

**Filed Under Rule 424(b)(3), Registration Statement No. 333-175599
Pricing Supplement Number 2 Dated October 24, 2011
(To: Prospectus Dated July 15, 2011)**

CUSIP Number	Aggregate Principal Amount	Price to Public	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 st Coupon Date	1 st Coupon Amount	Survivor's Option	Product Ranking
06050WEW1	[\$]	100.000%	2.000%	[]	Fixed	6.000% (Per Annum)	SEMI-ANNUAL	11/15/2023	05/15/2012	\$32.00	Yes	Senior Unsecured Notes

Redemption Information: Callable at 100.000% on 11/15/2012 and every coupon date thereafter.

The Bank of America InterNotes will be subject to redemption at the option of Bank of America, in whole on the interest payment date occurring on 11/15/2012 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of the Bank of America InterNotes plus accrued interest thereon, if any, upon at least 30 Calendar Days prior notice to the noteholder and the trustee, as described in the prospectus.

Joint Lead Managers and Lead Agents: BofA Merrill Lynch, Incapital LLC Agents: Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated, UBS Securities LLC, Wells Fargo Advisors, LLC

Offering Dates: Monday, October 24, 2011 through Monday, October 31, 2011
Trade Date: Monday, October 31, 2011 @12:00 PM ET Settlement Date: Thursday, November 3, 2011 Minimum
Denomination/Increments:\$1,000.00/\$1,000.00 Initial trades settle flat and clear SDFS: DTC Book Entry only
DTC number: 0235 via RBC Dain Rauscher Inc.

Bank of America
Prospectus Dated July 15, 2011

Bank of America

If the maturity date or an interest payment date for any note is not a Business Day (as term is defined in Prospectus), principal, premium, if any, and interest for that note is paid on the next Business Day, and no interest will accrue from, and after, the maturity date or interest payment date.

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