

**SUPPLEMENT No. 9 DATED 7 NOVEMBER 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 22 April 2013, 13 May 2013, 19 June 2013, 22 July 2013, 29 July 2013, 12 August 2013, 10 October 2013, and 18 October 2013 (together 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 11 November 2013. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

I. Incorporation by Reference of 30 September 2013 Form 10-Q

The quarterly unaudited report on Form 10-Q of BAC dated 30 September 2013 in respect of the nine months ended 30 September 2013 which was filed with the U.S. Securities and Exchange Commission (the "SEC") on 30 October 2013 (the "**BAC 30 September 2013 Form 10-Q**"), 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 BAC 30 September 2013 Form 10-Q is incorporated into, and forms part of, the Base Prospectus.

Each page reference in the table below refers to the corresponding page in the BAC 30 September 2013 Form 10-Q

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

II. 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

	Nine Months ended 30 September		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)		
Income statement:					
Interest income	\$41,308	\$43,429	\$57,400	\$66,236	\$75,497
Interest expense	9,829	13,097	16,744	21,620	23,974
Net interest income	31,479	30,332	40,656	44,616	51,523
Noninterest income	35,975	34,342	42,678	48,838	58,697
Total revenue, net of interest expense	67,454	64,674	83,334	93,454	110,220
Provision for credit losses	3,220	5,965	8,169	13,410	28,435
Noninterest expense	51,907	53,733	72,093	80,274	83,108
Income (loss) before income taxes	12,327	4,976	3,072	(230)	(1,323)
Income tax expense (benefit)	4,335	1,520	(1,116)	(1,676)	915
Net income (loss)	7,992	3,456	4,188	1,446	(2,238)
Net income (loss) applicable to common shareholders	6,899	2,393	2,760	85	(3,595)
Average common shares issued and outstanding (in thousands)	10,764,216	10,735,461	10,746,028	10,142,625	9,790,472
Average diluted common shares issued and outstanding (in thousands)	11,523,649	10,826,503	10,840,854	10,254,824	9,790,472
Per common share information:					
Earnings (loss)	\$0.64	\$0.22	\$0.26	\$0.01	\$(0.37)
Diluted earnings (loss)	0.62	0.22	0.25	0.01	(0.37)
Dividends paid	0.03	0.03	0.04	0.04	0.04
			30 September 2013	31 December 2012	2011
			(Dollars in millions, except percentages)	(Dollars in millions, except percentages)	
Balance Sheet (year end):					
Total loans and leases			\$934,392	\$907,819	\$926,200
Total assets			2,126,653	2,209,974	2,129,046
Total deposits			1,110,118	1,105,261	1,033,041
Long-term debt			255,331	275,585	372,265
Total shareholders' equity			232,282	236,956	230,101
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹			2.10%	2.69%	3.68%
Total ending equity to total ending assets			10.92%	10.72%	10.81%
Capital ratios (year end):					
Risk-based capital					
Tier 1 common capital			11.08%	11.06%	9.86%
Tier 1 capital			12.33%	12.89%	12.40%
Total capital			15.36%	16.31%	16.75%
Tier 1 leverage			7.79%	7.37%	7.53%

¹ 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 September 2013.

III. 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 479 and 480 of the Original Offering Circular be replaced with the following:

"The following table contains BAC's selected financial data (1) as of 31 December 2012 and 2011, and for each of the years in the three years ended 31 December 2012, extracted from BAC's audited financial statements and (2) as of and for the nine months ended 30 September 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 nine months ended 30 September 2013 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.

	Nine months ended 30 September		Year ended 31 December		
	2013	2012	2012	2011	2010
(Unaudited)					
(Dollars in millions, except number of shares and per share information)					
Income Statement:					
Interest income	\$41,308	\$43,429	\$57,400	\$66,236	\$75,497
Interest expense	9,829	13,097	16,744	21,620	23,974
Net interest income.....	31,479	30,332	40,656	44,616	51,523
Noninterest income	35,975	34,342	42,678	48,838	58,697
Total revenue, net of interest expense	67,454	64,674	83,334	93,454	110,220
Provision for credit losses	3,220	5,965	8,169	13,410	28,435
Noninterest expense	51,907	53,733	72,093	80,274	83,108
Income (loss) before income taxes.....	12,327	4,976	3,072	(230)	(1,323)
Income tax expense (benefit)	4,335	1,520	(1,116)	(1,676)	915
Net income (loss)	7,992	3,456	4,188	1,446	(2,238)
Net income (loss) applicable to common shareholders.....	6,899	2,393	2,760	85	(3,595)
Average common shares issued and outstanding (in thousands)....	10,764,216	10,735,461	10,746,028	10,142,625	9,790,472
Average diluted common shares issued and outstanding (in thousands).....	11,523,649	10,826,503	10,840,854	10,254,824	9,790,472
Per common share information:					
Earnings (loss).....	\$0.64	\$0.22	\$0.26	\$0.01	\$(0.37)
Diluted earnings (loss).....	0.62	0.22	0.25	0.01	(0.37)
Dividends paid.....	0.03	0.03	0.04	0.04	0.04

	30 September		31 December	
	2013	2012	2012	2011
(Unaudited)				
(Dollars in millions, except percentages)				
Balance Sheet (period end):				
Total loans and leases.....	\$934,392	\$893,035	\$907,819	\$926,200
Total assets	2,126,653	2,166,162	2,209,974	2,129,046
Total deposits	1,110,118	1,063,307	1,105,261	1,033,041
Long-term debt.....	255,331	286,534	275,585	372,265
Total shareholders' equity.....	232,282	238,606	236,956	230,101
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	2.10%	2.96%	2.69%	3.68%

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

Total ending equity to total ending assets	10.92%	11.02%	10.72%	10.81%
Capital ratios (period-end):				
Risk-based capital				
Tier 1 common capital.....	11.08%	11.41%	11.06%	9.86%
Tier 1 capital.....	12.33%	13.64%	12.89%	12.40%
Total capital.....	15.36%	17.16%	16.31%	16.75%
Tier 1 leverage.....	7.79%	7.84%	7.37%	7.53%

Share Capital

As of 30 September 2013, the issued and outstanding common stock of BAC equalled 10,683,282,112 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$156.4 billion. As at the date of this Offering Circular, the authorised common stock of BAC is 12,800,000,000 shares.

As of 30 September 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 \$13.3 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

"

III. Amendments to the section entitled General Information

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 September 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."