

Subject to Completion
Preliminary Term Sheet dated June 23, 2011

<p>Units Bear Accelerated Return Notes[®] Linked to the Russell[®] 2000 Index, due July , 2013 \$10 principal amount per unit Term Sheet No.</p>	<table border="0"> <tr> <td>Pricing Date*</td> <td>July</td> <td>, 2011</td> </tr> <tr> <td>Settlement Date*</td> <td>August</td> <td>, 2011</td> </tr> <tr> <td>Maturity Date*</td> <td>July</td> <td>, 2013</td> </tr> <tr> <td>CUSIP No.</td> <td></td> <td></td> </tr> </table>	Pricing Date*	July	, 2011	Settlement Date*	August	, 2011	Maturity Date*	July	, 2013	CUSIP No.		
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Bear Accelerated Return Notes[®]

- The Bear ARNs have a maturity of approximately two years
- The Bear ARNs provide 3-to-1 upside exposure to decreases in the level of Russell 2000[®] Index (the "Index"), subject to a cap of 13% to 17%
- 1-to-1 downside exposure to increases in the level of the Index above the Threshold Value, with up to 90% of the principal amount at risk
- Payment of the Redemption Amount at maturity is subject to the credit risk of Bank of America Corporation
- No periodic interest payments
- No listing on any securities exchange

- Market Downside Protection**
- Enhanced Income**
- Market Access**
- Enhanced Return**



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

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	\$
Underwriting discount ⁽¹⁾	\$0.20	\$
Proceeds, before expenses, to Bank of America Corporation	\$9.80	\$

⁽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. The public offering price and underwriting discount for any purchase by certain fee-based trusts and fee-based discretionary accounts managed by U.S. Trust operating through Bank of America, N.A. will be \$9.80 per unit and \$0.00 per unit, respectively.

*Depending on the date the Bear ARNs are priced for initial sale to the public (the "pricing date"), any reference in this term sheet to the month in which the pricing date, the settlement date, or the maturity date will occur is subject to change.

Merrill Lynch & Co.

July , 2011



Summary

The Bear Accelerated Return Notes[®] Linked to the Russell 2000[®] Index, due July , 2013 (the "Bear ARNs") are our senior unsecured debt securities. The Bear ARNs are not guaranteed or insured by the Federal Deposit Insurance Corporation or secured by collateral. **The Bear ARNs will rank equally with all of our other unsecured and unsubordinated debt, and any payments due on the Bear ARNs, including any repayment of principal, will be subject to the credit risk of BAC.** The Bear ARNs are designed for investors (i) who seek a leveraged return, subject to a cap, if the level of the Russell 2000[®] Index (the "Index") decreases moderately from the Starting Value of the Index to the Ending Value of the Index or (ii) who want to invest in a security of this kind for risk diversification purposes. The Bear ARNs should not be viewed as a hedging instrument for an investor's long equity positions because the Bear ARNs are a capped investment and will not track the market movements of your investments. Investors must be willing to forgo interest payments on the Bear ARNs and be willing to accept a return that is capped or a repayment that is less, and potentially significantly less, than the Original Offering Price.

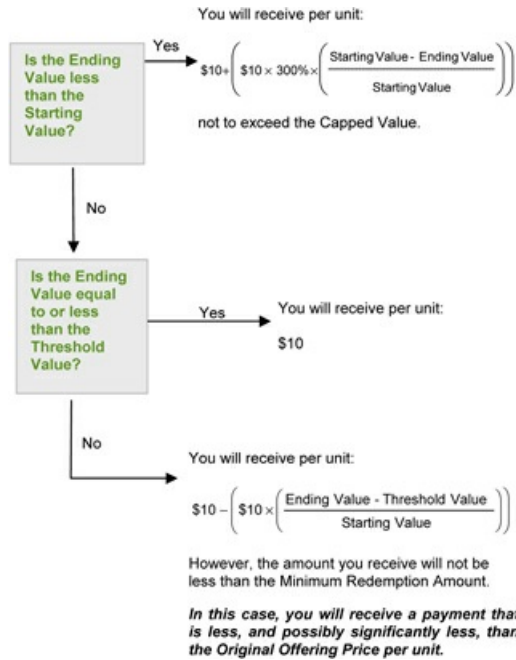
Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement ARN-3. Unless otherwise indicated or unless the context requires otherwise, all references in this document to "we," "us," "our," or similar references are to BAC.

Terms of the Bear ARNs

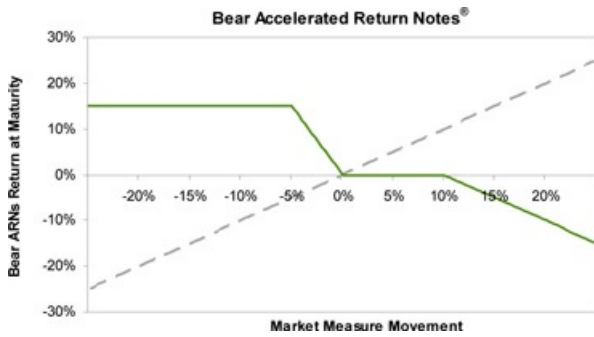
Issuer:	Bank of America Corporation ("BAC")
Original Offering Price:	\$10.00 per unit
Term:	Approximately two years
Market Measure:	The Russell 2000 [®] Index (Bloomberg symbol: "RTY").
Starting Value:	The closing level of the Market Measure on the pricing date.
Ending Value:	The average of the closing levels of the Market Measure on each scheduled calculation day during the Maturity Valuation Period. If it is determined that a scheduled calculation day is not a Market Measure Business Day, or if a Market Disruption Event occurs on a scheduled calculation day, the Ending Value will be determined as more fully described on page S-24 of product supplement ARN-3.
Threshold Value:	110% of the Starting Value.
Capped Value:	\$11.30 to \$11.70 per unit of the Bear ARNs, which represents a return of 13% to 17% over the Original Offering Price. The actual Capped Value will be determined on the pricing date.
Participation Rate:	300%
Minimum Redemption Amount:	\$1.00 per unit
Maturity Valuation Period:	Five scheduled calculation days shortly before the maturity date, determined on the pricing date.
Calculation Agent:	MLPF&S, a subsidiary of BAC
Fees Charged:	The public offering price of the Bear ARNs includes the underwriting discount of \$0.20 per unit as listed on the cover page and an additional charge of \$0.075 per unit more fully described on page TS-6.

Redemption Amount Determination

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



Hypothetical Payout Profile



This graph reflects the **hypothetical** returns on the Bear ARNs, based on the Participation Rate of 300% and a **hypothetical** Capped Value of \$11.50 (a 15% return), the midpoint of the Capped Value range of \$11.30 to \$11.70. The green line reflects the **hypothetical** returns on the Bear ARNs, while the dotted gray line reflects the **hypothetical** returns of a direct investment in the stocks included in the Index, excluding dividends.

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

Hypothetical Redemption Amounts

The below table and examples are for purposes of illustration only. They are based on hypothetical values and show a hypothetical return on the Bear ARNs. The actual amount you receive and the resulting total rate of return will depend on the actual Starting Value, Threshold Value, Ending Value, Capped Value, and the term of your investment.

The following table illustrates, for a hypothetical Starting Value of 100 and a range of Ending Values:

- the percentage change from the Starting Value to the Ending Value;
- the Redemption Amount per unit of the Bear ARNs; and
- the total rate of return to holders of the Bear ARNs.

The table and examples are based on the Participation Rate of 300%, the Minimum Redemption Amount of \$1.00, and a hypothetical Capped Value of \$11.50.

<u>Ending Value</u>	<u>Percentage Change from the Starting Value to the Ending Value</u>	<u>Redemption Amount per Unit</u>	<u>Total Rate of Return on the Bear ARNs</u>
70.00	-30.00%	\$11.50	15.00%
80.00	-20.00%	\$11.50	15.00%
90.00	-10.00%	\$11.50	15.00%
92.00	-8.00%	\$11.50 ⁽¹⁾	15.00%
98.00	-2.00%	\$10.60	6.00%
98.50	-1.50%	\$10.45	4.50%
99.00	-1.00%	\$10.30	3.00%
99.50	-0.50%	\$10.15	1.50%
100.00 ⁽²⁾	0.00%	\$10.00	0.00%
105.00	5.00%	\$10.00	0.00%
110.00 ⁽³⁾	10.00%	\$10.00	0.00%
120.00	20.00%	\$9.00	-10.00%
130.00	30.00%	\$8.00	-20.00%
140.00	40.00%	\$7.00	-30.00%
150.00	50.00%	\$6.00	-40.00%
160.00	60.00%	\$5.00	-50.00%
170.00	70.00%	\$4.00	-60.00%
210.00	210.00%	\$1.00 ⁽⁴⁾	-90.00%
250.00	250.00%	\$1.00	-90.00%

(1) The Redemption Amount cannot exceed the **hypothetical** Capped Value of \$11.50 (the midpoint of the Capped Value range of \$11.30 to \$11.70).

(2) The **hypothetical** Starting Value of 100 used in these examples has been chosen for illustrative purposes only, and does not represent a likely actual Starting Value for the Index. For recent actual levels of the Index, see the "The Index" section below, beginning on page TS-7.

(3) This is the **hypothetical** Threshold Value.

(4) The Redemption Amount will not be less than the Minimum Redemption Amount.



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

Starting Value: 100
Ending Value: 80

$$\$10 + \left[\$10 \times 300\% \times \left(\frac{100 - 80}{100} \right) \right] = \$16.00$$

Redemption Amount (per unit) = \$11.50 *(The Redemption Amount cannot be greater than the Capped Value.)*

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

Starting Value: 100
Ending Value: 99

$$\$10 + \left[\$10 \times 300\% \times \left(\frac{100 - 99}{99} \right) \right] = \$10.30$$

Redemption Amount (per unit) = \$10.30

Example 3 — The Ending Value is 105% of the Starting Value and is less than the Threshold Value:

Starting Value: 100
Ending Value: 105
Threshold Value: 110

Redemption Amount (per unit) = \$10.00

If the Ending Value is greater than the Starting Value but is less than or equal to the Threshold Value, the Redemption Amount will equal the Original Offering Price.

Example 4 — The Ending Value is 130% of the Starting Value and is greater than the Threshold Value:

Starting Value: 100
Ending Value: 130
Threshold Value: 110

$$\$10 - \left[\$10 \times \left(\frac{130 - 110}{100} \right) \right] = \$8.00$$

Redemption Amount (per unit) = \$8.00

Example 5 — The Ending Value is 250% of the Starting Value and is greater than the Threshold Value:

Starting Value: 100
Ending Value: 250
Threshold Value: 110

$$\$10 - \left[\$10 \times \left(\frac{250 - 110}{100} \right) \right] = -\$4.00$$

Redemption Amount (per unit) = \$1.00 *(The Redemption Amount cannot be less than the \$1.00 Minimum Redemption Amount.)*

Risk Factors

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

- Your investment may result in a loss; there is no guaranteed return of principal.
- Your yield may be less than the yield on a conventional debt security of comparable maturity.
- Your investment return, if any, is limited to the return represented by the Capped Value.
- Your investment return, if any, may be less than a comparable investment directly in the stocks included in the Index.
- You must rely on your own evaluation of the merits of an investment linked to the Index.
- In seeking to provide you with what we believe to be competitive terms for the Bear ARNs while providing MLPF&S with compensation for its services, we have considered the costs of developing, hedging, and distributing the Bear ARNs described on page TS-6. The price at which you may sell the Bear ARNs in any secondary market may be lower than the public offering price due to, among other things, the inclusion of these costs.
- A trading market is not expected to develop for the Bear ARNs. MLPF&S is not obligated to make a market for, or to repurchase, the Bear ARNs.
- The Redemption Amount will not be affected by all developments relating to the Index.
- Russell Investments ("Russell") may adjust the Index in a way that affects its level, and Russell has no obligation to consider your interests.
- You will have no rights of a holder of the securities represented by the Index, and you will not be entitled to receive securities or dividends or other distributions by the issuers of those securities.
- While we or our affiliates may from time to time own shares of companies included in the Index, we do not control any company included in the Index, and are not responsible for any disclosure made by any other company.
- If you attempt to sell the Bear ARNs prior to maturity, their market value, if any, will be affected by various factors that interrelate in complex ways, and their market value may be less than the Original Offering Price.
- Payments on the Bear ARNs are subject to our credit risk, and changes in our credit ratings are expected to affect the value of the Bear ARNs.
- Purchases and sales by us and our affiliates of shares of companies included in the Index may affect your return.
- Our trading and hedging activities may create conflicts of interest with you.
- Our hedging activities may affect your return on the Bear ARNs and their market value.
- Our business activities relating to the companies represented by the Index may create conflicts of interest with you.
- There may be potential conflicts of interest involving the calculation agent. We have the right to appoint and remove the calculation agent.
- The U.S. federal income tax consequences of the Bear ARNs are uncertain, and may be adverse to a holder of the Bear ARNs. See "Summary Tax Consequences" and "Certain U.S. Federal Income Taxation Considerations" below and "U.S. Federal Income Tax Summary" beginning on page S-43 of product supplement ARN-3.

Investor Considerations

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

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

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

- You anticipate that the level of the Index will increase from the Starting Value to the Ending Value or that the level of the Index will not decrease sufficiently over the term of the Bear ARNs to provide you with your desired return.
- You anticipate that the level of the Index will decrease substantially from the Starting Value to the Ending Value such that the Capped Value of the Bear ARNs will limit the return that you could have achieved by investing in an uncapped product linked to the negative performance of the Index.
- You seek 100% principal protection or preservation of capital.
- You seek a return on your investment that will not be capped at the return represented by the Capped Value.
- You seek interest payments or other current income on your investment.
- You want to receive dividends or other distributions paid on the stocks included in the Index.
- You seek assurances that there will be a liquid market if and when you want to sell the Bear ARNs prior to maturity.
- You are unwilling or are unable to assume the credit risk associated with us, as the issuer of the Bear ARNs.

Supplement to the Plan of Distribution; Role of MLPF&S and Conflicts of Interest

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

The Bear ARNs will not be listed on any securities exchange. In the original offering, the Bear ARNs will be sold in minimum investment amounts of 100 units.

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 Bear ARNs. Accordingly, offerings of the Bear ARNs will conform to the requirements of Rule 5121 applicable to FINRA members. MLPF&S may not make sales in this offering to any of its discretionary accounts without the prior written approval of the account holder.

Under our distribution agreement with MLPF&S, MLPF&S will purchase the Bear ARNs from us as principal at the public offering price indicated on the cover of this term sheet, less the indicated underwriting discount. The public offering price includes, in addition to the underwriting discount, a charge of approximately \$0.075 per unit. This charge reflects an estimated profit earned by MLPF&S from transactions through which the Bear ARNs are structured and resulting obligations hedged. The fees charged reduce the economic terms of the notes. Actual profits or losses from these hedging transactions may be more or less than this amount. In entering into the hedging arrangements for the Bear ARNs, we seek competitive terms and may enter into hedging transactions with a division of MLPF&S or one of our subsidiaries or affiliates. For further information regarding these charges, our trading and hedging activities and other conflicts of interest, see "Risk Factors—General Risks Relating to ARNs," beginning on page S-10 and "Use of Proceeds" on page S-21 in product supplement ARN-3.

MLPF&S will not receive an underwriting discount for Bear ARNs sold to certain fee-based trusts and fee-based discretionary accounts managed by U.S. Trust operating through Bank of America, N.A.

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

MLPF&S may repurchase and resell the Bear ARNs, with repurchases and resales being made at prices related to then-prevailing market prices or at negotiated prices. MLPF&S may act as principal or agent in these market-making transactions; however it is not obligated to engage in any such transactions.

The Index

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

"Russell 2000®" and "Russell 3000®" are trademarks of Russell and have been licensed for use by our subsidiary, MLPF&S. The Bear ARNs are not sponsored, endorsed, sold, or promoted by Russell, and Russell makes no representation regarding the advisability of investing in the Bear ARNs.

Russell began dissemination of the Index (Bloomberg L.P. index symbol "RTY") on January 1, 1984 and calculates and publishes the Index. The Index was set to 135 as of the close of business on December 31, 1986. The Index is designed to track the performance of the small capitalization segment of the U.S. equity market. As a subset of the Russell 3000® Index, the Index consists of approximately 2,000 of the smallest companies (based on a combination of their market capitalization and current index membership) included in the Russell 3000® Index. The Russell 3000® Index measures the performance of the largest 3,000 U.S. companies, representing approximately 99% of the U.S. equity market. The Index is determined, comprised, and calculated by Russell without regard to the Bear ARNs.

Selection of Stocks Underlying the Index

Below are the requirements to be eligible for inclusion in the Russell 3000® Index, and, consequently, the Index:

- **U.S. company.** All companies eligible for inclusion in the Index must be classified as a U.S. company under Russell's country-assignment methodology. If a company is incorporated, has a stated headquarters location, and trades in the same country (American Depositary Receipts and American Depositary Shares are not eligible), then the company is assigned to its country of incorporation. If any of the three factors are not the same, Russell defines three Home Country Indicators ("HCIs"): country of incorporation, country of headquarters, and country of the most liquid exchange (as defined by a two-year average daily dollar trading volume) ("ADDTV"). Using the HCIs, Russell compares the primary location of the company's assets with the three HCIs. If the primary location of its assets matches any of the HCIs, then the company is assigned to the primary location of its assets. If there is insufficient information to determine the country in which the company's assets are primarily located, Russell will use the primary country from which the company's revenues are primarily derived for the comparison with the three HCIs in a similar manner. For the 2010 reconstitution, Russell will use one year of assets or revenues data to determine the country for the company. Beginning in 2011, Russell will use the average of two years of assets or revenues data, in order to reduce potential turnover. Assets and revenues data are retrieved from each company's annual report as of the last trading day in May. If conclusive country details cannot be derived from assets or revenues data, Russell will assign the company to the country of its headquarters, which is defined as the address of the company's principal executive offices, unless that country is a Benefit Driven Incorporation "BDI" country, in which case the company will be assigned to the country of its most liquid stock exchange. BDI countries include: Anguilla, Antigua and Barbuda, Bahamas, Barbados, Belize, Bermuda, British Virgin Islands, Cayman Islands, Channel Islands, Cook Islands, Faroe Islands, Gibraltar, Isle of Man, Liberia, Marshall Islands, Netherlands Antilles, Panama, and Turks and Caicos Islands.
- **Trading requirements.** All securities eligible for inclusion in the Index must trade on a major U.S. exchange. Bulletin Board, pink-sheets, or over-the-counter traded securities are not eligible for inclusion.
- **Minimum closing price.** Stocks must trade at or above US\$1.00 on their primary exchange on the last trading day in May to be eligible for inclusion in the Index during annual reconstitution or during initial public offering ("IPO") eligibility. If a stock's closing price is less than US\$1.00 on the last day of May, it will be considered eligible if the average of the daily closing prices (from its primary exchange) during the month of May is equal to or greater than US\$1.00. Nonetheless, a stock's closing price (on its primary exchange) on the last trading day in May will be used to calculate market capitalization and index membership. IPOs are added each quarter and must have a closing price at or above US\$1.00 on the last day of their eligibility period in order to qualify for index inclusion. If a stock, new or existing, does not have a closing price at or above US\$1.00 (on its primary exchange) on the last trading day in May, but does have a closing price at or above US\$1.00 on another major U.S. exchange, that stock will be eligible for inclusion, but the lowest price from a non-primary exchange will be used to calculate market capitalization and index membership.
- **Minimum total market capitalization.** Companies with a total market capitalization of less than US\$30 million are not eligible for the Index.
- **Minimum float requirement.** Companies with 5% or less of their shares available in the marketplace are not eligible for the Index.
- **Company structure.** Royalty trusts, limited liability companies, closed-end investment companies, blank check companies, special purpose acquisition companies and limited partnerships are excluded from inclusion in the Index. Business development companies are eligible.
- **Shares excluded.** Preferred stock, convertible preferred stock, redeemable shares, participating preferred stock, warrants and rights and trust receipts are not eligible for inclusion.
- **Deadline for inclusion.** Stocks must be listed on the last trading day in May and Russell must have access to documentation verifying the company's eligibility for inclusion. This information includes corporate description, incorporation, shares outstanding and other information needed to determine eligibility. IPOs will be considered for inclusion quarterly.

All Russell indices, including the Index, are reconstituted annually to reflect changes in the marketplace. The companies that meet the eligibility criteria are ranked on the last trading day of May of every year based on market capitalization using data available at that time, with the reconstitution taking effect as of the first trading day following the last Friday of June of that year. If the last Friday in June is the 28th, 29th or 30th day of June, reconstitution will occur the Friday prior.



Market Capitalization

The primary criteria used to determine the initial list of common stocks eligible for inclusion in the Russell 3000[®] Index, and thus the Index, is total market capitalization. Total market capitalization is determined by multiplying total outstanding shares by the market price as of the last trading day in May for those securities being considered at annual reconstitution. IPO eligibility is determined each quarter.

- *Determining total shares outstanding.* Only common stock is used to determine market capitalization for a company. Any other form of shares, including preferred stock, convertible preferred stock, redeemable shares, participating preferred stock, warrants and rights or trust receipts, are excluded from the calculation. If multiple share classes of common stock exist, they are combined. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered for inclusion separately.
- *Determining price.* During each annual reconstitution, the last traded price on the last trading day in May of that year from the primary exchange is used to determine market capitalization. If a security does not trade on its primary exchange, the lowest price from another major U.S. exchange is used. In the case where multiple share classes exist, the primary trading vehicle is identified and used to determine price. For new members, the common share class with the highest trading volume will be considered the primary trading vehicle, and its associated price and trading symbol will be included in the Index.

Capitalization Adjustments

A security's shares are adjusted to include only those shares available to the public, often referred to as "free float". The purpose of this adjustment is to exclude from market calculations the capitalization that is not available for purchase and is not part of the investable opportunity set. Stocks are weighted in all Russell indices, including the Index, by their float-adjusted market capitalization, which is calculated by multiplying the primary closing price by the available shares.

The following types of shares are removed from total market capitalization to arrive at free float or available market capitalization:

- *Cross ownership.* Shares held by another member of a Russell index are considered cross-owned and all such shares will be adjusted regardless of percentage held.
- *Large corporate and private holdings.* Shares held by another listed company (non-member) or private individuals will be adjusted if they are greater than 10% of shares outstanding. Share percentage is determined either by those shares held by an individual or a group of individuals acting together. For example, officers and directors holdings would be summed together to determine if they exceed 10%. However, *not* included in this class are institutional holdings, including investment companies, partnerships, insurance companies, mutual funds, banks or venture capital funds, unless these firms have a direct relationship to the company, such as board representation.
- *Employee stock ownership plan shares.* Corporations that have employee stock ownership plans that comprise 10% or more of the shares outstanding are adjusted.
- *Unlisted share classes.* Classes of common stock that are not traded on a U.S. exchange are adjusted.
- *IPO lock-ups.* Shares locked-up during an IPO are not available to the public and are thus excluded from the market value at the time the IPO enters the Russell indices.
- *Government holdings.* Holdings listed as "government of" are considered unavailable and will be removed entirely from available shares. Shares held by government investment boards and/or investment arms will be treated similar to large private holdings and removed if the holding is greater than 10%. Any holding by a government pension fund is considered institutional holdings and will not be removed from available shares.

Corporate Actions Affecting the Index

Changes to all Russell U.S. indices, including the Index, are made when an action is final.

- *"No replacement" rule.* Securities that leave the Index, between reconstitution dates, for any reason (e.g., mergers, acquisitions or other similar corporate activity) are not replaced. Thus, the number of securities in the Index over a year may fluctuate according to corporate activity.
- *Mergers and acquisitions.* Merger and acquisition activity results in changes to the membership and weighting of members within the Index.
- *Re-incorporations.* Members of the Index that are re-incorporated to another country but continue to trade in the U.S. will be reviewed for eligibility at the next reconstitution. Companies that re-incorporate and no longer trade in the U.S. are immediately deleted from the Index and placed in the appropriate country within the Russell Global Index. Companies that re-incorporate to the U.S. during the year, will be reviewed for eligibility at the next reconstitution.
- *Re-classifications of shares (primary vehicles).* The primary vehicle share class will not be assessed or changed outside of reconstitution unless the existing share class ceases to exist. In the event of extenuating circumstances signaling a necessary primary vehicle change, proper notification will be made.
- *Rights offerings.* Rights offered to shareholders are reflected in the Index the date the offer expires for nontransferable rights and on the ex-date for transferable rights. In both cases, the price is adjusted to account for the value of the right on the ex-date, and shares are increased according to the terms of the offering on that day. Rights issued in anticipation of a takeover event, or "poison pill" rights, are excluded from this treatment and no price adjustment is made for their issuance or redemption.
- *Changes to shares outstanding.* Changes to shares outstanding due to buybacks (including Dutch Auctions), secondary offerings, merger activity with a non-Index member and other potential changes are updated at the end of the month (with the sole exception of June) in which the change is reflected in vendor supplied updates and verified by Russell using an SEC filing. For a change in shares to occur, the cumulative change to available shares must be greater than 5%.
- *Spin-offs.* The only additions between reconstitution dates are as a result of spin-offs and IPOs. Spin-off companies are added to the Index if warranted by the market capitalization of the spin-off company.

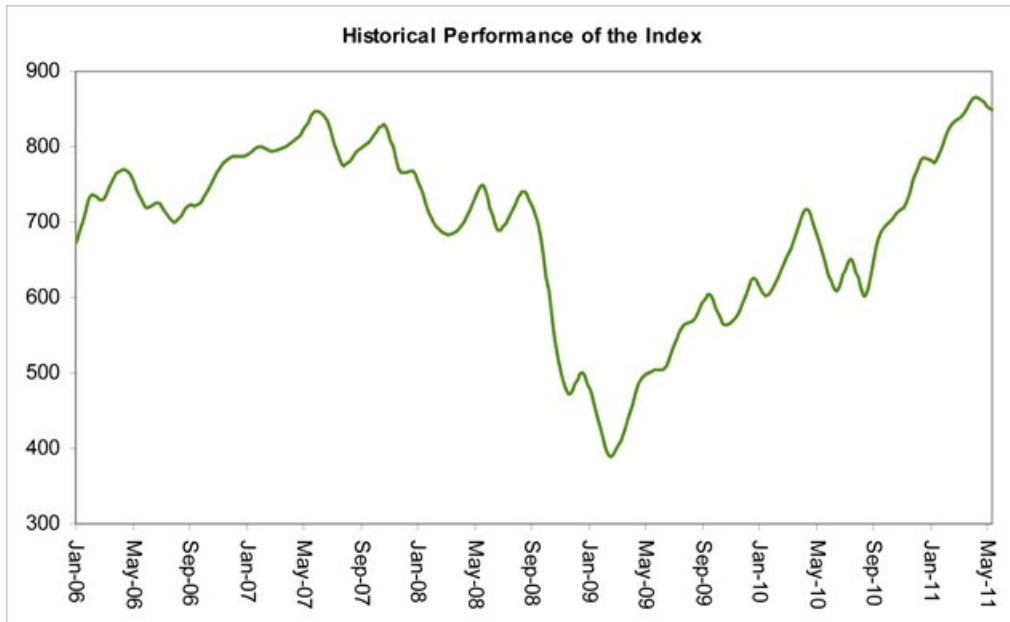


- *Tender offers.* A company acquired as the result of a tender offer is removed when the tender offer has fully expired and it is determined that the company will finalize the process with a short form merger. Shares of the acquiring company, if a member of the Index, will be increased simultaneously.
- *Delisting.* Only companies listed on U.S. exchanges are included in the Index. Therefore, when a company is delisted from a U.S. exchange and moved to over-the-counter trading, the company is removed from the Index.
- *Bankruptcy and voluntary liquidations.* Companies that file for Chapter 7 liquidation bankruptcy or file any other liquidation plan will be removed from the Index at the time of the filing. Companies filing for a Chapter 11 re-organization bankruptcy will remain a member of the Index, unless delisted from their primary exchange. In that case, normal delisting rules will apply.
- *Stock distributions.* Stock distributions can take two forms: (1) a stated amount of stock distributed on the ex-date or (2) an undetermined amount of stock based on earnings and profits on a future date. In both cases, a price adjustment is made on the ex-date of the distribution. Shares are increased on the ex-date for category (1) and on the pay-date for category (2).
- *Dividends.* Gross dividends are included in the daily total return calculation of the Index based on their ex-dates. The ex-date is used rather than the pay-date because the market place price adjustment for the dividend occurs on the ex-date. Monthly, quarterly and annual total returns are calculated by compounding the reinvestment of dividends daily. The reinvestment and compounding is at the total index level, not at the security level. Stock prices are adjusted to reflect special cash dividends on the ex-date. If a dividend is payable in stock and cash and the stock rate cannot be determined by the ex-date, the dividend is treated as all cash.
- *Halted securities.* Halted securities are not removed from the Index until the time they are actually delisted from the exchange. If a security is halted, it remains in the Index at the last traded price from the primary exchange until the time the security resumes trading or is officially delisted.

Additional information on the Index is available on the following website: <http://www.russell.com>. No information on the website shall be deemed to be included or incorporated by reference in this term sheet.



The following graph sets forth the monthly historical performance of the Index in the period from January 2006 through May 2011. This historical data on the Index is not necessarily indicative of the future performance of the Index or what the value of the Bear ARNs may be. Any historical upward or downward trend in the level of the Index during any period set forth below is not an indication that the level of the Index is more or less likely to increase or decrease at any time over the term of the Bear ARNs. On June 20, 2011, the closing level of the Index was 788.49.



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

License Agreement

Russell and MLPF&S have entered into a non-exclusive license agreement providing for the license to MLPF&S and its affiliates, including us, in exchange for a fee, of the right to use indices owned and published by Russell in connection with some securities, including the Bear ARNs. The license agreement provides that the following language must be stated in this term sheet:

"The Bear ARNs are not sponsored, endorsed, sold, or promoted by Russell. Russell makes no representation or warranty, express or implied, to the holders of the Bear ARNs or any member of the public regarding the advisability of investing in securities generally or in the Bear ARNs particularly or the ability of the Index to track general stock market performance or a segment of the same. Russell's publication of the Index in no way suggests or implies an opinion by Russell as to the advisability of investment in any or all of the securities upon which the Index is based. Russell's only relationship to MLPF&S and to us is the licensing of certain trademarks and trade names of Russell and of the Index, which is determined, composed, and calculated by Russell without regard to MLPF&S, us, or the Bear ARNs. Russell is not responsible for and has not reviewed the Bear ARNs nor any associated literature or publications and Russell makes no representation or warranty express or implied as to their accuracy or completeness, or otherwise. Russell reserves the right, at any time and without notice, to alter, amend, terminate, or in any way change the Index. Russell has no obligation or liability in connection with the administration, marketing, or trading of the Bear ARNs.

RUSSELL DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN AND RUSSELL SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. RUSSELL MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY MLPF&S, US, HOLDERS OF THE BEAR ARNS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR ANY DATA INCLUDED THEREIN. RUSSELL MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL RUSSELL HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

"Russell 2000® Index" and "Russell 3000® Index" are trademarks of Russell and have been licensed for use by us. The Bear ARNs are not sponsored, endorsed, sold, or promoted by Russell and Russell makes no representation regarding the advisability of investing in the Bear ARNs."

Summary Tax Consequences

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

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

Certain U.S. Federal Income Taxation Considerations

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

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

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

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

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

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 Bear ARNs.

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



Additional Terms

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

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

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

"Accelerated Return Notes[®]" and "ARNs[®]" are our registered service marks.