

**SUPPLEMENT No. 7 DATED 10 OCTOBER 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, 29 July 2013 and 12 August 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.

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

Incorporation by Reference of 1 October 2013 Form 8-K

BAC's report on Form 8-K dated 1 October 2013 (the "**1 October 2013 Form 8-K**") was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 1 October 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 1 October 2013 Form 8-K is incorporated by reference into, and forms part of the Base Prospectus.

Information Incorporated by Reference

From the 1 October 2013 Form 8-K

	Page Number
<i>Item 2.03 Creation of Direct Financial Obligation or Obligation under an Off-Balance Sheet Arrangement of a Registrant</i>	<i>Page 2</i>
<i>Item 3.03 Material Modification to Rights of Security Holders</i>	<i>Pages 2 to 3</i>
<i>Item 8.01 Other Events</i>	<i>Page 3</i>
<i>Item 9.01 Financial Statements and Exhibits.</i>	<i>Page 3</i>
<i>Signatures</i>	<i>Page 4</i>
<i>Index to Exhibits</i>	<i>Page 5</i>
<i>Exhibit 99.1</i>	<i>Page 6 to 7*</i>

*These page numbers are references to the PDF pages included in the 1 October 2013 Form 8-K.

Amendment to the Summary of the Base Prospectus

By virtue of this Supplement, the information contained within section B.5, "*Description of the Group*", in the Base Prospectus (on pages 14 to 15) shall be deleted and replaced with the following:

"[MLBV is majority-owned through a 99.98 per cent. shareholding by Merrill Lynch International Holdings Inc., which in turn, is wholly-owned by Bank of America Corporation ("**BAC**").]

[In respect of MLICo., ML Cayman Holdings Inc., a corporation organised under the laws of the State of Delaware in the United States, is the General, Managing and Directing Partner ("**Directing Partner**") of MLICo. and holds a Preferred Partnership interest in MLICo. Merrill Lynch International Services Limited ("**Limited Partner**"), a Canadian company, is the Limited Partner. The Limited Partner is indirectly wholly owned by BAC. The Directing Partner is wholly-owned by Merrill Lynch International Holdings Inc., which is wholly-owned by Merrill Lynch International Incorporated, which, in turn, is wholly-owned by BAC. Each of Merrill Lynch International Holdings Inc. and Merrill Lynch International Incorporated is a corporation organised under the laws of the State of Delaware in the United States.]"

By virtue of this Supplement, the information contained within section B.16, "*Ownership and control*", in the Base Prospectus (on page 16) shall be deleted and replaced with the following:

"[MLBV is majority-owned through a 99.98 per cent. shareholding by Merrill Lynch International Holdings Inc., which in turn, is wholly-owned by BAC.]"

[In respect of MLICo., ML Cayman Holdings Inc. is Directing Partner of MLICo. Merrill Lynch International Services Limited is the Limited Partner and is indirectly wholly owned by BAC. The Directing Partner is wholly-owned by Merrill Lynch International Holdings Inc., which is wholly- owned by Merrill Lynch International Incorporated, which, in turn, is wholly-owned by BAC.]"