

SUPPLEMENT No. 6 DATED 12 AUGUST 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, 13 May 2013, 19 June 2013, 22 July 2013 and 29 July 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.

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, 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](http://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 14 August 2013. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

### ***Incorporation by Reference of 30 June 2013 Form 10-Q***

BAC's report on Form 10-Q dated 30 June 2013 (the "**30 June 2013 Form 10-Q**") was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 1 August 2013, has been filed 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 June 2013 Form 10-Q is incorporated by reference into, and forms part of the Base Prospectus.

#### **Information Incorporated by Reference**

##### **From the 30 June 2013 Form 10-Q**

##### **Part I. Financial Information**

	<b>Page Number</b>
<i>Item 1. Financial Statements (unaudited)</i>	<i>Pages 142 to 254</i>
<i>Consolidated Statement of Income</i>	<i>Page 142</i>
<i>Consolidated Statement of Comprehensive Income</i>	<i>Page 143</i>
<i>Consolidated Balance Sheet</i>	<i>Pages 144 to 145</i>
<i>Consolidated Statement of Changes in Shareholders' Equity</i>	<i>Page 146</i>
<i>Consolidated Statement of Cash Flows</i>	<i>Page 147</i>
<i>Notes to Consolidated Financial Statements</i>	<i>Pages 148 to 254</i>
<i>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Pages 3 to 140</i>
<i>Item 3. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 141</i>
<i>Item 4. Controls and Procedures</i>	<i>Page 141</i>

##### **Part II. Other Information**

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<i>Item 1A. Risk Factors</i>	<i>Page 255</i>
<i>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 255</i>
<i>Item 6. Exhibits</i>	<i>Page 256</i>
<i>Signatures</i>	<i>Page 257</i>
<i>Index to Exhibits</i>	<i>Page 258</i>
<i>Exhibit 12</i>	<i>Page 471*</i>

\*These page numbers are references to the PDF pages included in the 30 June 2013 Form 10-Q

For the purposes on Article 28.4 of the Commission Regulation (EU) No. 809/2004, any non-incorporated parts of the 30 June 2013 Form 10-Q are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

***Amendment 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**

	<b>Six Months ended 30 June</b>		<b>Year ended 31 December</b>		
	<b>2013</b>	<b>2012</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<b>(Dollars in millions, except number of shares and per share information)</b>		<b>(Dollars in millions, except number of shares and per share information)</b>		
<b>Income statement:</b>					
Interest income.....	\$27,926	\$29,453	\$57,400	\$66,236	\$75,497
Interest expense.....	6,713	9,059	16,744	21,620	23,974
Net interest income.....	21,213	20,394	40,656	44,616	51,523
Noninterest income.....	24,711	23,852	42,678	48,838	58,697
Total revenue, net of interest expense.....	45,924	44,246	83,334	93,454	110,220
Provision for credit losses.....	2,924	4,191	8,169	13,410	28,435
Noninterest expense.....	35,518	36,189	72,093	80,274	83,108
Income (loss) before income taxes.....	7,482	3,866	3,072	(230)	(1,323)
Income tax expense (benefit).....	1,987	750	(1,116)	(1,676)	915
Net income (loss).....	5,495	3,116	4,188	1,446	(2,238)
Net income (loss) applicable to common shareholders.....	4,681	2,426	2,760	85	(3,595)
Average common shares issued and outstanding (in thousands).....	10,787,357	10,714,881	10,746,028	10,142,625	9,790,472
Average diluted common shares issued and outstanding (in thousands).....	11,549,693	11,509,945	10,840,854	10,254,824	9,790,472
<b>Per common share information:</b>					
Earnings (loss).....	\$0.43	\$0.23	\$0.26	\$0.01	\$(0.37)
Diluted earnings (loss).....	0.42	0.22	0.25	0.01	(0.37)
Dividends paid.....	0.02	0.02	0.04	0.04	0.04
			<b>30 June 2013 (Dollars in millions, except percentages)</b>	<b>31 December 2012 (Dollars in millions, except percentages)</b>	<b>2011</b>
<b>Balance Sheet (year end):</b>					
Total loans and leases.....			\$921,570	\$907,819	\$926,200
Total assets.....			2,123,320	2,209,974	2,129,046
Total deposits.....			1,080,783	1,105,261	1,033,041
Long-term debt.....			262,480	275,585	372,265
Total shareholders' equity.....			231,032	236,956	230,101
Allowance for loan and lease losses as a percentage of total loans and leases outstanding <sup>1</sup>			2.33%	2.69%	3.68%
Total ending equity to total ending assets.....			10.88%	10.72%	10.81%
<b>Capital ratios (year end):</b>					
Risk-based capital.....					
Tier 1 common capital.....			10.83%	11.06%	9.86%
Tier 1 capital.....			12.16%	12.89%	12.40%
Total capital.....			15.27%	16.31%	16.75%
Tier 1 leverage.....			7.49%	7.37%	7.53%

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

There has been no material adverse change in the prospects of BAC and its subsidiaries on a consolidated basis since 31 December 2012. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 30 June 2013.

***Amendment to the Selected Financial Data of Bank of America Section of the Base Prospectus***

By virtue of this Supplement, the information contained within the "Selected Financial Data of Bank of America" section of the Base Prospectus shall be deleted and replaced with the following:

The following table contains BAC's selected financial data (1) as of 31 December 2012, 2011 and 2010, and for each of the years in the three years ended 31 December 2012, 2011 and 2010, extracted from BAC's audited financial statements and (2) as of and for the six months ended 30 June 2013 and 2012, extracted from BAC's unaudited financial statements, which were prepared in conformity with accounting principles generally accepted in the United States. BAC's unaudited financial statements include all adjustments, consisting only of normal recurring accruals, that BAC considers necessary for a fair statement of its financial position and its results of operations as of such dates and for such periods. Results for the six months ended 30 June 2013, and 2012 are not necessarily indicative of the results that might be expected for any other interim period or for the year as a whole. Certain prior period amounts have been reclassified to conform to current period classifications.

	Six Months ended 30 June		Year ended 31 December		
	2013	2012	2012	2011	2010
	(Dollars in millions, except number of shares and per share information)		(Dollars in millions, except number of shares and per share information)		
<b>Income statement:</b>					
Interest income .....	\$27,926	\$29,453	\$57,400	\$66,236	\$75,497
Interest expense .....	6,713	9,059	16,744	21,620	23,974
Net interest income .....	21,213	20,394	40,656	44,616	51,523
Noninterest income .....	24,711	23,852	42,678	48,838	58,697
Total revenue, net of interest expense .....	45,924	44,246	83,334	93,454	110,220
Provision for credit losses .....	2,924	4,191	8,169	13,410	28,435
Noninterest expense .....	35,518	36,189	72,093	80,274	83,108
Income (loss) before income taxes .....	7,482	3,866	3,072	(230)	(1,323)
Income tax expense (benefit) .....	1,987	750	(1,116)	(1,676)	915
Net income (loss) .....	5,495	3,116	4,188	1,446	(2,238)
Net income (loss) applicable to common shareholders .....	4,681	2,426	2,760	85	(3,595)
Average common shares issued and outstanding (in thousands) .....	10,787,357	10,714,881	10,746,028	10,142,625	9,790,472
Average diluted common shares issued and outstanding (in thousands) .....	11,549,693	11,509,945	10,840,854	10,254,824	9,790,472
<b>Per common share information:</b>					
Earnings (loss) .....	\$0.43	\$0.23	\$0.26	\$0.01	\$(0.37)
Diluted earnings (loss) .....	0.42	0.22	0.25	0.01	(0.37)
Dividends paid .....	0.02	0.02	0.04	0.04	0.04
			<b>30 June</b>	<b>31 December</b>	<b>2011</b>
			<b>2013</b>	<b>2012</b>	<b>2011</b>
			<b>(Dollars in</b>	<b>(Dollars in millions, except</b>	<b>percentages)</b>
			<b>millions, except</b>	<b>percentages)</b>	
			<b>percentages)</b>		
<b>Balance Sheet (year end):</b>					
Total loans and leases .....			\$921,570	\$907,819	\$926,200
Total assets .....			2,123,320	2,209,974	2,129,046
Total deposits .....			1,080,783	1,105,261	1,033,041
Long-term debt .....			262,480	275,585	372,265
Total shareholders' equity .....			231,032	236,956	230,101
Allowance for loan and lease losses as a percentage of total loans and leases outstanding <sup>1</sup>			2.33%	2.69%	3.68%
Total ending equity to total ending assets .....			10.88%	10.72%	10.81%
<b>Capital ratios (year end):</b>					
Risk-based capital .....					
Tier 1 common capital .....			10.83%	11.06%	9.86%
Tier 1 capital .....			12.16%	12.89%	12.40%
Total capital .....			15.27%	16.31%	16.75%
Tier 1 leverage .....			7.49%	7.37%	7.53%

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

## Share Capital

As of 31 December 2012, the issued and outstanding common stock of BAC equalled 10,778, 263,628 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$158.1 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 2012, the issued and outstanding preferred stock of BAC equalled 3,685,410 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$18.8 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:

<u>Fiscal Year</u>	<u>Dividend per share</u>
2012	\$ 0.04
2011	\$ 0.04
2010	\$ 0.04
2009	\$ 0.04
2008	\$ 2.24

## *Amendment to General Information section of the Base Prospectus*

By virtue of this Supplement, the information contained within the "*General Information*" section of the Base Prospectus, at paragraph (6) 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 30 June 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 2012."