

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 and 29 January 2013, 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 and inspection 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.

Amendment to the Offering Circular

Paragraph 2 on page 30 of the Offering Circular under the heading "Rating" is deemed to be replaced by the following:

"The Programme is currently rated A by Fitch and A- by S&P. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency."