

**SUPPLEMENT NO. 2 DATED 6 NOVEMBER 2015 TO  
THE BASE PROSPECTUS DATED 10 AUGUST 2015**

**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 10 August 2015 (the "**Original Base Prospectus**"), and, as supplemented on 20 October 2015, 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 10 August 2015, 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 730-731) and on the Luxembourg Stock Exchange's website at [www.bourse.lu](http://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 10 November 2015. The right to withdraw acceptances does not extend to investors in Securities offered in Switzerland.

## ***I. Incorporation by Reference of BAC 30 October 2015 Form 10-Q***

BAC's quarterly unaudited report on Form 10-Q dated 30 October 2015 in respect of the nine months ended 30 September 2015 which was filed with the U.S. Securities and Exchange Commission (the "SEC") on 30 October 2015 (the "**30 October 2015 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 30 October 2015 Form 10-Q referred to below are incorporated by reference into, and form part of, the Base Prospectus.

*Each page reference in the table below refers to the corresponding page in the 30 October 2015 Form 10-Q:*

<b>Information Incorporated by Reference From the 30 October 2015 Form 10-Q</b>	<b>Page Number</b>
<b>Part I</b>	
<i>Item 1. Financial Statements (unaudited)</i>	<i>Pages 132-233</i>
<i>Consolidated Statement of Income</i>	<i>Page 132</i>
<i>Consolidated Statement of Comprehensive Income</i>	<i>Page 133</i>
<i>Consolidated Balance Sheet</i>	<i>Pages 134-135</i>
<i>Consolidated Statement of Changes in Shareholders' Equity</i>	<i>Page 136</i>
<i>Consolidated Statement of Cash Flows</i>	<i>Page 137</i>
<i>Notes to Consolidated Financial Statements</i>	<i>Pages 138-233</i>
<i>1 – Summary of Significant Accounting Principles</i>	<i>Pages 138-139</i>
<i>2 – Derivatives</i>	<i>Pages 140-151</i>
<i>3 – Securities</i>	<i>Pages 152-156</i>
<i>4 – Outstanding Loans and Leases</i>	<i>Pages 157-175</i>
<i>5 – Allowance for Credit Losses</i>	<i>Pages 176-177</i>
<i>6 – Securitizations and Other Variable Interest Entities</i>	<i>Pages 178-186</i>
<i>7 – Representations and Warranties Obligations and Corporate Guarantees</i>	<i>Pages 187-193</i>
<i>8 – Goodwill and Intangible Assets</i>	<i>Pages 194-195</i>
<i>9 – Federal Funds Sold or Purchased, Securities Financing Agreements and Short-term Borrowings</i>	<i>Pages 196-198</i>
<i>10 – Commitments and Contingencies</i>	<i>Pages 199-203</i>
<i>11 – Shareholders' Equity</i>	<i>Pages 204-205</i>
<i>12 – Accumulated Other Comprehensive Income (Loss)</i>	<i>Pages 205-206</i>
<i>13 – Earning Per Common Share</i>	<i>Page 207</i>
<i>14 – Fair Value Measurements</i>	<i>Pages 208-222</i>
<i>15 – Fair Value Option</i>	<i>Pages 223-225</i>
<i>16 – Fair Value of Financial Instruments</i>	<i>Page 226</i>
<i>17 – Mortgage Servicing Rights</i>	<i>Pages 227-228</i>
<i>18 – Business Segment Information</i>	<i>Pages 229-233</i>
<i>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>Page 3</i>
<i>Executive Summary</i>	<i>Pages 4-15</i>
<i>Business Overview</i>	<i>Page 4</i>
<i>Third-Quarter 2015 Economic and Business Environment</i>	<i>Page 4</i>
<i>Recent Events</i>	<i>Page 5</i>
<i>Selected Financial Data</i>	<i>Page 6</i>
<i>Financial Highlights</i>	<i>Page 7-10</i>
<i>Balance Sheet Overview</i>	<i>Pages 11-15</i>
<i>Supplemental Financial Data</i>	<i>Pages 16-25</i>

<i>Business Segment Operations</i>	<i>Pages 25-49</i>
<i>Consumer &amp; Business Banking</i>	<i>Pages 27-32</i>
<i>Global Wealth &amp; Investment Management</i>	<i>Pages 33-36</i>
<i>Global Banking</i>	<i>Pages 37-40</i>
<i>Global Markets</i>	<i>Pages 41-43</i>
<i>Legacy Assets &amp; Servicing</i>	<i>Pages 44-47</i>
<i>All Other</i>	<i>Pages 48-49</i>
<i>Off-Balance Sheet Arrangements and Contractual Obligations</i>	<i>Pages 50-55</i>
<i>Managing Risk</i>	<i>Page 55</i>
<i>Strategic Risk Management</i>	<i>Page 56</i>
<i>Capital Management</i>	<i>Pages 56-68</i>
<i>Liquidity Risk</i>	<i>Pages 68-74</i>
<i>Credit Risk Management</i>	<i>Pages 75-112</i>
<i>Consumer Portfolio Credit Risk Management</i>	<i>Pages 75-94</i>
<i>Commercial Portfolio Credit Risk Management</i>	<i>Pages 95-105</i>
<i>Non-U.S. Portfolio</i>	<i>Pages 106-107</i>
<i>Provision for Credit Losses</i>	<i>Page 108</i>
<i>Allowance for Credit Losses</i>	<i>Pages 108-112</i>
<i>Market Risk Management</i>	<i>Pages 113-122</i>
<i>Trading Risk Management</i>	<i>Pages 113-118</i>
<i>Interest Rate Risk Management for Non-trading Activities</i>	<i>Pages 118-122</i>
<i>Mortgage Banking Risk Management</i>	<i>Page 122</i>
<i>Compliance Risk Management</i>	<i>Page 123</i>
<i>Operational Risk Management</i>	<i>Pages 123-124</i>
<i>Complex Accounting Estimates</i>	<i>Pages 124-127</i>
<i>Glossary</i>	<i>Pages 128-130</i>
<i>Item 3. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 131</i>
<i>Item 4. Controls and Procedures</i>	<i>Page 131</i>
<b>Part II</b>	
<i>Item 1. Legal Proceedings</i>	<i>Page 234</i>
<i>Item 1A. Risk Factors</i>	<i>Page 234</i>
<i>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 234</i>
<i>Item 6. Exhibits</i>	<i>Page 235</i>
<i>Signature</i>	<i>Page 236</i>
<i>Index to Exhibits</i>	<i>Page 237</i>
<i>Exhibit 12</i>	<i>Page 239*</i>

\*This page number is a reference to the PDF page included in the 30 October 2015 Form 10-Q.

For the purposes of Article 28.4 of the Commission Regulation (EC) No. 809/2004, any non-incorporated parts of the 30 October 2015 Form 10-Q are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

## II. 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 page 18) shall be deleted and replaced with the following:

"[Not Applicable; the Secured W&C Instruments are not guaranteed.]

### BAC

	Nine Months Ended 30 September		Year ended 31 December		
	2015	2014	2014	2013	2012
	(Unaudited)				
	(Dollars in millions, except number of shares and per share information)				
<b>Income Statement:</b>					
Interest income	\$37,102	\$38,734	\$50,886	\$55,020	\$57,400
Interest expense	7,652	8,417	10,934	12,755	16,744
Net interest income	29,450	30,317	39,952	42,265	40,656
Noninterest income	34,551	35,205	44,295	46,677	42,678
Total revenue, net of interest expense	64,001	65,522	84,247	88,942	83,334
Provision for credit losses	2,351	2,056	2,275	3,556	8,169
Noninterest expense	43,320	60,921	75,117	69,214	72,093
Income before income taxes	18,330	2,545	6,855	16,172	3,072
Income tax expense	5,145	762	2,022	4,741	(1,116)
Net income	13,185	1,783	4,833	11,431	4,188
Net income applicable to common shareholders	12,032	1,051	3,789	10,082	2,760
Average common shares issued and outstanding (in thousands)	10,483,466	10,531,688	10,527,818	10,731,165	10,746,028
Average diluted common shares issued and outstanding (in thousands)	11,234,125	10,587,841	10,584,535	11,491,418	10,840,854
<b>Per common share information:</b>					
Earnings	\$1.15	\$0.10	\$0.36	\$0.94	\$0.26
Diluted earnings	1.09	0.10	0.36	0.90	0.25
Dividends paid	0.15	0.07	0.12	0.04	0.04

	30 September		31 December	
	2015	2014	2014	2013
	(Unaudited)			
	(Dollars in millions, except percentages)			
<b>Balance Sheet (period-end):</b>				
Total loans and leases	\$887,689	\$891,315	\$881,391	\$928,233
Total assets	2,153,006	2,123,613	2,104,534	2,102,273
Total deposits	1,162,009	1,111,981	1,118,936	1,119,271
Long-term debt	237,288	250,115	243,139	249,674
Total shareholders' equity	255,905	238,681	243,471	232,685
Allowance for loan and lease losses as a percentage of total loans and leases outstanding <sup>1</sup>	1.44 %	1.71%	1.65%	1.90%
Total ending equity to total ending assets	11.89 %	11.24%	11.57%	11.07%

<sup>1</sup> 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 2014. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 30 September 2015.]"

### III. 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 pages 665 and 666) 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 2014 and 2013, and for each of the years in the three years ended 31 December 2014, extracted from BAC's audited financial statements and (2) as of and for the nine months ended 30 September 2015 and 2014, 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 nine months ended 30 September 2015 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.

	Nine Months Ended 30 September		Year ended 31 December		
	2015	2014	2014	2013	2012
(Unaudited)					
(Dollars in millions, except number of shares and per share information)					
<b>Income Statement:</b>					
Interest income	\$37,102	\$38,734	\$50,886	\$55,020	\$57,400
Interest expense	7,652	8,417	10,934	12,755	16,744
Net interest income	29,450	30,317	39,952	42,265	40,656
Noninterest income	34,551	35,205	44,295	46,677	42,678
Total revenue, net of interest expense	64,001	65,522	84,247	88,942	83,334
Provision for credit losses	2,351	2,056	2,275	3,556	8,169
Noninterest expense	43,320	60,921	75,117	69,214	72,093
Income before income taxes	18,330	2,545	6,855	16,172	3,072
Income tax expense	5,145	762	2,022	4,741	(1,116)
Net income	13,185	1,783	4,833	11,431	4,188
Net income applicable to common shareholders	12,032	1,051	3,789	10,082	2,760
Average common shares issued and outstanding (in thousands)	10,483,466	10,531,688	10,527,818	10,731,165	10,746,028
Average diluted common shares issued and outstanding (in thousands)	11,234,125	10,587,841	10,584,535	11,491,418	10,840,854
<b>Per common share information:</b>					
Earnings	\$1.15	\$0.10	\$0.36	\$0.94	\$0.26
Diluted earnings	1.09	0.10	0.36	0.90	0.25
Dividends paid	0.15	0.07	0.12	0.04	0.04
<b>Balance Sheet (period-end):</b>					
Total loans and leases	\$887,689	\$891,315	\$881,391	\$928,233	

Total assets	2,153,006	2,123,613	2,104,534	2,102,273
Total deposits	1,162,009	1,111,981	1,118,936	1,119,271
Long-term debt	237,288	250,115	243,139	249,674
Total shareholders' equity	255,905	238,681	243,471	232,685
Allowance for loan and lease losses as a percentage of total loans and leases outstanding <sup>1</sup>	1.44 %	1.71%	1.65%	1.90%
Total ending equity to total ending assets	11.89 %	11.24%	11.57%	11.07%

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

## Share Capital

As of 30 September 2015, the issued and outstanding common stock of BAC equalled 10,427,305,035 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$151.8 billion. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of 30 September 2015, the issued and outstanding preferred stock of BAC equalled 3,767,790 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$22.3 billion. The authorised preferred stock of BAC is 100,000,000 shares."

### IV. *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 732) 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 31 December 2014. There has been no significant change in the financial or trading position of BAC and its subsidiaries on a consolidated basis since 30 September 2015.

There has been no material adverse change in the prospects of MLBV or MLICo. since 31 December 2014. There has been no material adverse change in the prospects of BAC and its subsidiaries on a consolidated basis since 31 December 2014."

### V. *Recent Developments*

On November 2, 2015, S&P announced that it had placed BAC on CreditWatch with negative implications. As at the date of this Supplement, BAC's long term senior debt is rated A- (CreditWatch Negative) and its subordinated debt is rated BBB+ (CreditWatch Negative) by S&P.

By virtue of this Supplement, the information contained within section B.19 (B.17) "Ratings" in the Original Base Prospectus (on page 19) shall be deleted and replaced with the following:

"[Not Applicable; the Secured W&C Instruments are not guaranteed.] [As at the date of this Base Prospectus, BAC's long-term senior debt is rated Baa1 (Stable) by Moody's Investors Service, Inc. ("**Moody's**"), A- (CreditWatch Negative) by Standard & Poor's Financial Services LLC ("**S&P**") and A (Stable) by Fitch Ratings, Inc. ("**Fitch**").]"