

**SUPPLEMENT NO. 1 DATED 1 APRIL 2014 TO THE
BASE PROSPECTUS DATED 11 MARCH 2014**

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 2014 (the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of MLBV and MLICo., unconditionally and 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 2014, 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 or in the document incorporated by reference in, and forming part of, 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 as supplemented from time to time.

Copies of this Supplement and the documents 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 604-605) 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 3 April 2014. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

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 Base Prospectus. The information included in the 26 March 2014 Forms 8-K that is not listed in the column "*Information incorporated by reference*" below, is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) No 809/2004.

Information Incorporated by Reference

From the First 26 March 2014 Form 8-K

	<i>Page Number</i>
<i>Item 8.01. Other Events.</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2</i>
<i>Signatures</i>	<i>Page 3</i>
<i>Index to Exhibits</i>	<i>Page 4</i>
<i>Exhibit 99.1. News Release dated March 26, 2014</i>	<i>Pages 5* to 7*</i>

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

From the Second 26 March 2014 Form 8-K

	<i>Page Number</i>
<i>Item 8.01. Other Events.</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2</i>
<i>Signatures</i>	<i>Page 3</i>
<i>Index to Exhibits</i>	<i>Page 4</i>
<i>Exhibit 99.1. News Release dated March 26, 2014</i>	<i>Pages 5* to 6*</i>

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