

This Supplement amends and restates in full our Supplement to Term Sheet dated August 28, 2012.

Supplement dated September 10, 2012
to Term Sheet dated June 28, 2012,
product supplement ARN-4 dated April 2, 2012,
Series L MTN prospectus supplement
dated March 30, 2012 and prospectus dated
March 30, 2012 (together, the "Note Prospectus")



**Bank of America Corporation
Medium-Term Notes, Series L
Accelerated Return Notes®
Linked to the S&P 500® Index, due June 30, 2014
(the "ARNs")**

This document supplements the Note Prospectus in connection with any secondary market transactions in the ARNs by Merrill Lynch Pierce, Fenner & Smith Incorporated and its affiliates. Capitalized terms used but not defined in this supplement have the meanings set forth in the Note Prospectus.

The Starting Value for the ARNs was defined in the final term sheet (the "Final Term Sheet"), dated June 28, 2012 and filed with the Securities and Exchange Commission (the "SEC") on July 2, 2012. The Starting Value was defined as the lowest closing level of the Market Measure on any Market Measure Business Day during the Starting Value Determination Period on which a Market Disruption Event has not occurred. The closing level of the Market Measure on June 28, 2012 was 1,329.04.

The Starting Value Determination Period expired on August 28, 2012. The lowest closing level of the Market Measure on any Market Measure Business Day during the Starting Value Determination Period on which a Market Disruption Event did not occur was 1,329.04, which is equal to the closing level of the Market Measure on June 28, 2012.

Therefore, the Starting Value for the ARNs is 1,329.04.

Documentation

You should read this supplement, together with the documents listed below, which together contain the terms of the 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 in "Risk Factors" on page TS-5 of the Final Term Sheet and beginning on page S-10 of product supplement ARN-4, as the 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 ARNs.

You may access these 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):

- Final Term Sheet dated June 28, 2012:
<http://www.sec.gov/Archives/edgar/data/70858/000119312512292166/d376166d424b2.htm>
- Product supplement ARN-4 dated April 2, 2012:
<http://www.sec.gov/Archives/edgar/data/70858/000119312512146655/d326526d424b5.htm>
- Series L MTN prospectus supplement dated March 30, 2012 and prospectus dated March 30, 2012:
<http://www.sec.gov/Archives/edgar/data/70858/000119312512143855/d323958d424b5.htm>

Our Central Index Key, or CIK, on the SEC website is 70858. Unless otherwise indicated or unless the context requires otherwise, all references in the Final Term Sheet to “we,” “us,” “our,” or similar references are to Bank of America Corporation.