

**SUPPLEMENT NO. 3 DATED 9 MAY 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 and on 22 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 documents 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 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 13 May 2014. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

Incorporation by Reference of BAC 28 April 2014 Form 8-K

Portions of the BAC Form 8-K dated 28 April 2014 in respect of a news release announcing BAC's suspension of its previously announced planned 2014 capital actions and its planned re-submission of the 2014 Comprehensive Capital Analysis and Review to the Board of Governors of the Federal Reserve System (the "**28 April 2014 Form 8-K**") were filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 28 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 28 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 28 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 28 April 2014 Form 8-K are either not relevant for the investor or covered in another part of the Base Prospectus.

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*These page numbers are references to the PDF pages included in the 28 April 2014 Form 8-K.

Incorporation by Reference of BAC 1 May 2014 Form 10-Q

BAC's quarterly unaudited report on Form 10-Q dated 1 May 2014 in respect of the three months ended 31 March 2014 which was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 1 May 2014 (the "**1 May 2014 Form 10-Q**"), has 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 1 May 2014 Form 10-Q referred to below are incorporated by reference into, and form part of, the Base Prospectus. The information included in the 1 May 2014 Form 10-Q 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.

Each page reference in the table below refers to the corresponding page in the 1 May 2014 Form 10-Q:

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Consolidated Statement of Cash Flows

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I. Amendments to the Summary of the Original Base Prospectus

By virtue of this Supplement, the information contained within section B.19 (B.12) "Selected historical key financial information" in the Original Base Prospectus (on pages 18 to 19) shall be deleted and replaced with the following:

"BAC

	Three Months Ended March 31		Year ended December 31		
	2014	2013	2013	2012	2011
	(Unaudited)				
	(Dollars in millions, except number of shares and per share information)				
Income Statement:					
Interest income	\$12,935	\$14,101	\$55,020	\$57,400	\$66,236
Interest expense	2,850	3,437	12,755	16,744	21,620
Net interest income	10,085	10,664	42,265	40,656	44,616
Noninterest income	12,481	12,533	46,677	42,678	48,838
Total revenue, net of interest expense	22,566	23,197	88,942	83,334	93,454
Provision for credit losses	1,009	1,713	3,556	8,169	13,410
Noninterest expense	22,238	19,500	69,214	72,093	80,274
Income before income taxes	(681)	1,984	16,172	3,072	(230)
Income tax expense	(405)	501	4,741	(1,116)	(1,676)
Net income	(276)	1,483	11,431	4,188	1,446
Net income applicable to common shareholders	(514)	1,110	10,082	2,760	85
Average common shares issued and outstanding (in thousands)	10,560,518	10,798,975	10,731,165	10,746,028	10,142,625
Average diluted common shares issued and outstanding (in thousands)	10,560,518	11,154,778	11,491,418	10,840,854	10,254,824
Per common share information:					
Earnings	\$(0.05)	\$0.10	\$0.94	\$0.26	\$0.01
Diluted earnings	(0.05)	0.10	0.90	0.25	0.01
Dividends paid	0.01	0.01	0.04	0.04	0.04
	March 31		December 31		
	2014	2013	2013	2012	2011
	(Unaudited)				

(Dollars in millions, except percentages)

Balance Sheet (period-end):

Total loans and leases	\$916,217	\$911,592	\$928,233	\$907,819
Total assets	2,149,851	2,174,819	2,102,273	2,209,974
Total deposits	1,133,650	1,095,183	1,119,271	1,105,261
Long-term debt	254,785	279,641	249,674	275,585
Total shareholders' equity	231,888	237,293	232,685	236,956
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.8%	2.5%	1.9%	2.7%
Total ending equity to total ending assets	10.8%	10.9%	11.1%	10.7%

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 2013. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 31 March 2014."

II. 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" up to (but excluding) the heading "Principal Shareholders" (on page 556) of the Original Base Prospectus shall be deleted and replaced with the following:

"The following table contains BAC's selected financial data (1) as of 31 December 2013 and 2012, and for each of the years in the three years ended 31 December 2013, extracted from BAC's audited financial statements and (2) as of and for the three months ended 31 March 2014 and 2013, 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 three months ended 31 March 2014 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.

	Three Months Ended March 31		Year ended December 31		
	2014	2013	2013	2012	2011
	(Unaudited)				
	(Dollars in millions, except number of shares and per share information)				
Income Statement:					
Interest income	\$12,935	\$14,101	\$55,020	\$57,400	\$66,236
Interest expense	2,850	3,437	12,755	16,744	21,620
Net interest income	10,085	10,664	42,265	40,656	44,616
Noninterest income	12,481	12,533	46,677	42,678	48,838
Total revenue, net of interest expense	22,566	23,197	88,942	83,334	93,454
Provision for credit losses	1,009	1,713	3,556	8,169	13,410
Noninterest expense	22,238	19,500	69,214	72,093	80,274
Income before income taxes	(681)	1,984	16,172	3,072	(230)
Income tax expense	(405)	501	4,741	(1,116)	(1,676)
Net income	(276)	1,483	11,431	4,188	1,446
Net income applicable to common shareholders	(514)	1,110	10,082	2,760	85
Average common shares issued and outstanding (in thousands)	10,560,518	10,798,975	10,731,165	10,746,028	10,142,625

Average diluted common shares issued and outstanding (in thousands)	10,560,518	11,154,778	11,491,418	10,840,854	10,254,824
Per common share information:					
Earnings	\$(0.05)	\$0.10	\$0.94	\$0.26	\$0.01
Diluted earnings	(0.05)	0.10	0.90	0.25	0.01
Dividends paid	0.01	0.01	0.04	0.04	0.04

	March 31		December 31	
	2014	2013	2013	2012

(Unaudited)

(Dollars in millions, except percentages)

Balance Sheet (period-end):

Total loans and leases	\$916,217	\$911,592	\$928,233	\$907,819
Total assets	2,149,851	2,174,819	2,102,273	2,209,974
Total deposits	1,133,650	1,095,183	1,119,271	1,105,261
Long-term debt	254,785	279,641	249,674	275,585
Total shareholders' equity	231,888	237,293	232,685	236,956
Allowance for loan and lease losses as a percentage of total loans and leases outstanding ¹	1.8%	2.5%	1.9%	2.7%
Total ending equity to total ending assets	10.8%	10.9%	11.1%	10.7%

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

Share Capital

As of 31 March 2014, the issued and outstanding common stock of BAC equalled 10,530,045,485 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$153.7 billion. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of 31 March 2014, 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 \$13.4 billion. The authorised preferred stock of BAC is 100,000,000 shares.

"

III. Amendments to the section entitled General Information

By virtue of this Supplement, the information contained within the "General Information" section of the Original Base Prospectus, at paragraph (6) (on page 606) entitled "Significant or Material Change", shall be deleted and replaced with the following:

"There has been no significant change in the financial or trading position of MLBV or MLICo. since 30 June 2013. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 31 March 2014.

There has been no material adverse change in the prospects of MLBV or MLICo. since 31 December 2012. There has been no material adverse change in the prospects of BAC and its subsidiaries on a consolidated basis since 31 December 2013."