

**SUPPLEMENT NO. 2 DATED 22 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 "**Original Base Prospectus**"), and, as supplemented on 1 April 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 Original 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 document incorporated by reference will be available for collection and inspection as set out in the section entitled "*General Information – Documents Available*" in the Original 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 24 April 2014. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

Incorporation by Reference of BAC 16 April 2014 Form 8-K

Portions of the BAC Form 8-K dated 16 April 2014 in respect of the earnings press release relating to the three months ended 31 March 2014 (the "**16 April 2014 Form 8-K**") were filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 16 April 2014 and have been filed with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive. By virtue of this Supplement, the sections of the 16 April 2014 Form 8-K referred to below are incorporated by reference into, and form part of, the Base Prospectus. Any information included in the 16 April 2014 Form 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, as the non-incorporated parts of the 16 April 2014 Form 8-K are either not relevant for the investor or covered in another part of the Base Prospectus.

Information Incorporated by Reference

From the 16 April 2014 Form 8-K

Item 2.02. Results of Operations and Financial Condition.

Item 9.01. Financial Statements and Exhibits.

Signatures

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Exhibit 99.1. The Press Release dated 16 April 2014

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