

**SUPPLEMENT NO. 12 DATED 7 NOVEMBER 2013
TO THE OFFERING CIRCULAR DATED 9 JANUARY
2013**

Merrill Lynch B.V.

(a Dutch Private Limited Liability Company)

Merrill Lynch International & Co. C.V.

(a Curaçao Limited Partnership)

NOTE, WARRANT AND CERTIFICATE PROGRAMME

Unconditionally and irrevocably guaranteed as to payment and delivery obligations

by

Bank of America Corporation

(a Delaware (U.S.A.) corporation)

This supplement (the "**Supplement**") constitutes a supplement to the offering circular dated 9 January 2013 (the "**Original Offering Circular**"), and, as supplemented on 23 January 2013, 29 January 2013, 14 February 2013, 4 March 2013, 22 April 2013, 13 May 2013, 24 July 2013, 29 July 2013, 6 August 2013, 4 October 2013, and 21 October 2013 (together the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of Merrill Lynch B.V. ("**MLBV**") and Merrill Lynch International & Co. C.V. ("**MLICo.**"). Terms defined in the Offering Circular have the same meanings when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Offering Circular. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference into the Offering Circular, the statements in (a) above will prevail.

Each of MLBV, MLICo. and Bank of America Corporation ("**BAC**") accepts responsibility for the information contained in this Supplement and to the best of the knowledge of MLBV, MLICo. and BAC (each having 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.

Copies of this Supplement and the document incorporated by reference will be available for collection as set out in the section entitled "*General Information – Documents Available*" in the Original Offering Circular (at pages 568-569) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference

The quarterly report on Form 10-Q of the Bank of America Corporation dated 30 September 2013 in respect of the nine months ended 30 September 2013 which was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 30 October 2013 (the "**30 September 2013 Form 10-Q**"), has been filed with the SEC and with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive and, by virtue of this Supplement, the 30 September 2013 Form 10-Q is incorporated into, and forms part of, the Base Prospectus.

Any information included in the 30 September 2013 Form 10-Q that is not listed in the column "*Information incorporated by reference*" below is given for information purposes only.

Each page reference in the table below refers to the corresponding page in the 30 September 2013 Form 10-Q

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