

**SUPPLEMENT NO. 2 DATED 28 FEBRUARY 2014 TO
THE OFFERING CIRCULAR DATED 15 NOVEMBER
2013**

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

Merrill Lynch B.V.
(a Dutch Private Limited Liability Company)

Merrill Lynch Capital Markets AG
(a Swiss Stock Corporation (Aktiengesellschaft))

Merrill Lynch International & Co. C.V.
(a Curaçao Limited Partnership)

NOTE, WARRANT AND CERTIFICATE PROGRAMME

Irrevocably guaranteed

(in respect of Notes issued by Merrill Lynch B.V., Certificates issued by Merrill Lynch B.V., Merrill Lynch Capital Markets AG and Merrill Lynch International & Co. C.V., and Warrants issued by Merrill Lynch Capital Markets AG and Merrill Lynch International & Co. C.V.)

by

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

This supplement (the "**Supplement**") constitutes a supplement to the offering circular of Bank of America Corporation ("**BAC**"), Merrill Lynch B.V. ("**MLBV**"), Merrill Lynch Capital Markets AG ("**MLCMAG**") and Merrill Lynch International & Co. C.V. ("**MLICo.**") dated 15 November 2013 (the "**Original Offering Circular**", and, as supplemented on 22 January 2014, the "**Offering Circular**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of BAC, MLBV, MLCMAG and MLICo.. Terms defined in the Offering Circular have the same meanings when used in this Supplement.

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

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

Copies of this Supplement and the document incorporated by reference will be available for collection as set out in the section entitled "*General Information – Documents Available*" in the Original Offering Circular (at pages 575-576) and on the Luxembourg Stock Exchange's website at www.bourse.lu.

Incorporation by Reference of BAC 2013 Form 10-K

The BAC annual report on Form 10-K for the fiscal year ended 31 December 2013 was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 25 February 2014 (the "**2013 Form 10-K**"), and, by virtue of this Supplement, the 2013 Form 10-K is incorporated by reference into, and forms part of, the Offering Circular. Any information included in the 2013 Form 10-K that is not listed in the column "*Information*

incorporated by reference" below shall not be deemed to be incorporated by reference into, and form part of, this Supplement and is given for information purposes only.

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>
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<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>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</i>	<i>Page 281</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>
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<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.