

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 and 14 February 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*.

Incorporation by Reference of BAC Form 10-K

The annual report on Form 10-K for the fiscal year ended 31 December 2012 BAC was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 28 February 2013 (the "**Form 10-K**"), and, by virtue of this Supplement, the Form 10-K is incorporated by reference into and forms part of the Offering Circular.

Each page reference in the table below refers to the corresponding page in the Form 10-K.

Information incorporated by reference

From the Form 10-K

Page Number*

Part I

Item 1. Business

Pages 1 to 3

<i>Item 1A. Risk Factors</i>	<i>Page 4 to 19</i>
<i>Item 1B. Unresolved Staff Comments</i>	<i>Page 19</i>
<i>Item 2. Properties</i>	<i>Page 20</i>
<i>Item 3. Legal Proceedings</i>	<i>Page 20</i>
<i>Item 4. Mine Safety Disclosures</i>	<i>Page 20</i>

Part II

<i>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</i>	<i>Page 21</i>
<i>Item 6. Selected Financial Data</i>	<i>Page 21</i>
<i>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 22 to 152</i>
<i>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 153</i>
<i>Item 8. Financial Statements and Supplementary Data</i>	<i>Pages 153 to 280</i>
<i>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</i>	<i>Page 281</i>
<i>Item 9A. Controls and Procedures</i>	<i>Pages 281 to 283</i>
<i>Item 9B. Other Information</i>	<i>Page 283</i>

Part III

<i>Item 10. Directors, Executive Officers and Corporate Governance</i>	<i>Page 284</i>
<i>Item 11. Executive Compensation</i>	<i>Page 284</i>
<i>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</i>	<i>Page 285</i>
<i>Item 13. Certain Relationships and Related Transactions, and Director Independence</i>	<i>Page 285</i>
<i>Item 14. Principal Accounting Fees and Services</i>	<i>Page 285</i>

Part IV

<i>Item 15. Exhibits, Financial Statement Schedules (including all listed)</i>	<i>Page 286</i>
<i>Signatures</i>	<i>Pages 287 to 288</i>
<i>Exhibit 12. Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Dividends</i>	<i>Page 337*</i>
<i>Exhibit 21. List of Subsidiaries</i>	<i>Pages 338* to 360*</i>
<i>Exhibit 24. Power of Attorney</i>	<i>Pages 363* to 365*</i>

*These page numbers are references to the PDF pages included in the Form 10-K.