

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Bear Accelerated Return Notes <sup>®</sup> Linked to the S&P 500 <sup>®</sup> Index, due January 28, 2011	695,400	\$10.00	\$6,954,000	\$495.82

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

695,400 Units  
 Bear Accelerated Return Notes®  
 Linked to the S&P 500® Index,  
 due January 28, 2011  
 \$10 principal amount per unit  
 Term Sheet No. 392

Pricing Date July 21, 2010  
 Settlement Date July 28, 2010  
 Maturity Date January 28, 2011  
 CUSIP No. 06052K489



## Bear Accelerated Return Notes®

- 3-to-1 upside exposure to decreases in the level of the S&P 500® Index (the "Index"), subject to a cap of 13.53%
- 1-to-1 downside exposure to increases in the level of the Index, with no downside limit
- A maturity of approximately six months
- Payment of the Redemption Amount at maturity is subject to the credit risk of Bank of America Corporation
- No periodic interest payments
- No listing on any securities exchange

### STRUCTURED INVESTMENTS

PRINCIPAL PROTECTION  
 ENHANCED INCOME  
 MARKET PARTICIPATION  
 ENHANCED PARTICIPATION

# Bank of America



The Bear ARNs are being offered by Bank of America Corporation ("BAC"). The Bear ARNs will have the terms specified in this term sheet as supplemented by the documents indicated below under "Additional Terms" (together, the "Note Prospectus"). Investing in the Bear ARNs involves a number of risks. **There are important differences between the Bear ARNs and a conventional debt security, including different investment risks.** See "Risk Factors" on page TS-5 of this term sheet and beginning on page S-10 of product supplement ARN-3. The Bear ARNs:

<b>Are Not FDIC Insured</b>	<b>Are Not Bank Guaranteed</b>	<b>May Lose Value</b>
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In connection with this offering, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") is acting in its capacity as principal for your account.

None of the Securities and Exchange Commission (the "SEC"), any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this Note Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Unit	Total
Public offering price	\$ 10.00	\$ 6,954,000
Underwriting discount	\$ 0.10	\$ 69,540
Proceeds, before expenses, to Bank of America Corporation	\$ 9.90	\$ 6,884,460

Merrill Lynch & Co.  
 July 21, 2010



## Summary

The Bear Accelerated Return Notes® Linked to the S&P 500® Index, due January 28, 2011 (the “Bear ARNs”) are our senior unsecured debt securities. The Bear ARNs are not guaranteed or insured by the Federal Deposit Insurance Corporation (the “FDIC”) or secured by collateral, and they are not guaranteed under the FDIC’s Temporary Liquidity Guarantee Program. **The Bear ARNs will rank equally with all of our other unsecured and unsubordinated debt, and any payments due on the Bear ARNs, including any repayment of principal, will be subject to the credit risk of BAC.** The Bear ARNs are designed for investors (i) who seek a leveraged return, subject to a cap, if the level of the S&P 500® Index (the “Index”) decreases moderately from the Starting Value of the Index, determined on the pricing date, to the Ending Value of the Index, determined during the Maturity Valuation Period or (ii) who want to invest in a security of this kind for risk diversification purposes. The Bear ARNs should not be viewed as a hedging instrument for an investor’s long equity positions because the Bear ARNs are a capped investment and will not track the market movements of your investments. Investors must be willing to forgo interest payments on the Bear ARNs and be willing to accept a return that is capped or a repayment that is less, and potentially significantly less, than the Original Offering Price. Investors generally will recognize short-term capital gain or loss upon receipt of the Redemption Amount or upon a sale or exchange of the Bear ARNs prior to maturity. Any such gain or loss is subject to certain tax implications, set forth under “Summary Tax Consequences” and “Certain U.S. Federal Income Taxation Considerations.”

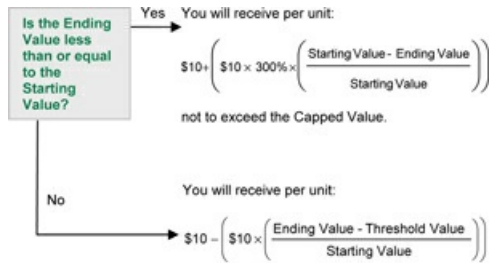
Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement ARN-3. Unless otherwise indicated or unless the context requires otherwise, all references in this document to “we,” “us,” “our,” or similar references are to BAC.

## Terms of the Bear ARNs

<b>Issuer:</b>	Bank of America Corporation (“BAC”)
<b>Original Offering Price:</b>	\$10.00 per unit
<b>Term:</b>	Approximately six months
<b>Market Measure:</b>	S&P 500® Index (Bloomberg symbol: “SPX”)
<b>Starting Value:</b>	1,069.59
<b>Ending Value:</b>	The average of the closing levels of the Index on each scheduled calculation day during the Maturity Valuation Period. If it is determined that a scheduled calculation day is not a Market Measure Business Day, or if a Market Disruption Event occurs on a scheduled calculation day, the Ending Value will be determined as more fully described on page S-24 of product supplement ARN-3.
<b>Threshold Value:</b>	1,069.59, which is equal to 100% of the Starting Value. Accordingly, you will lose all or a portion of your investment if the Ending Value is greater than the Starting Value.
<b>Capped Value:</b>	\$11.353 per unit of the Bear ARNs, which represents a return of 13.53% over the Original Offering Price.
<b>Maturity Valuation Period:</b>	January 19, 2011, January 20, 2011, January 21, 2011, January 24, 2011, and January 25, 2011
<b>Calculation Agent:</b>	MLPF&S, a subsidiary of BAC

## Determining the Redemption Amount for the Bear ARNs

On the maturity date, you will receive a cash payment per unit (the “Redemption Amount”) calculated as follows:



However, the amount you receive will not be less than zero.

*Because the Threshold Value for the Bear ARNs is equal to the Starting Value, you will receive a payment that is less, and possibly significantly less, than the Original Offering Price per unit if the Ending Value is greater than the Starting Value.*



## Hypothetical Payout Profile



This graph reflects the hypothetical returns on the Bear ARNs, based upon the Participation Rate of 300% and the Capped Value of \$11.353 (a 13.53% return). The green line reflects the hypothetical returns on the Bear ARNs, while the dotted gray line reflects the hypothetical returns of a direct investment in the stocks included in the Index, excluding dividends.

This graph has been prepared for purposes of illustration only. Your actual return will depend on the actual Ending Value and the term of your investment.

## Hypothetical Redemption Amounts

### Examples

Set forth below are three examples of Redemption Amount calculations (rounded to three decimal places) payable at maturity, based upon the Participation Rate of 300%, the Starting Value and the Threshold Value of 1,069.59, and the Capped Value of \$11.353 (per unit).

**Example 1**—The hypothetical Ending Value is 80% of the Starting Value:

Starting Value: 1,069.59  
 Hypothetical Ending Value: 855.67

$$\$10 + \left[ \$10 \times 300\% \times \left( \frac{1,069.59 - 855.67}{1,069.59} \right) \right] = \$16.000$$

Redemption Amount (per unit) = \$11.353 (The Redemption Amount cannot be greater than the Capped Value.)

**Example 2**—The hypothetical Ending Value is 99% of the Starting Value:

Starting Value: 1,069.59  
 Hypothetical Ending Value: 1,058.89

$$\$10 + \left[ \$10 \times 300\% \times \left( \frac{1,069.59 - 1,058.89}{1,069.59} \right) \right] = \$10.300$$

Redemption Amount (per unit) = \$10.300

**Example 3**—The hypothetical Ending Value is 130% of the Starting Value and Threshold Value:

Starting Value: 1,069.59  
 Hypothetical Ending Value: 1,390.47  
 Threshold Value: 1,069.59

$$\$10 - \left[ \$10 \times \left( \frac{1,390.47 - 1,069.59}{1,069.59} \right) \right] = \$7.000$$

Redemption Amount (per unit) = \$7.000



The following table illustrates, for the Starting Value and the Threshold Value of 1,069.59 and a range of **hypothetical** Ending Values of the Index:

- the percentage change from the Starting Value to the **hypothetical** Ending Value;
- the **hypothetical** Redemption Amount per unit of the Bear ARNs (rounded to three decimal places); and
- the total rate of return to holders of the Bear ARNs.

The table below is based on the Participation Rate of 300% and the Capped Value of \$11.353 (per unit).

Hypothetical Ending Value <sup>(1)</sup>	Percentage Change from the Starting Value to the Hypothetical Ending Value	Hypothetical Redemption Amount per Unit	Total Rate of Return on the Bear ARNs
748.71	-30.00%	\$11.353	13.53%
855.67	-20.00%	\$11.353	13.53%
962.63	-10.00%	\$11.353	13.53%
984.02	-8.00%	\$11.353 <sup>(2)</sup>	13.53%
1,048.20	-2.00%	\$10.600	6.00%
1,053.55	-1.50%	\$10.450	4.50%
1,058.89	-1.00%	\$10.300	3.00%
1,064.24	-0.50%	\$10.150	1.50%
1,069.59 <sup>(3)</sup>	0.00%	\$10.000	0.00%
1,123.07	5.00%	\$9.500	-5.00%
1,176.55	10.00%	\$9.000	-10.00%
1,283.51	20.00%	\$8.000	-20.00%
1,390.47	30.00%	\$7.000	-30.00%
1,497.43	40.00%	\$6.000	-40.00%
1,604.39	50.00%	\$5.000	-50.00%
1,711.34	60.00%	\$4.000	-60.00%
1,818.30	70.00%	\$3.000	-70.00%

(1) The Index is a price return index. Accordingly, the Ending Value will not include any income generated by dividends paid on the stocks included in the Index, which you would otherwise be entitled to receive if you invested in those stocks directly.

(2) The Redemption Amount per unit of the Bear ARNs cannot exceed the Capped Value of \$11.353.

(3) This is the Starting Value and Threshold Value.

The above figures are for purposes of illustration only. The actual amount you receive and the resulting total rate of return will depend on the actual Ending Value and the term of your investment.



## Risk Factors

*There are important differences between the Bear ARNs and a conventional debt security. An investment in the Bear ARNs involves significant risks, including those listed below. You should carefully review the more detailed explanation of risks relating to the Bear ARNs in the "Risk Factors" sections beginning on page S-10 of product supplement ARN-3 and page S-4 of the MTN prospectus supplement identified below under "Additional Terms." We also urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the Bear ARNs.*

- Your investment may result in a loss; there is no guaranteed return of principal.
- Your yield may be less than the yield on a conventional debt security of comparable maturity.
- Your investment return, if any, is limited to the return represented by the Capped Value.
- Your investment return, if any, may be less than a comparable investment directly in the stocks included in the Index.
- You must rely on your own evaluation of the merits of an investment linked to the Index.
- In seeking to provide you with what we believe to be commercially reasonable terms for the Bear ARNs while providing the selling agent with compensation for their services, we have considered the costs of developing, hedging, and distributing the Bear ARNs.
- A trading market is not expected to develop for the Bear ARNs.
- The Redemption Amount will not be affected by all developments relating to the Index.
- Standard & Poor's Financial Services LLC ("S&P") may adjust the Index in a way that affects its level, and S&P has no obligation to consider your interests.
- You will have no rights of a holder of the securities represented by the Index, and you will not be entitled to receive securities or dividends or other distributions by the issuers of those securities.
- While we or our affiliates may from time to time own shares of companies included in the Index, except to the extent that our common stock is included in the Index, we do not control any company included in the Index and are not responsible for any disclosure made by any other company.
- If you attempt to sell the Bear ARNs prior to maturity, their market value, if any, will be affected by various factors that interrelate in complex ways, and their market value may be less than their Original Offering Price.
- Payments on the Bear ARNs are subject to our credit risk, and changes in our credit ratings are expected to affect the value of the Bear ARNs.
- Purchases and sales by us and our affiliates of shares of companies included in the Index may affect your return.
- Our trading and hedging activities may create conflicts of interest with you.
- Our hedging activities may affect your return on the Bear ARNs and their market value.
- Our business activities relating to the companies represented by the Index may create conflicts of interest with you.
- There may be potential conflicts of interest involving the calculation agent. We have the right to appoint and remove the calculation agent.
- The U.S. federal income tax consequences of the Bear ARNs are uncertain, and may be adverse to a holder of the Bear ARNs. See "Summary Tax Consequences" and "Certain U.S. Federal Income Taxation Considerations" below and "U.S. Federal Income Tax Summary" beginning on page S-43 of product supplement ARN-3.

## Investor Considerations

### You may wish to consider an investment in the Bear ARNs if:

- You anticipate that the level of the Index will decrease moderately from the Starting Value to the Ending Value or seek risk diversification.
- You accept that your investment will result in a loss, which could be significant, if the level of the Index increases from the Starting Value to the Ending Value.
- You accept that the return on the Bear ARNs will not exceed the return represented by the Capped Value.
- You are willing to forgo interest payments on the Bear ARNs, such as fixed or floating rate interest paid on traditional interest bearing debt securities.
- You seek exposure to the Index with no expectation of dividends or other benefits of owning the stocks included in the Index.
- You are willing to accept that a trading market is not expected to develop for the Bear ARNs. You understand that secondary market prices for the Bear ARNs, if any, will be affected by various factors, including our actual and perceived creditworthiness.
- You are willing to make an investment, the payments on which depend on our creditworthiness, as the issuer of the Bear ARNs.

### The Bear ARNs may not be an appropriate investment for you if:

- You anticipate that the level of the Index will increase from the Starting Value to the Ending Value or that the level of the Index will not decrease sufficiently over the term of the Bear ARNs to provide you with your desired return.
- You seek principal protection or preservation of capital.
- You seek a return on your investment that will not be capped at 13.53% over the Original Offering Price.
- You seek interest payments or other current income on your investment.
- You want to receive dividends or other distributions paid on the stocks included in the Index.
- You seek assurances that there will be a liquid market if and when you want to sell the Bear ARNs prior to maturity.
- You are unwilling or are unable to assume the credit risk associated with us, as the issuer of the Bear ARNs.



## Other Provisions

We will deliver the Bear ARNs against payment therefor in New York, New York on a date that is greater than three business days following the pricing date. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Bear ARNs more than three business days prior to the original issue date will be required to specify alternative settlement arrangements to prevent a failed settlement.

If you place an order to purchase the Bear ARNs, you are consenting to MLPF&S acting as a principal in effecting the transaction for your account.

## Supplement to the Plan of Distribution

MLPF&S, a broker-dealer subsidiary of BAC, is a member of the Financial Industry Regulatory Authority, Inc. (formerly the National Association of Securities Dealers, Inc. (the "NASD")) and will participate as selling agent in the distribution of the Bear ARNs. Accordingly, offerings of the Bear ARNs will conform to the requirements of NASD Rule 2720. Under our distribution agreement with MLPF&S, MLPF&S will purchase the Bear ARNs from us on the issue date as principal at the purchase price indicated on the cover of this term sheet, less the indicated underwriting discount. In the original offering of the Bear ARNs, the Bear ARNs will be sold in minimum investment amounts of 100 units.

MLPF&S may use this Note Prospectus for offers and sales in secondary market transactions and market-making transactions in the Bear ARNs, but is not obligated to engage in such secondary market transactions and/or market-making transactions. MLPF&S may act as principal or agent in these transactions, and any such sales will be made at prices related to prevailing market prices at the time of the sale.



## The Index

All disclosures contained in this term sheet regarding the Index, including, without limitation, its make up, method of calculation, and changes in its components, have been derived from publicly available sources. The information reflects the policies of, and is subject to change by, S&P. S&P, which owns the copyright and all other rights to the Index, has no obligation to continue to publish, and may discontinue publication of, the Index. The consequences of S&P discontinuing publication of the Index are discussed in the section beginning on page S-36 of product supplement ARN-3 entitled "Description of ARNs—Discontinuance of a Market Measure." None of us, the calculation agent, or the selling agent accepts any responsibility for the calculation, maintenance or publication of the Index or any successor index.

"Standard & Poor's®", "Standard & Poor's 500™", "S&P 500®", and "S&P®" are trademarks of S&P and have been licensed for use in this offering by our subsidiary, MLPF&S. The Bear ARNs are not sponsored, endorsed, sold, or promoted by S&P, and S&P makes no representation regarding the advisability of investing in the Bear ARNs.

The Index is intended to provide an indication of the pattern of common stock price movement. The calculation of the level of the Index is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average market value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943. As of June 30, 2010, 404 companies included in the Index traded on the New York Stock Exchange, and 96 companies included in the Index traded on The NASDAQ Stock Market. On June 30, 2010, the average market capitalization of the companies included in the Index was \$18.65 billion. As of that date, the largest component of the Index had a market capitalization of \$291.75 billion, and the smallest component of the Index had a market capitalization of \$1.01 billion.

S&P chooses companies for inclusion in the Index with the aim of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the common stock population of its Stock Guide Database of over 10,000 companies, which S&P uses as an assumed model for the composition of the total market. Relevant criteria employed by S&P include the viability of the particular company, the extent to which that company represents the industry group to which it is assigned, the extent to which the market price of that company's common stock generally is responsive to changes in the affairs of the respective industry, and the market value and trading activity of the common stock of that company. Ten main groups of companies constitute the Index, with the approximate percentage of the market capitalization of the Index included in each group as of June 30, 2010 indicated in parentheses: Consumer Discretionary (10.12%); Consumer Staples (11.53%); Energy (10.69%); Financials (16.31%); Health Care (12.09%); Industrials (10.38%); Information Technology (18.69%); Materials (3.44%); Telecommunication Services (3.00%); and Utilities (3.76%). S&P from time to time, in its sole discretion, may add companies to, or delete companies from, the Index to achieve the objectives stated above.

S&P calculates the Index by reference to the prices of the constituent stocks of the Index without taking account of the value of dividends paid on those stocks. As a result, the return on the Bear ARNs will not reflect the return you would realize if you actually owned the Index constituent stocks and received the dividends paid on those stocks.

### Computation of the Index

While S&P currently employs the following methodology to calculate the Index, no assurance can be given that S&P will not modify or change this methodology in a manner that may affect the Redemption Amount.

Historically, the market value of any component stock of the Index was calculated as the product of the market price per share and the number of then outstanding shares of such component stock. In March 2005, S&P began shifting the Index halfway from a market capitalization weighted formula to a float-adjusted formula, before moving the Index to full float adjustment on September 16, 2005. S&P's criteria for selecting stocks for the Index did not change with the shift to float adjustment. However, the adjustment affects each company's weight in the Index.

Under float adjustment, the share counts used in calculating the Index reflect only those shares that are available to investors, not all of a company's outstanding shares. S&P defines three groups of shareholders whose holdings are subject to float adjustment:

- holdings by other publicly traded corporations, venture capital firms, private equity firms, strategic partners, or leveraged buyout groups;
- holdings by government entities, including all levels of government in the U.S. or foreign countries; and
- holdings by current or former officers and directors of the company, founders of the company, or family trusts of officers, directors, or founders, as well as holdings of trusts, foundations, pension funds, employee stock ownership plans, or other investment vehicles associated with and controlled by the company.

However, treasury stock, stock options, restricted shares, equity participation units, warrants, preferred stock, convertible stock, and rights are not part of the float. In cases where holdings in a group exceed 10% of the outstanding shares of a company, the holdings of that group are excluded from the float-adjusted count of shares to be used in the index calculation. Mutual funds, investment advisory firms, pension funds, or foundations not associated with the company and investment funds in insurance companies, shares of a U.S. company traded in Canada as "exchangeable shares," shares that trust beneficiaries may buy or sell without difficulty or significant additional expense beyond typical brokerage fees, and, if a company has multiple classes of stock outstanding, shares in an unlisted or non-traded class if such shares are convertible by shareholders without undue delay and cost, are also part of the float.





For each stock, an investable weight factor ("IWF") is calculated by dividing the available float shares, defined as the total shares outstanding less shares held in one or more of the three groups listed above where the group holdings exceed 10% of the outstanding shares, by the total shares outstanding. The float-adjusted index is then calculated by multiplying, for each stock in the Index, the IWF, the price, and total number of shares outstanding, adding together the resulting amounts, and then dividing that sum by the index divisor. For companies with multiple classes of stock, S&P calculates the weighted average IWF for each stock using the proportion of the total company market capitalization of each share class as weights.

The Index is calculated using a base-weighted aggregate methodology. The level of the Index reflects the total market value of all 500 component stocks relative to the base period of the years 1941 through 1943. An indexed number is used to represent the results of this calculation in order to make the level easier to work with and track over time. The actual total market value of the component stocks during the base period of the years 1941 through 1943 has been set to an indexed level of 10. This is often indicated by the notation 1941-43 = 10. In practice, the daily calculation of the Index is computed by dividing the total market value of the component stocks by the "index divisor." By itself, the index divisor is an arbitrary number. However, in the context of the calculation of the Index, it serves as a link to the original base period level of the Index. The index divisor keeps the Index comparable over time and is the manipulation point for all adjustments to the Index, which is index maintenance.

#### Index Maintenance

Index maintenance includes monitoring and completing the adjustments for company additions and deletions, share changes, stock splits, stock dividends, and stock price adjustments due to company restructuring or spinoffs. Some corporate actions, such as stock splits and stock dividends, require changes in the common shares outstanding and the stock prices of the companies in the Index, and do not require index divisor adjustments.

To prevent the level of the Index from changing due to corporate actions, corporate actions which affect the total market value of the Index require an index divisor adjustment. By adjusting the index divisor for the change in market value, the level of the Index remains constant and does not reflect the corporate actions of individual companies in the Index. Index divisor adjustments are made after the close of trading and after the calculation of the Index closing level.

Changes in a company's shares outstanding of 5% or more due to mergers, acquisitions, public offerings, tender offers, Dutch auctions, or exchange offers are made as soon as reasonably possible. All other changes of 5% or more (due to, for example, company stock repurchases, private placements, redemptions, exercise of options, warrants, conversion of preferred stock, notes, debt, equity participation units, at the market offerings, or other recapitalizations) are made weekly and are announced on Wednesdays for implementation after the close of trading on the following Wednesday. Changes of less than 5% due to a company's acquisition of another company in the Index are made as soon as reasonably possible. All other changes of less than 5% are accumulated and made quarterly on the third Friday of March, June, September, and December, and are usually announced two to five days prior.

Changes in IWFs of more than ten percentage points caused by corporate actions (such as merger and acquisition activity, restructurings, or spinoffs) will be made as soon as reasonably possible. Other changes in IWFs will be made annually when IWFs are reviewed.



The following graph sets forth the monthly historical performance of the Index in the period from January 2005 through June 2010. This historical data on the Index is not necessarily indicative of the future performance of the Index or what the value of the Bear ARNs may be. Any historical upward or downward trend in the level of the Index during any period set forth below is not an indication that the level of the Index is more or less likely to increase or decrease at any time over the term of the Bear ARNs. On the pricing date, the closing level of the Index was 1,069.59.



Before investing in the Bear ARNs, you should consult publicly available sources for the levels and trading pattern of the Index. The generally unsettled international environment and related uncertainties, including the risk of terrorism, may result in the Index and financial markets generally exhibiting greater volatility than in earlier periods.

**License Agreement**

S&P does not guarantee the accuracy and/or the completeness of the Index or any data included in the Index. S&P shall have no liability for any errors, omissions, or interruptions in the Index. S&P makes no warranty, express or implied, as to results to be obtained by MLPF&S, us, holders of the Bear ARNs or any other person or entity from the use of the Index or any data included in the Index in connection with the rights licensed under the license agreement described in this term sheet or for any other use. S&P makes no express or implied warranties, and hereby expressly disclaims all warranties of merchantability or fitness for a particular purpose with respect to the Index or any data included in the Index. Without limiting any of the above information, in no event shall S&P have any liability for any special, punitive, indirect, or consequential damages, including lost profits, even if notified of the possibility of these damages.

S&P and MLPF&S have entered into a non-exclusive license agreement providing for the license to MLPF&S, in exchange for a fee, of the right to use the Index in connection with this offering. The license agreement provides that the following language must be stated in this term sheet:

"The Bear ARNs are not sponsored, endorsed, sold, or promoted by S&P. S&P makes no representation or warranty, express or implied, to the holders of the Bear ARNs or any member of the public regarding the advisability of investing in securities generally or in the Bear ARNs particularly or the ability of the Index to track general stock market performance. S&P's only relationship to MLPF&S and to us (other than transactions entered into in the ordinary course of business) is the licensing of certain trademarks and trade names of S&P and of the Index which is determined, composed, and calculated by S&P without regard to MLPF&S, us, or the Bear ARNs. S&P has no obligation to take the needs of MLPF&S, our needs or the needs of the holders of the Bear ARNs into consideration in determining, composing, or calculating the Index. S&P is not responsible for and has not participated in the determination of the timing of the sale of the Bear ARNs, prices at which the Bear ARNs are to initially be sold, or quantities of the Bear ARNs to be issued or in the determination or calculation of the equation by which the Bear ARNs are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing, or trading of the Bear ARNs."



## Summary Tax Consequences

You should consider the U.S. federal income tax consequences of an investment in the Bear ARNs, including the following:

- You agree with us (in the absence of an administrative determination, or judicial ruling to the contrary) to characterize and treat the Bear ARNs for all tax purposes as a single financial contract with respect to the Index that requires you to pay us at inception an amount equal to the purchase price of the Bear ARNs and that entitles you to receive at maturity an amount in cash based upon the performance of the Index.
- Under this characterization and tax treatment of the Bear ARNs, upon receipt of a cash payment at maturity or upon a sale or exchange of the Bear ARNs prior to maturity, you generally will recognize short-term capital gain or loss.

## Certain U.S. Federal Income Taxation Considerations

Set forth below is a summary of certain U.S. federal income tax considerations relating to an investment in the Bear ARNs. The following summary is not complete and is qualified in its entirety by the discussion under the section entitled "U.S. Federal Income Tax Summary" beginning on page S-43 of product supplement ARN-3, which you should carefully review prior to investing in the Bear ARNs.

**General.** Although there is no statutory, judicial, or administrative authority directly addressing the characterization of the Bear ARNs, we intend to treat the Bear ARNs for all tax purposes as a single financial contract with respect to the Index that requires the investor to pay us at inception an amount equal to the purchase price of the Bear ARNs and that entitles the investor to receive at maturity an amount in cash based upon the performance of the Index. Under the terms of the Bear ARNs, we and every investor in the Bear ARNs agree, in the absence of an administrative determination or judicial ruling to the contrary, to treat the Bear ARNs as described in the preceding sentence. This discussion assumes that the Bear ARNs constitute a single financial contract with respect to the Index for U.S. federal income tax purposes. If the Bear ARNs did not constitute a single financial contract, the tax consequences described below would be materially different. The discussion in this section also assumes that there is a significant possibility of a significant loss of principal on an investment in the Bear ARNs.

This characterization of the Bear ARNs is not binding on the Internal Revenue Service ("IRS") or the courts. No statutory, judicial, or administrative authority directly addresses the characterization of the Bear ARNs or any similar instruments for U.S. federal income tax purposes, and no ruling is being requested from the IRS with respect to their proper characterization and treatment. Due to the absence of authorities on point, significant aspects of the U.S. federal income tax consequences of an investment in the Bear ARNs are not certain, and no assurance can be given that the IRS or any court will agree with the characterization and tax treatment described in product supplement ARN-3. Accordingly, you are urged to consult your tax advisor regarding all aspects of the U.S. federal income tax consequences of an investment in the Bear ARNs, including possible alternative characterizations.

**Settlement at Maturity or Sale or Exchange Prior to Maturity.** Assuming that the Bear ARNs are properly characterized and treated as single financial contracts with respect to the Index for U.S. federal income tax purposes, upon receipt of a cash payment at maturity or upon a sale or exchange of the Bear ARNs prior to maturity, a U.S. Holder (as defined on page S-44 of product supplement ARN-3) generally will recognize short-term capital gain or loss equal to the difference between the amount realized and the U.S. Holder's basis in the Bear ARNs. The deductibility of capital losses is subject to limitations.

**Possible Future Tax Law Changes.** From time to time, there may be legislative proposals or interpretive guidance addressing the tax treatment of financial instruments such as the Bear ARNs. We cannot predict the likelihood of any such legislation or guidance being adopted, or the ultimate impact on the Bear ARNs. For example, on December 7, 2007, the IRS released Notice 2008-2 ("Notice") seeking comments from the public on the taxation of financial instruments currently taxed as "prepaid forward contracts." This Notice addresses instruments such as the Bear ARNs. According to the Notice, the IRS and Treasury are considering whether a holder of an instrument such as the Bear ARNs should be required to accrue ordinary income on a current basis, regardless of whether any payments are made prior to maturity. It is not possible to determine what guidance the IRS and Treasury will ultimately issue, if any. Any such future guidance may affect the amount, timing, and character of income, gain, or loss in respect of the Bear ARNs, possibly with retroactive effect. The IRS and Treasury are also considering additional issues, including whether additional gain or loss from such instruments should be treated as ordinary or capital, whether foreign holders of such instruments should be subject to withholding tax on any deemed income accruals, whether Section 1260 of the Internal Revenue Code of 1986, as amended, concerning certain "constructive ownership transactions," generally applies or should generally apply to such instruments, and whether any of these determinations depend on the nature of the underlying asset. We urge you to consult your own tax advisors concerning the impact and the significance of the above considerations. We intend to continue treating the Bear ARNs for U.S. federal income tax purposes in the manner described herein unless and until such time as we determine, or the IRS or Treasury determines, that some other treatment is more appropriate.

**You should consult your own tax advisor concerning the U.S. federal income tax consequences to you of acquiring, owning, and disposing of the Bear ARNs, as well as any tax consequences arising under the laws of any state, local, foreign, or other tax jurisdiction and the possible effects of changes in U.S. federal or other tax laws. See the discussion under the section entitled "U.S. Federal Income Tax Summary" beginning on page S-43 of product supplement ARN-3.**



## Additional Terms

You should read this term sheet, together with the documents listed below, which together contain the terms of the Bear ARNs and supersede all prior or contemporaneous oral statements as well as any other written materials. You should carefully consider, among other things, the matters set forth under "Risk Factors" in the sections indicated on the cover of this term sheet. The Bear ARNs involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the Bear ARNs.

You may access the following documents on the SEC Website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC Website):

- Product supplement ARN-3 dated April 1, 2010:  
<http://www.sec.gov/Archives/edgar/data/70858/000119312510075888/d424b5.htm>
- Series L MTN prospectus supplement dated April 21, 2009 and prospectus dated April 20, 2009:  
<http://www.sec.gov/Archives/edgar/data/70858/000095014409003387/g18667b5e424b5.htm>

Our Central Index Key, or CIK, on the SEC Website is 70858.

**We have filed a registration statement (including a product supplement, a prospectus supplement, and a prospectus) with the SEC for the offering to which this term sheet relates. Before you invest, you should read the product supplement, the prospectus supplement, and the prospectus in that registration statement, and the other documents relating to this offering that we have filed with the SEC for more complete information about us and this offering. You may get these documents without cost by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov). Alternatively, we, any agent, or any dealer participating in this offering will arrange to send you the Note Prospectus if you so request by calling MLPF&S toll-free at 1-866-500-5408.**

## Structured Investments Classification

MLPF&S classifies certain structured investments (the "Structured Investments"), including the Bear ARNs, into four categories, each with different investment characteristics. The description below is intended to briefly describe the four categories of Structured Investments offered: Principal Protection, Enhanced Income, Market Participation, and Enhanced Participation. A Structured Investment may, however, combine characteristics that are relevant to one or more of the other categories. As such, a category should not be relied upon as a description of any particular Structured Investment.

**Principal Protection:** Principal Protected Structured Investments offer full or partial principal protection against decreases in the value of the underlying market measure (or increases in the value of an underlying market measure for bearish Structured Investments), while offering market exposure and the opportunity for a better return than may be available from comparable fixed income securities. Principal protection may not be achieved if the investment is sold prior to maturity.

**Enhanced Income:** Structured Investments offering enhanced income may offer an enhanced income stream through interim fixed or variable coupon payments. However, in exchange for receiving current income, investors may forfeit upside potential on the underlying asset. These investments generally do not include the principal protection feature.

**Market Participation:** Market Participation Structured Investments can offer investors exposure to specific market sectors, asset classes, and/or strategies that may not be readily available through traditional investment alternatives. Returns obtained from these investments are tied to the performance of the underlying asset. As such, subject to certain fees, the returns will generally reflect any increases or decreases in the value of such assets. These investments generally do not include the principal protection feature.

**Enhanced Participation:** Enhanced Participation Structured Investments may offer investors the potential to receive better than market returns on the performance of the underlying asset. Some structures may offer leverage in exchange for a capped or limited upside potential and also in exchange for downside risk. These investments generally do not include the principal protection feature.

The classification of Structured Investments is meant solely for informational purposes and is not intended to fully describe any particular Structured Investment nor guarantee any particular performance.

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