

**SUPPLEMENT DATED 10 FEBRUARY 2006 TO THE BASE PROSPECTUS**

**THIS DOCUMENT MAY ONLY BE DISTRIBUTED OR MADE AVAILABLE WITHIN THE EUROPEAN ECONOMIC AREA TO PERSONS WHO ARE RESIDENTS OF PASSPORTED COUNTRIES**

**ABN AMRO BANK N.V.**

---

**Programme for the Issuance of Medium Term Notes and Direct  
Access Notes**

---

This Supplement dated 10 February 2006 (the **Supplement**) to the Base Prospectus dated 7 July 2005 which was approved as a base prospectus pursuant to the Directive 2003/71/EC by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the AFM) constitutes a supplemental prospectus for the purposes of Article 3b of the Securities Trade Supervision Act 1995 (*Wet toezicht effectenverkeer 1995*) and is prepared in connection with the Programme for the Issuance of Medium Term Notes and Direct Access Notes (the **Programme**) established by ABN AMRO Bank N.V. (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

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

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

**ADDITION TO RISK FACTORS (after "Under certain conditions, interest payments under Tier 3 Notes must be deferred")**

***Issues of Upper Tier 2 Subordinated Notes***

Upper Tier 2 Notes are perpetual securities and have no maturity date. The Issuer is under no obligation to redeem Upper Tier 2 Notes at any time and the Holders have no right to call for their redemption. Upon the occurrence of certain specified tax events or if the Upper Tier 2 Notes have been issued with an optional redemption right for the Issuer, such Notes may be redeemed at their principal amount or such other amount as specified in the Final Terms. See above under "Notes subject to optional redemption by the Issuer".

The Issuer may at its discretion elect to defer any payment of interest of the Upper Tier 2 Notes for any period of time subject to suspension of payment on any class of share capital of ABN AMRO Holding N.V. If the Issuer makes this election, the arrears of interest shall not themselves bear interest and will become fully payable, inter alia, if the Issuer is dissolved, declared bankrupt or a moratorium is declared in respect of the Issuer. See more particularly described in "Terms and Conditions of the Notes" under 4(f) "Deferral of Interest on Upper Tier 2 Notes".

**AMENDMENT OF SUMMARY OF THE PROGRAMME**

The paragraph named 'Status and Characteristics relating to Subordinated Notes' on page 9/10 of the Base Prospectus shall be amended as follows:

Status and Characteristics relating to Subordinated Notes:	To be added at the end: Tier 2 Notes may qualify as either Upper Tier 2 Notes or Lower Tier 2 Notes. Upper Tier 2 Notes are perpetual securities and have no maturity date. Lower Tier 2 Notes include subordinated Notes with a minimum original maturity of five years and a day.
--	--

**AMENDMENT OF APPLICABLE FINAL TERMS**

Item 13 (Status of the Notes) shall be replaced by:

13.	Status of the Notes	[Senior/Upper Tier 2 Subordinated Notes/Lower Tier 2 Subordinated Notes/Tier 3 Subordinated Notes]
-----	---------------------	--

**AMENDMENT OF TERMS AND CONDITIONS OF THE NOTES**

**Condition 3. Status and Characteristics relating to Subordinated Notes**

The following wording shall be added at the end of this Condition:

Tier 2 Notes may qualify as either Upper Tier 2 Notes or Lower Tier 2 Notes. Upper Tier 2 Notes are perpetual securities and have no maturity date. Lower Tier 2 Notes include subordinated Notes with a minimum original maturity of five years and a day.

**Condition 4. Interest**

The following paragraph (f) shall be added at the end of this Condition:

*(f) Deferral of Interest on Upper Tier 2 Notes*

Interest on the Upper Tier 2 Notes is (subject to Condition 3 and the Issuer being solvent immediately before and after payment) payable on each Compulsory Interest Payment Date (as defined below) in respect of the Interest Period ending on the day immediately preceding such date. On any Optional Interest Payment Date (as defined below) there may be paid the interest in respect of the Upper Tier 2 Notes accrued in the Interest Period ending on the day immediately preceding such date, but the Issuer shall not be obliged to make such payment and any failure to pay shall not constitute a default by the Issuer for any purpose. Any interest in respect of the Upper Tier 2 Notes not paid on an Interest Payment Date, together with any other interest in respect thereof not paid on any other Interest Payment Date, shall, so long as the same remains unpaid, constitute 'Arrears of Interest'. All Arrears of Interest in respect of all Upper Tier 2 Notes for the time being outstanding (as defined in the Agency Agreement) shall become due in full on, and only on, whichever is the earliest of:

- (i) the date upon which a dividend is next made available for payment on any class of share capital of ABN AMRO Holding N.V. (or other ultimate holding company for the time being of the Issuer) (the 'Holding Company') or, if there is no Holding Company, the Issuer; or
- (ii) the date fixed for any redemption of the Upper Tier 2 Notes pursuant to Condition 6(c); or
- (iii) the date on which the Issuer is declared bankrupt, or a declaration in respect of the Issuer is made under Chapter x of the Dutch 1992 Act on the Supervision of the Credit System (*Wet toezicht kredietwezen 1992*); or
- (iv) the date on which an order is made or an effective resolution is passed for the winding up or liquidation of the Issuer unless this is done in connection with a merger, consolidation or other form of combination with another company and such company assumes all obligations contracted by the Issuer in connection with the Upper Tier 2 Notes.

If notice is given by the Issuer of its intention to pay the whole or any part of Arrears of Interest, the Issuer shall be obliged to do so upon the expiry of such notice. Where Arrears of Interest are paid in part, each part payment shall be made pro rata to the Tier 2 Noteholders and shall be deemed to be in respect of the full amount of the Arrears of Interest accrued due to the relevant Interest Payment Date or consecutive Interest Payment Dates furthest from the date of payment. Arrears of Interest shall not themselves bear interest.

A 'Compulsory Interest Payment Date' means any Interest Payment Date in the twelve months immediately preceding which a dividend has been declared or made available for payment on any class of share capital of the Holding Company or, if there is no Holding Company, the Issuer.

An 'Optional Interest Payment Date' means each Interest Payment Date other than a Compulsory Interest Payment Date.

**Condition 6. Redemption and Purchase**

The following paragraph (k) shall be added at the end of this Condition:

*(k) No Fixed Redemption Date of Upper Tier 2 Notes*

Upper Tier 2 Notes are perpetual securities in respect of which there is no fixed redemption date and the Issuer shall only have the right to repay them in accordance with the Conditions and the applicable Final Terms.

**Condition 18. Governing Law and Jurisdiction**

The following wording shall be added at the end of paragraph (i):

Condition 4(f) and Condition 6(k) shall also be governed by and construed in accordance with, the laws of The Netherlands.

**ABN AMRO Bank N.V.**

