

**BANK OF AMERICA CORPORATION  
PREFERRED STOCK, SERIES U  
\$1,000,000,000**

**1,000,000 Depositary Shares, Each Representing a 1/25<sup>th</sup> Interest in a Share of Bank of America Corporation Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U**

**FINAL TERM SHEET**

Dated May 21, 2013

Issuer:	Bank of America Corporation
Security:	Depositary Shares, each representing a 1/25 <sup>th</sup> interest in a share of Bank of America Corporation Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U
Expected Ratings:	B1 (Moody's) / BB+ (S&P) / BB (Fitch)
Size:	\$1,000,000,000 (\$1,000 per Depositary Share)
Public Offering Price:	\$1,000 per Depositary Share
Maturity:	Perpetual
Trade Date:	May 21, 2013
Settlement Date:	May 29, 2013 (T+5)
Dividend Rate (Non-Cumulative):	From May 29, 2013 to, but excluding, June 1, 2023, 5.200% and from and including June 1, 2023, Three-Month LIBOR plus 313.5 basis points
Dividend Payment Dates:	Beginning December 1, 2013, each June 1 and December 1 through June 1, 2023, subject to following business day convention (unadjusted) and thereafter each March 1, June 1, September 1, and December 1 in accordance with the modified following business day convention
Day Count:	From May 29, 2013 to, but excluding, June 1, 2023, 30/360 and thereafter Actual/360
Business Days:	From May 29, 2013, to but excluding, June 1, 2023, New York/Charlotte and thereafter New York/Charlotte/London
Optional Redemption:	Anytime on or after June 1, 2023 and earlier upon certain events involving a capital treatment event as described and subject to limitations in the prospectus supplement dated May 21, 2013 (the "Prospectus Supplement")
Sole Book-Runner:	Merrill Lynch, Pierce, Fenner & Smith Incorporated
Conflict of Interest:	Merrill Lynch, Pierce, Fenner & Smith Incorporated is our affiliate. As such, Merrill Lynch, Pierce, Fenner & Smith Incorporated has a "conflict of interest" in this offering within the meaning of FINRA Rule 5121. Consequently, the offering is being conducted in compliance with the provisions of Rule 5121. FINRA Rule 5121 requires that a "qualified independent underwriter" participate in the preparation of the Prospectus Supplement and exercise the usual standards of due diligence with respect thereto.

UBS Securities LLC, the qualified independent underwriter, or QIU, will not receive any additional fees for serving as a QIU in connection with this offering. The Issuer will indemnify the QIU against liabilities incurred in connection with acting as such, including liabilities under the Securities Act.

Merrill Lynch, Pierce, Fenner & Smith Incorporated is not permitted to sell depositary shares in this offering to an account over which it exercises discretionary authority without the prior specific written approval of the account holder. As a result, to the extent required under applicable regulations, before entering into any contract with, or for, a customer for the purchase or sale of such security, Merrill Lynch, Pierce, Fenner & Smith Incorporated will disclose to such customer the existence of such control, and if such disclosure is not made in writing, it will be supplemented by the giving or sending of written disclosure at or before the completion of the transaction.

Senior Co- Managers:

UBS Securities LLC  
Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Goldman, Sachs & Co.  
J.P. Morgan Securities LLC  
Lloyds Securities Inc.  
RBS Securities Inc.  
Wells Fargo Securities, LLC

Co-Managers:

Banca IMI S.p.A.  
BB&T Capital Markets, a division of  
BB&T Securities, LLC  
Capital One Southcoast, Inc.  
CIBC World Markets Corp.  
Jefferies & Company, Inc.  
Mizuho Securities USA Inc.  
Scotia Capital (USA) Inc.  
SG Americas Securities, LLC  
Standard Chartered Bank  
Swedbank AB (publ)

Junior Co-Managers:

Apto Partners, LLC  
Castle Oak Securities, L.P.  
Drexel Hamilton, LLC  
Muriel Siebert & Co., Inc.  
Samuel A. Ramirez & Co., Inc.  
The Williams Capital Group, L.P.

CUSIP/ISIN for the Depositary Shares:

060505ED2 / US060505ED212

Bank of America Corporation (the "Issuer") has filed a registration statement (including a pricing supplement, a prospectus supplement, and a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read those documents and the other documents that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the lead manager will arrange to send you the pricing supplement, the prospectus supplement, and the prospectus if you request them by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322. You may also request copies by e-mail from [fixedincomeir@bankofamerica.com](mailto:fixedincomeir@bankofamerica.com) or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com).