1,000 principal amount of the Securities. If the index return is negative, at maturity you will receive for each \$1,000 principal amount of the Securities a cash payment of \$1,000.
- (f) The total return presented is exclusive of any tax consequences of owning the Securities. You should consult your tax adviser regarding whether owning the Securities is appropriate for your tax situation. See the sections titled "Risk Factors" and "Taxation".

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INCORPORATION OF DOCUMENTS BY REFERENCE

Holding is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith, Holding files reports and other information with the Securities and Exchange Commission (the "Commission"). You may read and copy these documents at the SEC Headquarters Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 (tel: 202-551-8090), and at the SEC's regional offices at Northeast Regional Office, 3 World Financial Center, Room 4300, New York, NY 10281 (tel: 212-336-1100) and Midwest Regional Office, 175 W. Jackson Boulevard, Suite 900, Chicago, Illinois 60604. Copies of this material can also be obtained from the Public Reference Room of the Commission at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. Please call the Commission at 1-800-SEC-0330 for further information about the Public Reference Room. The Commission also maintains an Internet website that contains reports and other information regarding Holding that are filed through the Commission's Electronic Data Gathering, Analysis and Retrieval (EDGAR) System. This website can be accessed at www.sec.gov. You can find information Holding has filed with the Commission by reference to file number 1-14624.

This Pricing Supplement is part of a registration statement that we and Holding filed with the Commission. This Pricing Supplement omits some information contained in the registration statement in accordance with Commission rules and regulations. You should review the information and exhibits in the registration statement for further information on us and Holding and the securities we and Holding are offering. Statements in this prospectus concerning any document we and Holding filed as an exhibit to the registration statement or that Holding otherwise filed with the Commission are not intended to be comprehensive and are qualified by reference to these filings. You should review the complete document to evaluate these statements.

The Commission allows us to incorporate by reference much of the information that we and Holding file with them, which means that we can disclose important information to you by referring you to those publicly available

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documents. The information that we and Holding incorporate by reference in this Pricing Supplement is considered to be part of this Pricing Supplement. Because we and Holding are incorporating by reference future filings with the Commission, this Pricing Supplement is continually updated and those future filings may modify or supersede some of the information included or incorporated in this Pricing Supplement. This means that you must look at all of the Commission filings that we and Holding incorporate by reference to determine if any of the statements in this Pricing Supplement or in any document previously incorporated by reference have been modified or superseded. This Pricing Supplement incorporates by reference all subsequent Annual Reports on Form 20-F filed by Holding and any future filings that we or Holding make with the Commission (including any Form 6-K's that we or Holding subsequently file with the Commission) under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, that are identified in such filing as being specifically incorporated by reference into Registration Statement Nos. 333-137691 or 333-137691-02, of which this Pricing Supplement is a part, until we and Holding complete our offering of the Securities to be issued hereunder or, if later, the date on which any of our affiliates cease offering and selling these Securities.

You may request, at no cost to you, a copy of these documents (other than exhibits not specifically incorporated by reference) by writing or telephoning us at: ABN AMRO Bank N.V., ABN AMRO Investor Relations Department, Hoogoorddreef 66-68, P.O. Box 283, 1101 BE Amsterdam, The Netherlands (Telephone: (31-20) 628 3842).

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DESCRIPTION OF THE UNDERLYING INDEX

THE INDEX

All disclosure contained in this pricing supplement regarding the MSCI EAFE Index (the "Index"), including, without limitation, its make-up, method of calculation and changes in its components, is derived from the MSCI Standard Index Series Methodology Book published by Morgan Stanley Capital International Inc. ("MSCI") and other publicly available information. This information reflects the policies of MSCI, as stated in this publicly available information, and is subject to change by MSCI at its discretion. MSCI has no obligation to continue to publish, and may discontinue publication of, the Index. ABN AMRO Bank N.V. has not independently verified the accuracy or completeness of any information relating to the MSCI indices.

GENERAL

MSCI Equity Indices were founded in 1969 by Capital International S.A. as the first international performance benchmarks constructed to facilitate accurate comparison of world markets. Morgan Stanley acquired the rights to the indices and data from Capital International in 1986. In November 1998, Morgan Stanley transferred all rights to the MSCI indices to MSCI. The MSCI Equity Indices have covered the world's developed markets since 1969 and, in 1988, MSCI commenced coverage of the emerging markets. MSCI applies the same criteria and calculation methodology across all markets for all equity indices, developed and emerging.

SELECTION CRITERIA

MSCI undertakes an index construction process, which involves: (i) defining the equity universe, (ii) adjusting the total market capitalization of all securities in the universe for free float available to foreign investors, (iii) classifying the universe of securities under the Global Industry Classification Standard (the "GICS"), and (iv) selecting securities for inclusion according to

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MSCI's Index construction rules and guidelines.

DEFINING THE UNIVERSE

The index construction process starts at the country level, with the identification of all listed securities for that country. MSCI classifies a company and its securities in one and only one country. This allows securities to be sorted distinctly by their respective countries. In general, companies and their respective securities are classified as belonging to the country in which they are incorporated. All listed equity securities, or listed securities that exhibit characteristics of equity securities, except investment trusts, mutual funds and equity derivatives, are eligible for inclusion in the universe. Generally, only equity or equity-like securities that are listed in the country of classification are included in the universe.

ADJUSTING THE TOTAL MARKET CAPITALIZATION OF SECURITIES IN THE UNIVERSE FOR FREE FLOAT

After identifying the universe of securities, MSCI calculates the free float-adjusted market capitalization of each security in that universe using publicly available information. The process of free float adjusting market capitalization involves (i) defining and estimating the free float available to foreign investors for each security, using MSCI's definition of free float, (ii) assigning a free float-adjustment factor to each security, and (iii) calculating the free float-adjusted market capitalization of each security.

CLASSIFYING SECURITIES UNDER THE GICS

In addition to the free float-adjustment of market capitalization, all securities in the universe are assigned to the industry that MSCI believes best describes their business activities. The GICS provides a comprehensive classification scheme to industries worldwide.

SELECTING SECURITIES FOR INDEX INCLUSION

In order to ensure a broad and fair representation in the indices of diverse business activities, MSCI follows a "bottom-up" approach to index construction, building indices from the industry group level up. MSCI targets an 85% free float-adjusted market representation level within each industry group, within each country. The security selection process within each industry group is based on the analysis of:

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- o Each company's business activities and the diversification that its securities would bring to the index.
- o The size (based on free float-adjusted market capitalization) and liquidity of securities. MSCI targets for inclusion the most sizable and liquid securities in an industry group. In addition, securities that do not meet the minimum size guidelines discussed below and/or securities with inadequate liquidity are not considered for inclusion.
- o The estimated free float for the company and its individual share classes. In general, only securities of companies with estimated free float greater than 15% are considered for inclusion. The free float of a security is the proportion of shares outstanding that are deemed to be available for purchase in the public equity markets by international investors. In practice, limitations on free float available to international investors include: (i) strategic and other

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shareholdings not available for purchase by foreigners and (ii) limits on share ownership for foreigners.

MAINTAINING THE MSCI INDICES

The MSCI indices are maintained with the objective of reflecting changes in the relevant underlying equity markets on a timely basis. In maintaining the MSCI indices, emphasis is also placed on continuity, reliability and minimizing turnover in the indices. Maintaining the indices involves many aspects, including additions to and deletions from the indices and changes in number of shares and change in Foreign Inclusion Factors ("FIFs") as a result of updated free float estimates. Generally, index maintenance can be described by three broad categories of implementation of changes:

- o Annual full country index reviews that re-assesses the various dimensions of the equity universe for all countries and which are conducted on a fixed annual timetable;
- o Quarterly index reviews, aimed at more promptly reflecting other significant market events; and
- o Ongoing event-related changes, such as mergers and acquisitions, which are generally implemented in the index as they occur.

Potential changes in the status of countries (stand-alone, emerging, developed) follow separate timetables. These changes are normally implemented in one or more phases at the regular annual full country index review and quarterly index review dates. The annual full country index review for all MSCI indices is carried out once every 12 months and implemented as of the close of the last business day of May. The implementation of changes resulting from a quarterly index review occurs on only three dates throughout the year: as of the close of the last business day of February, August and November. Any country indices may be impacted at the quarterly index review. MSCI index additions and deletions due to quarterly index rebalancings are announced at least two weeks in advance.

THE MSCI EAFE INDEX

The Index is a free float-adjusted market capitalization index that is intended to measure the performance of certain developed equity markets. It has a base date of December 31, 1969 and had on that date an initial value of 100. As of February 28, 2007, the Index consisted of the following 21 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom. The five largest country weights were: Japan (23.35%), the United Kingdom (23.25%), France (9.96%), Germany (7.51%) and Switzerland (6.75%) and the five largest sector weights were: Financials (29.84%), Consumer Discretionary (12.01%), Industrials (11.55%), Materials (8.59%) and Energy (6.72%).

The Index is calculated daily in U.S. dollar and published in real time every 60 seconds during market trading hours. The Index is published by Bloomberg under the index symbol "MXEA".

HISTORICAL DATA ON THE INDEX

The following table sets forth the closing level of the Index at the end of each month in the period from March 2004 through April 2007. This historical data on the Index is not necessarily indicative of the future performance

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of the Index or what the value of the Notes may be. Any historical upward or downward trend in the level of the Index during any period set forth below is not an indication that the Index is more or less likely to increase or decrease at any time over the term of the Notes.

MXEA INDEX

DATE	INTRA-DAY HIGH	INTRA-DAY LOW	CLOSING PRICE
3/31/2004	1373.51	1282.19	1337.07
6/30/2004	1365.54	1223.93	1327.97
9/30/2004	1341.13	1242.34	1318.03
12/31/2004	1521.19	1319.48	1515.48
3/31/2005	1578.48	1456.93	1503.85
6/30/2005	1521.56	1433.85	1473.72
9/30/2005	1625.53	1430.8	1618.84
12/30/2005	1699.56	1525.62	1680.13
3/31/2006	1846.56	1684.06	1827.65
6/30/2006	1984.49	1673.83	1822.88
9/29/2006	1915.41	1706.74	1885.26
12/29/2006	2081.75	1882.37	2074.48
3/30/2007	2185.54	2019.68	2147.51
4/9/2007	2270.26	2140	2256.01

The following graph sets forth the historical performance of the Index presented in the preceding table. Past movements of the Index are not necessarily indicative of the future performance of the Index. The closing level of the Index on May 9, 2007 was 2,256.02.

[GRAPHIC OMITTED]

YOU CANNOT PREDICT THE FUTURE PERFORMANCE OF THE SECURITIES OR OF THE UNDERLYING INDEX BASED ON THE HISTORICAL PERFORMANCE OF THE UNDERLYING INDEX. Neither we nor Holding can guarantee that the value of the Underlying Index will increase so that you will receive at maturity an amount in excess of the principal amount of the Securities.

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LICENSE AGREEMENT

ABN AMRO Bank N.V., and certain of its affiliated or subsidiary companies have entered into a non-exclusive license agreement providing for the license to ABN AMRO Bank N.V., and certain of its affiliated or subsidiary companies, in exchange for a fee, of the right to use certain indices calculated by MSCI in connection with the issuance and marketing of securities, including the Securities. The license agreement provides that the following information must be set forth in this pricing supplement:

"THESE SECURITIES ARE NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY MORGAN STANLEY CAPITAL INTERNATIONAL INC. ("MSCI") OR ANY AFFILIATE OF MSCI. NEITHER MSCI NOR ANY OTHER PARTY MAKES ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, TO THE OWNERS OF THESE SECURITIES OR ANY MEMBER OF THE PUBLIC REGARDING THE ADVISABILITY OF INVESTING IN SECURITIES GENERALLY OR THESE SECURITIES PARTICULARLY OR THE ABILITY OF THE MSCI EAFE INDEX TO TRACK GENERAL STOCK MARKET PERFORMANCE. MSCI IS THE LICENSOR OF CERTAIN TRADEMARKS, SERVICE MARKS AND TRADE NAMES OF MSCI AND OF THE MSCI EAFE INDEX WHICH IS DETERMINED, COMPOSED AND CALCULATED BY MSCI WITHOUT REGARD TO ABN AMRO BANK N.V. OR THESE SECURITIES. MSCI HAS NO OBLIGATION TO TAKE THE NEEDS OF AMRO BANK N.V. OR THE OWNERS OF THESE SECURITIES INTO CONSIDERATION IN DETERMINING, COMPOSING OR CALCULATING THE

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MSCI EAFE INDEX. MSC I IS NOT RESPONSIBLE FOR AND HAS NOT PARTICIPATED IN THE DETERMINATION OF THE TIMING OF, PRICES AT, OR QUANTITIES OF THE SECURITIES TO BE ISSUED OR IN THE DETERMINATION OR CALCULATION OF THE EQUATION BY WHICH SECURITY HOLDERS RECEIVE PAYMENT AT MATURITY. NEITHER MSC I NOR ANY OTHER PARTY HAS AN OBLIGATION OR LIABILITY TO OWNERS OF THESE SECURITIES IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR TRADING OF THESE SECURITIES.

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DESCRIPTION OF SECURITIES

Capitalized terms not defined herein have the meanings given to such terms in the accompanying Prospectus Supplement. The term "Security" refers to each \$1,000 principal amount of our Principal Protected Notes linked to the MSC I EAFE Index(R) due May 14, 2010 and fully and unconditionally guaranteed by Holding.

Principal Amount:..... \$7,500,000

Proposed Pricing Date..... May 9, 2007

Proposed Original Issue Date..... May 16, 2007

Maturity Date..... May 14, 2010. If the Calculation Agent has not determined the Final Value because of a Market Disruption Event as described below under "--Market Disruption Event," the Maturity Date shall be postponed to the third Business Day immediately following the date on which the Final

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Value is determined. No interest shall accrue as a result of any such postponement.

Underlying Index..... The MSCI EAFE Index(R) or any Successor Index, as determined by the Calculation Agent to be comparable to the Underlying Index, as set forth in "Discontinuance of the Underlying Index; Alteration of Method of Calculation" below.

Index Sponsor..... Morgan Stanley Capital International, Inc.

Specified Currency..... U.S. Dollars

CUSIP / ISIN..... 00078UKZ2 / US00078UKZ20

Denominations..... The Securities may be purchased in denominations of \$1,000 and integral multiples thereof.

Form of Securities..... The Securities will be represented by a single registered global security, deposited with the Depository Trust Company.

Guarantee..... The payment and delivery obligations of ABN AMRO Bank N.V. under the Securities, when and as they shall become due and payable, whether at maturity or upon acceleration, are fully and unconditionally guaranteed by ABN AMRO Holding N.V.

Issue Price..... 100%

Interest Rate..... None

Payment at Maturity..... At maturity, for each \$1,000 principal amount of Securities,

- o if the Index Return is zero or positive, we will pay you an amount in cash equal to the sum of \$1,000 and the Supplemental Redemption Amount; and
- o if the Index Return is negative, we will pay you an amount in cash of \$1,000.
- o The Calculation Agent will calculate the Supplemental Redemption Amount due at maturity, if any, on the Determination Date. The Calculation Agent will provide written notice to the Trustee at its Delaware

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office, and to the Securities Administrator at its New York office on which notice the Trustee and Securities Administrator may conclusively rely, of such payment amount, on or prior to 11:00 a.m. on the Business Day preceding the Maturity Date.

The Calculation Agent will round all percentages

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resulting from any calculation with respect to the Securities to the nearest one hundred-thousandth of a percentage point, with five one-millionths of a percentage point rounded upwards (e.g., 9.876545% (or .09876545) would be rounded to 9.87655% (or .0987655)). All dollar amounts resulting from such calculation will be rounded to the nearest cent with one-half cent being rounded upwards.

Index Return..... On the Determination Date, the Calculation Agent will calculate the Index Return, which will be, for each \$1,000 principal amount of Securities, an amount equal to:

$$\frac{\$1,000 \times (\text{Final Value} - \text{Initial Value})}{\text{Initial Value}}$$

Initial Value..... The Initial Value will be the Closing Value of the Underlying Index on the Pricing Date, subject to the terms of the provision below entitled "--Discontinuance of the Underlying Index; Alteration of Method of Calculation."

Final Value..... The Final Value will be the Closing Value of the Underlying Index on the Determination Date.

Closing Value..... As of any relevant date, the closing value of the Underlying Index or any Successor Index at the regular official weekday close of trading, subject to the terms of the provision below entitled "--Discontinuance of the Underlying Index; Alteration of Method of Calculation."

Supplemental Redemption Amount..... For each \$1,000 principal amount of Securities, an amount equal to the product of (i) the Participation Rate times (ii) the Index Return, calculated by the Calculation Agent. The Supplemental Redemption Amount will only be calculated if the Index Return is zero or positive.

Participation Rate..... .95 (or 95%).

Determination Date..... The third scheduled business day prior to the Maturity Date, subject to adjustment in certain circumstances which we describe below in "Description of Securities--Market Disruption Event."

Trading Day..... With respect to the Underlying Index, a day, as determined by the Calculation Agent, on which the Underlying Index is calculated and published and on which securities comprising more than 80% of the value of the Underlying Index on such day are capable of being traded on their relevant exchanges or markets during the one-half hour before the determination of the closing value of the Underlying Index.

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Market Disruption Event..... Means, with respect to the Underlying Index:

(i) either:

(x) any suspension or absence or limitation imposed on trading in stocks then constituting 20% or more of the Underlying Index by the primary exchange therefor or

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otherwise and whether by reason of movements in price exceeding limits permitted by such exchange or otherwise or by any exchange or quotation system on which trading in futures or options contracts relating to stocks then constituting 20% or more of the Underlying Index, or

(y) any event (other than an event described in clause (z) below) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general (1) to effect transactions in or obtain market values for stocks then constituting 20% or more of the Underlying Index on the primary exchange therefor or (2) to effect transactions in or obtain market values for futures or options contracts relating to stocks then constituting 20% or more of the Underlying Index on any other exchange, or

(z) the closure on any Trading Day of the primary exchange for stocks then constituting 20% or more of the Underlying Index, or any exchange or quotation system on which trading in future or options relating the such stocks is executed, prior to its scheduled closing time unless such earlier closing time is announced by such exchange at least one hour prior to the earlier of (1) the actual closing time for the regular trading session on such exchange on such Trading Day and (2) the submission deadline for orders to be entered into such exchange for execution on such Trading Day; and

(ii) a determination by the Calculation Agent in its sole discretion that the event described in clause (i) above materially interfered with our ability or the ability of any of our affiliates to unwind or adjust all or a material portion of the hedge with respect to the Securities.

For the purpose of determining whether a Market Disruption Event exists with respect to the Underlying Index at any time, if trading in a

security included in any one of the Component Indices is materially suspended or materially limited at that time, or there occurs an event that disrupts or impairs the ability of market participants in general to effect transactions in or obtain market values for such security, then the relevant percentage contribution of that security to the level of the Component Index shall be based on a comparison of (i) the portion of the level of such Component Index attributable to that security relative to (ii) the overall level of such Component Index, in each case immediately before the occurrence of that suspension, limitation or other market disruption, as the case may be.

For purposes of determining whether a Market Disruption Event has occurred: (1) a limitation on the hours or number of days of trading will not constitute a Market Disruption

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Event if it results from an announced change in the regular business hours of the relevant exchange or market, (2) a decision permanently to discontinue trading in the relevant futures or options contract will not constitute a Market Disruption Event, (3) limitations pursuant to the rules of any relevant exchange similar to NYSE Rule 80A (or any applicable rule or regulation enacted or promulgated by any other self-regulatory organization or any government agency of similar scope as determined by the Calculation Agent) on trading during significant market fluctuations will constitute a suspension, absence or material limitation of trading, (4) a suspension of trading in a futures or options contract on the Underlying Index by the primary securities market related to such contract by reason of (x) a price change exceeding limits set by such exchange or market, (y) an imbalance of orders relating to such contracts or (z) a disparity in bid and ask quotes relating to such contracts will constitute a suspension, absence or material limitation of trading in futures or options contracts related to the Underlying Index and (5) a suspension, absence or material limitation of trading on any relevant exchange or on the primary market on which futures or options contracts related to the Underlying Index are traded will not include any time when such market is itself closed for trading under ordinary circumstances.

The Calculation Agent shall as soon as reasonably practicable under the circumstances notify us, the Trustee, the Securities Administrator, the Depository Trust Company and the Agents of the existence or occurrence of a Market Disruption

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Event with respect to the Underlying Index on any day that but for the occurrence or existence of a Market Disruption Event would have been the Determination Date for the Underlying Index.

If a Market Disruption Event has occurred on third scheduled business day prior to the Maturity Date, the Determination Date shall be the immediately succeeding Trading Day with respect to the Underlying Index on which there is no Market Disruption Event; PROVIDED, FURTHER, that the Determination Date with respect to the Underlying Index shall be no later than the second scheduled Trading Day with respect to the Underlying Index preceding the Maturity Date, notwithstanding the occurrence of a Market Disruption Event on such second scheduled Trading Day.

If a Market Disruption Event occurs on such second scheduled Trading Day prior to the Maturity Date, the Calculation Agent will determine the Closing Value of the Underlying Index on such Trading Day in accordance with the formula for calculating the value of the Underlying Index last in effect prior to the commencement of the Market Disruption Event, using the closing price (or, if trading in the relevant securities has been materially suspended or materially limited, its good faith estimate of the closing price that would have prevailed but for such suspension or limitation) on such Trading Day of each Component Index

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most recently comprising the Underlying Index.

Relevant Exchange..... With respect to each Component Index in the Underlying Index, the primary market or exchange on which the stock underlying such Component Index trades.

Discontinuance of the Underlying Index; Alteration of Method of Calculation..... If MSCI discontinues the publication of the Underlying Index, and MSCI or any other person or entity publishes a substitute index that the Calculation Agent determines, in its sole discretion, is comparable to the Underlying Index and approves as a successor index (the "Successor Index"), then the Calculation Agent will determine the Final Value and the amount payable at maturity by reference to such Successor Index.

Upon any selection by the Calculation Agent of a Successor Index, the Calculation Agent will cause written notice thereof to be furnished to us, the Trustee, the Securities Administrator and the Depository Trust Company within three Business Days of such selection.

If MSCI discontinues publication of the Underlying Index prior to, and such discontinuance is continuing on, the Determination Date, and the Calculation Agent determines that no Successor Index is available with respect to the Underlying Index at such time, then the Calculation Agent will determine the Final Value with respect to the Underlying Index. Such Final Value will be computed by the Calculation Agent in accordance with the formula for and method of calculating the Underlying Index last in effect prior to such discontinuance, using the closing price (or, if trading in the relevant securities of a Component Index has been materially suspended or materially limited, its good faith estimate of the closing price that would have prevailed but for such suspension or limitation) on the Determination Date for the Underlying Index of each security most recently comprising such Component Index. Notwithstanding these alternative arrangements, discontinuance of the publication of the Underlying Index or one or more of the Component Indices may adversely affect the value of the Securities.

If at any time the method of calculating the Underlying Index or a Successor Index, or the value thereof, is changed in a material respect, or if the Underlying Index or a Successor Index is in any other way modified so that such index does not, in the opinion of the Calculation Agent, fairly represent the value of the Underlying Index or such Successor Index had such changes or modifications not been made, then the Calculation Agent will, at the close of business in New York City on the Determination Date with respect to the Underlying Index make such calculations and adjustments to the terms of the Securities as, in the good faith judgment of the Calculation Agent, may be necessary in order to arrive at a value of an index comparable to the Underlying Index or Successor Index, as the case may be, as

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if such changes or modifications had not been made, and on the Determination Date make each relevant calculation with reference to the Underlying Index or Successor Index, as adjusted. Accordingly, if the method of calculating the Underlying Index or a Successor Index is modified so that the value of such index is a fraction of what it would have been if it had not been modified (e.g., due to a split in the index), then the Calculation Agent will adjust such index in order to arrive at a value of the Underlying Index or Successor Index as if it had not been modified (e.g., as if such split had not occurred).

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All determinations and adjustments to be made by the Calculation Agent with respect to the value of the Underlying Index and the amount payable at maturity, if any, or otherwise relating to the value of the Underlying Index may be made by the Calculation Agent in its sole discretion. See "Risk Factors" for a discussion of certain conflicts of interest which may arise with respect to the Calculation Agent.

Book Entry Note or
Certificated Note..... Book Entry

Trustee..... Wilmington Trust Company

Securities Administrator.... Citibank, N.A.

Alternate Calculation
in case of an Event of
Default..... In case an Event of Default with respect to the Securities shall have occurred and be continuing, the amount declared due and payable for each Security upon any acceleration of the Securities shall be determined by AAI, as Calculation Agent, as though the Final Value for the Determination Date were the Final Value on the date of acceleration, PROVIDED, HOWEVER, that such amount shall never be less than \$1,000 for each Security. See "Description of Debt Securities--Events of Default" in the Prospectus.

If the maturity of the Securities is accelerated because of an Event of Default as described above, we shall, or shall cause the Calculation Agent to, provide written notice to the Trustee at its Delaware office, and to the Securities Administrator at its New York office, on which notice the Trustee and Securities Administrator may conclusively rely, and to DTC of the aggregate cash amount due with respect to the Securities, if any, as promptly as possible and in no event later than two Business Days after the date of acceleration.

Calculation Agent..... AAI and its successors. All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will, in the absence of manifest error, be conclusive for all purposes and binding on you and on us.

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Additional Amounts..... Subject to certain exceptions and limitations described in "Description of Debt Securities--Payment of Additional Amounts" in the accompanying Prospectus, we will pay such additional amounts to holders of the Securities as may be necessary in order that the net payment of any amount payable on the Securities, after withholding for or on account of any present or

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future tax, assessment or governmental charge imposed upon or as a result of such payment by The Netherlands (or any political subdivision or taxing authority thereof or therein) or the jurisdiction of residence or incorporation of any successor corporation (other than the United States), will not be less than the amount provided for in the Securities to be then due and payable.

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USE OF PROCEEDS

The net proceeds we receive from the sale of the Securities will be used for general corporate purposes and, in part, by us or one or more of our affiliates in connection with hedging our obligations under the Securities. The issue price of the Securities includes the cost of hedging our obligations under the Securities. The cost of hedging includes the projected profit that our affiliates expect to realize in consideration for assuming the risks inherent in managing the hedging transactions. Since hedging our obligations entails risk and may be influenced by market forces beyond our or our affiliates' control, such hedging may result in a profit that is more or less than initially projected, or could result in a loss. See also "Risk Factors--The Inclusion of Commissions and Cost of Hedging in the Issue Price is Likely to Adversely Affect Secondary Market Prices" and "Hedging and Trading Activities by Us or Our Affiliates in Index Commodities, Futures, Options, Exchange-Traded Funds or Other Derivative Products on Index Commodities or the Underlying Index Could Affect the Market Value of the Securities" and "Plan of Distribution" in this Pricing Supplement and "Use of Proceeds" in the accompanying Prospectus.

TAXATION

Although the U.S. federal income tax treatment of the Securities is unclear, we intend to treat the Securities as "contingent payment debt instruments" for U.S. federal income tax purposes. Please read carefully the section entitled "United States Federal Taxation," and in particular the sub-section entitled "United States Federal Taxation - Contingent Payment Debt Instruments" in the accompanying Prospectus Supplement.

Solely for purpose of determining the amount of interest income that you will be required to accrue on the Securities, we have determined that the comparable yield on the Securities is 4.99%, compounded semi-annually and that the "projected payment schedule" for each Security consists of a projected amount due at maturity equal to \$149.70. NEITHER THE COMPARABLE YIELD NOR THE PROJECTED PAYMENT SCHEDULE CONSTITUTES A REPRESENTATION BY US REGARDING THE ACTUAL AMOUNT, IF ANY, THAT THE SECURITIES WILL PAY.

PLAN OF DISTRIBUTION

We have appointed ABN AMRO Incorporated ("AAI") as agent for this offering. The agent has agreed to use reasonable efforts to solicit offers to purchase the Securities. We will pay the agent, in connection with sales of the Securities resulting from a solicitation such agent made or an offer to purchase such agent received, a commission of 0.45% of the initial offering price of the Securities. Each dealer engaged by the agent, or further engaged by a dealer to whom an agent reoffers the Securities, will purchase the Securities at an agreed discount to the initial offering price of the Securities. The agent has informed us that such discounts may vary from dealer to dealer and that not all dealers will purchase or repurchase the Securities at the same discount. You can find a

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general description of the commission rates payable to the agents under "Plan of Distribution" in the accompanying Prospectus Supplement.

AAI is a wholly owned subsidiary of the Bank. AAI will conduct this offering in compliance with the requirements of Rule 2720 of the National Association of Securities Dealers, Inc., which is commonly referred to as the NASD, regarding an NASD member firm's distributing the securities of an affiliate. When the distribution of the Securities is complete, AAI may offer and sell those Securities in the course of its business as broker-dealers. AAI may act as principal or agent in those transactions and will make any sales at prevailing secondary market prices at the time of sale. AAI may use this Pricing Supplement and the accompanying Prospectus and Prospectus Supplement in connection with any of those transactions. AAI is not obligated to make a market in the Securities and may discontinue any purchase and sale activities with respect to the Securities at any time without notice.

To the extent the total aggregate principal amount of the Securities being offered by this Pricing Supplement is not purchased by investors in the offering, one or more of our affiliates has agreed to purchase the unsold portion, which shall not exceed approximately 10% of the total aggregate principal amount of the Securities, and to hold such Securities for investment for a period of at least 30 days. See "Holding of the Securities by our Affiliates and Future Sales" under the heading "Risk Factors."

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FILED PURSUANT TO RULE 424(B)(2)
REGISTRATION NOS. 333-137691
333-137691-02

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED SEPTEMBER 29, 2006)

[ABN AMRO BANK N.V. GRAPHIC OMITTED]

US\$ 7,500,000,000 ABN NOTES (SM)

fully and unconditionally guaranteed by ABN AMRO Holding N.V.

We, ABN AMRO Bank N.V., may offer from time to time senior notes. The specific terms of any notes that we offer will be included in a pricing supplement. The notes will have the following general terms:

- o The notes will bear interest at either a fixed rate or a floating rate that varies during the lifetime of the relevant notes, which, in either case, may be zero. Floating rates will be based on rates or indices specified in the applicable pricing supplement.
- o The notes will pay interest, if any, on the dates stated in the applicable pricing supplement.
- o The notes will be fully and unconditionally guaranteed by ABN AMRO Holding N.V.
- o The notes will be held in global form by The Depository Trust Company, unless the pricing supplement provides otherwise.

The pricing supplement may also specify that the notes will have additional terms, including the following:

- o The notes may be optionally or mandatorily exchangeable for securities

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of an entity that is not affiliated with us, for a basket or index of those securities, or for the cash value of those securities.

- o Payments on the notes may be linked to currency prices, commodity prices, securities of entities not affiliated with us, baskets of those securities or indices, or any combination of the above.
- o The notes may be either callable by us or puttable by you.

INVESTING IN THE NOTES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE S-2.

THESE SECURITIES ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER FEDERAL AGENCY. THE SECURITIES AND EXCHANGE COMMISSION AND STATE SECURITIES REGULATORS HAVE NOT APPROVED OR DISAPPROVED THESE SECURITIES, OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

ABN AMRO Incorporated and LaSalle Financial Services, Inc. have agreed to use reasonable efforts to solicit offers to purchase these securities as our selling agents to the extent either or both are named in the applicable pricing supplement. Certain other selling agents to be named in the applicable pricing supplement may also be used to solicit such offers on a reasonable efforts basis. We refer to each selling agent individually as the "agent" and together as the "agents". The agents may also purchase these securities as principal at prices to be agreed upon at the time of sale. The agents may resell any securities they purchase as principal at prevailing market prices, or at other prices, as they determine.

ABN AMRO Incorporated and LaSalle Financial Services, Inc. may use this prospectus supplement and the accompanying prospectus in connection with offers and sales of the securities and related guarantees in market-making transactions.

ABN AMRO INCORPORATED
SEPTEMBER 29, 2006

LASALLE FINANCIAL SERVICES, INC.

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ABOUT THIS PROSPECTUS SUPPLEMENT

We may offer from time to time the notes described in this prospectus supplement. We refer to the notes and related guarantees offered under this prospectus supplement as our ABN Notes(SM). We refer to the offering of the ABN Notes(SM) as our "ABN Notes(SM) program".

As used in this prospectus supplement, the "Bank", "we," "us" and "our" refer to ABN AMRO Bank N.V., "Holding" refers to ABN AMRO Holding N.V, "AAI" refers to ABN AMRO Incorporated, an affiliate of the Bank and "LFS" refers to LaSalle Financial Services, Inc., an affiliate of the Bank.

This prospectus supplement sets forth certain terms of the notes that the Bank may offer and supplements the prospectus that is attached to the back of this prospectus supplement. Each time the Bank offers notes, it will attach a pricing supplement to this prospectus supplement. THE PRICING SUPPLEMENT WILL CONTAIN THE SPECIFIC DESCRIPTION OF THE NOTES THE BANK IS OFFERING AND THE TERMS OF THE OFFERING AND IT MAY MODIFY OR REPLACE INFORMATION CONTAINED IN THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus and pricing supplement in making your investment decision. You should also read and consider the information contained in the documents identified in "Where You Can Find Additional Information" in the accompanying prospectus.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS SUPPLEMENT, THE PROSPECTUS AND ANY PRICING SUPPLEMENT. WE HAVE NOT AUTHORIZED ANYONE ELSE TO PROVIDE YOU WITH DIFFERENT OR ADDITIONAL INFORMATION. WE ARE OFFERING TO SELL THESE SECURITIES AND SEEKING OFFERS TO BUY THESE SECURITIES ONLY IN JURISDICTIONS WHERE OFFERS AND SALES ARE PERMITTED.

THE NOTES MAY NOT BE OFFERED OR SOLD IN ANY JURISDICTION IN WHICH SUCH OFFER OR SALE WOULD BE UNLAWFUL. THE NOTES MAY ONLY BE OFFERED WITHIN THE EUROPEAN ECONOMIC AREA IN COMPLIANCE WITH THE EUROPEAN PROSPECTUS DIRECTIVE 2003/71/EC AND THE IMPLEMENTING MEASURES IN ANY MEMBER STATE. SEE "PLAN OF DISTRIBUTION - SELLING RESTRICTIONS" IN THE ACCOMPANYING PROSPECTUS.

The information set forth in this prospectus supplement is directed to prospective purchasers who are United States residents. We disclaim any responsibility to advise prospective purchasers who are residents of countries other than the United States of any matters arising under foreign law that may

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affect the purchase of or holding of, or receipt of payments on, the notes. These persons should consult their own legal and financial advisors concerning these matters.

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RISK FACTORS

YOUR INVESTMENT IN THE NOTES WILL INVOLVE A NUMBER OF RISKS. ADDITIONAL RISKS, INCLUDING SPECIFIC TAX RISKS, RELATING TO SPECIFIC TYPES OF NOTES WILL BE DESCRIBED IN THE APPLICABLE PRICING SUPPLEMENT. YOU SHOULD CONSIDER CAREFULLY THE FOLLOWING RISKS AND THE RISKS, IF ANY, SET FORTH IN THE APPLICABLE PRICING SUPPLEMENT, BEFORE YOU DECIDE THAT AN INVESTMENT IN THE NOTES IS SUITABLE FOR YOU. YOU SHOULD CONSULT YOUR OWN FINANCIAL AND LEGAL ADVISORS REGARDING THE RISKS AND SUITABILITY OF AN INVESTMENT IN THE NOTES.

IF YOUR NOTES ARE REDEEMABLE, THE BANK MAY CHOOSE TO REDEEM THEM WHEN PREVAILING INTEREST RATES ARE RELATIVELY LOW.

If your notes are redeemable, the Bank may choose to redeem your notes when prevailing interest rates are low and you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the notes being redeemed.

WE CANNOT ASSURE YOU THAT A TRADING MARKET FOR YOUR NOTES WILL EVER DEVELOP OR BE MAINTAINED OR THAT A TRADE CAN BE EXECUTED AT ANY INDICATIVE PRICE SHOWN ON ANY WEBSITE OR BLOOMBERG.

We cannot assure you that a trading market for your notes will ever develop or be maintained. Many factors independent of our creditworthiness affect the trading market and market value of your notes. These factors include, among others:

- o whether we list the notes on a securities exchange;
- o whether we or any other dealer makes a market in the notes;
- o the method of calculating the principal and interest for the notes;
- o the time remaining to the maturity of the notes; o the outstanding amount of the notes;
- o the redemption features of the notes; and
- o the level, direction and volatility of interest rates, generally.

There may be a limited number of buyers when you decide to sell your notes, which may affect the price you receive for your notes or your ability to sell your notes at all.

In connection with any secondary market activity in our notes, our affiliates may post indicative prices for the notes on a designated website or via Bloomberg. However, our affiliates are not required to post such indicative prices and may stop doing so at any time. Investors are advised that any prices shown on any website or Bloomberg page are indicative prices only and, as such, there can be no assurance that any trade could be executed at such prices. Investors should contact their brokerage firm for further information.

IF THE NOTES YOU PURCHASE ARE FLOATING RATE NOTES, YOU MAY RECEIVE A LESSER

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AMOUNT OF INTEREST IN THE FUTURE.

Because the interest rate on floating rate notes will be indexed to an external interest rate or index that may vary from time to time, there will be significant risks not associated with a conventional fixed rate debt security. These risks include fluctuation of the applicable interest rate and the possibility that, in the future, the interest rate on your note will decrease and may be zero, subject to any minimum interest rate specified in the applicable pricing supplement. We have no control over a number of matters that may affect interest rates, including economic, financial and political events that are important in determining the existence, magnitude and longevity of these risks and their results.

IF THE FLOATING RATE NOTES YOU PURCHASE ARE SUBJECT TO A MAXIMUM INTEREST RATE, YOUR RETURN WILL BE LIMITED.

If the applicable pricing supplement specifies that your floating rate notes are subject to a maximum interest rate, the rate of interest that will accrue on the floating rate notes during any interest reset period will never exceed the specified maximum interest rate.

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THE INCLUSION OF COMMISSIONS AND COST OF HEDGING IN THE ISSUE PRICE IS LIKELY TO ADVERSELY AFFECT SECONDARY MARKET PRICES.

Assuming no change in market conditions or any other relevant factors, the price, if any, at which the agents are willing to purchase notes in secondary market transactions will likely be lower than the issue price, since the issue price included, and secondary market prices are likely to exclude, commissions paid with respect to the notes, as well as the profit component included in the cost of hedging our obligations under the notes. In addition, any such prices may differ from values determined by pricing models used by the agents, as a result of dealer discounts, mark-ups or other transaction costs.

THERE ARE POTENTIAL CONFLICTS OF INTEREST BETWEEN YOU AND THE CALCULATION AGENT.

AAI, an affiliate of ours, will serve as the calculation agent with respect to the notes. In its role as calculation agent, AAI will exercise its judgment when performing its functions. Absent manifest error, all of its determinations in its role as calculation agent will be final and binding on you and us, without any liability on its or our part. You will not be entitled to any compensation from us or AAI for any loss suffered as a result of any of its determinations in its role as calculation agent. Since these determinations by AAI as calculation agent may affect the return on and/or market value of your notes, we and AAI may have a conflict of interest.

THE U.S. FEDERAL INCOME TAX TREATMENT OF CERTAIN INSTRUMENTS IS UNCERTAIN.

The U.S. federal income tax treatment of certain instruments we may issue is uncertain. Please read carefully the section entitled "United States Federal Taxation" in this Prospectus Supplement and any discussion regarding U.S. federal income taxation contained in the applicable pricing supplement. You should consult your own tax adviser about an investment in any of our notes in light of your particular tax situation.

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DESCRIPTION OF NOTES

Investors should carefully read the general terms and provisions of our debt securities in "Description of Debt Securities" in the accompanying prospectus. This section supplements that description. THE PRICING SUPPLEMENT WILL ADD SPECIFIC TERMS FOR EACH ISSUANCE OF NOTES AND MAY MODIFY OR REPLACE ANY OF THE INFORMATION IN THIS SECTION AND IN "DESCRIPTION OF DEBT SECURITIES" IN THE ACCOMPANYING PROSPECTUS.

GENERAL TERMS OF NOTES

We may issue notes under an indenture dated September 15, 2006, among us, Wilmington Trust Company, as trustee, Citibank, N.A., as securities administrator and Holding, as guarantor, which we refer to as the "Indenture." The notes issued under the Indenture will constitute a single series under the Indenture, together with any notes that we issue in the future under the Indenture that we designate as being part of that series.

OUTSTANDING INDEBTEDNESS OF THE BANK. The Indenture does not limit the amount of additional indebtedness that we may incur.

RANKING. Notes issued under the Indenture will constitute unsecured and unsubordinated obligations of the Bank and rank pari passu without any preference among them and with all other present and future unsecured and unsubordinated obligations of the Bank save for those preferred by mandatory provision of law.

TERMS SPECIFIED IN PRICING SUPPLEMENTS. A pricing supplement will specify the following terms of any issuance of our notes to the extent applicable:

- o the specific designation of the notes;
- o the issue price (price to public);
- o the aggregate principal amount;
- o the denominations or minimum denominations;
- o the original issue date;
- o the stated maturity date and any terms related to any extension of the maturity date;
- o whether the notes are fixed rate notes, floating rate notes or notes with original issue discount;
- o for fixed rate notes, the rate per year at which the notes will bear interest, if any, or the method of calculating that rate and the dates on which interest will be payable;
- o for floating rate notes, the base rate, the index maturity, the spread, the spread multiplier, the initial interest rate, the interest reset periods, the interest payment dates, the maximum interest rate, the minimum interest rate and any other terms relating to the particular method of calculating the interest rate for the note;
- o whether interest, if any, will be payable in cash or payable in kind;
- o whether the notes may be redeemed, in whole or in part, at our option or

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repaid at your option, prior to the stated maturity date, and the terms of any redemption or repayment;

- o whether the notes are currency-linked notes and/or notes linked to commodity prices, securities of entities not affiliated with us, any other financial, economic or other measures or instruments, including the occurrence or non-occurrence of any event or circumstance, and/or baskets or indices of any of these items, or any combination of the above;

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- o the terms on which holders of the notes may convert or exchange them into or for stock or other securities of entities not affiliated with us, or for the cash value of any of these securities or for any other property, any specific terms relating to the adjustment of the conversion or exchange feature and the period during which the holders may effect the conversion or exchange;
- o whether the notes are renewable notes;
- o if any note is not denominated and payable in U.S. dollars, the currency or currencies in which the principal, premium, if any, and interest, if any, will be paid, which we refer to as the "specified currency," along with any other terms relating to the non-U.S. dollar denomination, including exchange rates as against the U.S. dollar at selected times during the last five years and any exchange controls affecting that specified currency;
- o whether and under what circumstances we will pay additional amounts on the notes for any tax, assessment or governmental charge withheld or deducted and, if so, whether we will have the option to redeem those debt securities rather than pay the additional amounts;
- o whether the notes will be listed on any stock exchange;
- o whether the notes will be issued in book-entry or certificated form;
- o if the notes are in book-entry form, whether the notes will be offered on a global basis to investors through Euroclear and Clearstream Banking, SOCIETE ANONYME as well as through the Depositary (each as defined below); and
- o any other terms on which we will issue the notes.

SOME DEFINITIONS. We have defined some of the terms that we use frequently in this prospectus supplement below:

A "business day" means any day, other than a Saturday or Sunday, (a) that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation to close (x) for all notes, in The City of New York, (y) for notes denominated in a specified currency other than U.S. dollars, euro or Australian dollars, in the principal financial center of the country of the specified currency or (z) for notes denominated in Australian dollars, in Sydney; and (b) for notes denominated in euro, that is also a TARGET Settlement Day.

"Depositary" means The Depositary Trust Company, New York, New York.

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"Euro LIBOR notes" means LIBOR notes for which the index currency is euros.

An "interest payment date" for any note means a date on which, under the terms of that note, regularly scheduled interest is payable.

"London banking day" means any day on which dealings in deposits in the relevant index currency are transacted in the London interbank market.

The "record date" for any interest payment date is the date 15 calendar days prior to that interest payment date, whether or not that date is a business day, unless another date is specified in the applicable pricing supplement.

"TARGET Settlement Day" means any day on which the Trans-European Automated Real-time Gross Settlement Express Transfer System ("TARGET") is open.

References in this prospectus supplement to "U.S. dollar," or "U.S.\$" or "\$" are to the currency of the United States of America.

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GUARANTEE

Holding will fully and unconditionally guarantee payment in full to the holders of the notes issued by the Bank under the Indenture after the date hereof. The guarantee is set forth in, and forms a part of, the Indenture under which the notes will be issued. If, for any reason, the Bank does not make any required payment in respect of the notes when due, Holding as the guarantor thereof will cause the payment to be made to or to the order of the trustee. The holder of the guaranteed note may sue the guarantor to enforce its rights under the guarantee without first suing the Bank or any other person or entity. The guarantees will constitute Holding's unsecured and unsubordinated obligations and rank pari passu without any preference among them and with all Holding's other present and future unsecured and unsubordinated obligations.

FORMS OF NOTES

We will offer the notes on a continuing basis and will issue notes only in fully registered form either as registered global notes or as certificated notes. References to "holders" mean those who own notes registered in their own names, on the books that we or the trustee maintain for this purpose, and not those who own beneficial interests in notes registered in street name or in notes issued in book-entry form through one or more depositaries.

REGISTERED GLOBAL NOTES. For registered global notes, we will issue one or more global certificates representing the entire issue of notes. Except as set forth in the accompanying prospectus under "Forms of Securities -- Global Securities," you may not exchange registered global notes or interests in registered global notes for certificated notes.

Each global note certificate representing registered global notes will be deposited with, or on behalf of, the Depositary and registered in the name of a nominee of the Depositary. These certificates name the Depositary or its nominee as the owner of the notes. The Depositary maintains a computerized system that will reflect the interests held by its participants in the global notes. An investor's beneficial interest will be reflected in the records of the Depositary's direct or indirect participants through an account maintained by the investor with its broker/dealer, bank, trust company or other representative. A further description of the Depositary's procedures for global notes representing book-entry notes is set forth under "Fol60;& Trust Company, LLC, as Retiring T

(d)(51)

Form of 5.900% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(50))(45)

(d)(52)

Nineteenth Supplemental Indenture dated as of September 27, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(48)

(d)(53)

Form of 5.850% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(52))(48)

(d)(54)

Twentieth Supplemental Indenture dated as of October 4, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(51)

(d)(55)

Form of 5.700% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(54))(51)

(d)(56)

Twenty-First Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)

(d)(57)

Form of 5.125% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(56))(54)

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Exhibit No.	Description
(d)(58)	Twenty-Second Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)
(d)(59)	Form of 6.625% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(58))(54)
(d)(60)	Twenty-Third Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(61)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(60))(55)
(d)(62)	Twenty-Fourth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(63)	Form of 5.750% Prospect Capital InterNote® due 2032 (included as part of Exhibit (d)(62))(55)
(d)(64)	Twenty-Fifth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(65)	Form of 6.500% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(64))(55)
(d)(66)	Twenty-Sixth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)
(d)(67)	Form of 4.875% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(66))(56)
(d)(68)	Twenty-Seventh Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)
(d)(69)	Form of 5.625% Prospect Capital InterNote® due 2032 (included as part of Exhibit (d)(68))(56)

(d)(70) Twenty-Eighth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)

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Exhibit No.	Description
(d)(71)	Form of 6.375% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(70))(56)
(d)(72)	Twenty-Ninth Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)
(d)(73)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(72))(57)
(d)(74)	Thirtieth Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)
(d)(75)	Form of 5.250% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(74))(57)
(d)(76)	Thirty-First Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)
(d)(77)	Form of 6.250% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(76))(57)
(d)(78)	Thirty-Second Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(79)	Form of 4.625% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(78))(58)
(d)(80)	Thirty-Third Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(81)	Form of 5.125% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(80))(58)
(d)(82)	Thirty-Fourth Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(83)	Form of 6.125% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(82))(58)

(d)(84) Indenture dated as of December 21, 2012, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(59)

(d)(85) Form of Global Note 5.875% Convertible Senior Note Due 2019 (included as part of Exhibit (d)(84))(59)

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Exhibit No.	Description
(d)(86)	Thirty-Fifth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)
(d)(87)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(86))(61)
(d)(88)	Thirty-Sixth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)
(d)(89)	Form of 5.000% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(88))(61)
(d)(90)	Thirty-Seventh Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)
(d)(91)	Form of 6.000% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(90))(61)
(d)(92)	Thirty-Eighth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(93)	Form of 4.375% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(92))(62)
(d)(94)	Thirty-Ninth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(95)	Form of 4.875% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(94))(62)
(d)(96)	Fortieth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(97)	Form of 5.875% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(96))(62)

(d)(98) Forty-First Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)

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Exhibit No.	Description
(d)(99)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(98))(63)
(d)(100)	Forty-Second Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)
(d)(101)	Form of 4.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(100))(63)
(d)(102)	Forty-Third Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)
(d)(103)	Form of 5.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(102))(63)
(d)(104)	Forty-Fourth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(105)	Form of 4.125% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(104))(64)
(d)(106)	Forty-Fifth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(107)	Form of 4.625% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(106))(64)
(d)(108)	Forty-Sixth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(109)	Form of 5.625% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(108))(64)
(d)(110)	Forty-Seventh Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)
(d)(111)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(110))(65)

(d)(112) Forty-Eighth Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)

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Exhibit No.	Description
(d)(113)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(112))(65)
(d)(114)	Forty-Ninth Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)
(d)(115)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(114))(65)
(d)(116)	Fiftieth Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(117)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(116))(66)
(d)(118)	Fifty-First Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(119)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(118))(66)
(d)(120)	Fifty-Second Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(121)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(120))(66)
(d)(122)	Fifty-Third Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(123)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(122))(67)
(d)(124)	Fifty-Fourth Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)

(d)(125) Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(124))(67)

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Exhibit No.	Description
(d)(126)	Fifty-Fifth Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(127)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(126))(67)
(d)(128)	Fifty-Sixth Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)
(d)(129)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(128))(69)
(d)(130)	Fifty-Seventh Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)
(d)(131)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(130))(69)
(d)(132)	Fifty-Eighth Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)
(d)(133)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(132))(69)
(d)(134)	Fifty-Ninth Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(135)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(134))(70)
(d)(136)	Sixtieth Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(137)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(136))(70)
(d)(138)	

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Sixty-First Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)

(d)(139) Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(138))(70)

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Exhibit No.	Description
(d)(140)	Sixty-Second Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)
(d)(141)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(140))(71)
(d)(142)	Sixty-Third Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)
(d)(143)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(142))(71)
(d)(144)	Sixty-Fourth Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)
(d)(145)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(144))(71)
(d)(146)	Sixty-Fifth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(147)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(146))(72)
(d)(148)	Sixty-Sixth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(149)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(148))(72)
(d)(150)	Sixty-Seventh Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(151)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(150))(72)

(d)(152) Sixty-Eighth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)

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Exhibit No.	Description
(d)(153)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(152))(72)
(d)(154)	Supplemental Indenture dated as of March 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(73)
(d)(155)	Form of Global Note 5.875% Senior Note due 2023(74)
(d)(156)	Sixty-Ninth Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(157)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(156))(77)
(d)(158)	Seventieth Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(159)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(158))(77)
(d)(160)	Seventy-First Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(161)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(160))(77)
(d)(162)	Seventy-Second Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(163)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(162))(77)
(d)(164)	Seventy-Third Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)

(d)(165) Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(164))(78)

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Exhibit No.	Description
(d)(166)	Seventy-Fourth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(167)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(166))(78)
(d)(168)	Seventy-Fifth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(169)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(168))(78)
(d)(170)	Seventy-Sixth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(171)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(170))(78)
(d)(172)	Seventy-Seventh Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(173)	Form of 4.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(172))(79)
(d)(174)	Seventy-Eighth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(175)	Form of 4.625% to 6.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(174))(79)
(d)(176)	Seventy-Ninth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(177)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(176))(79)

(d)(178) Eightieth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)

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Exhibit No.	Description
(d)(179)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(178))(79)
(d)(180)	Eighty-First Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)
(d)(181)	Form of 4.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(180))(80)
(d)(182)	Eighty-Second Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)
(d)(183)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(182))(80)
(d)(184)	Eighty-Third Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)
(d)(185)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(184))(80)
(d)(186)	Eighty-Fourth Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)
(d)(187)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(186))(80)
(d)(188)	Eighty-Fifth Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(81)
(d)(189)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(188))(81)
(d)(190)	Eighty-Sixth Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(81)
(d)(191)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(190))(81)

(d)(192) Eighty-Seventh Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(81)

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Exhibit No.	Description
(d)(193)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(192))(81)
(d)(194)	Eighty-Eighth Supplemental Indenture dated as of April 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(82)
(d)(195)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(194))(82)
(d)(196)	Eighty-Ninth Supplemental Indenture dated as of April 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(82)
(d)(197)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(196))(82)
(d)(198)	Ninetieth Supplemental Indenture dated as of April 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(82)
(d)(199)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(198))(82)
(d)(200)	Ninety-First Supplemental Indenture dated as of May 2, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(83)
(d)(201)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(200))(83)
(d)(202)	Ninety-Second Supplemental Indenture dated as of May 2, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(83)
(d)(203)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(202))(83)
(d)(204)	Ninety-Third Supplemental Indenture dated as of May 2, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(83)

(d)(205) Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(204))(83)

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Exhibit No.	Description
(d)(206)	Ninety-Fourth Supplemental Indenture dated as of May 9, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(85)
(d)(207)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(206))(85)
(d)(208)	Ninety-Fifth Supplemental Indenture dated as of May 9, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(85)
(d)(209)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(208))(85)
(d)(210)	Ninety-Sixth Supplemental Indenture dated as of May 9, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(85)
(d)(211)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(210))(85)
(d)(212)	Ninety-Seventh Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)
(d)(213)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(212))(86)
(d)(214)	Ninety-Eighth Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)
(d)(215)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(214))(86)
(d)(216)	Ninety-Ninth Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)
(d)(217)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(216))(86)
(d)(218)	

One Hundredth Supplemental Indenture dated as of May 23, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(86)

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Exhibit No.	Description
(d)(219)	Form of 5.000% to 7.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(218))(86)
(d)(220)	One Hundred-First Supplemental Indenture dated as of May 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(87)
(d)(221)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(220))(87)
(d)(222)	One Hundred-Second Supplemental Indenture dated as of May 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(87)
(d)(223)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(222))(87)
(d)(224)	One Hundred-Third Supplemental Indenture dated as of May 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(87)
(d)(225)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(224))(87)
(d)(226)	One Hundred-Fourth Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)
(d)(227)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(226))(88)
(d)(228)	One Hundred-Fifth Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)
(d)(229)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(228))(88)
(d)(230)	One Hundred-Sixth Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)

(d)(231) Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(230))(88)

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Exhibit No.	Description
(d)(232)	One Hundred-Seventh Supplemental Indenture dated as of June 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(88)
(d)(233)	Form of 5.000% to 7.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(232))(88)
(d)(234)	One Hundred-Eighth Supplemental Indenture dated as of June 13, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(89)
(d)(235)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(234))(89)
(d)(236)	One Hundred-Ninth Supplemental Indenture dated as of June 13, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(89)
(d)(237)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(236))(89)
(d)(238)	One Hundred-Tenth Supplemental Indenture dated as of June 13, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(89)
(d)(239)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(238))(89)
(d)(240)	One Hundred-Eleventh Supplemental Indenture dated as of June 20, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(90)
(d)(241)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(240))(90)
(d)(242)	One Hundred-Twelfth Supplemental Indenture dated as of June 20, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(90)
(d)(243)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(242))(90)

(d)(244) One Hundred-Thirteenth Supplemental Indenture dated as of June 20, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(90)

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Exhibit No.	Description
(d)(245)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(244))(90)
(d)(246)	One Hundred-Fourteenth Supplemental Indenture dated as of June 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(91)
(d)(247)	Form of 5.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(246))(91)
(d)(248)	One Hundred-Fifteenth Supplemental Indenture dated as of June 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(91)
(d)(249)	Form of 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(248))(91)
(d)(250)	One Hundred-Sixteenth Supplemental Indenture dated as of June 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(91)
(d)(251)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(250))(91)
(d)(252)	One Hundred-Seventeenth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)
(d)(253)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(252))(92)
(d)(254)	One Hundred-Eighteenth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)
(d)(255)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(254))(92)
(d)(256)	One Hundred-Nineteenth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)
(d)(257)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(256))(92)

(d)(258) One Hundred-Twentieth Supplemental Indenture dated as of July 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(92)

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Exhibit No.	Description
(d)(259)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(258))(92)
(d)(260)	One Hundred Twenty-First Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(261)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(260))(93)
(d)(262)	One Hundred Twenty-Second Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(263)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(262))(93)
(d)(264)	One Hundred Twenty-Third Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(265)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(264))(93)
(d)(266)	One Hundred Twenty-Fourth Supplemental Indenture dated as of July 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(93)
(d)(267)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(266))(93)
(d)(268)	One Hundred Twenty-Fifth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(269)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(268))(94)
(d)(270)	One Hundred Twenty-Sixth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)

(d)(271) Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(270))(94)

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Exhibit No.	Description
(d)(272)	One Hundred Twenty-Seventh Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(273)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(272))(94)
(d)(274)	One Hundred Twenty-Eighth Supplemental Indenture dated as of July 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(94)
(d)(275)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(274))(94)
(d)(276)	One Hundred Twenty-Ninth Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(277)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(276))(95)
(d)(278)	One Hundred Thirtieth Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(279)	Form of 5.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(278))(95)
(d)(280)	One Hundred Thirty-First Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(281)	Form of 6.250% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(280))(95)
(d)(282)	One Hundred Thirty-Second Supplemental Indenture dated as of July 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(95)
(d)(283)	Form of 6.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(282))(95)
(d)(284)	

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One Hundred Thirty-Third Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)

(d)(285) Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(284))(96)

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Exhibit No.	Description
(d)(286)	One Hundred Thirty-Fourth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(287)	Form of 5.750% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(286))(96)
(d)(288)	One Hundred Thirty-Fifth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(289)	Form of 6.125% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(288))(96)
(d)(290)	One Hundred Thirty-Sixth Supplemental Indenture dated as of August 1, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(96)
(d)(291)	Form of 6.625% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(290))(96)
(d)(292)	One Hundred Thirty-Seventh Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(293)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(292))(97)
(d)(294)	One Hundred Thirty-Eighth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(295)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(294))(97)
(d)(296)	One Hundred Thirty-Ninth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)
(d)(297)	Form of 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(296))(97)

(d)(298) One Hundred Fortieth Supplemental Indenture dated as of August 8, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(97)

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Exhibit No.	Description
(d)(299)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(298))(97)
(d)(300)	One Hundred Forty-First Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(301)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(300))(98)
(d)(302)	One Hundred Forty-Second Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(303)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(302))(98)
(d)(304)	One Hundred Forty-Third Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(305)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(304))(98)
(d)(306)	One Hundred Forty-Fourth Supplemental Indenture dated as of August 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(98)
(d)(307)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(306))(98)
(d)(308)	One Hundred Forty-Fifth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(309)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(308))(99)
(d)(310)	One Hundred Forty-Sixth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(311)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(310))(99)

(d)(312) One Hundred Forty-Seventh Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)

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Exhibit No.	Description
(d)(313)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(312))(99)
(d)(314)	One Hundred Forty-Eighth Supplemental Indenture dated as of August 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(99)
(d)(315)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(314))(99)
(d)(316)	One Hundred Forty-Ninth Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(317)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(316))(101)
(d)(318)	One Hundred Fiftieth Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(319)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(318))(101)
(d)(320)	One Hundred Fifty-First Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(321)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(320))(101)
(d)(322)	One Hundred Fifty-Second Supplemental Indenture dated as of September 6, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(101)
(d)(323)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(322))(101)
(d)(324)	One Hundred Fifty-Third Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock

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Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)

(d)(325) Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(324))(102)

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Exhibit No.	Description
(d)(326)	One Hundred Fifty-Fourth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(327)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(326))(102)
(d)(328)	One Hundred Fifty-Fifth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(329)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(328))(102)
(d)(330)	One Hundred Fifty-Sixth Supplemental Indenture dated as of September 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(102)
(d)(331)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(330))(102)
(d)(332)	One Hundred Fifty-Seventh Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(333)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(332))(103)
(d)(334)	One Hundred Fifty-Eighth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)
(d)(335)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(334))(103)
(d)(336)	One Hundred Fifty-Ninth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as

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Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)

(d)(337) Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(336))(103)

(d)(338) One Hundred Sixtieth Supplemental Indenture dated as of September 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(103)

(d)(339) Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(338))(103)

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Exhibit No.	Description
(d)(340)	One Hundred Sixty-First Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(341)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(340))(104)
(d)(342)	One Hundred Sixty-Second Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(343)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(342))(104)
(d)(344)	One Hundred Sixty-Third Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(345)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(344))(104)
(d)(346)	One Hundred Sixty-Fourth Supplemental Indenture dated as of September 26, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(104)
(d)(347)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(346))(104)
(d)(348)	One Hundred Sixty-Fifth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(349)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(348))(105)
(d)(350)	One Hundred Sixty-Sixth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee,

by and between the Registrant and U.S. Bank National Association, as Trustee(105)

(d)(351) Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(350))(105)

(d)(352) One Hundred Sixty-Seventh Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)

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Exhibit No.	Description
(d)(353)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(352))(105)
(d)(354)	One Hundred Sixty-Eighth Supplemental Indenture dated as of October 3, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(105)
(d)(355)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(354))(105)
(d)(356)	One Hundred Sixty-Ninth Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(357)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(356))(106)
(d)(358)	One Hundred Seventieth Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(359)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(358))(106)
(d)(360)	One Hundred Seventy-First Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(361)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(360))(106)
(d)(362)	One Hundred Seventy-Second Supplemental Indenture dated as of October 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(106)
(d)(363)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(362))(106)
(d)(364)	One Hundred Seventy-Third Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock

Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)

(d)(365) Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(364))(109)

(d)(366) One Hundred Seventy-Fourth Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)

(d)(367) Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(366))(109)

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Exhibit No.	Description
(d)(368)	One Hundred Seventy-Fifth Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)
(d)(369)	Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(368))(109)
(d)(370)	One Hundred Seventy-Sixth Supplemental Indenture dated as of October 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(109)
(d)(371)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(370))(109)
(d)(372)	One Hundred Seventy-Seventh Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(373)	Form of 4.000% Prospect Capital InterNote® due 2016 (included as part of Exhibit (d)(372))(110)
(d)(374)	One Hundred Seventy-Eighth Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(375)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(374))(110)
(d)(376)	One Hundred Seventy-Ninth Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)
(d)(377)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(376))(110)
(d)(378)	One Hundred Eightieth Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer &

Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)

(d)(379) Form of 6.000% Prospect Capital InterNote® due 2033 (included as part of Exhibit (d)(378))(110)

(d)(380) One Hundred Eighty-First Supplemental Indenture dated as of October 24, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(110)

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Exhibit No.	Description
(d)(381)	Form of 6.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(380))(110)
(d)(382)	One Hundred Eighty-Second Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(383)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(382))(111)
(d)(384)	One Hundred Eighty-Third Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(385)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(384))(111)
(d)(386)	One Hundred Eighty-Fourth Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(387)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(386))(111)
(d)(388)	One Hundred Eighty-Fifth Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(389)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(388))(111)
(d)(390)	One Hundred Eighty-Sixth Supplemental Indenture dated as of October 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(111)
(d)(391)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(390))(111)
(d)(392)	One Hundred Eighty-Seventh Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment

and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)

(d)(393) Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(392))(113)

(d)(394) One Hundred Eighty-Eighth Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)

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Exhibit No.	Description
(d)(395)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(394))(113)
(d)(396)	One Hundred Eighty-Ninth Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)
(d)(397)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(396))(113)
(d)(398)	One Hundred Ninetieth Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)
(d)(399)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(398))(113)
(d)(400)	One Hundred Ninety-First Supplemental Indenture dated as of November 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(113)
(d)(401)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(400))(113)
(d)(402)	One Hundred Ninety-Second Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(403)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(402))(114)
(d)(404)	One Hundred Ninety-Third Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(405)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(404))(114)
(d)(406)	One Hundred Ninety-Fourth Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment

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and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)

(d)(407) Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(406))(114)

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Exhibit No.	Description
(d)(408)	One Hundred Ninety-Fifth Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(409)	Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(408))(114)
(d)(410)	One Hundred Ninety-Sixth Supplemental Indenture dated as of November 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(114)
(d)(411)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(410))(114)
(d)(412)	One Hundred Ninety-Seventh Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(413)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(412))(115)
(d)(414)	One Hundred Ninety-Eighth Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(415)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(414))(115)
(d)(416)	One Hundred Ninety-Ninth Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)
(d)(417)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(416))(115)
(d)(418)	Two Hundredth Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee,

by and between the Registrant and U.S. Bank National Association, as Trustee(115)

(d)(419) Form of 6.000% Prospect Capital InterNote® due 2028 (included as part of Exhibit (d)(418))(115)

(d)(420) Two Hundred First Supplemental Indenture dated as of November 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(115)

(d)(421) Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(420))(115)

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Exhibit No.	Description
(d)(422)	Two Hundred Second Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(423)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(422))(116)
(d)(424)	Two Hundred Third Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(425)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(424))(116)
(d)(426)	Two Hundred Fourth Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(427)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(426))(116)
(d)(428)	Two Hundred Fifth Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(429)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(428))(116)
(d)(430)	Two Hundred Sixth Supplemental Indenture dated as of November 29, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(116)
(d)(431)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(430))(116)
(d)(432)	Two Hundred Seventh Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(433)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(432))(117)

(d)(434) Two Hundred Eighth Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)

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Exhibit No.	Description
(d)(435)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(434))(117)
(d)(436)	Two Hundred Ninth Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(437)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(436))(117)
(d)(438)	Two Hundred Tenth Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(439)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(438))(117)
(d)(440)	Two Hundred Eleventh Supplemental Indenture dated as of December 5, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(117)
(d)(441)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(440))(117)
(d)(442)	Two Hundred Twelfth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)
(d)(443)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(442))(118)
(d)(444)	Two Hundred Thirteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)
(d)(445)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(444))(118)
(d)(446)	Two Hundred Fourteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)

(d)(447) Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(446))(118)

(d)(448) Two Hundred Fifteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)

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Exhibit No.	Description
(d)(449)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(448))(118)
(d)(450)	Two Hundred Sixteenth Supplemental Indenture dated as of December 12, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(118)
(d)(451)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(450))(118)
(d)(452)	Two Hundred Seventeenth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(453)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(452))(119)
(d)(454)	Two Hundred Eighteenth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(455)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(454))(119)
(d)(456)	Two Hundred Nineteenth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(457)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(456))(119)
(d)(458)	Two Hundred Twentieth Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)
(d)(459)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(458))(119)
(d)(460)	Two Hundred Twenty-First Supplemental Indenture dated as of December 19, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(119)

(d)(461) Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(460))(119)

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Exhibit No.	Description
(d)(462)	Two Hundred Twenty-Second Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(463)	Form of 4.000% Prospect Capital InterNote® due 2017 (included as part of Exhibit (d)(462))(120)
(d)(464)	Two Hundred Twenty-Third Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(465)	Form of 5.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(464))(120)
(d)(466)	Two Hundred Twenty-Fourth Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(467)	Form of 5.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(466))(120)
(d)(468)	Two Hundred Twenty-Fifth Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(469)	Form of 6.000% Prospect Capital InterNote® due 2025 (included as part of Exhibit (d)(468))(120)
(d)(470)	Two Hundred Twenty-Sixth Supplemental Indenture dated as of December 27, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(120)
(d)(471)	Form of 6.500% Prospect Capital InterNote® due 2038 (included as part of Exhibit (d)(470))(120)
(d)(472)	Two Hundred Twenty-Seventh Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(473)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(472))(121)

- (d)(474) Two Hundred Twenty-Eighth Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
- (d)(475) Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(474))(121)

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Exhibit No.	Description
(d)(476)	Two Hundred Twenty-Ninth Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(477)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(476))(121)
(d)(478)	Two Hundred Thirtieth Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(479)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(478))(121)
(d)(480)	Two Hundred Thirty-First Supplemental Indenture dated as of January 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(121)
(d)(481)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(480))(121)
(d)(482)	Two Hundred Thirty-Second Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(483)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(482))(122)
(d)(484)	Two Hundred Thirty-Third Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(485)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(484))(122)
(d)(486)	Two Hundred Thirty-Fourth Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(487)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(486))(122)

(d)(488) Two Hundred Thirty-Fifth Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)

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Exhibit No.	Description
(d)(489)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(488))(122)
(d)(490)	Two Hundred Thirty-Sixth Supplemental Indenture dated as of January 9, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(122)
(d)(491)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(490))(122)
(d)(492)	Two Hundred Thirty-Seventh Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(493)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(492))(123)
(d)(494)	Two Hundred Thirty-Eighth Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(495)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(494))(123)
(d)(496)	Two Hundred Thirty-Ninth Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(497)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(496))(123)
(d)(498)	Two Hundred Fortieth Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(499)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(498))(123)
(d)(500)	Two Hundred Forty-First Supplemental Indenture dated as of January 16, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(123)
(d)(501)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(500))(123)

(d)(502) Two Hundred Forty-Second Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

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Exhibit No.	Description
(d)(503)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(502))(124)
(d)(504)	Two Hundred Forty-Third Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)
(d)(505)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(504))(124)
(d)(506)	Two Hundred Forty-Fourth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)
(d)(507)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(506))(124)
(d)(508)	Two Hundred Forty-Fifth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)
(d)(509)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(508))(124)
(d)(510)	Two Hundred Forty-Sixth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)
(d)(511)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(510))(124)
(d)(512)	Two Hundred Forty-Seventh Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(513)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(512))(125)
(d)(514)	Two Hundred Forty-Eighth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)

(d)(515) Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(514))(125)

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Exhibit No.	Description
(d)(516)	Two Hundred Forty-Ninth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(517)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(516))(125)
(d)(518)	Two Hundred Fiftieth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(519)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(518))(125)
(d)(520)	Two Hundred Fifty-First Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(521)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(520))(125)
(d)(522)	Two Hundred Fifty-Second Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(523)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(522))(126)
(d)(524)	Two Hundred Fifty-Third Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(525)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(524))(126)
(d)(526)	Two Hundred Fifty-Fourth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(527)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(526))(126)
(d)(528)	

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Two Hundred Fifty-Fifth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)

(d)(529) Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(528))(126)

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Exhibit No.	Description
(d)(530)	Two Hundred Fifty-Sixth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(531)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(530))(126)
(d)(532)	Two Hundred Fifty-Seventh Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(533)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(532))(127)
(d)(534)	Two Hundred Fifty-Eighth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(535)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(534))(127)
(d)(536)	Two Hundred Fifty-Ninth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(537)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(536))(127)
(d)(538)	Two Hundred Sixtieth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(539)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(538))(127)
(d)(540)	Two Hundred Sixty-First Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(541)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(540))(127)

(d)(542) Two Hundred Sixty-Seventh Supplemental Indenture dated as of February 19, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(128)

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Exhibit No.	Description
(d)(543)	Form of 4.75% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(542))(128)
(d)(544)	Two Hundred Sixty-Second Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(545)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(544))(129)
(d)(546)	Two Hundred Sixty-Third Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(547)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(546))(129)
(d)(548)	Two Hundred Sixty-Fourth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(549)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(548))(129)
(d)(550)	Two Hundred Sixty-Fifth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(551)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(550))(129)
(d)(552)	Two Hundred Sixty-Sixth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(553)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(552))(129)
(d)(554)	Two Hundred Sixty-Eighth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(555)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(554))(130)

(d)(556) Two Hundred Sixty-Ninth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)

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Exhibit No.	Description
(d)(557)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(556))(130)
(d)(558)	Two Hundred Seventieth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(559)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(558))(130)
(d)(560)	Two Hundred Seventy-First Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(561)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(560))(130)
(d)(562)	Two Hundred Seventy-Second Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(563)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(562))(130)
(d)(564)	Two Hundred Seventy-Third Supplemental Indenture dated as March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(565)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(564))(131)
(d)(566)	Two Hundred Seventy-Fourth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(567)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(566))(131)
(d)(568)	Two Hundred Seventy-Fifth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)

(d)(569) Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(568))(131)

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Exhibit No.	Description
(d)(570)	Two Hundred Seventy-Sixth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(571)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(570))(131)
(d)(572)	Two Hundred Seventy-Seventh Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(573)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(572))(131)
(d)(574)	Supplement No. 1 to the Two Hundred Sixty-Seventh Supplemental Indenture dated as of March 11, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(132)
(d)(575)	Form of 4.75% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(574))(132)
(d)(576)	Two Hundred Seventy-Eighth Supplemental Indenture dated as March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(577)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(576))(133)
(d)(578)	Two Hundred Seventy-Ninth Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(579)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(578))(133)
(d)(580)	Two Hundred Eightieth Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(581)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(580))(133)

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- (d)(582) Two Hundred Eighty-First Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
- (d)(583) Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(582))(133)

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Exhibit No.	Description
(d)(584)	Two Hundred Eighty-Second Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(585)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(584))(133)
(d)(586)	Two Hundred Eighty-Fourth Supplemental Indenture dated as March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(587)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(586))(134)
(d)(588)	Two Hundred Eighty-Fifth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(589)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(588))(134)
(d)(590)	Two Hundred Eighty-Sixth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(591)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(590))(134)
(d)(592)	Two Hundred Eighty-Seventh Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(593)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(592))(134)
(d)(594)	Two Hundred Eighty-Eighth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(595)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(594))(134)

(d)(596) Two Hundred Eighty-Ninth Supplemental Indenture dated as March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)

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Exhibit No.	Description
(d)(597)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(596))(135)
(d)(598)	Two Hundred Ninetieth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(599)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(598))(135)
(d)(600)	Two Hundred Ninety-First Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(601)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(600))(135)
(d)(602)	Two Hundred Ninety-Second Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(603)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(602))(135)
(d)(604)	Two Hundred Ninety-Third Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(605)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(604))(135)
(d)(606)	Two Hundred Ninety-Fourth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(607)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(606))(136)
(d)(608)	Two Hundred Ninety-Fifth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(609)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(608))(136)

(d)(610) Two Hundred Ninety-Sixth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)

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Exhibit No.	Description
(d)(611)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(610))(136)
(d)(612)	Two Hundred Ninety-Seventh Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(613)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(612))(136)
(d)(614)	Two Hundred Ninety-Eighth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(615)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(614))(136)
(d)(616)	Supplemental Indenture dated as of April 7, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(137)
(d)(617)	Form of 5.000% Senior Notes due 2019 (included as part of Exhibit (d)(616))(137)
(d)(618)	Two Hundred Ninety-Ninth Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(619)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(618))(138)
(d)(620)	Three Hundredth Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(621)	Form of 4.250% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(620))(138)
(d)(622)	Three Hundred First Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)

(d)(623) Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(622))(138)

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Exhibit No.	Description
(d)(624)	Three Hundred Second Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(625)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(624))(138)
(d)(626)	Three Hundred Third Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(627)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(626))(138)
(d)(628)	Indenture dated as of April 11, 2014, by and between Prospect Capital Corporation and American Stock Transfer & Trust Company, as Trustee(139)
(d)(629)	Form of Global Note of 4.75% Senior Convertible Notes Due 2020 (included as part of Exhibit (d)(628))(139)
(d)(630)	Three Hundred Fourth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(631)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(630))(140)
(d)(632)	Three Hundred Fifth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(633)	Form of 4.250% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(632))(140)
(d)(634)	Three Hundred Sixth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(635)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(634))(140)
(d)(636)	Three Hundred Seventh Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer &

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Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee,
by and between the Registrant and U.S. Bank National Association, as Trustee(140)

(d)(637) Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(636))(140)

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Exhibit No.	Description
(d)(638)	Three Hundred Eighth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(639)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(638))(140)
(d)(640)	Three Hundred Ninth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(641)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(640))(141)
(d)(642)	Three Hundred Tenth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(643)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(642))(141)
(d)(644)	Three Hundred Eleventh Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(645)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(644))(141)
(d)(646)	Three Hundred Twelfth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(647)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(646))(141)
(d)(648)	Three Hundred Thirteenth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(649)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(648))(141)
(d)(650)	

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Three Hundred Fourteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)

(d)(651) Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(650))(142)

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Exhibit No.	Description
(d)(652)	Three Hundred Fifteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(653)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(652))(142)
(d)(654)	Three Hundred Sixteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(655)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(654))(142)
(d)(656)	Three Hundred Seventeenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(657)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(656))(142)
(d)(658)	Three Hundred Eighteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(659)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(658))(142)
(d)(660)	Three Hundred Nineteenth Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(661)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(660))(143)
(d)(662)	Three Hundred Twentieth Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(663)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(662))(143)

(d)(664) Three Hundred Twenty-First Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)

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Exhibit No.	Description
(d)(665)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(664))(143)
(d)(666)	Three Hundred Twenty-Second Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(667)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(666))(143)
(d)(668)	Three Hundred Twenty-Third Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(669)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(668))(143)
(e)	Form of Dividend Reinvestment Plan(2)
(f)	Not Applicable
(g)	Form of Investment Advisory Agreement between Registrant and Prospect Capital Management LLC(2)
(h)(1)	Form of Underwriting Agreement(9)
(h)(2)	Form of Equity Distribution Agreement(30)
(h)(3)	Third Amended and Restated Selling Agent Agreement, dated October 15, 2013, by and among, the Registrant, Prospect Capital Management LLC, Prospect Administration LLC, Incapital LLC and the Agents named therein and added from time to time(108)
(i)	Not Applicable
(j)(1)	Custody Agreement, dated as of January 23, 2013, by and between the Registrant and U.S. Bank National Association(5)
(j)(2)	Custody Agreement, dated as of April 24, 2013, by and between the Registrant and Israeli Discount Bank of New York Ltd.(7)
(j)(3)	Custody Agreement, dated as of October 28, 2013, by and between the Registrant and Fifth Third Bank(122)
(k)(1)	Form of Administration Agreement between Registrant and Prospect Administration LLC(2)
(k)(2)	Form of Transfer Agency and Registrar Services Agreement(4)
(k)(3)	Form of Trademark License Agreement between the Registrant and Prospect Capital Management(2)

(k)(4) Agreement and Plan of Merger dated August 3, 2009 between Prospect Capital Corporation and Patriot Capital Funding, Inc.(6)

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Exhibit No.	Description
(k)(5)	Master Purchase and Sale and Contribution Agreement, dated as of March 19, 2012, by and among Prospect Capital Corporation, First Tower Corp., certain other entities related to Prospect Capital Corporation and certain shareholders of First Tower Corp.(18)
(k)(6)	Fourth Amended and Restated Loan and Servicing Agreement, dated March 27, 2012, among Prospect Capital Funding LLC, Prospect Capital Corporation, the lenders from time to time party thereto, the managing agents from time to time party thereto, Key Equipment Finance Inc. and Royal Bank of Canada as Syndication Agents, U.S. Bank National Association as Calculation Agent, Paying Agent and Documentation Agent, Key Equipment Finance Inc. as Facility Agent, and Key Equipment Finance Inc. as Structuring Agent, Sole Lead Arranger and Sole Bookrunner(19)
(l)(1)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(100)
(l)(2)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(100)
(l)(3)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(108)
(l)(4)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(112)
(l)(5)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(126)
(l)(6)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(137)
(l)(7)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(137)
(l)(8)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(138)
(l)(9)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant†
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm(107)
(n)(2)	Report of independent registered public accounting firm on “Senior Securities” table(107)
(n)(3)	Power of Attorney(100)
(n)(4)	Consent of independent registered public accounting firm†
(n)(5)	Report of independent registered public accounting firm on “Senior Securities” table†
(o)	Not Applicable
(p)	Not Applicable
(q)	Not Applicable

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Exhibit No.	Description
(r)	Code of Ethics(14)
99.1	Form of Preliminary Prospectus Supplement For Common Stock Offerings(100)
99.2	Form of Preliminary Prospectus Supplement For Preferred Stock Offerings(100)
99.3	Form of Preliminary Prospectus Supplement For Debt Offerings(100)
99.4	Form of Preliminary Prospectus Supplement For Rights Offerings(100)
99.5	Form of Preliminary Prospectus Supplement For Warrant Offerings(100)
99.6	Form of Preliminary Prospectus Supplement For Unit Offerings(100)

(1) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on July 30, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 2 (2) to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 6, 2004.

(3) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on August 26, 2011.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 3 (4) to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 23, 2004.

(5) Incorporated by reference to Exhibit 4.22 of the Registrant's Form 10-Q filed on May 6, 2013.

(6) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on August 5, 2009.

(7) Incorporated by reference to Exhibit 10.258 of the Registrant's Form 10-K filed on August 21, 2013.

(8) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on February 18, 2011.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-effective Amendment No. 1 (9) to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-170724), filed on April 6, 2011.

(10) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2010.

(11) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on February 18, 2011.

(12) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 1, 2011.

(13) Intentionally deleted.

(14) Incorporated by reference to Exhibit 14 of the Registrant's Form 10-K filed on August 21, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (15) No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on March 1, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (16) No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on March 8, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (17) No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on March 14, 2012.

(18) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on March 21, 2012.

(19) Incorporated by reference to Exhibit 99.1 of the Registrant's Form 8-K filed on April 2, 2012.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on April 5, 2012.

(21) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on April 12, 2012.

(22) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2012.

(23) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on April 16, 2012.

(24) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 176637), filed on April 26, 2012.

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- (25) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on May 7, 2012.
- (26) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on May 7, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (27) No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 14, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (28) No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on June 28, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (29) No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 6, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. 1
- (30) to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-170724), filed on January 27, 2011.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (31) No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 12, 2012.
- (32) Intentionally deleted.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (33) No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 19, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (34) No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on July 26, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (35) No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 2, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (36) No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 9, 2012.
- (37) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on August 14, 2012.
- (38) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on August 14, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (39) No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 16, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (40) No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on August 23, 2012.
- (41) Intentionally deleted.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (42) No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 7, 2012.
- (43) Intentionally deleted.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (44) No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 13, 2012.
Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
- (45) No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 20, 2012.

(46) Intentionally deleted.

(47) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(48) No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637),
filed on September 27, 2012.

(49) Intentionally deleted.

(50) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(51) No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637),
filed on October 4, 2012.

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(52) Intentionally deleted.

(53) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(54) No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 23, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(55) No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 29, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(56) No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 6, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(57) No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 13, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(58) No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 20, 2012.

(59) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2012.

(60) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(61) No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 28, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(62) No. 9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 4, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(63) No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 10, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(64) No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 17, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(65) No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(66) No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 31, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(67) No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 7, 2013.

(68) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(69) No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 22, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(70) No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 28, 2013.

(71) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530),

filed on March 7, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment
(72)No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530),
filed on March 14, 2013.

(73)Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on March 15, 2013.

(74)Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on March 15, 2013.

(75)Intentionally deleted.

(76)Intentionally deleted.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (77)No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 21, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (78)No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 28, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (79)No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 4, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (80)No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 11, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (81)No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 18, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (82)No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (83)No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 2, 2013.

(84)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (85)No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 9, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (86)No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 23, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (87)No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 31, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (88)No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 6, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (89)No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 13, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (90)No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 20, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (91)No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 27, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (92)No. 36 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 5, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (93)No. 37 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 11, 2013.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (94)No. 38 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 18, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (95)No. 39 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (96)No. 40 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 1, 2013.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (97)No. 41 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 8, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (98)No. 42 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 15, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (99)No. 43 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 22, 2013.

(100) Incorporated by reference to the corresponding exhibit number to the Registrant's pre-effective Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on August 27, 2013.

(101) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 45 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 6, 2013.

(102) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 46 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 12, 2013.

(103) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 47 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 19, 2013.

(104) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 48 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 26, 2013.

(105) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 49 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 3, 2013.

(106) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 50 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 10, 2013.

(107) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 11, 2013.

(108) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 15, 2013.

(109) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 51 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 18, 2013.

(110) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 24, 2013.

(111) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 31, 2013.

(112) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 5, 2013.

(113) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850),

filed on November 7, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (114)No. 7 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 15, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (115)No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 21, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. (116)9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 29, 2013.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (117)No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 5, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (118)No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 12, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (119)No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 19, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (120)No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 27, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (121)No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (122)No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 9, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (123)No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 16, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (124)No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 24, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (125)No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 30, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (126)No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 6, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (127)No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 13, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (128)No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 19, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (129)No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 21, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (130)No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 27, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (131)No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 6, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (132)No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 11, 2014.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 13, 2014.

(134) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 20, 2014.

(135) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 28 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 27, 2014.

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Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (136)No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (137)No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 7, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (138)No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 10, 2014.

(139)Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (140)No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 17, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (141)No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 24, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (142)No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on May 1, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (143)No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on May 8, 2014.

† Filed herewith.

*To be filed by amendment.

ITEM 26. MARKETING ARRANGEMENTS

The information contained under the heading “Plan of Distribution” on this Registration Statement is incorporated herein by reference and any information concerning any underwriters will be contained in the accompanying prospectus supplement, if any.

ITEM 27. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

Commission registration fee	\$659,194
NASDAQ Global Select Additional Listing Fees	65,000
Accounting fees and expenses	500,000
Legal fees and expenses	1,000,000
Printing and engraving	500,000
Miscellaneous fees and expenses	100,000
Total	\$2,824,194

** These amounts are estimates.

All of the expenses set forth above shall be borne by the Company.

ITEM 28. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL

As of June 30, 2013, the following list sets forth entities in which the Registrant owns a controlling interest, the state under whose laws the entity is organized, and the percentage of voting securities or membership interests owned by the Registrant in such entity. None of these entities are consolidated for purposes of financial reporting.

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
AMU Holdings, Inc. (Delaware)	100.0	%
AIRMALL USA Holdings Inc. (Delaware)	100.0	%
AIRMALL USA Inc. (Delaware)	100.0	%
AIRMALL Boston Inc. (Delaware)	100.0	%
AIRMALL Pittsburgh Inc. (Delaware)	100.0	%
AIRMALL Maryland Inc. (Maryland)	100.0	%
AIRMALL Cleveland Inc. (Delaware)	100.0	%
ARRM Holdings Inc. (Delaware)	100.0	%
Ajax Rolled Ring & Machine, LLC (Delaware)	78.0	%
Borga, Inc. (California)	100.0	%
Energy Solutions Holdings Inc. (Delaware)	100.0	%
Change Clean Energy Holdings, LLC (Delaware)	100.0	%
Change Clean Energy LLC (Delaware)	100.0	%
DownEast Power Company, LLC (Delaware)	100.0	%
Biochips, LLC (Maine)	51.0	%
Yatesville Coal Holdings, LLC (Delaware)	100.0	%
North Fork Collieries LLC (Delaware)	100.0	%
Gas Solutions GP LLC (Delaware)	100.0	%
Gas Solutions LP LLC (Delaware)	100.0	%
Gas Solutions II Ltd. (Texas)	100.0	%
Freedom Marine Holdings, LLC (Delaware)	100.0	%

Vessel Holdings, LLC (Louisiana)	100.0	%
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Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
Jettco Marine Services LLC (Delaware)	100.0	%
M.V. Gulf Endeavor L.L.C. (Louisiana)	100.0	%
M.V. Clint L.L.C. (Louisiana)	100.0	%
M.V. JF Jett L.L.C. (Louisiana)	100.0	%
First Tower Holdings of Delaware LLC (Delaware)	100.0	%
First Tower Holdings LLC (Mississippi)	80.1	%
First Tower, LLC (Mississippi)	80.1	%
First Tower Loan, LLC (Louisiana)	80.1	%
Gulfc0 of Louisiana, LLC (Louisiana)	80.1	%
Gulfc0 of Mississippi, LLC (Mississippi)	80.1	%
Gulfc0 of Alabama, LLC (Alabama)	80.1	%
Tower Loan of Illinois, LLC (Mississippi)	80.1	%
Tower Loan of Mississippi, LLC (Mississippi)	80.1	%
Tower Loan of Missouri, LLC (Mississippi)	80.1	%
Tower Auto Loan, LLC (Mississippi)	80.1	%
American Federated Holding Company (Mississippi)	80.1	%
American Federated Insurance Company, Inc. (Mississippi)	80.1	%
American Federated Life Insurance Company, Inc. (Mississippi)	80.1	%
Integrated Contract Services, Inc. (Delaware)	100.0	%
Manx Energy, Inc. (Delaware)*	42.0	%
Kinley Exploration LLC (Kansas)*	42.0	%
NMMB Holdings, Inc. (Delaware)	100.0	%
NMMB Acquisition, Inc. (Delaware)	83.5	%
MPM Holding, Inc. (Delaware)	83.5	%
Armed Forces Communications, Inc. (New York)	83.5	%
Wolf Energy Holdings Inc. (Delaware)	100.0	%
Wolf Energy, LLC (Delaware)	100.0	%
Coalbed, LLC (Delaware)	100.0	%
Coalbed Pipelines, LLC (Delaware)	100.0	%
Appalachian Energy Holdings LLC (Delaware)	100.0	%
C & S Operating, LLC (Delaware)	100.0	%
East Cumberland, L.L.C. (West Virginia)	100.0	%
The Healing Staff, Inc. (Texas)	100.0	%
R-V Industries, Inc. (Pennsylvania)	88.3	%
STI Holding, Inc. (Delaware)	100.0	%
Vets Securing America, Inc. (Delaware)	100.0	%
APH Property Holdings, LLC (Delaware)	100.0	%
American Property Holdings Corp. (Maryland)	100.0	%
146 Forest Parkway, LLC (Delaware)	100.0	%
1557 Terrell Mill Road, LLC (Delaware)	92.6	%
5100 Live Oaks Blvd, LLC (Delaware)	97.7	%
APH Carroll Resort, LLC (Delaware)	95.0	%
ARIUM Resort, LLC (Delaware)	95.0	%
Arlington Park Marietta, LLC (Delaware)	93.3	%
Lofton Place, LLC (Delaware)	93.2	%

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
Vista Palma Sola, LLC (Delaware)	93.2	%
AWCNC, LLC (Delaware)	100.0	%
CCPI Holdings, Inc. (Delaware)	100.0	%
CCPI Inc. (Delaware)	95.1	%
CCPI Europe Limited (England)	95.1	%
Mefec B.V. (Netherlands)	95.1	%
Credit Central Holdings of Delaware, LLC (Delaware)	100.0	%
Credit Central Holdings, LLC (South Carolina)	74.8	%
Credit Central, LLC (South Carolina)	74.8	%
Credit Central South, LLC (South Carolina)	74.8	%
Credit Central of Tennessee, LLC (South Carolina)	74.8	%
Credit Central of Texas, LLC (South Carolina)	74.8	%
Nationwide Acceptance Holdings LLC (Delaware)	100.0	%
Nationwide Acceptance LLC (Delaware)	93.8	%
Hercules Insurance Agency LLC (Illinois)	93.8	%
Nationwide CAC LLC (Illinois)	93.8	%
Nationwide Cassel LLC (Illinois)	93.8	%
Nationwide Installment Services LLC (Illinois)	93.8	%
Nationwide Loans LLC (Illinois)	93.8	%
Nationwide Nevada LLC (Illinois)	93.8	%
Nationwide Northwest LLC (Illinois)	93.8	%
Nationwide Southeast LLC (Illinois)	93.8	%
Nationwide West LLC (Illinois)	93.8	%
NIKO Credit Services LLC (Illinois)	93.8	%
Valley Electric Holdings I, Inc. (Delaware)	100.0	%
Valley Electric Holdings II, Inc. (Delaware)	100.0	%
Valley Electric Co. of Mt. Vernon, Inc. (Washington)	96.3	%

*The Registrant has the right to vote a controlling interest of the voting securities of Manx Energy, Inc. pursuant to proxies.

Prospect Capital Management LLC, a Delaware limited liability company, does not own any shares of the Registrant. Without conceding that Prospect Capital Management controls the Registrant, an affiliate of Prospect Capital Management is the general partner of, and may be deemed to control, the following entities:

Name	Jurisdiction of Organization
Prospect Street Ventures I, LLC	Delaware
Prospect Management Group LLC	Delaware
Prospect Street Broadband LLC	Delaware
Prospect Street Energy LLC	Delaware
Prospect Administration LLC	Delaware

ITEM 29. NUMBER OF HOLDERS OF SECURITIES

The following table sets forth the approximate number of record holders of our common stock at October 10, 2013.

Title of Class	Number of Record Holders
Common Stock, par value \$.001 per share	140

ITEM 30. INDEMNIFICATION

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the cause of action. Our charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law, subject to the requirements of the 1940 Act.

Our charter authorizes us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to obligate ourselves to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee, from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. Our bylaws obligate us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner, member, manager or trustee and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. The charter and bylaws also permit us to indemnify and advance expenses to any person who served a predecessor of us in any of the capacities described above and any of our employees or agents or any employees or agents of our predecessor. In accordance with the 1940 Act, we will not indemnify any person for any liability to which such person would be subject by reason of such person's willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

Maryland law requires a corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received, unless in either case a court orders indemnification, and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was

not met.

The Investment Advisory Agreement provides that, absent willful misfeasance, bad faith or gross negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Capital Management LLC (the “Adviser”) and its officers, managers, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys’ fees and amounts reasonably paid in settlement) arising from the rendering of the Adviser’s services under the Investment Advisory Agreement or otherwise as an Investment Adviser of the Company.

The Administration Agreement provides that, absent willful misfeasance, bad faith or negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Administration LLC and its officers, manager, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys’ fees and

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amounts reasonably paid in settlement) arising from the rendering of Prospect Administration LLC's services under the Administration Agreement or otherwise as administrator for the Company.

The Administrator is authorized to enter into one or more sub-administration agreements with other service providers (each a "Sub-Administrator") pursuant to which the Administrator may obtain the services of the service providers in fulfilling its responsibilities hereunder. Any such sub-administration agreements shall be in accordance with the requirements of the 1940 Act and other applicable U.S. Federal and state law and shall contain a provision requiring the Sub-Administrator to comply with the same restrictions applicable to the Administrator.

ITEM 31. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISER

A description of any other business, profession, vocation or employment of a substantial nature in which the Adviser, and each managing member, director or executive officer of the Adviser, is or has been during the past two fiscal years, engaged in for his or her own account or in the capacity of director, officer, employee, partner or trustee, is set forth in Part A of this Registration Statement in the section entitled "Management." Additional information regarding the Adviser and its officers and directors is set forth in its Form ADV, as filed with the Securities and Exchange Commission (SEC File No. 801-62969), and is incorporated herein by reference.

ITEM 32. LOCATION OF ACCOUNTS AND RECORDS

All accounts, books and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940, and the rules thereunder are maintained at the offices of:

- (1) the Registrant, Prospect Capital Corporation, 10 East 40th Street, 44th Floor, New York, NY 10016;
- (2) the Transfer Agent, American Stock Transfer & Trust Company;
- (3) the Custodian, U.S. Bank National Association; and
- (4) the Adviser, Prospect Capital Management LLC, 10 East 40th Street, 44th Floor, New York, NY 10016.

ITEM 33. MANAGEMENT SERVICES

Not Applicable.

ITEM 34. UNDERTAKINGS

1. The Registrant undertakes to suspend the offering of shares until the prospectus is amended if (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement; or (2) the net asset value increases to an amount greater than the net proceeds as stated in the prospectus.

The Registrant undertakes if the securities being registered are to be offered to existing stockholders pursuant to warrants or rights, and any securities not taken by stockholders are to be reoffered to the public, to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the 2. transactions by underwriters during the subscription period, the amount of unsubscribed securities to be purchased by underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters of the securities being registered is to be made on terms differing from those set forth on the cover page of the prospectus, we will file a post-effective amendment to set forth the terms of such offering.

3. The Registrant undertakes:

a. to file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

(1) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

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to reflect in the prospectus any facts or events after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof;

c. to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

d. that, for the purpose of determining liability under the 1933 Act to any purchaser, each prospectus filed pursuant to Rule 497(b), (c), (d) or (e) under the 1933 Act as part of a registration statement relating to an offering, other than prospectuses filed in reliance on Rule 430A under the 1933 Act, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

e. that, for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to the purchaser: (1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 497 under the 1933 Act; (2) the portion of any advertisement pursuant to Rule 482 under the 1933 Act relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and (3) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

4. The Registrant undertakes that it will not sell any units consisting of combinations of securities that have not previously been described in a registration statement of the Registrant or an amendment thereto that was subject to review by the Commission and that subsequently became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York, on the 29th day of August 2014

PROSPECT CAPITAL CORPORATION

By: /s/ JOHN F. BARRY III
John F. Barry III
Chief Executive Officer and Chairman of the Board
of Directors

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on August 29, 2014. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

Signature	Title
/s/ JOHN F. BARRY III John F. Barry III	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ M. GRIER ELIASEK M. Grier Eliasek	Chief Operating Officer and Director
/s/ BRIAN H. OSWALD Brian H. Oswald	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
/s/ WILLIAM J. GREMP* William J. Grempe	Director
/s/ ANDREW C. COOPER* Andrew C. Cooper	Director
/s/ EUGENE S. STARK* Eugene S. Stark	Director

*By: /s/ M. GRIER ELIASEK
M. Grier Eliasek,
as Attorney-in-Fact

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INDEX TO EXHIBITS

- (l)(9) Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant
- (n)(4) Consent of independent registered public accounting firm
- (n)(5) Report of independent registered public accounting firm on “Senior Securities” table

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