

BANK OF AMERICA CORPORATION

Issue of MXN 500,000,000 Floating Rate Notes due August 2015

under the U.S. \$65,000,000,000 Bank of America Corporation Euro Medium-Term Note Program

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions as set forth in the Offering Circular dated July 22, 2010 which constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospective Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular is available for viewing during normal business hours at Bank of America, N.A., London Branch, 5 Canada Square, London E14 5AQ, United Kingdom and http://www.rns-pdf.londonstockexchange.com/rns/0932W_1-2009-7-22.pdf and copies may be obtained from Bank of America Corporation, Bank of America Corporate Center, NC1-007-07-13, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, U.S.A, Attention: Corporate Treasury – Governance and Control.

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| 1. Issuer: | Bank of America Corporation |
| 2. (i) Series Number: | 385 |
| (ii) Tranche Number: | 1 |
| 3. Specified Currency: | Mexican Peso, the lawful currency (including any successor currency) of the United Mexican States ("MXN"). |
| 4. Aggregate Nominal Amount of Notes: | |
| (i) Series: | MXN 500,000,000 |
| (ii) Tranche: | MXN 500,000,000 |
| 5. Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denominations: | MXN 1,000,000 |
| 7. (i) Issue Date: | 11 August, 2010 |
| (ii) Interest Commencement Date: | 11 August, 2010 |
| 8. Maturity Date: | 11 August, 2015 |
| 9. Interest Basis: | 28 day THIE rate + 1.35 per cent. Floating Rate (further particulars specified below) |
| 10. Redemption/Payment Basis: | Redemption at par |
| 11. Settlement: | Cash Settlement |
| 12. Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 13. Put/Call Options: | Not Applicable |

14. Status of the Notes: Senior
15. Method of Distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed-Rate Note Provisions: Not Applicable
17. Floating-Rate Note Provisions: Applicable
- (i) Interest Period(s): The period from (and including), an Interest Period End Date (or the Interest Commencement Date), to (but excluding) the next, or first, Interest Period End Date, as the case may be.
- (ii) Interest Payment Dates: The 11th day of each calendar month in each year, from (and including) 11 September, 2010 to (and including) 11 August, 2015, subject to the Business Day Convention.
- (iii) First Interest Payment Date: 11 September, 2010
- (iv) Interest Period End Dates: The 11th day of each calendar month in each year, from (and including) 11 September, 2010 to (and including) 11 August, 2015.
- Interest Period End Dates will not adjust in accordance with the Business Day Convention.
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Additional Business Center(s) (Condition 4): Not Applicable
- (vii) Formula for Determining Interest Amounts: Not Applicable
- (viii) Manner in which the Rate(s) of Interest is/are to be determined: ISDA Determination (further particulars specified in paragraph 16(xi) below).
- (ix) Calculation Agent responsible for calculating the Rate(s) of Interest and Interest Amount(s): Merrill Lynch Capital Services, Inc.
- (x) Screen Rate Determination: Not Applicable
- (xi) ISDA Determination: Applicable
- Floating Rate Option: MXN-TIIE-Banxico

“MXN-TIIE-Banxico” means that the rate for a Reset Date will be the Tasa de Interés Interbancaria de Equilibrio (Interbank Equilibrium Interest Rate) (“TIIE”) for Mexican Pesos for a period of the Designated Maturity which is published in the “Diario Oficial de la Federación” (Official Gazette of the Federation) on the Reset Date. The rate may be replicated as set forth under the heading “TIIE” for the Designated Maturity or its equivalent as published on the Banco de México’s Website, or on the Reuters Screen MEX06 Page across from the caption “TIIE” for the Designated Maturity or its

equivalent, in either case as of 2:00 p.m., Mexico City time, on the day that is one Mexico City Banking Day preceding that Reset Date. In the event of any discrepancy between the rate published in the Diario Oficial de la Federación and the rate published on the Banco de México's Website page or on the Reuters Screen MEX06 Page on the day that is one Mexico City Banking Day preceding the Reset Date, the rate published in the Diario Oficial de la Federación will govern.

“**Mexico City Banking Day**” means a day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in Mexico City.

For the purposes of paragraphs 16(xi) and 16(xvi), Banco de México's Website and Reuters Screen have the meanings given to those terms in the ISDA Definitions.

If the rate determined in accordance with the above provisions would be less than 0 per cent. per annum, there shall be substituted for such rate, the rate of 0 per cent. per annum.

- Designated Maturity	28 days
- Reset Date	The first day of the applicable Interest Period
(xii) Margin(s):	+1.35 per cent. <i>per annum</i>
(xiii) Minimum Interest Rate:	Not Applicable
(xiv) Maximum Interest Rate:	Not Applicable
(xv) Floating Day Count Fraction:	30/360
(xvi) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating-Rate Notes, if different from those set out in the Terms and Conditions:	If the rate is not published in the Diario Oficial de la Federación by 11:00 a.m., Mexico City time, on the Reset Date, then the rate for that Reset Date will be determined as if the parties had specified "MXN-TIE-Reference Banks" as the applicable Floating Rate Option. For the avoidance of doubt, if the rate is not published in the Diario Oficial de la Federación, rates replicated on the Banco de México's Website page or on the Reuters Screen MEX06 Page are not valid.

“**MXN-TIE-Reference Banks**” means that the rate for a Reset Date will be determined on the basis of the mid-market cost of funds of the Reference Banks for Mexican Pesos for a period of the Designated Maturity commencing on that Reset Date and in a Representative Amount at approximately 11:00 a.m., Mexico City time. The Calculation Agent will request the principal Mexico City office of each of the Reference Banks to provide a quotation of its rate. If at least two quotations are provided, the rate for that Reset Date will be the arithmetic mean of the quotations. If fewer than two quotations are provided, the rate for that Reset Date will be

determined by the Calculation Agent, in its sole and absolute discretion, using a representative rate.

If the rate determined in accordance with the above provisions would be less than 0 per cent. per annum, there shall be substituted for such rate, the rate of 0 per cent. per annum.

For the purposes of this paragraph 16(xvi), Reference Banks and Representative Amount have the meanings given to those terms in the ISDA Definitions.

18. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. Issuer Call Option: Not Applicable

20. Investor Put Option: Not Applicable

21. Final Redemption Amount of each Note: MXN 1,000,000 per Note of MXN 1,000,000 Specified Denomination

22. Early Redemption Amount:
Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Condition 6(f)): Condition 6(f) applies

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes: Bearer Notes
Bearer Temporary Global Note exchangeable for a Bearer Permanent Global Note which is exchangeable for Bearer Definitive Notes in the circumstances specified in the Bearer Permanent Global Note.

24. New Global Note: No

25. Special provisions relating to Payment Business Days for the purposes of Condition 5(e):

Additional Financial Centers: London and New York

Payment Business Day Convention: Modified Following

26. Payment Disruption Event: Not Applicable

27. Talons for future Coupons or Receipts to be attached to Bearer Definitive Notes: No

28. Details relating to Partly Paid Notes (amount of each payment): Not Applicable

comprising the Issue Price and date on which each payment is to be made and consequences, if any, of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment):

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| 29. | Details relating to Installment Notes: | Not Applicable |
| 30. | Redenomination provisions: | Not Applicable |
| 31. | Consolidation provisions: | Not Applicable |
| 32. | Other final terms: | <p>If, on or prior to the time that any payment of Interest Amounts or the Final Redemption Amount or other amounts, if any, in respect of the Notes is due (each a "Required Payment"), the Calculation Agent determines that the Specified Currency is no longer (i) used by the federal government of the United Mexican States for the payment of public and private debts, or (ii) used for settlement of transactions by public institutions in the United Mexican States or within the international banking community, or (iii) expected to be available, when any Required Payment is due as a result of circumstances beyond the control of the Issuer, then the Issuer shall be entitled to satisfy its obligations in respect of such Required Payment by making such Required Payment in USD (the "Alternative Payment Amount"), based on the USD/MXN Exchange Rate on the second Business Day (the "Relevant Day") prior to the relevant date of payment, or, if the USD/MXN Exchange Rate is not available on the Relevant Day, based on the USD/MXN Exchange Rate most recently available prior to the Relevant Day. Any payment made under such circumstances in USD will constitute valid payment, and will not constitute a default in respect of these Notes. The Issuer's communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained by the Issuer hereunder shall be at its sole discretion and shall (in the absence of manifest error, wilful default or bad faith) be conclusive for all purposes and binding on the Issuer, the Paying Agents, and the holders of the Notes or Coupons. By acceptance thereof, purchasers of the Notes will be deemed to have acknowledged and agreed and to have waived any and all actual or potential conflicts of interest that may arise as a result of the calculation of the Alternative Payment Amount by the Issuer.</p> |

Where:

"**USD**" means United States dollars, the lawful currency of the United States of America; and

"**USD/MXN Exchange Rate**" means, in respect of any day, the USD/MXN bid-spot foreign exchange rate for MXN, expressed as the amount of USD (or

fractional amounts thereof) per MXN 1.00, as quoted on Reuters screen <MXN=D2> (or its successor page for the purpose of displaying such rates) at approximately 12.30 p.m. (New York City time) on such day, as determined by the Calculation Agent.

DISTRIBUTION

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| 33. | (i) | If syndicated, names of Managers and date of the syndication agreement: | Not Applicable |
| | (ii) | Stabilizing Manager (if any): | Not Applicable |
| 34. | | If non-syndicated, name and address of Dealer: | Merrill Lynch International
2 King Edward Street
London EC1A 1HQ |
| 35. | | Total commission and concession: | Not Applicable |
| 36. | | U.S. Selling Restrictions: | TEFRA D |
| 37. | | Non-exempt Offer: | Not Applicable |
| 38. | | Additional selling restrictions: | Mexico |

The Notes have not been registered in the Mexican National Securities Registry (*Registro Nacional de Valores*), and therefore they are not the subject of a public offer in Mexico. Intermediation of the Notes in Mexico is subject to the restrictions of the Mexican Securities Market Law (*Ley del Mercado de Valores*). Any investor of Mexican nationality that purchases these Notes will do so under its own responsibility.

If located in Mexico, the purchaser of the Notes hereby represents and warrants that it is an institutional investor (*inversionista institucional*) as provided by the Mexican Securities Market Law and the regulations in effect as of the date hereof.

THE INFORMATION CONTAINED IN THESE FINAL TERMS IS THE EXCLUSIVE RESPONSIBILITY OF THE ISSUER AND HAS NOT BEEN REVIEWED BY THE NATIONAL BANKING AND SECURITIES COMMISSION OF MEXICO (*COMISIÓN NACIONAL BANCARIA Y DE VALORES*)

ISSUE AND LISTING AND ADMISSION TO TRADING

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange of the Notes described herein pursuant to the U.S. \$65,000,000,000 Euro Medium-Term Note Program of Bank of America Corporation.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Acknowledged and accepted by

Bank of America Corporation

By: 

Name: B. Kenneth Burton, Jr.

Title: Senior Vice President

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: London and Mexico City.
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on, the regulated market of, and listed on the Official List of, the London Stock Exchange with effect on or about the Issue Date.
- Application will be also made on behalf of the Issuer for the Notes to be admitted to trading on, and listed on the Sistema Internacional de Cotizaciones (SIC) maintained by the Bolsa Mexicana de Valores, S.A.B. de C.V. with effect on or about the Issue Date.
- No assurance may be provided that such listings will be obtained or maintained.
- (iii) Estimate of total expenses relating to admission on trading: Pound Sterling 300, in respect of London listing

2. RATINGS

- Ratings: The Notes to be issued will not be rated.
- The long-term debt of the Issuer has been rated:
- Senior Long-Term Debt
- S&P: A (Negative Outlook)
Moody's: A2 (Negative Outlook)
Fitch: A+ (Stable)

3. **INTEREST OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE** Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.
4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
- (i) Reason for the offer: See "Use of Proceeds" wording in Offering Circular.
- (ii) Estimated net proceeds: Not Applicable
- (iii) Estimated total expenses: Not Applicable
5. **HISTORIC INTEREST RATES** Details of historic 28-day TIIE rates can be obtained from Banco de Mexico (the Mexican Central Bank) web page (banxico.org.mx) or Bloomberg Screen MXIBTIIE. Information on the MXN TIIE floating interest rate may also be obtained at <http://www.precios.com.mx/>.

6. **OPERATIONAL INFORMATION**

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| (i) | ISIN Code: | XS0531238565 |
| (ii) | Common Code: | 053123856 |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| (iv) | Intended to be held in a manner which would allow Eurosystem eligibility: | No |
| (v) | Delivery: | Delivery against payment |
| (vi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |