



Bank of America Corporation
(a Delaware (U.S.A.) Corporation)

NOTE, WARRANT AND CERTIFICATE PROGRAMME

Issue of RON 35,000,000 4.28 per cent. Fixed Rate Notes due 17 January 2022

Issue Price: 100 per cent. of the Aggregate Nominal Amount

This document constitutes a prospectus (the "**Prospectus**") for the purposes of Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**") relating to RON 35,000,000 4.28 per cent. Fixed Rate Notes due 17 January 2022 (the "**Notes**") issued by Bank of America Corporation (the "**Issuer**" or "**BAC**") under the Note, Warrant and Certificate Programme of the Issuer, Merrill Lynch B.V. and Merrill Lynch International & Co. C.V. (the "**Programme**") This Prospectus should be read and construed in conjunction with the other documents incorporated by reference herein.

This Prospectus incorporates by reference certain information from the offering circular of the Issuer, Merrill Lynch B.V and Merrill Lynch International & Co. C.V. dated 18 May 2018 relating to the Programme (the "**Offering Circular**") and the supplements thereto. See "Documents Incorporated by Reference" below.

This Prospectus has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**") as a prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg for the purpose of giving information with regard to the Notes. The CSSF is the Luxembourg competent authority for the purposes of the Prospectus Directive and relevant implementing measures in Luxembourg. By approving this Prospectus, the CSSF shall give no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer in accordance with Article 7(7) of the Luxembourg law dated 10 July 2005 on prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) as amended by the Luxembourg law dated 3 July 2012 (the "**Prospectus Act 2005**").

Application has been made for the Notes to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the regulated market of the Luxembourg Stock Exchange. The Luxembourg Stock Exchange's regulated market is a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments ("**MiFID II**").

*The Notes have not been and will not be registered under U.S. Securities Act of 1933, as amended (the "**Securities Act**") or under any U.S. state securities laws. The Notes may not be offered, sold, resold, traded, transferred, pledged, delivered or redeemed, directly or indirectly, within the United States of America (including the U.S. states and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction (the "**United States**") or to, or for the account or benefit of, U.S. persons (as defined by Regulation S under the Securities Act) (other than distributors) except in accordance with Regulation S under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.*

*The Notes are unsecured and are not and will not be savings accounts, deposits, obligations of, or otherwise guaranteed by, Bank of America, N.A. ("**BANA**") or any other bank. The Notes do not evidence deposits of BANA or any other banking affiliate of the Issuer and are not insured by the Federal Deposit Insurance Corporation (the "**FDIC**") or any other insurer or governmental agency or instrumentality.*

The Notes are subject to investment risks described under the section headed "Risk Factors" on page 1 of this Prospectus. This Prospectus does not describe all of the risks of an investment in the Notes.

Dealer

BofA MERRILL LYNCH

The date of this Prospectus is 21 February 2019

IMPORTANT NOTICES

This Prospectus constitutes a single prospectus for the purposes of the Prospectus Directive.

This Prospectus must be read in conjunction with all documents deemed to be incorporated by reference (see "Documents Incorporated by Reference") and shall be construed accordingly.

No person has been authorised to give any information or to make any representation not contained or incorporated by reference in this Prospectus and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or the Dealer. This Prospectus does not relate to any securities other than the Notes or constitute an offer to any person in any jurisdiction where such offer would be unlawful. Delivery of this Prospectus at any time does not imply that the information in this Prospectus is correct as of any time subsequent to its date.

The Issuer accepts responsibility for the information contained in this Prospectus. To the Issuer's best knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Dealer has not separately verified the information contained herein. Accordingly, no representation, warranty, or undertaking, express or implied, is made and no responsibility is accepted by the Dealer as to the accuracy or completeness of the information contained in this Prospectus or any other information provided by the Issuer. The Dealer does not accept any liability in relation to the information contained in this Prospectus or any other information provided by the Issuer in connection with this Prospectus.

Neither this Prospectus nor any other information supplied in connection herewith is intended to provide the basis of any credit or other evaluation, and any recipient of this Prospectus should not consider such receipt to be a recommendation to purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. The Dealer does not undertake to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Prospectus or to advise any investor or potential investor in the Notes of any information coming to the attention of the Dealer.

This Prospectus does not describe all of the risks and investment considerations (including those relating to each investor's particular circumstances) of an investment in the Notes. See "Risk Factors". Investors should consult their own financial, legal, tax, and other professional advisors as to the risks and investment considerations arising from an investment in an issue of Notes and should possess the appropriate resources to analyse such investment and the suitability of such investment to such investor's particular circumstances.

The Notes have not been, and will not be, registered under the Securities Act. The Notes are subject to United States tax law requirements and may not be offered, sold, or delivered within the United States or to U.S. persons.

Other than to selected qualified investors in accordance with the Swiss Federal Act on Collective Investment Schemes: (a) the Notes will not be offered, sold or otherwise distributed in or from Switzerland; and (b) neither this Prospectus nor any other document relating to the Notes may be distributed in Switzerland in connection with any offering, sale or distribution in or from Switzerland.

This Prospectus does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which that offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit the offering of the Notes or the distribution of this Prospectus in any jurisdiction where such action is required.

The distribution of this Prospectus and the offer of Notes may be restricted by law in certain jurisdictions. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations, and the Dealer has represented that all offers and sales by it will be made on the same

terms. Persons into whose possession this Prospectus or any Notes come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of Notes in the United States and certain other jurisdictions. See "Subscription and Sale" in the Offering Circular which is incorporated by reference into this Prospectus.

Nothing herein should be considered to impose on the recipient of this Prospectus any limitation on disclosure of the tax treatment or tax structure of the transactions or matters described herein.

No person has been authorised to give any information or make any representation not contained in or not consistent with this Prospectus, or any other information supplied in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any Dealer.

By investing in the Notes each investor represents that:

- (a) **Non-Reliance.** It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or the Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the "Note Conditions" shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer or the Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.
- (b) **Assessment and Understanding.** It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts, the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.
- (c) **Status of Parties.** None of the Issuer or the Dealer is acting as fiduciary for or adviser to it in respect of the investment in the Notes.

Prohibition of Sales to EEA Retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC, as amended ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

In this Prospectus, references to "**RON**" or "**Romanian Leu**" are to the lawful currency of Romania, references to "**U.S.\$**", "**\$**", and "**U.S. dollars**" are to United States Dollars, references to "**A\$**" are to Australian dollars and references to "**EUR**", "**Euro**", and "**€**" are to the lawful single currency of the member states of the European Union that have adopted and continue to retain a common single currency through monetary union in accordance with European Union treaty law (as amended from time to time).

TABLE OF CONTENTS

	Page
IMPORTANT NOTICES	I
RISK FACTORS	1
DOCUMENTS INCORPORATED BY REFERENCE	2
NOTE CONDITIONS	9
GENERAL INFORMATION.....	15

RISK FACTORS

An investment in the Notes involves substantial risks.

The Issuer believes that the following factors may affect its ability to fulfil its obligations in respect of the Notes and/or are material for the purpose of assessing the market risks associated with the Notes. All of these factors are contingencies which may or may not occur, and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the relevant Issuer or the Guarantor (if applicable) to pay any cash amounts may occur for other reasons, and the Issuer makes no representation that the statements regarding the risks of holding any the Notes are exhaustive. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently believes to be immaterial could also have a material impact on its business operations or the Notes. Prospective investors should also read the detailed information set out elsewhere in this Prospectus and reach their own views prior to making any investment decision.

Terms used in this section and not otherwise defined shall have the meanings given to them in the Note Conditions (as defined below).

1. **Risk Factors Relating to the Issuer's Ability to Fulfil its Obligations under the Notes**

The risks that might affect the Issuer's ability to fulfil its obligations under the Notes are set out under:

- (i) the heading "Risk Factors Relating to the Relevant Issuer's and (with respect to Instruments other than Secured W&C Instruments) the Guarantor's Ability to Fulfil Their Respective Obligations Under the Relevant Instruments" on pages 35 to 36 in the section entitled "Risk Factors"; and
- (ii) the heading "Additional Risk Factors" on pages 1 to 3 of Supplement No. 7 (as defined below),

in the Offering Circular, which have been incorporated by reference into this Prospectus.

2. **Risk Factors Relating to the Issuer and the Group and to the Group's Businesses and Industry**

The risks relating to the Issuer and the Group and the Group's business and industry are set out under the heading "Risk Factors Relating to BAC and the Group and to the Group's Businesses and Industry" on pages 36 to 38 in the section entitled "Risk Factors" in the Offering Circular, which has been incorporated by reference into this Prospectus.

3. **Risk Factors Relating to the Notes**

The risks relating to the Notes are set out under the headings "Risks Relating to the Instruments Generally" and "Risks Relating to Notes" on pages 38 to 51 (inclusive) in the section entitled "Risk Factors" in the Offering Circular, which has been incorporated by reference into this Prospectus.

4. **Risks Relating to the Market Generally**

The risks relating to the market generally are set out under the heading "Risks Relating to the Market Generally" on pages 53 to 55 in the section entitled "Risk Factors" in the Offering Circular, which has been incorporated by reference into this Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have previously been published and have been filed with the CSSF, shall be deemed to be incorporated in, and to form part of, this Prospectus:

- (a) the Offering Circular;
- (b) the following supplements to the Offering Circular: supplement No. 3 dated 1 August 2018 ("**Supplement No. 3**"); supplement No. 4 dated 18 October 2018 ("**Supplement No. 4**"); supplement No. 7 dated 31 December 2018 ("**Supplement No. 7**") and supplement No. 8 dated 31 December 2018 ("**Supplement No. 8**") (together, the "**Supplements**");
- (c) BAC's Annual Report on Form 10-K for the year ended 31 December 2017 (the "**BAC 2017 Annual Report**");
- (d) BAC's Quarterly Report on Form 10-Q in respect of the nine months ended 30 September 2018 (the "**BAC 30 September 2018 Quarterly Report**");
- (e) BAC's Current Reports on Form 8-K filed on 17 January 2018 (the "**BAC 17 January 2018 Form 8-K**"), 9 February 2018 (the "**BAC 9 February 2018 Form 8-K**"), 15 March 2018 (the "**BAC 15 March 2018 Form 8-K**"), 16 April 2018 Form 8-K (the "**BAC 16 April 2018 Form 8-K**"), 25 April 2018 (the "**BAC 25 April 2018 Form 8-K**"), 30 April 2018 (the "**BAC 30 April 2018 Form 8-K**"), 16 May 2018 (the "**BAC 16 May 2018 Form 8-K**"), 28 June 2018 (the "**BAC 28 June 2018 Form 8-K**"), 16 July 2018 (the "**BAC 16 July 2018 Form 8-K**"), 15 October 2018 (the "**BAC 15 October 2018 Form 8-K**"), 24 October 2018 (the "**BAC 24 October 2018 Form 8-K**"), 26 October 2018 (the "**BAC 26 October 2018 Form 8-K**") and 16 January 2019 (the "**BAC 16 January 2019 Form 8-K**" and, together with the BAC 17 January 2018 Form 8-K, the BAC 9 February 2018 Form 8-K, the BAC 15 March 2018 Form 8-K, the BAC 16 April 2018 Form 8-K, the BAC 25 April 2018 Form 8-K, the BAC 30 April 2018 Form 8-K, the BAC 16 May 2018 Form 8-K, the BAC 28 June 2018 Form 8-K, the BAC 16 July 2018 Form 8-K, the BAC 15 October Form 8-K and the BAC 26 October 2018 Form 8-K, the "**BAC Forms 8-K**") (other than, with respect to these reports, information that is furnished but deemed not to have been filed under the rules of the SEC);
- (f) BAC's Form 8-A filed on 16 May 2018 (the "**BAC 16 May 2018 Form 8-A**"); and
- (g) the 2018 Proxy Statement of BAC pursuant to Section 14(a) of the U.S. Securities Exchange Act of 1934, as amended, dated 12 March 2018 (the "**2018 BAC Proxy Statement**"), and filed with the SEC on 12 March 2018 and the Definitive Additional Materials to the Proxy Statement on Schedule 14A of the Issuer filed with the SEC on 12 March 2018 (the "**BAC Additional Proxy Materials**" and, together with the 2018 BAC Proxy Statement, the "**BAC 2018 Proxy**").

The table below sets out the relevant page references for the information incorporated into this Prospectus by reference. The information incorporated by reference that is not included in the cross-reference list is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004 (as amended). Information not incorporated by reference are not relevant for the investor or are covered in other parts of this Prospectus.

Any documents themselves incorporated by reference in any document incorporated by reference in this Prospectus shall not form part of this Prospectus.

Documents Incorporated by Reference Cross-Reference List	Page Number
Offering Circular	
<i>Overview of the Programme</i>	<i>Pages 23 to 33</i>
<i>Risk Factors</i>	<i>Pages 35 to 51 and 53 to 55</i>
<i>Form of the Instruments</i>	<i>Pages 108 to 112</i>
<i>Terms and Conditions of the Notes</i>	<i>Pages 150 to 192</i>
<i>Use of Proceeds of the Notes</i>	<i>Page 193</i>
<i>Book-Entry Clearing Systems</i>	<i>Pages 624 to 627</i>

Documents Incorporated by Reference Cross-Reference List	Page Number
<i>Notice to Purchasers and Holders of Instruments and Transfer Restrictions – Notes issued by BAC</i>	Page 628
<i>Bank of America Corporation</i>	Pages 643 to 646
<i>Selected Financial Data of Bank of America – Principal Shareholders</i>	Page 648
<i>ERISA Matters</i>	Pages 658 to 659
<i>Taxation</i>	Pages 660 to 681
<i>Offering and Sale</i>	Pages 682 to 710
<i>General Information</i>	
- (1) Authorisation	Page 711
- (5) Auditors and Financial Statements – BAC	Pages 712 to 713
Supplement No. 3	
<i>Change of Registrar</i>	Page 3
Supplement No. 4	
<i>Update to Introductory Paragraphs of the Offering Circular</i>	Page 2
Supplement No. 7	
<i>Entire Document</i>	Pages 1 to 6
Supplement No. 8	
<i>Entire Document</i>	Pages 1 to 3
BAC 2017 Annual Report	
Part I	
<i>Item 1. Business</i>	Pages 1 to 5
<i>Item 1A. Risk Factors</i>	Pages 5 to 16
<i>Item 1B. Unresolved Staff Comments</i>	Page 16
<i>Item 2. Properties</i>	Page 16
<i>Item 3. Legal Proceedings</i>	Page 16
<i>Item 4. Mine Safety Disclosures</i>	Page 16
Part II	
<i>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</i>	Page 17
<i>Item 6. Selected Financial Data</i>	Page 17
<i>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	Page 18 to 94
<i>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</i>	Page 95
<i>Item 8. Financial Statements and Supplementary Data</i>	Pages 95 to 190
<i>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</i>	Page 191
<i>Item 9A. Controls and Procedures</i>	Page 191
<i>Item 9B. Other Information</i>	Page 191
Part III	
<i>Item 10. Directors, Executive Officers and Corporate Governance</i>	Page 192
<i>Item 11. Executive Compensation</i>	Page 192
<i>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</i>	Page 193
<i>Item 13. Certain Relationships and Related Transactions, and Director Independence</i>	Page 193
<i>Item 14. Principal Accounting Fees and Services</i>	Page 193
Part IV	
<i>Item 15. Exhibits, Financial Statement Schedules (including all listed)</i>	Page 194 to 196
<i>Signatures</i>	Pages 197 to 198
<i>Exhibit 12. Ratio of Earnings to Fixed Charges and Ratio of Earnings to</i>	Page 201*

Documents Incorporated by Reference Cross-Reference List	Page Number
<i>Fixed Charges and Preferred Dividends</i>	
<i>Exhibit 21. Direct and Indirect Subsidiaries of Bank of America Corporation As of December 31, 2016</i>	Pages 203* to 204*
<i>Exhibit 24. Power of Attorney</i>	Pages 206* to 207*
 BAC 30 September 2018 Quarterly Report	
Part I	
<i>Item 1. Financial Statements</i>	
<i>Consolidated Statement of Income</i>	Page 54
<i>Consolidated Statement of Comprehensive Income</i>	Page 55
<i>Consolidated Balance Sheet</i>	Pages 56 to 57
<i>Consolidated Statement of Changes in Shareholders' Equity</i>	Page 58
<i>Consolidated Statement of Cash Flows</i>	Page 59
<i>Notes to Consolidated Financial Statements</i>	Page 60
<i>1 – Summary of Significant Accounting Principles</i>	Page 60
<i>2 – Noninterest Income</i>	Page 62
<i>3 – Derivatives</i>	Pages 63 to 70
<i>4 – Securities</i>	Pages 71 to 73
<i>5 – Outstanding Loans and Leases</i>	Pages 74 to 84
<i>6 – Allowance for Credit Losses</i>	Pages 85 to 86
<i>7 – Securitizations and Other Variable Interest Entities</i>	Pages 87 to 90
<i>8 – Goodwill and Intangible Assets</i>	Page 91
<i>9 – Federal Funds Sold or Purchased, Securities Financing Agreements and Short-term Borrowings</i>	Pages 92 to 93
<i>10 – Commitments and Contingencies</i>	Pages 94 to 96
<i>11 – Shareholders' Equity</i>	Page 96
<i>12 – Accumulated Other Comprehensive Income (Loss)</i>	Page 97
<i>13 – Earning Per Common Share</i>	Page 98
<i>14 – Fair Value Measurements</i>	Pages 98 to 107
<i>15 – Fair Value Option</i>	Pages 107 to 108
<i>16 – Fair Value of Financial Instruments</i>	Pages 108 to 109
<i>17 – Business Segment Information</i>	Pages 109 to 112
<i>Glossary</i>	Page 113
<i>Acronyms</i>	Page 114
 <i>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	
<i>Executive Summary</i>	Pages 3 to 5
<i>Business Overview</i>	Page 3
<i>Recent Events</i>	Page 3
<i>Financial Highlights</i>	Pages 3 to 5
<i>Supplemental Financial Data</i>	Pages 6 to 10
<i>Business Segment Operations</i>	Pages 11 to 22
<i>Consumer Banking</i>	Page 11
<i>Global Wealth & Investment Management</i>	Pages 11 to 14
<i>Global Banking</i>	Pages 17 to 19
<i>Global Markets</i>	Pages 19 to 20
<i>All Other</i>	Pages 21 to 22
<i>Off-Balance Sheet Arrangements and Contractual Obligations</i>	Page 22
<i>Managing Risk</i>	Page 22
<i>Capital Management</i>	Pages 22 to 26
<i>Liquidity Risk</i>	Pages 26 to 28
<i>Credit Risk Management</i>	Pages 28 to 46
<i>Consumer Portfolio Credit Risk Management</i>	Pages 28 to 37
<i>Commercial Portfolio Credit Risk Management</i>	Pages 37 to 42
<i>Non-U.S. Portfolio</i>	Pages 42 to 43
<i>Provision for Credit Losses</i>	Page 44
<i>Allowance for Credit Losses</i>	Pages 44 to 46

Documents Incorporated by Reference Cross-Reference List	Page Number
<i>Market Risk Management</i>	<i>Pages 47 to 51</i>
<i>Trading Risk Management</i>	<i>Pages 47 to 49</i>
<i>Interest Rate Risk Management for the Banking Book</i>	<i>Pages 49 to 50</i>
<i>Mortgage Banking Risk Management</i>	<i>Pages 50 to 51</i>
<i>Complex Accounting Estimates</i>	<i>Page 52</i>
<i>Non-GAAP Reconciliations</i>	<i>Page 52</i>
<i>Item 3. Quantitative and Qualitative Disclosures about Market Risk</i>	<i>Page 53</i>
<i>Item 4. Controls and Procedures</i>	<i>Page 53</i>
Part II Other Information	
<i>Item 1. Legal Proceedings</i>	<i>Page 115</i>
<i>Item 1A. Risk Factors</i>	<i>Page 115</i>
<i>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</i>	<i>Page 115</i>
<i>Item 6. Exhibits</i>	<i>Page 116</i>
<i>Signature</i>	<i>Page 116</i>
<i>Exhibit 12</i>	<i>Page 118*</i>
BAC 17 January 2018 Form 8-K	
<i>Item 2.02. Results of Operations and Financial Condition.</i>	<i>Page 2*</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2*</i>
<i>Signatures</i>	<i>Page 3*</i>
<i>Exhibit 99.1. The Press Release</i>	<i>Pages 4* to 21*</i>
BAC 9 February 2018 Form 8-K	
<i>Item 8.01. Other Events</i>	<i>Page 2</i>
<i>Signatures</i>	<i>Page 3</i>
BAC 15 March 2018 Form 8-K	
<i>Item 3.03. Material Modification to Rights of Security Holders</i>	<i>Page 2</i>
<i>Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.</i>	<i>Page 2</i>
<i>Item 8.01. Other Events</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 3</i>
<i>Signatures</i>	<i>Page 4</i>
<i>Exhibit 1.1. Underwriting Agreement, dated March 8, 2018 with respect to the offering of 2,350,000 Depositary Shares, each representing a 1/25th interest in a share of Series FF Preferred Stock</i>	<i>Pages 5* to 32*</i>
<i>Exhibit 3.1. Certificate of Designations for the Series FF Preferred Stock</i>	<i>Pages 33* to 43*</i>
<i>Exhibit 4.1. Deposit Agreement related to the Depositary Shares, dated March 14, 2018, among the Corporation, Computershare Inc., Computershare Trust Company, N.A. and the Holders from time to time of the Depositary Receipts</i>	<i>Pages 44* to 72*</i>
<i>Exhibit 4.2. Form of Depositary Receipt for the Depositary Shares (included in Exhibit 4.1)</i>	<i>Pages 70* to 72*</i>
<i>Exhibit 5.1. Opinion of McGuireWoods LLP, regarding legality of the Series FF Preferred Stock and the Depositary Shares</i>	<i>Pages 73* to 74*</i>
BAC 16 April 2018 Form 8-K	
<i>Item 2.02. Results of Operations and Financial Condition.</i>	<i>Page 2*</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2*</i>
<i>Signatures</i>	<i>Page 3*</i>
<i>Exhibit 99.1. The Press Release</i>	<i>Pages 4* to 21*</i>
BAC 25 April 2018 Form 8-K	
<i>Item 5.07 Submission of Matters to a Vote of Security Holders</i>	<i>Page 2*</i>
<i>Signatures</i>	<i>Page 3*</i>

Documents Incorporated by Reference Cross-Reference List	Page Number
BAC 30 April 2018 Form 8-K	
<i>Item 8.01. Other Events.</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2</i>
<i>Signatures</i>	<i>Page 3</i>
<i>Exhibit 99.1. News Release dated April 30, 2018.</i>	<i>Pages 4* to 6*</i>
BAC 16 May 2018 Form 8-K	
<i>Item 3.03. Material Modification to Rights of Security Holders</i>	<i>Page 2</i>
<i>Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.</i>	<i>Page 2</i>
<i>Item 8.01. Other Events</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 3*</i>
<i>Signatures</i>	<i>Page 4*</i>
<i>Exhibit 1.1. Underwriting Agreement, dated May 7, 2018 with respect to the offering of Depositary Shares, each representing a 1/1,000th interest in a share of Series GG Preferred Stock</i>	<i>Pages 5* to 35*</i>
<i>Exhibit 3.1. Certificate of Designations for the Series GG Preferred Stock, incorporated by reference to Exhibit 3.1 of the Corporation's Registration Statement on Form 8-A, filed on May 16, 2018</i>	
<i>Exhibit 4.1. Deposit Agreement related to the Depositary Shares, dated May 15, 2018, among the Corporation, Computershare Inc., Computershare Trust Company, N.A. and the Holders from time to time of the Depositary Receipts, incorporated by reference to Exhibit 4.1 of the Corporation's Registration Statement on Form 8-A, filed on May 16, 2018</i>	
<i>Exhibit 4.2. Form of Depositary Receipt for the Depositary Shares (included in Exhibit 4.1)</i>	
<i>Exhibit 5.1. Opinion of McGuireWoods LLP, regarding legality of the Series GG Preferred Stock and the Depositary Shares</i>	<i>Pages 36* to 37*</i>
BAC 28 June 2018 Form 8-K	
<i>Item 8.01. Other Events.</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2</i>
<i>Signatures</i>	<i>Page 3</i>
<i>Index to Exhibits</i>	<i>Page 4</i>
<i>Exhibit 99.1. News Release dated 28 June 2018</i>	<i>Pages 5* to 6*</i>
BAC 16 July 2018 Form 8-K	
<i>Item 2.02. Results of Operations and Financial Condition.</i>	<i>Page 2*</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2*</i>
<i>Signatures</i>	<i>Page 3*</i>
<i>Exhibit 99.1. The Press Release dated 16 July 2018</i>	<i>Pages 4* to 22*</i>
BAC 15 October 2018 Form 8-K	
<i>Item 2.02. Results of Operations and Financial Condition.</i>	<i>Page 2*</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2*</i>
<i>Signatures.</i>	<i>Page 3*</i>
<i>Exhibit 99.1. The Press Release dated 15 October 2018.</i>	<i>Pages 4* to 22*</i>
BAC 24 October 2018 Form 8-K	
<i>Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.</i>	<i>Page 2</i>
<i>Item 9.01. Financial Statements and Exhibits.</i>	<i>Page 2</i>
<i>Signatures</i>	<i>Page 3</i>
<i>Exhibit 99.1. News Release dated 24 October 2018</i>	<i>Pages 4* to 5*</i>
BAC 26 October 2018 Form 8-K	
<i>Item 5.02. Departure of Directors or Certain Officers; Election of Directors;</i>	<i>Page 2</i>

Documents Incorporated by Reference Cross-Reference List	Page Number
<i>Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.</i>	
<i>Item 9.01. Financial Statements and Exhibits.</i>	Page 2
<i>Signatures</i>	Page 3
<i>Exhibit 99.1. News Release dated 26 October 2018</i>	Pages 4* to 5*
 BAC 16 January 2019 Form 8-K	
<i>Item 2.02. Results of Operations and Financial Condition.</i>	Page 2*
<i>Item 9.01. Financial Statements and Exhibits.</i>	Page 2*
<i>Signatures.</i>	Page 3*
<i>Exhibit 99.1. The Press Release</i>	Pages 4* to 22*
 BAC 16 May 2018 Form 8-A	
<i>Item 1. Description of Registrant's Securities to be Registered</i>	Page 2
<i>Item 2. Exhibits</i>	Page 2
<i>Signatures</i>	Page 3
<i>Exhibit 3.1. Certificate of Designations of the Preferred Stock, dated May 16, 2018</i>	Pages 4* to 12*
<i>Exhibit 4.1. Deposit Agreement, dated May 15, 2018, among the Registrant, Computershare Inc., Computershare Trust Company, N.A. and the Holders from time to time of the Depositary Receipts</i>	Pages 13* to 42*
<i>Exhibit 4.2. Form of Depositary Receipt for the Depositary Shares (included in Exhibit 4.1)</i>	Pages 40* to 42*
 2018 BAC Proxy Statement	
<i>Proposal 1: Electing Directors</i>	Pages 2 to 13
<i>Identifying and Evaluating Director Candidates</i>	Page 3
<i>Our Director Nominees</i>	Pages 5 to 13
<i>Corporate Governance</i>	Page 14
<i>Our Board of Directors</i>	Page 14
<i>Director Independence</i>	Page 14
<i>Independent Board Leadership</i>	Pages 15 to 17
<i>Board Evaluation</i>	Pages 17 to 18
<i>Director Education</i>	Page 19
<i>Director Commitment</i>	Page 19
<i>Board Meetings, Committee Membership and Attendance</i>	Pages 19 to 20
<i>Stockholder Engagement</i>	Pages 21 to 22
<i>Communicating with Our Board</i>	Page 22
<i>Sustainable Responsible Growth</i>	Pages 23 to 24
<i>Being a Great Place to Work</i>	Pages 24 to 25
<i>CEO and Senior Management Succession Planning</i>	Page 26
<i>Board Oversight of Risk</i>	Pages 27 to 28
<i>Compensation Governance and Risk Management</i>	Pages 28 to 30
<i>Additional Information</i>	Page 30
<i>Related Person and Certain Other Transactions</i>	Page 31
<i>Stock Ownership of Directors, Executive Officers and Certain Beneficial Owners</i>	Pages 32 to 33
<i>Section 16(a) Beneficial Ownership Reporting Compliance</i>	Page 33
<i>Director Compensation</i>	Pages 34 to 36
<i>Proposal 2: Approving Our Executive Compensation (An Advisory, Non-Binding "Say on Pay" Resolution)</i>	Page 37
<i>Compensation Discussion and Analysis</i>	Pages 37 to 50
<i>Executive Summary</i>	Page 38
<i>2017 Company & Segment Performance</i>	Pages 39 to 40
<i>Executive Compensation Program Features</i>	Pages 41 to 44
<i>Compensation Decisions and Rationale</i>	Pages 44 to 48
<i>Other Compensation Topics</i>	Pages 49 to 50
<i>Compensation and Benefits Committee Report</i>	Page 50

Documents Incorporated by Reference Cross-Reference List	Page Number
<i>Executive Compensation</i>	<i>Pages 51 to 62</i>
<i>Summary Compensation Table</i>	<i>Pages 51 to 53</i>
<i>Grants of Plan-Based Awards Table</i>	<i>Pages 54 to 56</i>
<i>Year-End Equity Values and Equity Exercised or Vested Table</i>	<i>Pages 57 to 58</i>
<i>Pension Benefits Table</i>	<i>Page 59</i>
<i>Nonqualified Deferred Compensation Table</i>	<i>Pages 60 to 61</i>
<i>Potential Payments Upon Termination or Change in Control Tables</i>	<i>Pages 61 to 62</i>
<i>CEO Pay Ratio</i>	<i>Page 63</i>
<i>Proposal 3: Ratifying the Appointment of Our Independent Registered Public Accounting Firm for 2018</i>	<i>Pages 64 to 65</i>
<i>Audit Committee Report</i>	<i>Page 65</i>
<i>Proposal 4: Stockholder Proposal</i>	<i>Page 66</i>
<i>Voting and Other Information</i>	<i>Pages 69 to 72</i>
<i>Appendix A: Reconciliation of GAAP and Non-GAAP Financial Measures</i>	<i>Pages 91* to 92*</i>
BAC First Additional Proxy Materials	
<i>Schedule 14A</i>	<i>Page 1* to 2*</i>
<i>Bank of America Corporation Overview of Responsible Growth, Corporate Governance and Executive Compensation Practices, and Environmental and Social Initiatives March 2018</i>	<i>Pages 2* to 15*</i>

* These page numbers are references to the PDF pages included in the relevant report.

Investors in the Notes shall be deemed to have notice of all information contained in the documents incorporated by reference into this Prospectus, as if all such information were included in this Prospectus. Investors who have not previously reviewed such information should do so in connection with their purchase of Notes. Copies of all such documents incorporated by reference will be available for inspection without charge at the office of the Principal Paying Agent in London.

The Issuer will provide, without charge, to each person to whom a copy of this Prospectus has been delivered, upon the oral or written request of such person, a copy of any or all of the documents listed in paragraphs (c) to (f) above. Written requests for such documents should be directed to: Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, Attention: Fixed Income Investor Relations, or fixedincomeir@bankofamerica.com. Telephone requests may be directed to either +1-866-607-1234 (toll free) or +1-212-449-6795. BAC's filings with the SEC are available through (1) the SEC's website at www.sec.gov, or the SEC's Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and (2) BAC's website at www.bankofamerica.com. In addition, all documents incorporated herein by reference will be available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu) or at the specified offices of the Principal Paying Agent in London. References to web addresses in this Prospectus are included as inactive textual references only. Except as specifically incorporated by reference into this Prospectus, information on these websites is not part of this Prospectus.

NOTE CONDITIONS

The terms and conditions of the Notes shall consist of the "Terms and Conditions of the Notes" set out on pages 150 to 192 of the Offering Circular (the "**General Terms and Conditions of the Notes**"), as incorporated by reference herein (see "Documents Incorporated by Reference") as completed by the terms set out in the issue terms set out below (the "**Issue Terms**", and, together with the Conditions, the "**Note Conditions**").

References in the General Terms and Conditions of the Notes and in this Prospectus to "Final Terms" shall be deemed to be to the Issue Terms set out below.

ISSUE TERMS

Prohibition of Sales to EEA Retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC, as amended ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

1.	Issuer:	Bank of America Corporation
2.	Guarantor:	Not Applicable
3.	(a) Series Number:	3327
	(b) Tranche Number:	One
4.	Specified Currency or Currencies:	Romanian Leu (" RON ")
5.	Aggregate Nominal Amount:	
	(a) Series:	RON 35,000,000
	(b) Tranche:	RON 35,000,000
6.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
7.	(a) Specified Denominations:	RON 500,000
	(b) Calculation Amount:	RON 500,000
8.	Trade Date:	18 January 2019
9.	Strike Date:	Not Applicable
10.	Issue Date and Interest Commencement Date:	25 January 2019
11.	Maturity Date:	17 January 2022
12.	Interest Basis:	4.28 per cent. Fixed Rate
13.	Redemption/Payment Basis:	Redemption at par

- | | | |
|-----|---|----------------|
| 14. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 15. | Put/Call Options: | Not Applicable |
| 16. | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|--|--|
| 17. | Fixed Rate Notes: | Applicable |
| | (a) Rate(s) of Interest: | 4.28 per cent. per annum payable semi-annually in arrear |
| | (b) Interest Payment Date(s): | 17 January and 17 July in each year from and including 17 July 2019 up to and including the Maturity Date |
| | | Unadjusted |
| | (c) Business Day Convention: | Following Business Day Convention (in relation to payments only) |
| | (d) Additional Business Centre(s): | Not Applicable |
| | | For the avoidance of doubt, the relevant financial centres for Business Days shall be London, New York City and Bucharest. |
| | (e) Fixed Coupon Amount(s): | Not Applicable |
| | (f) Broken Amount(s): | Not Applicable |
| | (g) Day Count Fraction: | 30/360 |
| | (h) Determination Date(s): | Not Applicable |
| | (i) Other terms relating to the method of calculating interest for Fixed Rate Notes: | None |
| 18. | Floating Rate Notes: | Not Applicable |
| 19. | Zero Coupon Notes: | Not Applicable |
| 20. | Interest linked to one or more Reference Item(s) provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---------------------------------------|------------------------------------|
| 21. | Issuer Call: | Not Applicable |
| 22. | Investor Put: | Not Applicable |
| 23. | Automatic Early Redemption: | Not Applicable |
| 24. | Final Redemption Amount of each Note: | RON 500,000 per Calculation Amount |

25. Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on an event of default or on an illegality or following a Currency Substitution Event (or otherwise in accordance with the terms and conditions of the Notes), and/or the method of calculating the same (if required or if different from that set out in Condition 7(G)): RON 500,000 per Calculation Amount

PROVISIONS RELATING TO TYPE OF NOTES

26. Index Linked Conditions: Not Applicable
27. Share Linked Conditions: Not Applicable
28. GDR/ADR Linked Conditions: Not Applicable
29. FX Linked Conditions: Not Applicable
30. Commodity Linked Conditions: Not Applicable
31. Fund Linked Conditions: Not Applicable
32. Inflation Linked Conditions: Not Applicable
33. Credit Linked Notes: Not Applicable
34. Physical Delivery Notes: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

35. Form of Notes: Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg and exchangeable for Definitive Registered Notes in the limited circumstances described in the Global Note
36. New Safekeeping Structure: No
37. Payment Day: Following
38. Additional Financial Centre(s) or other special provisions relating to Payment Days: Not Applicable
For the avoidance of doubt, the relevant financial centres for Payment Days shall be London, New York City and Bucharest.
39. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
40. Details relating to Instalment Notes:
- (a) Instalment Amount(s): Not Applicable

	(b) Instalment Date(s):	Not Applicable
41.	Redenomination:	Redenomination Not Applicable
42.	Payment Disruption (Condition 6(G)):	Not Applicable
43.	Exchange Rate:	Not Applicable
44.	Other terms:	Not Applicable
DISTRIBUTION		
45.	Method of distribution:	Non-syndicated
46.	(a) If syndicated, names and addresses of Managers:	Not Applicable
	(b) Date of Subscription Agreement:	Not Applicable
	(c) Stabilising Manager(s) (if any):	Not Applicable
47.	If non-syndicated, name and address of relevant Dealer:	Merrill Lynch International 2 Kind Edward Street London EC1A 1HQ
48.	Calculation Agent:	Merrill Lynch International
49.	Total commission and concession:	Not Applicable
50.	U.S. Selling Restrictions:	Regulation S Compliance Category: 2; TEFRA D not applicable
51.	U.S. Tax Considerations:	The Notes are not "Structured Notes" for purposes of the discussion under "United States Federal Income Taxation" in the Offering Circular.
52.	United States Withholding Tax:	Except as set forth in "United States Federal Income Taxation" in the Offering Circular, the Issuer does not intend to withhold United States federal income tax with respect to payments to United States Aliens.
53.	Additional U.S. Tax considerations:	Not Applicable Code Section 871(m): Not Applicable
54.	Additional selling restrictions:	Not Applicable

PART B – OTHER INFORMATION**1. LISTING AND ADMISSION TO TRADING**

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market and listed on the Official List of the Luxembourg Stock Exchange.

No assurances can be given that such application for listing will be granted, (or if granted, will be granted by any particular date).

2. RATINGS

Ratings: The Notes have not been rated.

3. OPERATIONAL INFORMATION

- | | | |
|--------|---|--|
| (i) | ISIN: | XS1940944348 |
| (ii) | Common Code: | 194094434 |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, <i>société anonyme</i> , Euroclear Sweden or any duly authorised Swedish central securities depository under the Swedish CSD Rules and Euroclear Finland Ltd, and the relevant identification number(s): | Not Applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Names and addresses of initial Paying Agents: | Bank of America, N.A. (operating through its London Branch)
2 King Edward Street
London EC1A 1HQ
United Kingdom |
| (vi) | Registrar: | Bank of America Merrill Lynch
International Designated Activity Company
Bank of America Merrill Lynch
Block D, Central Park
Leopardstown
D18 N924
Ireland |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. However, if after the date of these Final Terms, the Eurosystem eligibility criteria are amended such that the Notes are capable of meeting such criteria, the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper (i.e. held under the New Safekeeping Structure (the "NSS")). Note that this does not necessarily mean |

that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that the Eurosystem eligibility criteria have been met.

GENERAL INFORMATION

1. Authorisations

The issuance of Notes under the Programme was authorised by the Board of Directors of the Issuer on 24 October 2013 and a Treasurer Designation of Authorized Officers on 18 April 2018.

2. Clearing Systems

The Notes have been accepted for clearance through Euroclear Bank S.A./N.V. (the address being: 1 Boulevard du Roi Albert II B-1210 Brussels, Belgium) and Clearstream Banking, société anonyme (the address being: 42 Avenue JF Kennedy, L-1855 Luxembourg).

The Common Code for the Notes is 194094434. The ISIN for the Notes is XS1940944348.

3. Listing

Application has been made for the Notes to be admitted to the Official List of the Luxembourg Stock Exchange to trading on the Luxembourg Stock Exchange's regulated market. It is expected that admission of the Notes to the Official List and to trading on the Luxembourg Stock Exchange's regulated market will be granted on or around 21 February 2019.

4. Documents Available

So long as any Note is outstanding, copies of the following documents will, when published, be available from the specified office of each of the Principal Paying Agent:

- (i) the constitutional documents of the Issuer;
- (ii) the BAC 2017 Annual Report;
- (iii) the BAC 30 September 2018 Quarterly Report;
- (iv) the BAC Forms 8-K;
- (v) the BAC 16 May 2018 Form 8-A;
- (vi) the BAC 2018 Proxy;
- (vii) the New York Law Agency Agreement;
- (viii) the Programme Agreement;
- (ix) the Offering Circular and the supplements thereto; and
- (x) this Prospectus.

5. Significant Change and Material Adverse Change

There has been no significant change in the financial or trading position of the Issuer and its subsidiaries on a consolidated basis since 30 September 2018.

There has been no material adverse change in the prospects of the Issuer and its subsidiaries on a consolidated basis since 31 December 2017.

6. Litigation

Save as disclosed in (i) the section entitled "Litigation and Regulatory Matters" on pages 154 to 157, being the Litigation and Regulatory Matters section in Note 12 to the Consolidated Financial Statements, of the BAC 2017 Annual Report and (ii) the section entitled "Litigation and Regulatory Matters" on page 95, being the Litigation and Regulatory Matters section in Note 10 to the Consolidated Financial Statements, of the BAC 30 September 2018 Quarterly

Report, neither the Issuer nor any subsidiary is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of this Offering Circular which may have or have in such period had a significant effect on the financial position or profitability of the Issuer and its subsidiaries on a consolidated basis.

7. **Post-issuance Information**

The Issuer does not intend to provide any post-issuance information in relation to the Notes.

8. **Legal Entity Identifier**

The Legal Entity Identifier of the Issuer is 9DJT3UXIJIZJI4WXO774

9. **Indication of Yield**

The yield is 4.28 per cent. per annum at maturity.

10. **Total Expenses Related to Admission to Trading**

The total expenses related to the admission of the Notes to trading on the regulated market of the Luxembourg Stock Exchange are expected to be EUR 3,700.

11. **Interests of Natural and Legal Persons Involved in the Issue**

Save for the fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of Notes has an interest material to the offer.

PRINCIPAL EXECUTIVE OFFICE OF THE ISSUER

Bank of America Corporation
Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255-0065
United States

PRINCIPAL PAYING AGENT

Bank of America, N.A. (operating through its London Branch)
2 King Edward Street
London EC1A 1HQ
United Kingdom

AUDITORS TO THE ISSUER

PricewaterhouseCoopers LLP
214 North Tryon Street
Suite 3600
Charlotte
North Carolina 28202
United States

LEGAL ADVISER TO THE ISSUER

as to English law:
Ashurst LLP
5 Appold Street
London EC2A 2HA
United Kingdom