SUPPLEMENT No. 3 DATED 19 JUNE 2013 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 19 April 2013 and 13 May 2013, the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of MLBV and MLICo., 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.

The purpose of this Supplement is to correct an error (i) in the formula under the definition of "Realised Volatility" in part 5 of the Base Prospectus and (ii) in the Summary of the Programme on page 35 of the Base Prospectus.

By virtue of this Supplement, the formula under the definition of "Realised Volatility" in part 5 of the Base Prospectus shall be deemed to be replaced by the following formula:

$$\sqrt{\frac{Y}{M} \times \sum_{i=1}^{M}\left(\ln\left(\frac{F_{t-i}}{F_{t-i-1}}\right) - \frac{1}{M} \times \sum_{i=1}^{M}\ln\left(\frac{F_{t-i}}{F_{t-i-1}}\right)\right)^2}$$

In the Summary of the Programme, under the "Description of the Basket Value" on page 35 of the Base Prospectus, the paragraph "The Target Allocation in respect of any relevant day is calculated by taking the value given by the target volatility of [●] per cent. (the "Target Volatility") as a proportion of the historic price volatility of the Fund Interests of the [Fund] [Funds comprising the Basket of Funds] over such day and the preceding [●] days (the "Realised Volatility"), provided that the Target Allocation shall not be less than [zero] [●] per cent. (the "Minimum Target Allocation") and shall not be greater than [●] per cent. (the "Maximum Target Allocation"). The Realised Volatility in respect of any relevant day is determined by reference to the net asset value of the Fund Interests of the [Fund] [Funds comprising the Basket of Funds] over such day and [●] days preceding such day on which [the Fund] [each of the Funds comprising the Basket of Funds] is scheduled to allow a redemption of the Fund Interests from such Fund" shall be deemed to be replaced by the following:

"The Target Allocation in respect of any relevant day is calculated by taking the value given by the target volatility of [●] per cent. (the "Target Volatility") as a proportion of the historic price volatility of the Fund Interests of the [Fund] [Funds comprising the Basket of Funds] over the [●] days preceding such day (the "Realised Volatility"), provided that the Target Allocation shall not be less than [zero] [●] per cent. (the "Minimum Target Allocation") and shall not be greater than [●] per cent. (the "Maximum Target Allocation"). The Realised Volatility in respect of any relevant day is determined by reference to the net asset value of the Fund Interests of the [Fund] [Funds comprising the Basket of Funds] over the [●] days preceding such day on which [the Fund] [each of the Funds comprising the Basket of Funds] is scheduled to allow a redemption of the Fund Interests from such Fund."

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. 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, 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.

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 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 21 June 2013. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.