

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⁾ |
|--|-------------------------|--|---|---|
| Relative Value Strategic Accelerated Redemption Securities® Linked to the SPDR® S&P® 500 ETF Trust/iShares® Barclays 20+ Year Treasury Bond Fund Long-Short Index, due April 3, 2012 | 3,696,220 | \$10.00 | \$36,962,200 | \$4,291.31 |

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

3,696,220 Units
Relative Value Strategic Accelerated Redemption Securities®
Linked to the SPDR® S&P® 500 ETF Trust/iShares® Barclays
20+ Year Treasury Bond Fund Long-Short Index,
due April 3, 2012
\$10 principal amount per unit
Term Sheet No. 584

Pricing Date March 24, 2011
Settlement Date April 1, 2011
Maturity Date April 3, 2012
CUSIP No. 06050R213

Relative Value Strategic Accelerated Redemption Securities®

- The Call Premium is 12.20% of the Original Offering Price per annum if called on the third Observation Date (equivalent to 6.10% if the notes are called on the first Observation Date, or 9.15% if the notes are called on the second Observation Date)
- The notes will be called if, on any Observation Date, the performance of the SPDR® S&P® 500 ETF Trust (the "Long Component") is greater than or equal to the performance of the iShares® Barclays 20+ Year Treasury Bond Fund (the "Short Component")
- If the notes are not called prior to maturity, and the performance of the Long Component is less than the performance of the Short Component as of the final Observation Date, you will lose 1% of the principal amount of the notes for each 1% that the performance of the Long Component is less than the performance of the Short Component
- A maturity of approximately one year
- Payments on the notes are subject to the credit risk of Bank of America Corporation
- No periodic interest payments
- No listing on any securities exchange

 Market Downside Protection

 Enhanced Income

 Market Access

 Enhanced Return

 Enhanced Return

The notes are being offered by Bank of America Corporation ("BAC"). The notes 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 notes involves a number of risks. **There are important differences between the notes and a conventional debt security, including different investment risks.** See "Risk Factors" on page TS-8 and "Additional Risk Factor" on page TS-9 of this term sheet and "Risk Factors" beginning on page S-10 of product supplement STR-2. The notes:

| | | |
|-----------------------------|--------------------------------|-----------------------|
| Are Not FDIC Insured | Are Not Bank Guaranteed | May Lose Value |
|-----------------------------|--------------------------------|-----------------------|

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 ⁽¹⁾ | \$ 10.000 | \$36,962,200.00 |
| Underwriting discount ⁽¹⁾ | \$ 0.125 | \$ 462,027.50 |
| Proceeds, before expenses, to Bank of America Corporation | \$ 9.875 | \$36,500,172.50 |

⁽¹⁾ The public offering price and underwriting discount for any purchase of 500,000 or more units in a single transaction by an individual investor will be \$9.975 per unit and \$0.10 per unit, respectively.

Merrill Lynch & Co.

March 24, 2011



Summary

The Relative Value Strategic Accelerated Redemption Securities[®] Linked to the SPDR[®] S&P[®] 500 ETF Trust/iShares[®] Barclays 20+ Year Treasury Bond Fund Long-Short Index, due April 3, 2012 (the "notes"), are our senior unsecured debt securities. **The notes are not guaranteed or insured by the Federal Deposit Insurance Corporation or secured by collateral. The notes will rank equally with all of our other unsecured and unsubordinated debt, and any payments due on the notes, including any repayment of principal, will be subject to the credit risk of BAC.**

The notes are linked to the SPDR[®] S&P[®] 500 ETF Trust/iShares[®] Barclays 20+ Year Treasury Bond Fund Long-Short Index (the "Relative Value Index"). The Relative Value Index measures the extent to which, if any, the SPDR[®] S&P[®] 500 ETF Trust (the "Long Component") exceeds the performance of the iShares[®] Barclays 20+ Year Treasury Bond Fund (the "Short Component"). The level of the Relative Value Index was set to 100 on the pricing date. As described in more detail below, the level of the Relative Value Index will increase when the performance of the Long Component exceeds the performance of the Short Component, and will decrease when the performance of the Short Component exceeds the performance of the Long Component.

The notes provide for an automatic call if the Observation Level of the Relative Value Index on any Observation Date is greater than or equal to the Starting Level and Call Level of 100. If the notes are called on any Observation Date, you will receive on the Call Settlement Date an amount per unit (the "Call Amount") equal to the Original Offering Price of the notes plus the applicable Call Premium. If your notes are not called, the amount you will receive on the maturity date (the "Redemption Amount") will be less than the Original Offering Price per unit and will be based on the percentage decrease in the level of the Relative Value Index from the Starting Value, which was set to 100 on the pricing date, to the Ending Value, as determined on the final Observation Date.

Investors should be of the view that the Long Component will perform moderately better than the Short Component over the term of the notes. Investors must be willing to forgo interest payments on the notes and be willing to accept a repayment that may be less, and potentially significantly less, than the Original Offering Price of the notes. Investors also must be prepared to have us call their notes on any Observation Date. Investors' gain or loss generally will be long-term capital gain or loss if the notes are held for more than one year, and otherwise will be short-term capital gain or loss. Accordingly, if the notes are called on the first or second Observation Date, any capital gain or loss generally will be short-term capital gain or loss. Any such gain or loss is subject to certain tax implications, set forth below 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 STR-2. Unless otherwise indicated or unless the context requires otherwise, all references in this term sheet to "we," "us," "our," or similar references are to BAC.

Terms of the Notes

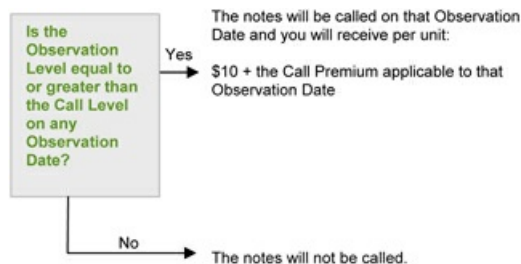
| | | | |
|---------------------------------|---|---------------------------------|--|
| Issuer: | Bank of America Corporation ("BAC") | Initial Short Price: | 92.40 |
| Original Offering Price: | \$10.00 per unit | Final Short Price: | The Final Short Price will equal the Closing Market Price of the Short Component on the applicable Observation Date. |
| Term: | Approximately one year | Price Multiplier: | 1, subject to adjustment for certain corporate events relating to each component. See the section entitled "Description of the Notes —Anti-Dilution and Discontinuance Adjustments for Exchange Traded Fund Linked Notes" beginning on page S-33 of product supplement STR-2. |
| Market Measure: | SPDR [®] S&P [®] 500 ETF Trust/iShares [®] Barclays 20+ Year Treasury Bond Fund Long-Short Index (the "Relative Value Index") | Observation Dates: | September 27, 2011, December 20, 2011, and March 27, 2012 (the final Observation Date). The Observation Dates will occur approximately six, nine, and twelve months after the pricing date. |
| Starting Value: | 100 | Call Level: | 100 (100% of the Starting Value) |
| Ending Value: | The Observation Level of the Relative Value Index on the final Observation Date, calculated as described beginning on page TS-12 under "The Relative Value Index." If it is determined that a scheduled Observation Date is not a trading day, or if a Market Disruption Event occurs on a scheduled Observation Date, the Ending Value will be determined as more fully described beginning on page TS-10. | Call Amounts (per Unit): | \$10.610 if called on September 27, 2011, \$10.915 if called on December 20, 2011, and \$11.220 if called on March 27, 2012 |
| Observation Level: | The Observation Level of the Relative Value Index on the applicable Observation Date will be the sum of (i) 100 plus (ii) the product of 100 and the Relative Value Return. | Call Premium: | 12.20% of the Original Offering Price per annum |
| Relative Value Return: | The Relative Value Return on the applicable Observation Date will be calculated as follows: $\left(\frac{\text{Final Long Price} - \text{Initial Long Price}}{\text{Initial Long Price}} \right) - \left(\frac{\text{Final Short Price} - \text{Initial Short Price}}{\text{Initial Short Price}} \right)$ | Call Settlement Date: | The fifth Banking Business Day following an Observation Date, if the notes are called on that Observation Date, subject to postponement as described on page TS-10; provided however, that the Call Settlement Date related to the final Observation Date will be the maturity date. |
| Initial Long Price: | 130.90 | Threshold Value: | 100 (100% of the Starting Value) |
| Final Long Price: | The Final Long Price will equal the Closing Market Price of the Long Component on the applicable Observation Date. | Leverage Factor: | 100% |
| | | Calculation Agent: | MLPF&S, a subsidiary of BAC |



Determining Payment on the Notes

Automatic Call Provision:

The notes will be automatically called on an Observation Date if the performance of the Long Component is greater than or equal to the performance of the Short Component, in which case the Observation Level of the Relative Value Index on that Observation Date will be equal to or greater than the Call Level. If the notes are called, you will receive on the Call Settlement Date the Call Amount per unit applicable to that Observation Date, which will be equal to the Original Offering Price per unit plus the applicable Call Premium.



Payment at Maturity:

The notes will not be called if the level of the Relative Value Index does not equal or exceed 100 as of any Observation Date. This will occur if the performance of the Long Component does not exceed the performance of the Short Component as of any Observation Date. In this case, you will receive the Redemption Amount per unit on the maturity date, calculated as follows:

You will receive per unit:

$$\$10 + \left[\$10 \times \left(\frac{\text{Ending Value} - \text{Threshold Value}}{\text{Starting Value}} \right) \times \text{Leverage Factor} \right]$$

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

In this case, because the Threshold Value is equal to the Starting Value, you will receive a Redemption Amount that is less, and possibly significantly less, than the Original Offering Price per unit.

Hypothetical Payments

Set forth below are four **hypothetical** examples of payment calculations (with **hypothetical** Call Amounts and **hypothetical** Redemption Amounts rounded to three decimal places), based on:

- 1) the Starting Value of 100;
- 2) the Threshold Value of 100, or 100% of the Starting Value;
- 3) the Call Level of 100, or 100% of the Starting Value;
- 4) the term of the notes from April 1, 2011 to April 3, 2012;
- 5) the Call Premium of 12.20% of the Original Offering Price per unit per annum; and
- 6) Observation Dates occurring on September 27, 2011, December 20, 2011, and March 27, 2012.

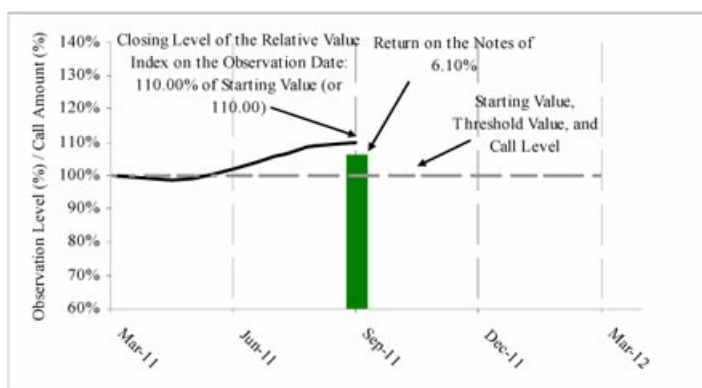
For examples of how the level of the Relative Value Index will be determined on each Observation Date, please see the section below, "The Relative Value Index," beginning on page TS-12.

The Notes Are Called on One of the Observation Dates

The notes have not been previously called and the Observation Level on the relevant Observation Date is equal to or greater than the Call Level. This will occur if the performance of the Long Component exceeds the performance of the Short Component as of the applicable Observation Date. Consequently, the notes will be called at the Call Amount per unit equal to \$10.000 plus the applicable Call Premium.

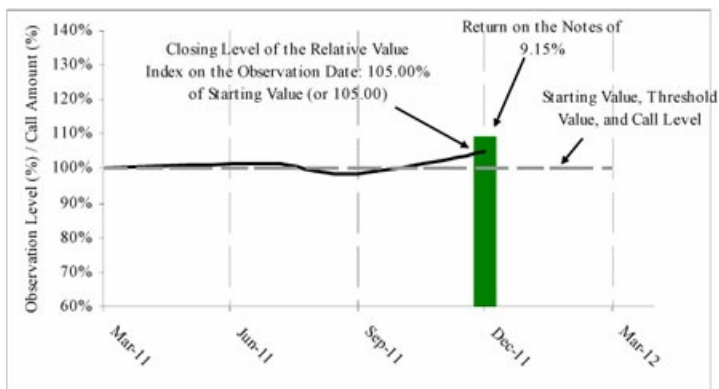
Example 1

If the call is related to the Observation Date of September 27, 2011, the **hypothetical** Call Amount per unit will be: \$10.000 plus the Call Premium of \$0.610 = \$10.610 per unit.



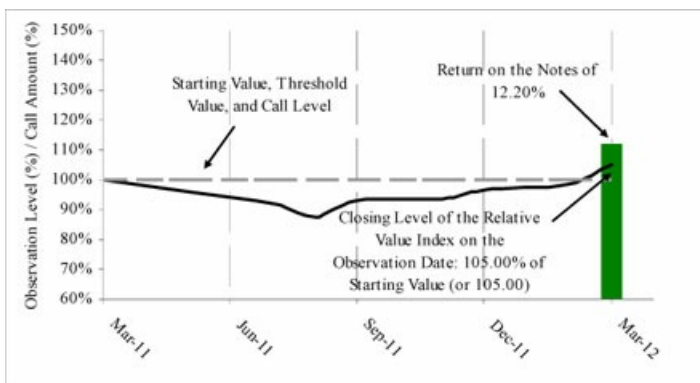
Example 2

If the call is related to the Observation Date of December 20, 2011, the **hypothetical** Call Amount per unit will be: \$10.000 plus the Call Premium of \$0.915 = \$10.915 per unit.



Example 3

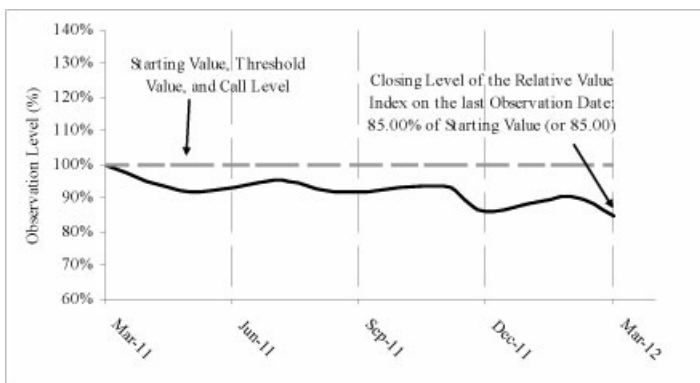
If the call is related to the Observation Date of March 27, 2012, the **hypothetical** Call Amount per unit will be: \$10.000 plus the Call Premium of \$1.220 = \$11.220 per unit.



The Notes Are Not Called on any of the Observation Dates

Example 4

The notes are not called on any of the Observation Dates and the **hypothetical** Ending Value of the Relative Value Index on the final Observation Date is less than 100, the Threshold Value (which is also the Starting Value and Call Level). The notes will not be called if the performance of the Long Component is worse than the performance of the Short Component on each applicable Observation Date. The Redemption Amount will be less, and possibly significantly less, than the Original Offering Price per unit.



If the **hypothetical** Ending Value is 85, or 85% of the Starting Value, the **hypothetical** Redemption Amount will be:

$$\$10 + \left[\$10 \times \left(\frac{85 - 100}{100} \right) \times 100\% \right] = \$8.500 \text{ per unit}$$

These examples have been prepared for purposes of illustration only. Your actual return will depend on the actual Observation Level of the Relative Value Index on each Observation Date, the Ending Value, if applicable, and the term of your investment.

Summary of the Hypothetical Examples

| Notes Are Called on an Observation Date | Observation Date on September 27, 2011 | Observation Date on December 20, 2011 | Observation Date on March 27, 2012 |
|--|---|--|---|
| Starting Value | 100 | 100 | 100 |
| Call Level | 100 | 100 | 100 |
| Hypothetical Observation Level on the Observation Date | 110 | 105 | 105 |
| Hypothetical Return of the Relative Value Index (excluding any dividends) | 10.00% | 5.00% | 5.00% |
| Hypothetical Return of the Notes | 6.10% | 9.15% | 12.20% |
| Hypothetical Call Amount per Unit | \$10.610 | \$10.915 | \$12.200 |

Notes Are Not Called on Any Observation Date

| | Hypothetical Ending Value Is Less than the Threshold Value |
|--|---|
| Starting Value | 100 |
| Hypothetical Ending Value | 85 |
| Threshold Value | 100 |
| Hypothetical Return of the Relative Value Index (excluding any dividends) | -15.00% |
| Hypothetical Return of the Notes | -15.00% |
| Hypothetical Redemption Amount per Unit | \$8.500 |

Examples of Relative Value Return

Set forth below are three examples of the calculation of the Relative Value Return (each rounded to two decimal places) for a series of **hypothetical** performances for the Long Component and the Short Component as of an Observation Date during the term of the notes. The examples are based upon:

- the Starting Value, Threshold Value, and Call Level of 100;
- the Initial Long Price of 130.90 (the Closing Market Price of the Long Component on the pricing date); and
- the Initial Short Price of 92.40 (the Closing Market Price of the Short Component on the pricing date).

| | <u>Example 1</u> | <u>Example 2</u> | <u>Example 3</u> | <u>Example 4⁽¹⁾</u> |
|---|--------------------|------------------|------------------|--------------------------------|
| Long Component (SPDR® S&P® 500 ETF Trust) | | | | |
| Initial Long Price | 130.90 | 130.90 | 130.90 | 130.90 |
| Hypothetical Final Long Price | 143.99 | 137.45 | 124.36 | 124.36 |
| Hypothetical Long Component Return | 10.00% | 5.00% | -5.00% | -5.00% |
| Short Component (iShares® Barclays 20+ Year Treasury Bond Fund) | | | | |
| Initial Short Price | 92.40 | 92.40 | 92.40 | 92.40 |
| Hypothetical Final Short Price | 97.02 | 101.64 | 90.55 | 85.93 |
| Hypothetical Short Component Return | 5.00% | 10.00% | -2.00% | -7.00% |
| Hypothetical Relative Value Return | 5.00% | -5.00% | -3.00% | 2.00% |
| Hypothetical Observation Level (if occurred on Observation Date) | 105 | 95 | 97 | 102 |
| Call Level | 100 | 100 | 100 | 100 |
| Threshold Level | 100 | 100 | 100 | 100 |
| Notes Called if on an Observation Date | Yes ⁽²⁾ | No | No | Yes ⁽²⁾ |

⁽¹⁾ In this example, even though the value of the Long Component has decreased after the pricing date, because its return is greater than the Short Component, the notes will be called.

⁽²⁾ On the Call Settlement Date, you will receive the Call Amount equal to the Original Offering Price of the notes plus the applicable Call Premium.

Risk Factors

There are important differences between the notes and a conventional debt security. An investment in the notes involves significant risks, including those listed below. The following is a list of certain of the risks involved in investing in the notes. You should carefully review the more detailed explanation of risks relating to the notes in the "Risk Factors" sections beginning on page S-10 of product supplement STR-2 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 notes.

- If the notes are not called prior to maturity, your investment may result in a loss; there is no guaranteed return of principal.
- Your return, if any, is limited to the return represented by the Call Premium.
- Your yield may be less than the yield on a conventional debt security of comparable maturity.
- Your investment return may be less than the return on a comparable investment directly in the components of the Relative Value Index by taking a long position in the SPDR[®] S&P[®] 500 ETF Trust and/or by selling short the iShares[®] Barclays 20+ Year Treasury Bond Fund.
- You must rely on your own evaluation of the merits of an investment linked to the Relative Value Index.
- In seeking to provide you with what we believe to be commercially reasonable terms for the notes while providing MLPF&S with compensation for its services, we have considered the costs of developing, hedging, and distributing the notes.
- A trading market is not expected to develop for the notes. MLPF&S is not obligated to make a market for, or to repurchase, the notes.
- The amount that you receive at maturity or upon a call will not be affected by all developments relating to the Relative Value Index or its components.
- Changes in the values of the components of the Relative Value Index may offset each other. For example, increases in the value of the Long Component may be offset by greater increases in the value of the Short Component.
- We cannot control actions by the investment advisers of the Long Component or the Short Component, which may adjust these components in a way that could adversely affect the value of the notes and the amount payable on the notes, and these entities have no obligation to consider your interests.
- Standard & Poor's Financial Services LLC ("S&P") and Barclays Capital Inc. may adjust the S&P 500[®] Index and the Barclays Capital U.S. 20+ Year Treasury Bond Index (collectively, the "Underlying Indices"), respectively, in a way that affects their levels, and S&P and Barclays Capital Inc. have no obligation to consider your interests.
- You will have no rights of a holder of the securities represented by the components of the Relative Value Index, and you will not be entitled to receive securities, dividends, interest payments, 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 components of the Relative Value Index, except to the extent that our common stock is included in the Long Component, we do not control any company included in the Long Component, and are not responsible for any disclosure made by any other company.
- There are liquidity and management risks associated with the components of the Relative Value Index.
- The performance of the components of the Relative Value Index and the performance of the Underlying Indices may vary.
- Risks associated with each Underlying Index or the components of the Relative Value Index will affect the share prices of the Relative Value Index and, hence, the value of the notes.
- If you attempt to sell the notes 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 notes are subject to our credit risk, and changes in our credit ratings are expected to affect the value of the notes.
- Purchases and sales by us and our affiliates of securities represented by the Long Component or the Short Component 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 notes and their market value.
- Our business activities relating to the companies represented by the Long Component or the securities represented by the Short Component 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 notes are uncertain, and may be adverse to a holder of the notes. 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 STR-2.



Additional Risk Factor

The return on the notes is based on the relative performance of the Long Component and the Short Component. You may receive a lower Redemption Amount at maturity than you could receive by directly taking a long position in SPDR® S&P® 500 ETF Trust, which represents the Long Component of the Relative Value Index, or a short position in the iShares® Barclays 20+ Year Treasury Bond Fund, which represents the Short Component of the Relative Value Index. Unlike a long position in the Long Component or a short position in the Short Component, you may not earn a positive return even if the Long Component appreciates or the Short Component depreciates over the term of the notes. The Redemption Amount is based on the performance of the Long Component relative to the performance of the Short Component as determined on each Observation Date. On any Observation Date, the Long Component must either (a) have increased by a percentage that is equal to or greater than any percentage increase of the Short Component or (b) decreased by a percentage that is less than or equal to any percentage decrease of the Short Component for the Relative Value Return to be positive. If the notes are not called prior to maturity and the Short Component has performed better than the Long Component as of the final Observation Date, you will receive a Redemption Amount that is less than the Original Offering Price, even if the value of the Long Component has increased over the term of the notes.

Investor Considerations

You may wish to consider an investment in the notes if:

- You anticipate that the Long Component will perform moderately better than the Short Component over the term of the notes.
- You anticipate that the level of the Relative Value Index will be equal to or greater than the Call Level on any Observation Date and you seek an early exit prior to maturity at a premium.
- You are willing to receive a pre-determined return on your investment, capped at the Call Premium, in case the notes are called, regardless of the performance of the Relative Value Index from the Starting Value to the date on which the notes are called.
- You are willing to accept that the notes may not be called prior to the maturity date, in which case your return on your investment will be equal to or less than the Original Offering Price per unit.
- You accept that your investment will result in a loss, which could be significant, if the level of the Relative Value Index is below the Starting Value on the final Observation Date.
- You are willing to forgo interest payments on the notes, such as fixed or floating rate interest paid on traditional interest bearing debt securities.
- You seek exposure to the Relative Value Index with no expectation of receiving dividends, interest payments, or other benefits of owning the components of the Relative Value Index.
- You are willing to accept that a trading market is not expected to develop for the notes. You understand that secondary market prices for the notes, if any, will be affected by various factors, including our actual and perceived creditworthiness.
- You are willing to make an investment, the payment on which depends on our creditworthiness, as the issuer of the notes.

The notes may not be an appropriate investment for you if:

- You anticipate that the Short Component will perform better than the Long Component over the terms of the notes.
- You want to hold your notes for the full term.
- You anticipate that the level of the Relative Value Index will decrease from the Starting Value to the Ending Value.
- You anticipate that the Observation Level will not be equal to or greater than the Call Level on any Observation Date.
- You seek a return on your investment that will not be capped at the Call Premium.
- You seek principal protection or preservation of capital.
- You seek interest payments or other current income on your investment.
- You want to receive dividends, interest payments, or other distributions paid on the components of the Relative Value Index.
- You seek assurances that there will be a liquid market if and when you want to sell the notes prior to maturity.
- You are unwilling or are unable to assume the credit risk associated with us, as the issuer of the notes.

Other Terms of the Notes

Closing Market Price

The provisions of this section supersede and replace the definition of "Closing Market Price" set forth in product supplement STR-2, and will apply to the Long Component and the Short Component.

The "Closing Market Price" means:

- (A) If either the Long Component or the Short Component is listed or admitted to trading on a national securities exchange in the United States that is registered under the Securities Exchange Act of 1934 ("registered national securities exchange"), is included in the OTC Bulletin Board Service (the "OTC Bulletin Board") operated by the Financial Industry Regulatory Authority, Inc. ("FINRA"), or is quoted on a United States quotation medium or inter-dealer quotation system (e.g., the Pink-Sheets), then the Closing Market Price for any date of determination on any trading day means for one share of either the Long Component or the Short Component (or any other security underlying either the Long Component or the Short Component for which a Closing Market Price must be determined for purposes of the notes):
- i. the last reported sale price, regular way, on that day on the principal registered national securities exchange on which that security is listed or admitted to trading (without taking into account any extended or after-hours trading session);
 - ii. if the last reported sale price is not obtainable on a registered national securities exchange, then the last reported sale price on the over-the-counter-market as reported on the OTC Bulletin Board or, if not available on the OTC Bulletin Board, then the last reported sale price on any other United States quotation medium or inter-dealer quotation system on that day (without taking into account any extended or after-hours trading session); or
 - iii. if the last reported sale price is not available for any reason on a registered national securities exchange, on the OTC Bulletin Board, or on any other United States quotation medium or inter-dealer quotation system, then the Closing Market Price shall be the arithmetic mean of the bid prices on that day from as many dealers in that security, but not exceeding three, as have made the bid prices available to the calculation agent after 3:00 p.m., local time, in the principal market of the shares of either the Long Component or the Short Component (or any other security underlying either the Long Component or the Short Component for which a Closing Market Price must be determined for purposes of the notes) on that date (without taking into account any extended or after-hours trading session), or if there are no such bids available to the calculation agent, then the Closing Market Price shall be determined by the calculation agent in its sole discretion and reasonable judgment.
- (B) If the Long Component or the Short Component is not listed on a registered national securities exchange, is not included in the OTC Bulletin Board, or is not quoted on any other United States quotation medium or inter-dealer system, then the Closing Market Price for any date of determination on any trading day means for one share of either the Long Component or the Short Component, the U.S. dollar equivalent of the last reported sale price (as determined by the calculation agent in its sole discretion and reasonable judgment) on that day on a foreign securities exchange on which that security is listed or admitted to trading with the greatest volume of trading for the calendar month preceding that trading day as determined by the calculation agent; provided that if the last reported sale price is for a transaction which occurred more than four hours prior to the close of that foreign exchange, then the Closing Market Price will mean the U.S. dollar equivalent (as determined by the calculation agent in its sole discretion and reasonable judgment) of the average of the last available bid and offer price on that foreign exchange.
- (C) If the Long Component or the Short Component is not listed on a registered national securities exchange, is not included in the OTC Bulletin Board, is not quoted on any other United States quotation medium or inter-dealer quotation system, is not listed or admitted to trading on any foreign securities exchange, or if the last reported sale price or bid and offer are not obtainable, then the Closing Market Price will mean the average of the U.S. dollar value (as determined by the calculation agent in its sole discretion) of the last available purchase and sale prices in the market of the three dealers which have the highest volume of transactions in that security in the immediately preceding calendar month as determined by the calculation agent based on information that is reasonably available to it.

Market Disruption Event on an Observation Date

If, for either the Long Component or the Short Component (an "Observation Date Affected Component"), (i) a Market Disruption Event occurs on a scheduled Observation Date or (ii) the calculation agent determines that any scheduled Observation Date is not a trading day by reason of an extraordinary event, occurrence, declaration, or otherwise (any such day in either (i) or (ii) being a "non-calculation day"), the calculation agent will determine the Closing Market Price of the Observation Date Affected Component for such non-calculation day, and as a result, the value of the Relative Value Index, as follows:

- The Closing Market Price of the component of the Relative Value Index that is not an Observation Date Affected Component will be its Closing Market Price on such non-calculation day.
- The Closing Market Price of the Observation Date Affected Component will equal the Closing Market Price of that component of the Relative Value Index on the first trading day following that non-calculation day on which no Market Disruption Event occurs with respect to that Observation Date Affected Component; provided that the Closing Market Price will be determined (or, if not determined, estimated) by the calculation agent in a manner which the calculation agent considers commercially reasonable under the circumstances on a date no later than the second scheduled trading day prior to the applicable scheduled Call Settlement Date, or, in the case of the final Observation Date, no later than the second scheduled trading day prior to the maturity date, regardless of the occurrence of a Market Disruption Event on that day.

The applicable Observation Date will be deemed to occur after the calculation agent has determined the value of the Relative Value Index as provided above. If, due to a Market Disruption Event or otherwise, an Observation Date (other than the final Observation Date) is postponed, the applicable Call Settlement Date on which the Call Amount for such Observation Date will be paid will be the fifth Banking Business Day following the Observation Date as so postponed. However, if the final Observation Date is postponed, under no circumstances will the maturity date be postponed.



Other Provisions

We will deliver the notes 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 notes 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 notes, 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. ("FINRA") and will participate as selling agent in the distribution of the notes. Accordingly, offerings of the notes will conform to the requirements of FINRA Rule 5121. Under our distribution agreement with MLPF&S, MLPF&S will purchase the notes 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 notes, the notes 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 notes 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 Relative Value Index

The Relative Value Index measures the extent to which the SPDR® S&P® 500 ETF Trust (the “Long Component”) exceeds the performance of the iShares® Barclays 20+ Year Treasury Bond Fund (the “Short Component”). The level of the Relative Value Index was set to 100 on the pricing date. Investors should be of the view that the Long Component will perform moderately better than the Short Component over the term of the notes. The Long Component and the Short Component are further described below.

The notes provide for an automatic call if the Observation Level of the Relative Value Index on any Observation Date is equal to or greater than the Starting Level and Call Level of 100. If the notes are called on any Observation Date, you will receive on the Call Settlement Date the Call Amount equal to the Original Offering Price of the notes plus the applicable Call Premium. If your notes are not called, the Redemption Amount will be less than the Original Offering Price per unit and will be based on the percentage decrease in the level of the Relative Value Index from the Starting Value, which was set to 100 on the pricing date, to the Ending Value, as determined on the final Observation Date.

The Observation Level of the Relative Value Index on any Observation Date will be the sum of (i) 100 plus (ii) the product of 100 and the Relative Value Return on the applicable Observation Date. The Relative Value Return will be a positive number if the Long Component performs better than the Short Component and a negative number if the Short Component performs better than the Long Component. The Relative Value Return will be determined as follows:

$$\left(\frac{\text{Final Long Price} - \text{Initial Long Price}}{\text{Initial Long Price}} \right) - \left(\frac{\text{Final Short Price} - \text{Initial Short Price}}{\text{Initial Short Price}} \right)$$

The Initial Long Price is 130.90. The Final Long Price will equal the Closing Market Price of the Long Component on the applicable Observation Date.

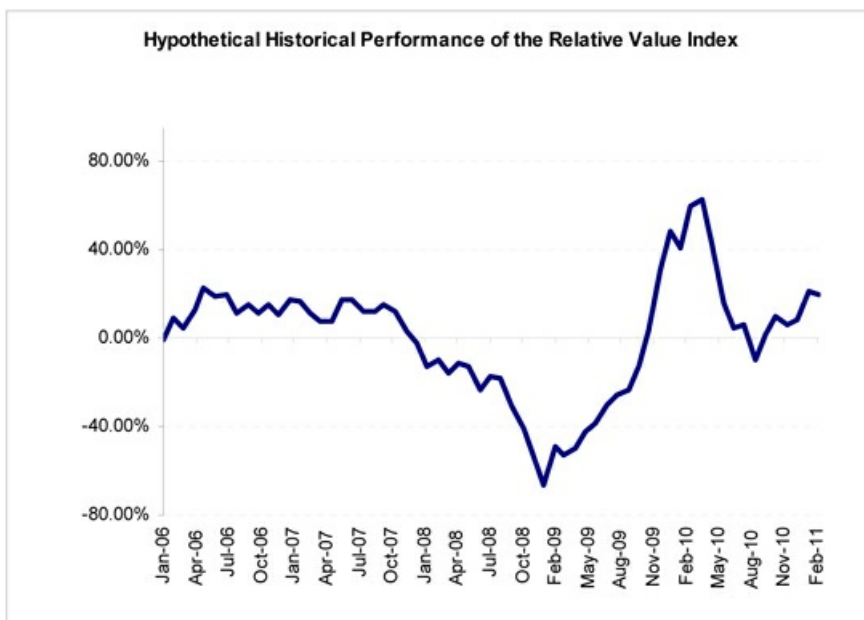
The Initial Short Price is 92.40. The Final Short Price will equal the Closing Market Price of the Short Component on the applicable Observation Date.

The Price Multiplier for each of the Long Component and the Short Component was set to 1 on the pricing date, and is subject to adjustment for certain corporate events relating to each component. See the section entitled “Description of the Notes—Anti-Dilution and Discontinuance Adjustments for Exchange Traded Fund Linked Notes” beginning on page S-33 of product supplement STR-2.

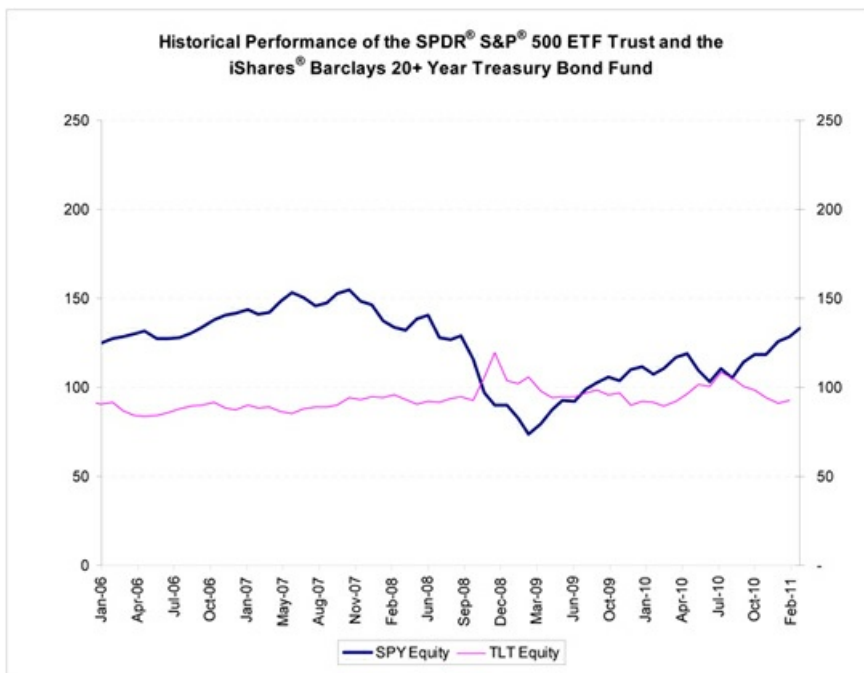
The Relative Value Index is a calculation of the performance of the Long Component as compared to the Short Component on each Observation Date. The level of the Relative Value Index will only be determined by the calculation agent on each Observation Date, and will not be published at any time during the term of the notes.



The following graph sets forth the hypothetical historical month-end levels of the Relative Value Return from January 2006 through February 2011, based on historical month-end Closing Market Prices of the Long Component and historical month-end Closing Market Prices of the Short Component. Each data point within the graph represents the hypothetical Relative Value Return assuming the notes were priced 12 months earlier (a term similar to that of the notes). The hypothetical Relative Value Return is a percentage that is equal to the percentage change from the Starting Value of 100.00 to the hypothetical Ending Value, calculated as described in this term sheet. This hypothetical historical data is not necessarily indicative of the future Relative Value Return or what the value of the notes may be. The hypothetical historical level of the Relative Value Return is not indicative of the return you will receive. Any hypothetical historical upward or downward trend in the Relative Value Return during any period set forth below is not an indication that the Relative Value Return is more or less likely to increase or decrease at any time over the term of the notes.



The following graph compares the historical month-end Closing Market Prices of the Long Component and the historical month-end Closing Market Prices of the Short Component from January 2006 through February 2011. This historical data is not necessarily indicative of the future performance of either the Long Component or the Short Component or what the value of the notes may be. Any historical upward or downward trend in the level of the Long Component or the level of the Short Component during any period set forth below is not an indication that the level of the components of the Relative Value Index are more or less likely to increase or decrease at any time over the term of the notes, so that the notes will be called on an Observation Date. On the pricing date, the Closing Market Price of the SPDR[®] S&P[®] 500 ETF Trust was 130.90 and the Closing Market Price of the iShares[®] Barclays 20+ Year Treasury Bond Fund was 92.40.



Before investing in the notes, you should consult publicly available sources for the prices, levels and trading patterns of the Long Component and the Short Component. The generally unsettled international environment and related uncertainties, including the risk of terrorism, may result in the components of the Relative Value Index and the financial markets generally exhibiting greater volatility than in earlier periods.

The SPDR[®] S&P[®] 500 ETF Trust/iShares[®] Barclays 20+ Year Treasury Bond Fund Long-Short Index

The Long Component is the SPDR[®] S&P[®] 500 ETF Trust. The Short Component is the iShares[®] Barclays 20+ Year Treasury Bond Fund. We have derived the following information from publicly available documents published by Standard & Poor's Depository Receipts ("SPDR") and iShares, Inc., a registered investment company. We make no representation or warranty as to the accuracy or completeness of the following information. We are not affiliated with SPDR or iShares, Inc., and SPDR and iShares, Inc. will not have any obligations with respect to the notes. This term sheet relates only to the notes and does not relate to the shares or units of the Long Component or Short Component, or securities included in the Long Component or Short Component. Neither we nor MLPF&S has or will participate in the preparation of the publicly available documents described below. Neither we nor MLPF&S has made any due diligence inquiry with respect to the Long Component or Short Component in connection with the offering of the notes. There can be no assurance that all events occurring prior to the date of this term sheet, including events that would affect the accuracy or completeness of the publicly available documents described below, that would affect the trading price of the shares or units of the Long Component or Short Component have been or will be publicly disclosed. Subsequent disclosure of any events or the disclosure of or failure to disclose material future events concerning the Long Component or Short Component could affect the value of its shares on each Observation Date and therefore could affect your return on the notes.

The Long Component

SPDR[®] S&P[®] 500 ETF Trust is a unit investment trust that issues securities called "trust units" or "units." SPDR[®] S&P[®] 500 ETF Trust is organized under New York law and is governed by an amended and restated trust agreement between State Street Bank and Trust Company (the "Trustee") and PDR Services LLC (the "Sponsor"), dated as of January 1, 2004 and effective as of January 27, 2004, as amended (the "Trust Agreement"). SPDR[®] S&P[®] 500 ETF Trust is an investment company registered under the Investment Company Act of 1940, as amended. SPDR[®] S&P[®] 500 ETF Trust commenced operations on January 22, 1993.

A trust unit represents an undivided ownership interest in a portfolio consisting of all of the common stocks of the S&P 500[®] Index. The SPDR[®] S&P[®] 500 ETF Trust intends to provide investment results that, before expenses, generally correspond to the price and yield performance of the S&P 500[®] Index. The expenses of the SPDR[®] S&P[®] 500 ETF Trust are accrued daily and reflected in the net asset value of the SPDR[®] S&P[®] 500 ETF Trust. After reflecting waivers (including earnings credits as a result of uninvested cash balances of the SPDR[®] S&P[®] 500 ETF Trust), the SPDR[®] S&P[®] 500 ETF Trust currently is accruing ordinary operating expenses at an annual rate of 0.0945%.

Information provided to or filed with the SEC by the SPDR[®] S&P[®] 500 ETF Trust under the Investment Company Act of 1940, as amended, can be located at the SEC's facilities or through the SEC's website at www.sec.gov by reference to SEC CIK number 884394. We make no representation or warranty as to the accuracy or completeness of the information or reports.

The units of the SPDR[®] S&P[®] 500 ETF Trust trade on the NYSE Arca under the symbol "SPY."

S&P 500[®] Index

The S&P 500[®] Index is intended to provide an indication of the pattern of common stock price movement. The calculation of the level of the S&P 500[®] 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 February 28, 2011, 401 companies included in the S&P 500[®] Index traded on the New York Stock Exchange, and 99 companies included in the S&P 500[®] Index traded on The NASDAQ Stock Market. On February 28, 2011, the average market capitalization of the companies included in the S&P 500[®] Index was \$24.16 billion. As of that date, the largest component of the S&P 500[®] Index had a market capitalization of \$431.29 billion, and the smallest component of the S&P 500[®] Index had a market capitalization of \$1.68 billion.

S&P chooses companies for inclusion in the S&P 500[®] 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 S&P 500[®] Index, with the approximate percentage of the market capitalization of the S&P 500[®] Index included in each group as of February 28, 2011 indicated in parentheses: Consumer Discretionary (10.55%); Consumer Staples (10.12%); Energy (13.13%); Financials (16.04%); Health Care (10.66%); Industrials (11.10%); Information Technology (18.70%); Materials (3.62%); Telecommunication Services (2.98%); and Utilities (3.18%). S&P from time to time, in its sole discretion, may add companies to, or delete companies from, the S&P 500[®] Index to achieve the objectives stated above.

S&P calculates the S&P 500[®] Index by reference to the prices of the constituent stocks of the S&P 500[®] Index without taking account of the value of dividends paid on those stocks. As a result, the return on the notes will not reflect the return you would realize if you actually owned the S&P 500[®] Index constituent stocks and received the dividends paid on those stocks.

Computation of the S&P 500[®] Index

While S&P currently employs the following methodology to calculate the S&P 500[®] Index, no assurance can be given that S&P will not modify or change this methodology in a manner that may affect the payment on the notes.

Historically, the market value of any component stock of the S&P 500[®] 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 S&P 500[®] Index halfway from a market capitalization weighted formula to a float-adjusted formula, before moving the S&P 500[®] Index to full float adjustment on September 16, 2005. S&P's criteria for selecting stocks for the S&P 500[®] Index did not change with the shift to float adjustment. However, the adjustment affects each company's weight in the S&P 500[®] Index.

Under float adjustment, the share counts used in calculating the S&P 500[®] 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 S&P 500[®] 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 S&P 500[®] Index is then calculated by multiplying, for each stock in the S&P 500[®] 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 S&P 500[®] Index is calculated using a base-weighted aggregate methodology. The level of the S&P 500[®] 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 S&P 500[®] 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 S&P 500[®] Index, it serves as a link to the original base period level of the S&P 500[®] Index. The index divisor keeps the S&P 500[®] Index comparable over time and is the manipulation point for all adjustments to the S&P 500[®] Index, which is index maintenance.

S&P 500[®] Index Maintenance

S&P 500[®] 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 S&P 500[®] Index, and do not require index divisor adjustments.

To prevent the level of the S&P 500[®] Index from changing due to corporate actions, corporate actions which affect the total market value of the S&P 500[®] Index require an index divisor adjustment. By adjusting the index divisor for the change in market value, the level of the S&P 500[®] Index remains constant and does not reflect the corporate actions of individual companies in the S&P 500[®] Index. Index divisor adjustments are made after the close of trading and after the calculation of the S&P 500[®] Index closing level.

Changes in a company's shares outstanding of 5.00% 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 5.00% 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 5.00% due to a company's acquisition of another company in the S&P 500[®] Index are made as soon as reasonably possible. All other changes of less than 5.00% 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.

"Standard & Poor's[®]," "S&P[®]," "S&P 500[®]," "Standard & Poor's 500TM," "SPDR[®]," and "SPDRs[®]" are trademarks of S&P. The notes are not sponsored, endorsed, sold or promoted by S&P, and S&P makes no representation regarding the advisability of investing in the notes.

**Historical Data of the Long Component**

The following table sets forth the high and low closing prices of the units of the SPDR® S&P® 500 ETF Trust for each calendar quarter since the first quarter in 2006. The closing prices listed below were obtained from publicly available information at Bloomberg Financial Markets, rounded to two decimal places. The historical closing prices of units of the SPDR® S&P® 500 ETF Trust should not be taken as an indication of future performance, and we cannot assure you that the price per unit of the SPDR® S&P® 500 ETF Trust will perform better than the Short Component. On the pricing date, the closing price of the SPDR® S&P® 500 ETF Trust was 130.90.

| | | High | Low |
|------|--|--------|--------|
| 2006 | First Quarter | 131.03 | 125.48 |
| | Second Quarter | 132.62 | 122.55 |
| | Third Quarter | 133.74 | 123.34 |
| | Fourth Quarter | 143.12 | 133.08 |
| 2007 | First Quarter | 146.04 | 137.35 |
| | Second Quarter | 154.10 | 142.16 |
| | Third Quarter | 155.07 | 141.04 |
| | Fourth Quarter | 156.48 | 140.95 |
| 2008 | First Quarter | 144.93 | 128.00 |
| | Second Quarter | 143.05 | 127.53 |
| | Third Quarter | 130.71 | 111.38 |
| | Fourth Quarter | 116.06 | 75.45 |
| 2009 | First Quarter | 93.47 | 68.11 |
| | Second Quarter | 95.08 | 81.06 |
| | Third Quarter | 107.32 | 87.96 |
| | Fourth Quarter | 112.72 | 102.49 |
| 2010 | First Quarter | 117.41 | 105.89 |
| | Second Quarter | 121.81 | 103.22 |
| | Third Quarter | 114.82 | 102.20 |
| | Fourth Quarter | 125.92 | 113.75 |
| 2011 | First Quarter (through the pricing date) | 134.53 | 126.18 |

The Short Component

The iShares[®] Barclays 20+ Year Treasury Bond Fund seeks results that correspond generally to the price and yield performance, before fees and expenses, of the long-term sector of the United States Treasury market as defined by the Barclays Capital U.S. 20+ Year Treasury Bond Index. The Barclays Capital U.S. 20+ Year Treasury Bond Index is a market capitalization index, which includes all publicly issued, U.S. Treasury securities that have a remaining maturity greater than 20 years, are non-convertible, are denominated in U.S. dollars, are rated investment grade (Baa3 or better) by Moody's Investors Service, are fixed rate, and have more than \$150 million par outstanding. Excluded from the Barclays Capital U.S. 20+ Year Treasury Bond Index are certain special issues, such as flower bonds, targeted investor notes, and state and local government series bonds, and coupon issues that have been stripped from assets already included.

Information provided to or filed with the SEC by iShares, Inc. under the Investment Company Act of 1940, as amended, can be located at the SEC's facilities or through the SEC's website at www.sec.gov by reference to SEC CIK number 930667. We make no representation or warranty as to the accuracy or completeness of the information or reports.

The iShares[®] Barclays 20+ Year Treasury Bond Fund has an expense ratio of approximately 0.15% per year and trades on the NYSE Arca under the symbol "TLT."

Historical Data of the Short Component

The following table sets forth the high and low closing prices of the shares of the iShares[®] Barclays 20+ Year Treasury Bond Fund for each calendar quarter since the first quarter in 2006. The closing prices listed below were obtained from publicly available information at Bloomberg Financial Markets, rounded to two decimal places. The historical closing prices of shares of the iShares[®] Barclays 20+ Year Treasury Bond Fund should not be taken as an indication of future performance, and we cannot assure you that the price per share of the iShares[®] Barclays 20+ Year Treasury Bond Fund will perform worse than the Long Component. On the pricing date, the closing price of the iShares[®] Barclays 20+ Year Treasury Bond Fund was 92.40.

| | | High | Low |
|------|--|--------|--------|
| 2006 | First Quarter | 92.44 | 86.87 |
| | Second Quarter | 86.60 | 82.65 |
| | Third Quarter | 90.31 | 83.24 |
| | Fourth Quarter | 91.58 | 87.16 |
| 2007 | First Quarter | 90.56 | 86.72 |
| | Second Quarter | 88.84 | 82.35 |
| | Third Quarter | 91.00 | 83.48 |
| | Fourth Quarter | 95.58 | 87.63 |
| 2008 | First Quarter | 97.18 | 90.95 |
| | Second Quarter | 95.67 | 88.87 |
| | Third Quarter | 98.49 | 90.14 |
| | Fourth Quarter | 122.26 | 92.71 |
| 2009 | First Quarter | 116.35 | 100.56 |
| | Second Quarter | 106.37 | 88.19 |
| | Third Quarter | 98.84 | 90.40 |
| | Fourth Quarter | 99.70 | 89.46 |
| 2010 | First Quarter | 92.31 | 88.61 |
| | Second Quarter | 101.75 | 87.47 |
| | Third Quarter | 108.56 | 98.33 |
| | Fourth Quarter | 105.56 | 90.94 |
| 2011 | First Quarter (through the pricing date) | 93.93 | 88.19 |

License Agreement

BlackRock Institutional Trust Company, N.A. and MLPF&S have entered into a non-exclusive license agreement under which BlackRock has licensed to MLPF&S and certain of its affiliates the right to use the iShares[®] mark in connection with the Short Component. The license agreement provides that the following language must be set forth in this term sheet:

iShares[®] is a registered mark of BlackRock Institutional Trust Company, N.A. ("BTC"). BTC has licensed certain trademarks and trade names of BlackRock to MLPF&S. The notes are not sponsored, endorsed, sold, or promoted by BTC or any of its affiliates (collectively "BlackRock"). BlackRock makes no representations or warranties to the owners of the notes or any member of the public regarding the advisability of investing in the notes. BlackRock has no obligation or liability in connection with the operation, marketing, trading or sale of the notes.

Summary Tax Consequences

You should consider the U.S. federal income tax consequences of an investment in the notes, 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 notes for all tax purposes as a callable single financial contract linked to the Relative Value Index that requires you to pay us at inception an amount equal to the purchase price of the notes and that entitles you to receive at maturity or upon earlier redemption an amount in cash linked to the value of the Relative Value Index.
- Under this characterization and tax treatment of the notes, subject to the discussion below concerning the potential application of the "constructive ownership" rules under Section 1260 of the Internal Revenue Code of 1986, as amended (the "Code"), upon receipt of a cash payment at maturity or upon a sale, exchange, or redemption of the notes prior to maturity, you generally will recognize capital gain or loss. This capital gain or loss generally will be long-term capital gain or loss if you hold the notes for more than one year and otherwise will be short-term capital gain or loss. Accordingly, if the notes are called on the first or second Observation Date, your capital gain or loss generally will be 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 notes. 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 STR-2, which you should carefully review prior to investing in the notes.

General. Although there is no statutory, judicial, or administrative authority directly addressing the characterization of the notes, we intend to treat the notes for all tax purposes as a callable single financial contract linked to the Relative Value Index that requires you to pay us at inception an amount equal to the purchase price of the notes and that entitles you to receive at maturity or upon earlier redemption an amount in cash linked to the value of the Relative Value Index. Under the terms of the notes, we and every investor in the notes agree, in the absence of an administrative determination or judicial ruling to the contrary, to treat the notes as described in the preceding sentence. This discussion assumes that the notes constitute a callable single financial contract linked to the Relative Value Index for U.S. federal income tax purposes. If the notes did not constitute a callable single financial contract, the tax consequences described below would be materially different.

This characterization of the notes is not binding on the Internal Revenue Service ("IRS") or the courts. No statutory, judicial, or administrative authority directly addresses the characterization of the notes 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 notes 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 STR-2. 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 notes, including possible alternative characterizations. The discussion in this section and in the section entitled "U.S. Federal Income Tax Summary" in product supplement STR-2 assume that there is a significant possibility of a significant loss of principal on an investment in the notes.

Settlement at Maturity or Sale, Exchange, or Redemption Prior to Maturity. Assuming that the notes are properly characterized and treated as callable single financial contracts linked to the Relative Value Index for U.S. federal income tax purposes, subject to the discussion below concerning the potential application of the "constructive ownership" rules under Section 1260 of the Code, upon receipt of a cash payment at maturity or upon a sale, exchange, or redemption of the notes prior to maturity, a U.S. Holder (as defined on page S-44 of product supplement STR-2) generally will recognize capital gain or loss equal to the difference between the amount realized and the U.S. Holder's basis in the notes. This capital gain or loss generally will be long-term capital gain or loss if the U.S. Holder holds the notes for more than one year and otherwise will be short-term capital gain or loss. Accordingly, if the notes are called on the first or second Observation Date, a U.S. Holder's capital gain or loss generally will be short-term capital gain or loss. The deductibility of capital losses is subject to limitations.

Possible Application of Section 1260 of the Code. Because the Relative Value Index includes the type of financial assets described under Section 1260 of the Code, while the matter is not entirely clear, there may exist a risk that an investment in the notes will be treated as a "constructive ownership transaction" to which Section 1260 of the Code applies. If Section 1260 of the Code applies, all or a portion of any long-term capital gain recognized by a U.S. Holder in respect of the notes will be recharacterized as ordinary income (the "Excess Gain"). In addition, an interest charge will also apply to any deemed underpayment of tax in respect of any Excess Gain to the extent such gain would have resulted in gross income inclusion for the U.S. Holder in taxable years prior to the taxable year of sale, exchange, redemption, or settlement (assuming such income accrued at a constant rate equal to the applicable federal rate as of the date of sale, exchange, redemption, or settlement). U.S. Holders should consult their tax advisor regarding the potential application of Section 1260 of the Code to an investment in the notes.

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 notes. We cannot predict the likelihood of any such legislation or guidance being adopted, or the ultimate impact on the notes. 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 notes. According to the Notice, the IRS and Treasury are considering whether a holder of an instrument such as the notes 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 notes, 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 the Code 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 notes 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 notes, 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 STR-2.

Additional Terms

You should read this term sheet, together with the documents listed below, which together contain the terms of the notes 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" and "Additional Risk Factor" in the sections indicated on the cover of this term sheet. The notes 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 notes.

You may access the following documents on the SEC Website at 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 STR-2 dated April 21, 2009:
<http://www.sec.gov/Archives/edgar/data/70858/000095014409003417/q18702p5e424b5.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/q18667b5e424b5.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. 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.

Market-Linked Investments Classification

Market-Linked Investments come in four basic categories, each designed to meet a different set of investor risk profiles, time horizons, income requirements, and market views (bullish, bearish, moderate outlook, etc.). *The following descriptions of these categories are meant solely for informational purposes and are not intended to represent any particular Market-Linked Investment or guarantee performance. Certain Market-Linked Investments may have overlapping characteristics.*

Market Downside Protection

Market Downside Protection Market-Linked Investments combine some of the capital preservation features of traditional bonds with the growth potential of equities and other asset classes. They offer full or partial market downside protection at maturity, while offering market exposure that may provide better returns than comparable fixed-income securities. It is important to note that the market downside protection feature provides investors with protection only at maturity, subject to issuer credit risk. In addition, in exchange for full or partial protection, you forfeit dividends and full exposure to the linked asset's upside. In some circumstances, this could result in a lower return than with a direct investment in the asset.

Enhanced Income

These short- to medium-term market-linked notes offer you a way to enhance your income stream, either through variable or fixed-interest coupons, an added payout at maturity based on the performance of the linked asset, or both. In exchange for receiving current income, you will generally forfeit upside potential on the linked asset. Even so, the prospect of higher interest payments and/or an additional payout may equate to a higher return potential than you may be able to find through other fixed-income securities. Enhanced Income Market-Linked Investments generally do not include market downside protection. The degree to which your principal is repaid at maturity is generally determined by the performance of the linked asset. Although enhanced income streams may help offset potential declines in the asset, you can still lose part or all of your original investment.

Market Access

Market Access notes may offer exposure to certain market sectors, asset classes, and/or strategies that may not even be available through the other three categories of Market-Linked Investments. Subject to certain fees, the returns on Market Access Market-Linked Investments will generally correspond on a one-to-one basis with any increases or decreases in the value of the linked asset, similar to a direct investment. In some instances, they may also provide interim coupon payments. These investments do not include the market downside protection feature and, therefore, your principal remains at risk.

Enhanced Return

These short- to medium-term investments offer you a way to enhance exposure to a particular market view without taking on a similarly enhanced level of market downside risk. They can be especially effective in a flat to moderately positive market (or, in the case of bearish investments, a flat to moderately negative market). In exchange for the potential to receive better-than market returns on the linked asset, you must generally accept a degree of market downside risk and capped upside potential. As these investments are not market downside protected, and do not assure full repayment of principal at maturity, you need to be prepared for the possibility that you may lose all or part of your investment.

"Strategic Accelerated Redemption Securities®" is our registered service mark.