

**SUPPLEMENT NO. 3 DATED 1 APRIL 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 and 28 February 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 documents 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 26 March 2014 Forms 8-K

The BAC Form 8-K dated 26 March 2014 (the "**First 26 March 2014 Form 8-K**") in respect of a news release announcing, among other things, BAC's 26 March 2014 settlement with the Federal Housing Finance Agency ("**FHFA**") to resolve all of FHFA's residential mortgage-backed securities litigation with BAC, as well as other legacy contract claims, was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 26 March 2014.

The BAC Form 8-K dated 26 March 2014 (the "**Second 26 March 2014 Form 8-K**", and together with the First 26 March 2014 Form 8-K, the "**26 March 2014 Forms 8-K**") in respect of a news release announcing certain planned capital actions was filed with the SEC on 26 March 2014.

By virtue of this Supplement, the 26 March 2014 Forms 8-K are incorporated by reference into, and form part of, the Offering Circular. Any information included in the 26 March 2014 Forms 8-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.

Information Incorporated by Reference

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Exhibit 99.1. News Release dated March 26, 2014

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*These page numbers are references to the PDF pages included in the First 26 March 2014 Form 8-K.

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Exhibit 99.1. News Release dated March 26, 2014

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*These page numbers are references to the PDF pages included in the Second 26 March 2014 Form 8-K.