

**BANK OF AMERICA CORPORATION  
PREFERRED STOCK, SERIES V  
\$1,500,000,000**

**1,500,000 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 V**

**FINAL TERM SHEET**

Dated June 12, 2014

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 V
Expected Ratings:	Ba3 (Moody's) / BB+ (S&P) / BB (Fitch)
Size:	\$1,500,000,000 (\$1,000 per Depositary Share)
Public Offering Price:	\$1,000 per Depositary Share
Maturity:	Perpetual
Trade Date:	June 12, 2014
Settlement Date:	June 17, 2014 (T+3)
Dividend Rate (Non-Cumulative):	From June 17, 2014 to, but excluding, June 17, 2019, 5.125% and from and including June 17, 2019, Three-Month LIBOR plus 338.7 basis points
Dividend Payment Dates:	Beginning December 17, 2014, each June 17 and December 17 through June 17, 2019, subject to following business day convention (unadjusted) and thereafter each March 17, June 17, September 17, and December 17 in accordance with the modified following business day convention (adjusted)
Day Count:	From June 17, 2014 to, but excluding, June 17, 2019, 30/360 and thereafter Actual/360
Business Days:	From June 17, 2014, to but excluding, June 17, 2019, New York/Charlotte and thereafter New York/Charlotte/London
Optional Redemption:	Anytime on or after June 17, 2019 and earlier upon certain events involving a capital treatment event as described and subject to limitations in the prospectus supplement dated June 12, 2014 (the "Prospectus Supplement")
Listing:	Unlisted
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.

Goldman, Sachs & Co., 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.

Co-Managers:

Goldman, Sachs & Co.  
ABN AMRO Securities (USA) LLC  
ANZ Securities, Inc.  
Banca IMI S.p.A.  
BBVA Securities Inc.  
BMO Capital Markets Corp.  
BNY Mellon Capital Markets, LLC  
Capital One Securities, Inc.  
CIBC World Markets Corp.  
Citigroup Global Markets Inc.  
Commerz Markets LLC  
Credit Agricole Securities (USA) Inc.  
Danske Markets Inc  
Deutsche Bank Securities Inc.  
HSBC Securities (USA) Inc.  
ING Financial Markets LLC  
Lloyds Securities Inc.  
Mizuho Securities USA Inc.  
nabSecurities, LLC  
RB International Markets (USA) LLC  
RBS Securities Inc.  
Santander Investment Securities Inc.  
Scotia Capital (USA) Inc.  
SG Americas Securities, LLC  
Standard Chartered Bank  
The Huntington Investment Company  
Wells Fargo Securities, LLC

Junior Co-Managers:

Drexel Hamilton, LLC  
Loop Capital Markets, LLC  
Mischler Financial Group, Inc.  
Muriel Siebert & Co., Inc.  
Samuel A. Ramirez & Company, Inc.

CUSIP/ISIN for the Depositary Shares:

060505EG5 / US060505EG51

Bank of America Corporation (the "Issuer") has filed a registration statement (including 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).