

**SUPPLEMENT NO. 11 DATED 5 MARCH 2014 TO
THE BASE PROSPECTUS DATED 11 MARCH 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 by

Bank of America Corporation
(a Delaware (U.S.A.) corporation)

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus of Merrill Lynch B.V. ("**MLBV**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 11 March 2013 (the "**Original Base Prospectus**"), and as supplemented on 22 April 2013, 13 May 2013, 19 June 2013, 22 July 2013, 29 July 2013, 12 August 2013, 10 October 2013, 18 October 2013, 7 November 2013 and 20 January 2013, the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of MLBV and MLICo., unconditionally and irrevocably guaranteed in respect of Securities issued by MLBV and MLICo. as to payment and non-cash delivery obligations by Bank of America Corporation ("**BAC**"). The Supplement is a supplement for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 and amended on 3 July 2012 on prospectuses for securities (the "**Luxembourg Law**"). On 11 March 2013, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Base Prospectus for the purposes of Article 7 of the Luxembourg Law. Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

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

Each of MLICo., MLBV and BAC accepts responsibility for the information contained in this Supplement and to the best of the knowledge of MLICo., MLBV 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.

Save as disclosed in this Supplement or in the document incorporated by reference in, and forming part of, this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus as supplemented from time to time.

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 Base Prospectus (at pages 527-528) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right will expire on 7 March 2014. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

I. Incorporation by Reference of BAC Form 10-K

The BAC annual report on Form 10-K for the fiscal year ended 31 December 2013 which was filed with the U.S. Securities and Exchange Commission (the "SEC") on 25 February 2014 (the "**2013 Form 10-K**"), has been filed with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive. By virtue of this Supplement, the sections of the 2013 Form 10-K referred to below are incorporated by reference into, and form part of, the Base Prospectus.

The information incorporated by reference that is not listed in the column "*Information incorporated by reference*" below, is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) No 809/2004.

Each page reference in the table below refers to the corresponding page in the 2013 Form 10-K.

Information incorporated by reference

<i>From the 2013 Form 10-K</i>	<i>Page Number</i>
<i>Item 1. Business</i>	<i>Pages 2 to 4</i>
<i>Item 1A. Risk Factors</i>	<i>Pages 5 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 148</i>
<i>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 149</i>
<i>Item 8. Financial Statements and Supplementary Data</i>	<i>Pages 149 to 280</i>
• <i>Audit Report</i>	<i>Page 151</i>
• <i>Consolidated Statement of Income</i>	<i>Page 152</i>
• <i>Consolidated Statement of Comprehensive Income</i>	<i>Page 153</i>
• <i>Consolidated Balance Sheet</i>	<i>Pages 154 to 155</i>
• <i>Consolidated Statement of Changes in Shareholder's Equity</i>	<i>Page 156</i>
• <i>Consolidated Statement of Cash Flows</i>	<i>Page 157</i>
• <i>Notes to Consolidated Financial Statements</i>	<i>Pages 158 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>
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<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 295*</i>
<i>Exhibit 21. Direct and Indirect Subsidiaries of Bank of America Corporation As of December 2013</i>	<i>Pages 296* to 315*</i>
<i>Exhibit 24. Power of Attorney</i>	<i>Pages 318* to 319*</i>

*These page numbers are references to the PDF pages included in the 2013 Form 10-K.

Amendments to the Summary of the Base Prospectus

By virtue of this Supplement, the information contained within section B.19 (B.12), "*Selected historical key financial information*", in the Base Prospectus (on pages 17 to 18) shall be deleted and replaced with the following:

"BAC

	Year ended 31 December	
	2013	2012
	(Dollars in millions, except number of shares and per share information)	
Income statement:		
Interest income.....	\$55,020	\$57,400
Interest expense.....	12,755	16,744
Net interest income.....	42,265	40,656
Noninterest income.....	46,677	42,678
Total revenue, net of interest expense.....	88,942	83,334
Provision for credit losses.....	3,556	8,169
Noninterest expense.....	69,214	72,093
Income before income taxes.....	16,172	3,072
Income tax expense (benefit).....	4,741	(1,116)
Net income.....	11,431	4,188
Net income applicable to common shareholders.....	10,082	2,760
Average common shares issued and outstanding (in thousands).....	10,731,165	10,746,028
Average diluted common shares issued and outstanding (in thousands).....	11,491,418	10,840,854
Per common share information:		
Earnings.....	\$0.94	\$0.26
Diluted earnings.....	0.90	0.25
Dividends paid.....	0.04	0.04

There has been no material adverse change in the prospects of BAC and its subsidiaries on a consolidated basis since 31 December 2013. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 31 December 2013."

II. Amendments to the section entitled Selected Financial Data of Bank of America Corporation

The whole of the section entitled "Selected Financial Data of Bank of America Corporation" on pages 480 and 481 of the Original Base Prospectus shall be deleted and replaced with the following:

"The following table contains BAC's selected financial data as of 31 December 2013, 2012 and 2011, and for each of the years in the three years ended 31 December 2013, extracted from BAC's audited financial statements, which were prepared in conformity with accounting principles generally accepted in the United States.

	Year ended 31 December		
	2013	2012	2011
	(Dollars in millions, except number of shares and per share information)		
Income Statement:			
Interest income.....	\$55,020	\$57,400	\$66,236
Interest expense.....	12,755	16,744	21,620
Net interest income.....	42,265	40,656	44,616
Noninterest income.....	46,677	42,678	48,838
Total revenue, net of interest expense.....	88,942	83,334	93,454
Provision for credit losses.....	3,556	8,169	13,410

Noninterest expense	69,214	72,093	80,274
Income (loss) before income taxes.....	16,172	3,072	(230)
Income tax expense (benefit)	4,741	(1,116)	(1,676)
Net income	11,431	4,188	1,446
Net income applicable to common shareholders.....	10,082	2,760	85
Average common shares issued and outstanding (in thousands)	10,731,165	10,746,028	10,142,625
Average diluted common shares issued and outstanding (in thousands).....	11,491,418	10,840,854	10,254,824
Per common share information:			
Earnings.....	\$0.94	\$0.26	\$0.01
Diluted earnings	0.90	0.25	0.01
Dividends paid.....	0.04	0.04	0.04

31 December

	2013	2012
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(Dollars in millions, except percentages)

Balance Sheet (period end):

Total loans and leases.....	\$928,233	\$907,819
Total assets	2,102,273	2,209,974
Total deposits	1,119,271	1,105,261
Long-term debt.....	249,674	275,585
Total shareholders' equity.....	232,685	236,956
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.90%	2.69%
Total ending equity to total ending assets	11.07%	10.72%

Capital ratios (period-end):

Risk-based capital		
Tier 1 common capital.....	11.19%	11.06%
Tier 1 capital.....	12.44%	12.89%
Total capital.....	15.44%	16.31%
Tier 1 leverage.....	7.86%	7.37%

¹ Outstanding loan and lease balances and ratios do not include loans accounted for under the fair value option.

Share Capital

As of 31 December 2013, the issued and outstanding common stock of BAC equalled 10,591,808,296 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$155.3 billion. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of 31 December 2013, the issued and outstanding preferred stock of BAC equalled 3,407,790 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$13.4 billion. The authorised preferred stock of BAC is 100,000,000 shares.

Principal Shareholders

BAC is a U.S. publicly-traded company. The principal market on which BAC's common stock is traded is the New York Stock Exchange. BAC's common stock is also listed on the London Stock Exchange, and certain shares are listed on the Tokyo Stock Exchange. To the extent known to BAC, no shareholder owns enough shares of BAC's common stock to directly or indirectly exercise control over BAC.

Dividends

The following cash dividends per share of common stock of BAC were paid for each of the five consecutive fiscal years ended 31 December:

Fiscal Year	Dividend per share
2013	\$0.04
2012	\$0.04
2011	\$0.04
2010	\$0.04
2009	\$0.04"

III. Amendments to the section entitled General Information

By virtue of this Supplement, the information contained within the "*General Information*" section of the Original Base Prospectus, at paragraph (6) (on page 529) entitled "*Significant or Material Change*", shall be deleted and replaced with the following:

"Other than MLBV's merger with MLSA on 31 December 2012, effective as of 1 January 2013, there has been no significant change in the financial or trading position of MLBV since the date of its incorporation on 12 November 2012. There has been no significant change in the financial or trading position of MLICo. since 30 June 2012. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 31 December 2013.

There has been no material adverse change in the prospects of MLBV, MLICo. or BAC and its subsidiaries on a consolidated basis since (i) in the case of MLBV, the date of its incorporation on 12 November 2012, (ii) in the case of MLICo., 31 December 2011 and (iii) in the case of BAC, 31 December 2013."