

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⁾
Currency-Linked Step Up Notes Linked to a Basket of European Currencies, due June 3, 2014	671,517	\$10.00	\$6,715,170	\$779.63

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

671,517 Units
 Currency-Linked Step Up Notes
 Linked to a Basket of European Currencies,
 due June 3, 2014
 \$10 principal amount per unit
 Term Sheet No. 641

Pricing Date
 Settlement Date
 Maturity Date
 CUSIP No.

May 26, 2011
 June 3, 2011
 June 3, 2014
 06050R627

Currency-Linked Step Up Notes

- Linked to a Basket of European Currencies (the "Exchange Rate Measure"), which represents a long position in the Norwegian krone, the Swedish krona, the British pound and the euro relative to the U.S. dollar
- Step Up Payment of \$1.025 per unit at maturity if the value of the Exchange Rate Measure is unchanged or increases, but does not increase above the Step Up Value of 110.25% of the Starting Value
- 100% participation in any increase in the value of the Exchange Rate Measure if it increases above the Step Up Value
- 90% principal protected at maturity against decreases in the value of the Exchange Rate Measure
- A maturity of three years
- Repayment of principal at maturity is 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

 Market Downside Protection

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" beginning on page TS-5 of this term sheet and "Risk Factors" beginning on page S-9 of product supplement STEP UP-2. The notes:**

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
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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 ⁽¹⁾	\$10.00	\$6,715,170.00
Underwriting discount ⁽¹⁾	\$0.20	\$134,303.40
Proceeds, before expenses, to Bank of America Corporation	\$9.80	\$6,580,866.60

⁽¹⁾ The public offering price and underwriting discount for any purchase of 500,000 units or more in a single transaction by an individual investor will be \$9.95 per unit and \$0.15 per unit, respectively.

Merrill Lynch & Co.

May 26, 2011



Summary

The Currency-Linked Step Up Notes Linked to a Basket of European Currencies, due June 3, 2014 (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 Exchange Rate Measure to which the notes are linked is a "Basket of European Currencies" (the "Exchange Rate Measure"), which tracks the value of an equally weighted investment in the Norwegian krone, the Swedish krona, the British pound, and the euro (each, an "underlying currency"), based on the exchange rate for each underlying currency relative to the U.S. dollar. As described in more detail below, the notes provide investors with a Step Up Payment if the value of the Exchange Rate Measure is unchanged or increases from the Starting Value, which was set to 100 on the pricing date, to the Ending Value, as determined on a calculation day shortly before the maturity date, but does not increase above the Step Up Value. If the value of the Exchange Rate Measure increases (that is, the underlying currencies strengthen relative to the U.S. dollar) over the term of the notes from the Starting Value to an Ending Value that is above the Step Up Value, investors will participate on a 1-for-1 basis in the increase above the Starting Value. Investors should be of the view that the value of the Exchange Rate Measure will increase. Investors must be willing to forgo interest payments on the notes and be willing to accept a repayment at maturity that is up to 10% less than the Original Offering Price.

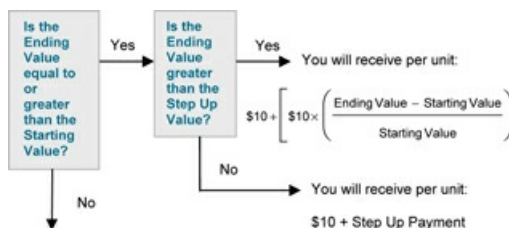
Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement STEP UP-2. Unless otherwise indicated or unless the context requires otherwise, all references in this document to "we," "us," "our," or similar references are to BAC.

Terms of the Notes

Issuer:	Bank of America Corporation ("BAC")
Original Offering Price:	\$10.00 per unit
Term:	Three years
Exchange Rate Measure:	A Basket of European Currencies, which tracks the value of an equally weighted investment in the Norwegian krone, the Swedish krona, the British pound, and the euro based on the exchange rate for each underlying currency relative to the U.S. dollar.
Initial Exchange Rates:	5.52330 for the Norwegian krone; 6.31990 for the Swedish krona; 1.63475 for the British pound; and 1.40995 for the Euro.
Starting Value:	100
Ending Value:	The value of the Exchange Rate Measure on the calculation day, calculated based upon the exchange rate of each underlying currency on that day, as described beginning on page TS-7 under "The Basket of European Currencies." If it is determined that the scheduled calculation day is not a business day, or if the exchange rate for any underlying currency is not quoted on the scheduled calculation day, the Ending Value will be determined as more fully described beginning on page TS-7 below.
Calculation Day:	May 27, 2014
Step Up Payment:	\$1.025, which is 10.25% over the Original Offering Price.
Step Up Value:	110.25 (representing 110.25% of the Starting Value).
Minimum Redemption Amount:	\$9.00 per unit
Calculation Agent:	Merrill Lynch Capital Services, Inc., a subsidiary of BAC

Determining the Redemption Amount for the Notes

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



You will receive per unit the greater of:

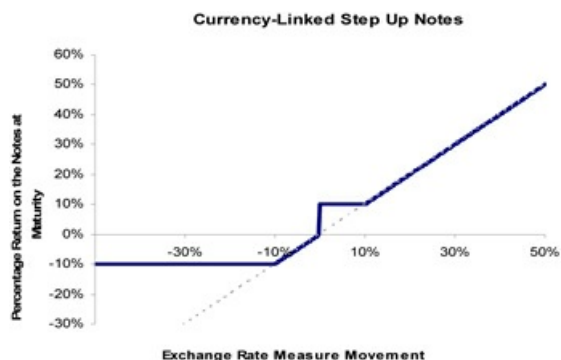
The Minimum Redemption Amount of \$9.00

and

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

(The Redemption Amount cannot be less than the Minimum Redemption Amount of \$9.00 per unit.)

Hypothetical Payout Profile



This graph reflects the **hypothetical** returns on the notes at maturity, based on the Step Up Payment of \$1.025, the Step Up Value of 110.25, and the Minimum Redemption Amount of \$9.00. The blue line reflects the **hypothetical** returns on the notes, while the dotted gray line reflects the **hypothetical** returns of a direct investment in the Exchange Rate Measure.

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 four examples of Redemption Amount calculations (rounded to three decimal places) payable at maturity, based upon the Minimum Redemption Amount of \$9.000 (per unit), the Starting Value of 100.00, the Step Up Payment of \$1.025, and the Step Up Value of 110.25.

Example 1 — The **hypothetical** Ending Value is equal to 50.00:

$$\text{Hypothetical Redemption Amount (per unit)} = \text{the greater of (a) } = \$10 + \left[\$10 \times \left(\frac{50.00 - 100.00}{100.00} \right) \right] = \$5.000 \text{ and (b) } \$9.000$$

Hypothetical Redemption Amount (per unit) = \$9.000 (*The Redemption Amount cannot be less than the Minimum Redemption Amount.*)

Example 2 — The **hypothetical** Ending Value is equal to 97.00:

$$\text{Hypothetical Redemption Amount (per unit)} = \$10 + \left[\$10 \times \left(\frac{97.00 - 100.00}{100.00} \right) \right] = \$9.700$$

Example 3 — The **hypothetical** Ending Value is equal to 102.00:

Hypothetical Redemption Amount (per unit) = \$10.000 + \$1.025 = 11.025

In this case, because the **hypothetical** Ending Value is greater than the Starting Value but less than or equal to the Step Up Value, the **hypothetical** Redemption Amount (per unit) will equal \$11.025, which is the sum of the Original Offering Price of \$10.000 and the Step Up Payment of \$1.025.

Example 4 — The **hypothetical** Ending Value is equal to 130.00:

$$\text{Hypothetical Redemption Amount (per unit)} = \$10 + \left[\$10 \times \left(\frac{130.00 - 100.00}{100.00} \right) \right] = \$13.000$$

In this case, because the **hypothetical** Ending Value is greater than the Step Up Value, the **hypothetical** Redemption Amount (per unit) will equal \$13.000.

The following table illustrates, for the Starting Value of 100 and a range of **hypothetical** Ending Values of the Exchange Rate Measure:

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

The table below is based on the Step Up Payment of \$1.025, the Step Up Value of 110.25, and the Minimum Redemption Amount of \$9.000 per unit.

<u>Hypothetical Ending Value</u>	<u>Percentage Change from the Starting Value to the Hypothetical Ending Value</u>	<u>Hypothetical Redemption Amount per Unit</u>	<u>Hypothetical Total Rate of Return on the Notes</u>
50.00	-50.00%	\$9.000	-10.00%
60.00	-40.00%	\$9.000	-10.00%
70.00	-30.00%	\$9.000	-10.00%
80.00	-20.00%	\$9.000	-10.00%
90.00	-10.00%	\$9.000 ⁽¹⁾	-10.00%
95.00	-5.00%	\$9.500	-5.00%
97.00	-3.00%	\$9.700	-3.00%
99.00	-1.00%	\$9.900	-1.00%
100.00 ⁽²⁾	0.00%	\$11.025 ⁽³⁾	10.25%
101.00	1.00%	\$11.025	10.25%
102.00	2.00%	\$11.025	10.25%
103.00	3.00%	\$11.025	10.25%
105.00	5.00%	\$11.025	10.25%
110.00	10.00%	\$11.025	10.25%
110.25 ⁽⁴⁾	10.25%	\$11.025	10.25%
115.00	15.00%	\$11.500	15.00%
120.00	20.00%	\$12.000	20.00%
130.00	30.00%	\$13.000	30.00%
140.00	40.00%	\$14.000	40.00%
150.00	50.00%	\$15.000	50.00%

(1) The Redemption Amount will not be less than the Minimum Redemption Amount of \$9.000 per unit of the notes.

(2) This is the Starting Value.

(3) This amount represents the sum of the Original Offering Price and the Step Up Payment.

(4) This is the Step Up Value.

The above figures are for purposes of illustration only. The actual Redemption Amount 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 notes and a conventional debt security. An investment in the notes involves significant risks, including those listed below. You should carefully review the more detailed explanation of risks relating to the notes in the "Risk Factors" sections beginning on page S-9 of product supplement STEP UP-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.

- 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.
- Changes in the exchange rates of the underlying currencies may offset each other.
- You must rely on your own evaluation of the merits of an investment linked to the Exchange Rate Measure.
- 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.
- 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.
- The Redemption Amount will not be affected by all developments relating to the Exchange Rate Measure.
- 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.
- Purchases and sales by us and our affiliates of the underlying currencies may affect your return.
- Our trading and hedging activities may create conflicts of interest with you.
- Our hedging activities may affect your return at maturity and the market value of the notes.
- There may be potential conflicts of interest involving the calculation agent. We have the right to appoint and remove the calculation agent.
- The return on the notes depends on the exchange rates of the underlying currencies, which are affected by many complex factors outside of our control.
- The exchange rates could be affected by the actions of the governments of Norway, Sweden, Great Britain, the European Union, and the United States.
- Even though currencies trade around-the-clock, the notes will not trade around-the-clock, and the prevailing market prices for the notes may not reflect the current exchange rates.
- Suspensions or disruptions of market trading in the underlying currencies and the U.S. dollar may adversely affect the value of the notes.
- The notes are payable only in U.S. dollars and you will have no right to receive any payments in any underlying currency.
- 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-23 of product supplement STEP UP-2.

Investor Considerations

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

- You anticipate that the Ending Value will be greater than the Starting Value. In other words, you anticipate that the underlying currencies will strengthen relative to the U.S. dollar over the term of the notes.
- You accept that you will lose up to 10% of your original investment amount if the Ending Value is less than the Starting Value.
- 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 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 payments on which depend on our creditworthiness, as the issuer of the notes.

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

- You anticipate that the Ending Value will be less than the Starting Value. In other words, you anticipate that the underlying currencies will weaken relative to the U.S. dollar over the term of the notes.
- You seek 100% principal protection or preservation of capital.
- You seek interest payments or other current income on your investment.
- 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 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; Conflicts of Interest

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 Basket of European Currencies

The notes are designed to allow investors to participate in the movements of the Exchange Rate Measure over the term of the notes. The Exchange Rate Measure is designed to track the value of an equally weighted investment in the Norwegian krone, the Swedish krona, the British pound, and the euro based on the exchange rate of each underlying currency relative to the U.S. dollar. The notes provide upside participation at maturity if the value of the Exchange Rate Measure increases (that is, the underlying currencies strengthen relative to the U.S. dollar) over the term of the notes.

The exchange rate for each of the Norwegian krone and the Swedish krona is expressed as the number of units of the applicable underlying currency for which one U.S. dollar can be exchanged. Accordingly, an increase in the applicable exchange rate for those currencies means that the value of the relevant underlying currency has weakened against the U.S. dollar, and a decrease in the applicable exchange rate means that the value of the relevant underlying currency has strengthened against the U.S. dollar. In contrast, the exchange rate for the British pound and the euro is expressed as the number of U.S. dollars which can be purchased for one unit of the applicable currency. Accordingly, an increase in the applicable exchange rate for those currencies means that the value of the relevant underlying currency has strengthened against the U.S. dollar, and a decrease in the applicable exchange rate means that the value of the relevant underlying currency has weakened against the U.S. dollar.

If investing in the notes, investors should be of the view that the value of the Exchange Rate Measure will increase over the term of the notes (that is, the underlying currencies will strengthen relative to the U.S. dollar from the Initial Exchange Rate, determined on the pricing date, to the Final Exchange Rate, determined on a calculation day shortly before the maturity date).

For each underlying currency, the Initial Exchange Rate (which was rounded to five decimal places) and the Final Exchange Rate (which will be rounded to four decimal places) will be determined as follows:

- Norwegian krone: the number of Norwegian krone for which one U.S. dollar can be exchanged, the conventional market quotation, as reported by Reuters on page WMRSPOT06 under "MID", or any substitute page thereto, at approximately 4:00 p.m. in London.
- Swedish krona: the number of Swedish krona for which one U.S. dollar can be exchanged, the conventional market quotation, as reported by Reuters on page WMRSPOT07 under "MID", or any substitute page thereto, at approximately 4:00 p.m. in London.
- British pound: the number of U.S. dollars for which one British pound can be exchanged, the conventional market quotation, as reported by Reuters on page WMRSPOT25 under "MID", or any substitute page thereto, at approximately 4:00 p.m. in London.
- Euro: the number of U.S. dollars for which one euro can be exchanged, the conventional market quotation, as reported by Reuters on page WMRSPOT05 under "MID", or any substitute page thereto, at approximately 4:00 p.m. in London.

If the calculation agent determines that the scheduled calculation day is not a business day by reason of an extraordinary event, occurrence, declaration, or otherwise, or if an exchange rate for an underlying currency is not so quoted on the applicable page indicated above on the scheduled calculation day (each a "Non-Publication Event"), then the calculation agent will determine the Final Exchange Rate for that underlying currency on the next applicable business day on which the exchange rate is so quoted. However, in no event will the determination of the Final Exchange Rate for any underlying currency be postponed to a date (the "final determination date") that is later than the close of business in New York, New York on the second scheduled business day prior to the maturity date.

If, following a Non-Publication Event and postponement as described above, the Final Exchange Rate for any underlying currency remains not quoted on the final determination date, the Final Exchange Rate for that currency will nevertheless be determined on the final determination date. The calculation agent, in its sole discretion, will determine the Final Exchange Rate for that underlying currency, the applicable Weighted Return and the Ending Value of the Exchange Rate Measure, in a manner which the calculation agent considers commercially reasonable under the circumstances. In making its determination, the calculation agent may take into account spot quotations for the applicable underlying currency and any other information that it deems relevant.

The Final Exchange Rate for each underlying currency that is not subject to a Non-Publication Event will be determined on the scheduled calculation day.

The Starting Value was set to 100 on the pricing date.

The Ending Value will equal the value of the Exchange Rate Measure on the calculation day.

The value of the Exchange Rate Measure on the calculation day will equal: $100 + 100 \times$ (the sum of the Weighted Return for each exchange rate), rounded to two decimal places.



The Weighted Return for each exchange rate will be determined by the calculation agent as follows:

- Norwegian krone: Exchange Rate Weighting × $\left(\frac{\text{Initial Exchange Rate} - \text{Final Exchange Rate}}{\text{Final Exchange Rate}} \right)$
- Swedish krona: Exchange Rate Weighting × $\left(\frac{\text{Initial Exchange Rate} - \text{Final Exchange Rate}}{\text{Final Exchange Rate}} \right)$
- British pound: Exchange Rate Weighting × $\left(\frac{\text{Final Exchange Rate} - \text{Initial Exchange Rate}}{\text{Initial Exchange Rate}} \right)$
- Euro: Exchange Rate Weighting × $\left(\frac{\text{Final Exchange Rate} - \text{Initial Exchange Rate}}{\text{Initial Exchange Rate}} \right)$

The formulas above will result in the Weighted Return for an exchange rate being positive when the underlying currency strengthens relative to the U.S. dollar and being negative when that underlying currency weakens relative to the U.S. dollar. Assuming the Final Exchange Rate for the other underlying currencies remain the same, any strengthening of an underlying currency relative to the U.S. dollar will result in an increase in the Ending Value while any weakening of an underlying currency relative to the U.S. dollar will result in a decrease in the Ending Value.

The "Exchange Rate Weighting" with respect to each exchange rate equals 25%, reflecting an equal weighting for each underlying currency in the Exchange Rate Measure.

The "Initial Exchange Rate" for each underlying currency was determined on the pricing date.

The "Final Exchange Rate" for each underlying currency will be determined on the calculation day, subject to postponement as described above.

Hypothetical Calculations of the Weighted Returns and the Ending Value

Set forth below are two examples of **hypothetical** Weighted Return and **hypothetical** Ending Value calculations (rounded to two decimal places) based on the Initial Exchange Rates and assuming **hypothetical** Final Exchange Rates (rounded to four decimal places) for each exchange rate as follows.

Example 1:

Underlying Currency	Exchange Rate Weighting	Initial Exchange Rate	Hypothetical Final Exchange Rate	Hypothetical Weighted Return
Norwegian krone	25.00%	5.52330	11.0466	-12.50%
Swedish krona	25.00%	6.31990	5.1191	5.86%
British pound	25.00%	1.63475	2.4521	12.50%
Euro	25.00%	1.40995	2.1149	12.50%

The **hypothetical** Weighted Return for each exchange rate is determined as follows:

- Norwegian krone: $25\% \times \left(\frac{5.52330 - 11.0466}{11.0466} \right) = -12.50\%$
- Swedish krona: $25\% \times \left(\frac{6.31990 - 5.1191}{5.1191} \right) = 5.86\%$
- British pound: $25\% \times \left(\frac{2.4521 - 1.63475}{1.63475} \right) = 12.50\%$
- Euro: $25\% \times \left(\frac{2.1149 - 1.40995}{1.40995} \right) = 12.50\%$

The **hypothetical** Ending Value would be 118.36, determined as follows:

$$100 + 100 \times (\text{sum of the Weighted Return for each exchange rate}), \text{ rounded to two decimal places}$$

$$100 + 100 \times (-12.50 + 5.86 + 12.50 + 12.50)\%$$

$$100 + 100 \times (18.36\%) = 118.36$$

Example 2:

Underlying Currency	Exchange Rate Weighting	Initial Exchange Rate	Hypothetical Final Exchange Rate	Hypothetical Weighted Return
Norwegian krone	25.00%	5.52330	6.0756	-2.27%
Swedish krona	25.00%	6.31990	7.5839	-4.17%
British pound	25.00%	1.63475	1.7165	1.25%
Euro	25.00%	1.40995	1.0575	-6.25%

The **hypothetical** Weighted Return for each exchange rate is determined as follows:

- Norwegian krone: $25\% \times \left(\frac{5.52330 - 6.0756}{6.0756} \right) = -2.27\%$
- Swedish krona: $25\% \times \left(\frac{6.31990 - 7.5839}{7.5839} \right) = -4.17\%$
- British pound: $25\% \times \left(\frac{1.7165 - 1.63475}{1.63475} \right) = 1.25\%$
- Euro: $25\% \times \left(\frac{1.0575 - 1.40995}{1.40995} \right) = -6.25\%$

The **hypothetical** Ending Value would be 88.56, determined as follows:

$$100 + 100 \times (\text{sum of the Weighted Return for each exchange rate}), \text{ rounded to two decimal places}$$

$$100 + 100 \times (-2.27 - 4.17 + 1.25 - 6.25)\%$$

$$100 + 100 \times (-11.44\%) = 88.56$$

Historical Data on the Exchange Rates

The following tables set forth the high and low daily exchange rates for each underlying currency from the first quarter of 2006 through the pricing date. These exchange rates were obtained from publicly available information on Bloomberg, L.P. These exchange rates should not be taken as an indication of the future performance of any of the underlying currencies or the Exchange Rate Measure, or as an indication of whether, or to what extent, the Ending Value will be greater than the Starting Value.

As described above, the exchange rate for each of the Norwegian krone and the Swedish krona is expressed as the number of units of the applicable underlying currency for which one U.S. dollar can be exchanged. As a result, the "High" values represent the weakest that currency was relative to the U.S. dollar for the given quarter, while the "Low" values represent the strongest that currency was relative to the U.S. dollar for the given quarter.

In contrast, the exchange rate for the British pound and the euro is expressed as the number of U.S. dollars which can be purchased for one unit of the applicable currency. As a result, the "High" values represent the strongest that currency was relative to the U.S. dollar for the given quarter, while the "Low" values represent the weakest that currency was relative to the U.S. dollar for the given quarter.

Norwegian krone

The following table sets forth the high and low daily exchange rates for the Norwegian krone for the calendar quarters from the first quarter of 2006 through the pricing date. On the pricing date, the Initial Exchange Rate for the Norwegian krone was 5.5233 Norwegian kroner per U.S. dollar.

	<u>High</u>	<u>Low</u>
2006		
First Quarter	6.8352	6.5140
Second Quarter	6.5043	5.9881
Third Quarter	6.5960	6.1222
Fourth Quarter	6.7760	6.0949
2007		
First Quarter	6.4893	6.0823
Second Quarter	6.1267	5.8944
Third Quarter	5.9717	5.3869
Fourth Quarter	5.6077	5.2715
2008		
First Quarter	5.5628	5.0653
Second Quarter	5.2291	4.9638
Third Quarter	5.8628	5.0497
Fourth Quarter	7.2229	5.9069
2009		
First Quarter	7.2152	6.2839
Second Quarter	6.8341	6.1659
Third Quarter	6.5652	5.7726
Fourth Quarter	5.8785	5.5300
2010		
First Quarter	6.0997	5.6088
Second Quarter	6.7073	5.8525
Third Quarter	6.4437	5.8512
Fourth Quarter	6.2093	5.7316
2011		
First Quarter	5.9910	5.5390
Second Quarter (through the pricing date)	5.5977	5.2454



Swedish krona

The following table sets forth the high and low daily exchange rates for the Swedish krona for the calendar quarters from the first quarter of 2006 through the pricing date. On the pricing date, the Initial Exchange Rate for the Swedish krona was 6.3199 Swedish kronor per U.S. dollar.

	High	Low
2006		
First Quarter	7.9752	7.5140
Second Quarter	7.7468	7.1177
Third Quarter	7.4113	7.1259
Fourth Quarter	7.4134	6.7726
2007		
First Quarter	7.1093	6.7991
Second Quarter	7.0899	6.6912
Third Quarter	6.9780	6.4381
Fourth Quarter	6.5961	6.2333
2008		
First Quarter	6.5601	5.9420
Second Quarter	6.0871	5.8405
Third Quarter	6.9181	5.9362
Fourth Quarter	8.3691	6.9573
2009		
First Quarter	9.3172	7.6974
Second Quarter	8.6958	7.4107
Third Quarter	7.9667	6.8081
Fourth Quarter	7.3233	6.7840
2010		
First Quarter	7.4455	7.0093
Second Quarter	8.1131	7.1167
Third Quarter	7.6884	6.7198
Fourth Quarter	7.0287	6.5244
2011		
First Quarter	6.9374	6.2680
Second Quarter (through the pricing date)	6.3884	6.0144



British pound

The following table sets forth the high and low daily exchange rates for the British pound for the calendar quarters from the first quarter of 2006 through the pricing date. On the pricing date, the Initial Exchange Rate for the British pound was 1.63475 U.S. dollars per British pound.

	<u>High</u>	<u>Low</u>
2006		
First Quarter	1.78750	1.71990
Second Quarter	1.89460	1.73920
Third Quarter	1.90790	1.81840
Fourth Quarter	1.98160	1.85350
2007		
First Quarter	1.98130	1.92050
Second Quarter	2.00870	1.96260
Third Quarter	2.06260	1.98120
Fourth Quarter	2.10750	1.97740
2008		
First Quarter	2.03350	1.94180
Second Quarter	1.99790	1.94550
Third Quarter	2.00590	1.75310
Fourth Quarter	1.77140	1.43920
2009		
First Quarter	1.52160	1.37530
Second Quarter	1.65910	1.44680
Third Quarter	1.69890	1.58820
Fourth Quarter	1.68180	1.57990
2010		
First Quarter	1.63620	1.48130
Second Quarter	1.54960	1.43340
Third Quarter	1.59530	1.50320
Fourth Quarter	1.62680	1.53680
2011		
First Quarter	1.63640	1.54730
Second Quarter (through the pricing date)	1.67070	1.61110

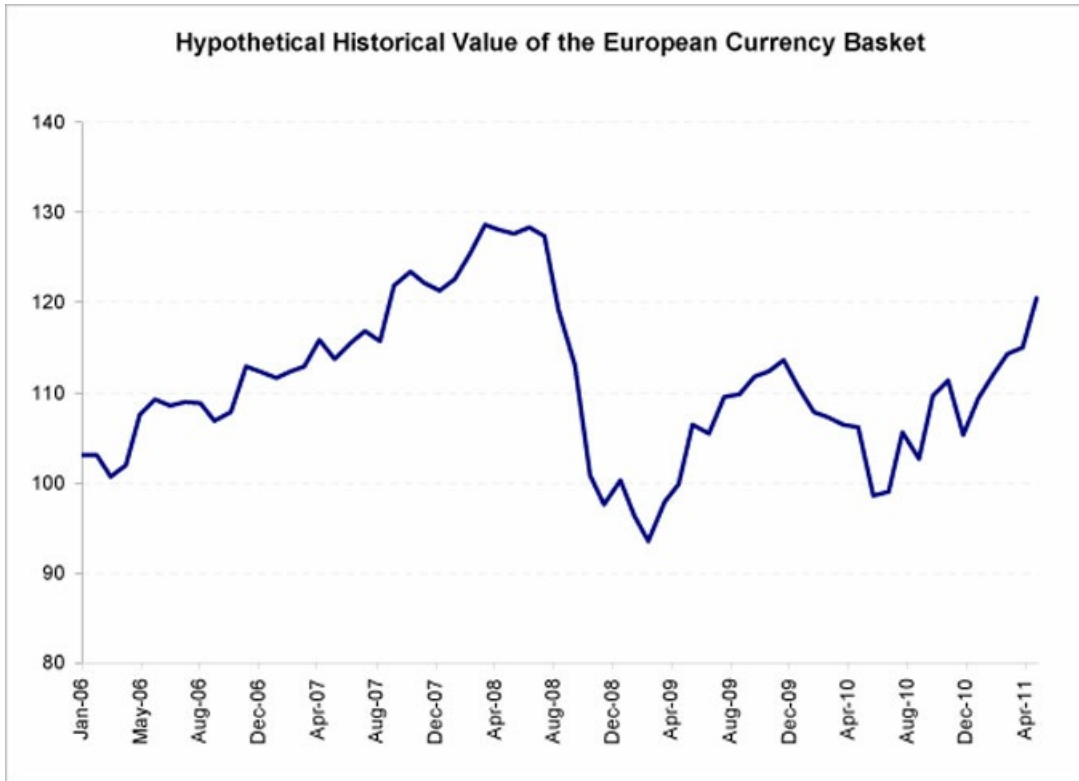


Euro

The following table sets forth the high and low daily exchange rates for the euro for the calendar quarters from the first quarter of 2006 through the pricing date. On the pricing date, the Initial Exchange Rate for the euro was 1.40995 U.S. dollars per euro.

	<u>High</u>	<u>Low</u>
2006		
First Quarter	1.23070	1.18210
Second Quarter	1.29280	1.20930
Third Quarter	1.28920	1.25050
Fourth Quarter	1.33430	1.25130
2007		
First Quarter	1.33860	1.28930
Second Quarter	1.36520	1.33020
Third Quarter	1.42670	1.34260
Fourth Quarter	1.48720	1.40480
2008		
First Quarter	1.58450	1.44540
Second Quarter	1.59910	1.53800
Third Quarter	1.59380	1.39980
Fourth Quarter	1.44200	1.24530
2009		
First Quarter	1.40450	1.25300
Second Quarter	1.43030	1.29210
Third Quarter	1.47900	1.38840
Fourth Quarter	1.51340	1.42490
2010		
First Quarter	1.45130	1.32730
Second Quarter	1.36530	1.19230
Third Quarter	1.36340	1.25270
Fourth Quarter	1.42070	1.29830
2011		
First Quarter	1.42260	1.29070
Second Quarter (through the pricing date)	1.48300	1.40480

While historical information on the Exchange Rate Measure did not exist before the pricing date, the following graph sets forth hypothetical monthly historical values of the Exchange Rate Measure from January 2006 through April 2011 based upon historical exchange rates for the underlying currencies as of the end of each month. For purposes of this graph, the value of the Exchange Rate Measure was set to 100 as of December 31, 2005 and the value of the Exchange Rate Measure as of the end of each month is based upon the hypothetical Ending Value as of the end of that month, calculated as described in the section "The Basket of European Currencies" above. This historical data on the exchange rates as reported by Bloomberg is not necessarily indicative of the future performance of the underlying currencies or the Exchange Rate Measure or what the value of the notes may be. Any historical upward or downward trend in the value of the Exchange Rate Measure during any period set forth below is not an indication that the Ending Value will be greater than the Starting Value.



Summary Tax Consequences

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

- Although there are no statutory provisions, regulations, published rulings, or judicial decisions addressing the characterization, for U.S. federal income tax purposes, of the notes, we intend to treat the notes as debt instruments for U.S. federal income tax purposes and, where required, intend to file information returns with the IRS in accordance with such treatment.
- A U.S. Holder will be required to report original issue discount ("OID") or interest income based on a "comparable yield" with respect to a note without regard to cash, if any, received on the notes.
- Upon a sale, exchange, or retirement of a note prior to maturity, a U.S. Holder generally will recognize taxable gain or loss equal to the difference between the amount realized on the sale, exchange, or retirement and the holder's tax basis in the notes. A U.S. Holder generally will treat any gain as ordinary interest income, and any loss as ordinary up to the amount of previously accrued OID and then as capital loss. At maturity, (i) if the actual Redemption Amount exceeds the projected Redemption Amount, a U.S. Holder must include such excess as interest income, or (ii) if the projected Redemption Amount exceeds the actual Redemption Amount, a U.S. Holder will generally treat such excess first as an offset to previously accrued OID for the taxable year, then as an ordinary loss to the extent of all prior OID inclusions, and thereafter as a capital 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-23 of product supplement STEP UP-2, which you should carefully review prior to investing in the notes. Capitalized terms used and not defined herein have the meanings ascribed to them in product supplement STEP UP-2.

General. There are no statutory provisions, regulations, published rulings, or judicial decisions addressing the characterization, for U.S. federal income tax purposes, of notes or other instruments with terms substantially the same as the notes. However, although the matter is not free from doubt, under current law, each note should be treated as a debt instrument for U.S. federal income tax purposes. We currently intend to treat the notes as debt instruments for U.S. federal income tax purposes and, where required, intend to file information returns with the IRS in accordance with such treatment, in the absence of any change or clarification in the law, by regulation or otherwise, requiring a different characterization of the notes. You should be aware, however, that the IRS is not bound by our characterization of the notes as indebtedness and the IRS could possibly take a different position as to the proper characterization of the notes for U.S. federal income tax purposes. If the notes are not in fact treated as debt instruments for U.S. federal income tax purposes, then the U.S. federal income tax treatment of the purchase, ownership, and disposition of the notes could differ materially from the treatment discussed below, with the result that the timing and character of income, gain, or loss recognized in respect of a note could differ materially from the timing and character of income, gain, or loss recognized in respect of a note had the notes in fact been treated as debt instruments for U.S. federal income tax purposes. Accordingly, prospective purchasers are urged to consult their own tax advisors regarding the tax consequences of investing in the notes. The following summary assumes that the notes will be treated as debt instruments of BAC for U.S. federal income tax purposes.

Interest Accruals. The amount payable on the notes at maturity will depend on the performance of the Exchange Rate Measure. We intend to take the position that the "denomination currency" (as defined in the applicable Treasury regulations) of the notes is the U.S. dollar and, accordingly, we intend to take the position that the notes will be treated as "contingent payment debt instruments" for U.S. federal income tax purposes, subject to taxation under the "noncontingent bond method," and the balance of this discussion assumes that this characterization is proper and will be respected. Under this characterization, the notes generally will be subject to the Treasury regulations governing contingent payment debt instruments. Under those regulations, a U.S. Holder will be required to report OID or interest income based on a "comparable yield" and a "projected payment schedule," established by us for determining interest accruals and adjustments with respect to a note. A U.S. Holder who does not use the "comparable yield" and follow the "projected payment schedule" to calculate its OID and interest income on a note must timely disclose and justify the use of other estimates to the IRS.

Sale, Exchange, or Retirement of the Notes. Upon a sale, exchange, or retirement of a note prior to maturity, a U.S. Holder generally will recognize taxable gain or loss equal to the difference between the amount realized on the sale, exchange, or retirement and the holder's tax basis in the notes. A U.S. Holder's tax basis in a note generally will equal the cost of that note, increased by the amount of OID previously accrued by the holder for that note (without regard to any positive or negative adjustments under the contingent payment debt regulations). A U.S. Holder generally will treat any gain as interest income, and will treat any loss as ordinary loss to the extent of the excess of previous interest inclusions over the total negative adjustments previously taken into account as ordinary losses, and the balance as long-term or short-term capital loss depending upon the U.S. Holder's holding period for the notes. At maturity, (i) if the actual Redemption Amount exceeds the projected Redemption Amount, a U.S. Holder must include such excess as interest income, or (ii) if the projected Redemption Amount exceeds the actual Redemption Amount, a U.S. Holder will generally treat such excess first as an offset to previously accrued OID for the taxable year, then as an ordinary loss to the extent of all prior OID inclusions, and thereafter as a capital loss. The deductibility of capital losses by a U.S. Holder is subject to limitations.

Tax Accrual Table. The following table is based upon a projected payment schedule (including a projection for tax purposes of the Redemption Amount) and a comparable yield equal to 1.7681% per annum (compounded semi-annually) that we established for the notes. The table reflects the expected issuance of the notes on June 3, 2011 and the scheduled maturity date of June 3, 2014. This tax accrual table is based upon a projected payment schedule per \$10 principal amount of the notes, which would consist of a single payment of \$10.5423 at maturity. This information is provided solely for tax purposes, and we make no representations or predictions as to what the actual Redemption Amount will be.

Accrual Period	Interest Deemed to Accrue on the Notes During Accrual Period (per Unit of the Notes)	Total Interest Deemed to Have Accrued on the Notes as of End of Accrual Period (per Unit of the Notes)
June 3, 2011 to December 31, 2011	0.1023	0.1023
January 1, 2012 to December 31, 2012	0.1794	0.2817
January 1, 2013 to December 31, 2013	0.1826	0.4643
January 1, 2014 to June 3, 2014	0.0780	0.5423

Projected Redemption Amount = \$10.5423 per unit of the notes.

Additional Medicare Tax on Unearned Income. With respect to taxable years beginning after December 31, 2012, certain U.S. Holders, including individuals and estates and trusts, will be subject to an additional 3.8% Medicare tax on unearned income. For individual U.S. Holders, the additional Medicare tax applies to the lesser of (i) "net investment income," or (ii) the excess of "modified adjusted gross income" over \$200,000 (\$250,000 if married and filing jointly or \$125,000 if married and filing separately). "Net investment income" generally equals the taxpayer's gross investment income reduced by the deductions that are allocable to such income. Investment income generally includes passive income such as interest, dividends, annuities, royalties, rents, and capital gains. U.S. Holders are urged to consult their own tax advisors regarding the implications of the additional Medicare tax resulting from an investment in the notes.

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-23 of product supplement STEP UP-2.



Validity of the Notes

In the opinion of McGuireWoods LLP, as counsel to BAC, when the notes offered by this Note Prospectus have been completed and executed by BAC, and authenticated by the trustee in accordance with the provisions of the Senior Indenture, and delivered against payment therefor as contemplated by this Note Prospectus, such notes will be legal, valid and binding obligations of BAC, subject to applicable bankruptcy, reorganization, insolvency, moratorium, fraudulent conveyance or other similar laws affecting the rights of creditors now or hereafter in effect, and to equitable principles that may limit the right to specific enforcement of remedies, and further subject to 12 U.S.C. §1818(b)(6)(D) (or any successor statute) and any bank regulatory powers now or hereafter in effect and to the application of principles of public policy. This opinion is given as of the date hereof and is limited to the Federal laws of the United States, the laws of the State of New York and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the Senior Indenture, the validity, binding nature and enforceability of the Senior Indenture with respect to the trustee, the legal capacity of natural persons, the genuineness of signatures, the authenticity of all documents submitted to McGuireWoods LLP as originals, the conformity to original documents of all documents submitted to McGuireWoods LLP as photocopies, the authenticity of the originals of such copies and certain factual matters, all as stated in the letter of McGuireWoods LLP dated April 28, 2011, which has been filed as an exhibit to our Current Report on Form 8-K dated April 28, 2011.

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" 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 STEP UP-2 dated September 22, 2009:
<http://www.sec.gov/Archives/edgar/data/70858/000119312509195722/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. 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.