

Final Terms dated 26 August 2010

BANK OF AMERICA CORPORATION

*Issue of MXN 500,000,000 Mexican Inflation linked Notes, due September 2020
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 (the "**Offering Circular**") and the supplement to the Offering Circular dated August 16, 2010 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus 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 as so supplemented. 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 as so supplemented. The Offering Circular and the supplementary offering circular are available for viewing during normal business hours at 5 Canada Square, London E14 5AQ, United Kingdom and http://www.rns-pdf.londonstockexchange.com/rns/7626P_1-2010-7-22.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.

Purchase of these Notes involves substantial risks. Prospective investors should ensure that they understand the nature of the risks posed by, and the extent of their exposure under, the Notes. Prospective investors should make all pertinent inquiries they deem necessary without relying on the Issuer or the Dealer. Prospective investors should consider the suitability of the Notes as an investment in light of their own circumstances, investment objectives, tax position, and financial condition. Prospective investors should consider carefully all the information set forth in these Final Terms along with all the information set forth in the Offering Circular and the supplementary offering circular. Prospective investors should pay particular attention to the section entitled "Risk Factors" in the Offering Circular (pages 16 to 39 inclusive).

By investing in the Notes each investor represents that:

- (i) **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 judgment 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 any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the "Terms and Conditions of the Notes" 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 any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.
- (ii) **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.
- (iii) **Status of Parties.** Neither the Issuer nor any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the Notes.

- | | |
|------------------------|-----------------------------|
| 1. Issuer: | Bank of America Corporation |
| 2. (i) Series Number: | 403 |
| (ii) Tranche Number: | One |
| 3. Specified Currency: | Mexican Pesos ("MXN") |

4. Aggregate Nominal Amount of Notes:
 - (i) Series: 500,000,000
 - (ii) Tranche: 500,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: MXN 1,000,000
7. (i) Issue Date: 1 September 2010
 - (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 1 September 2020 (the "**Unadjusted Maturity Date**"), subject to adjustment in accordance with the Modified Following Business Day Convention
9. Type of Notes: The Notes are Inflation Linked Notes – Annex 7 (*Additional Terms and Conditions for Inflation Linked Notes*) (as amended herein) is applicable
10. Interest Basis: Inflation Linked
11. Redemption/Payment Basis: Inflation Linked
12. Cash Settlement/Physical Settlement: Cash Settlement is applicable
13. Change of Interest Basis or Redemption/ Payment Basis: Not Applicable
14. Put/Call Options: Not Applicable
15. Status of the Notes: Senior
16. Method of Distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. Fixed-Rate Note Provisions: Not Applicable
18. Floating-Rate Note Provisions: Not Applicable
19. Zero Coupon Note Provisions: Not Applicable
20. Dual Currency Note Provisions: Not Applicable
21. Index Linked Interest Note Provisions: Not Applicable
22. Share Linked Interest Note Provisions: Not Applicable
23. GDR/ADR Linked Interest Note Provisions: Not Applicable
24. FX Linked Interest Note Provisions: Not Applicable
25. Commodity Linked Interest Note Provisions: Not Applicable
26. Fund Linked Interest Note Provisions: Not Applicable

27. Inflation Linked Interest Note Applicable Provisions:

The provisions of Annex 7 to the Terms and Conditions – *Additional Terms and Conditions for Inflation Linked Notes* (as amended herein) – shall apply.

- (i) Inflation Index/Basket of Inflation Indices/Inflation Index Sponsor(s):

The Unidad de Inversión Index (*Bloomberg Code: MYUDI <Index>*) (the "**Index**")

Inflation Index Sponsor: Banco de México

- (ii) Formula for calculating Rate of Interest including back up provisions:

In respect of each Interest Period, the Rate of Interest shall be calculated by the Calculation Agent in accordance with the following formula:

$$3.78\% \times \frac{\text{Interest Period Index Level}}{\text{Initial Index Index}}$$

Where:

"**Index Publication Date**" means, in respect of any Interest Period End Date, the 25th day of the calendar month immediately preceding such Interest Period End Date;

"**Initial Index Level**" means MXN 4.424587; and

"**Interest Period Index Level**" means, in respect of each Interest Period, the level of the Index published by the Inflation Index Sponsor on the Index Publication Date corresponding to the Interest Period End Date on which such Interest Period ends (but which is not included in such Interest Period).

In respect of each Interest Period, the Interest Amount per Note payable on the Interest Payment Date scheduled to fall on the Interest Period End Date on which such Interest Period ends (but which is not included in such Interest Period) shall be calculated by the Calculation Agent by applying the Rate of Interest for such Interest Period to the Specified Denomination, multiplying the resulting product by the Day Count Fraction, and rounding the resulting figure to the nearest MXN cent (with MXN 0.005 being rounded upwards).

- (iii) Calculation Agent responsible for making calculations in respect of the Notes:

The Calculation Agent in respect of the Notes shall be Merrill Lynch Capital Services, Inc. or such successor calculation agent as may from time to time be appointed by the Issuer.

All calculations, determinations or adjustments made by the Calculation Agent shall, in the absence of manifest error, be final, conclusive and binding on the Noteholders and the Issuer. Neither the Calculation Agent nor the Issuer shall have responsibility to the Noteholders for good faith errors or omissions in the Calculation Agent's calculations and determinations as provided in the Terms and Conditions of the Notes.

- (iv) Interest Payment Date(s)/Interest Period(s):

The Interest Payment Dates shall be (i) the 1st day of March and September in each calendar year from, and including, 1 March 2011 to, and including, 1 March 2020 (each such day prior to adjustment in accordance with the Business Day Convention, an "**Unadjusted Interest Payment Date**"), in each case subject to adjustment in accordance with the Business Day Convention,

and (ii) the Maturity Date.

- (v) Interest Period End Dates: The Interest Period End Dates shall be each Unadjusted Interest Payment Date and the Unadjusted Maturity Date. For the avoidance of doubt, the Interest Period End Dates shall not adjust in accordance with the Business Day Convention.
- (vi) Business Day Convention: Modified Following Business Day Convention
- (vii) Additional Business Center(s) (Condition 4(b)): Not Applicable
- (viii) Minimum Rate of Interest: Not Applicable
- (ix) Maximum Rate of Interest: Not Applicable
- (x) Day Count Fraction: 30/360
- (xi) Related Bond: Not Applicable
- Fallback Bond: Not Applicable
- (xii) Determination Date(s): In respect of each Interest Period, the Index Publication Date corresponding to the Interest Period End Date on which such Interest Period ends (but which is not included in such Interest Period)
- (xiii) Cut-Off Date: In respect of each Interest Period, the later to occur of (i) the Index Publication Date corresponding to the Interest Period End Date on which such Interest Period ends (but which is not included in such Interest Period), and (ii) the second Business Day prior to such Interest Period End Date
- (xiv) Other terms or special conditions: The Inflation Linked Conditions shall be amended as follows:
- (i) the definition of "Reference Month" appearing in Inflation Linked Condition 1 (*Definitions*) shall be deleted and replaced by the following: "**Reference Month**" means, in respect of each Interest Period, the Index Publication Date corresponding to the Interest Period End Date on which such Interest Period ends (but which is not included in such Interest Period)";
 - (ii) the formula appearing in Inflation Linked Condition 2(a) (*Delay in Publication*) shall be deleted and replaced by the following:
$$\text{Substitute Index Level} = \text{Base Level} \times \left(\frac{\text{Latest Level}}{\text{Reference Level}} \right)$$
 - (iii) the definitions of "Base Level", "Latest Level" and "Reference Level" appearing in Inflation Linked Condition 2(a) (*Delay in Publication*) shall be deleted and replaced by the following:
"**Base Level**" means the level of the Index (excluding any "flash" estimates) published or announced by the Inflation Index Sponsor in respect of the day falling on or around 12 calendar months, as determined by the Calculation Agent, prior to the relevant Reference Month for which the Substitute Index Level is being

determined.

"**Latest Level**" means the latest level of the Index (excluding any "flash" estimates) published or announced by the Inflation Index Sponsor prior to the relevant Reference Month in respect of which the Substitute Index Level is being calculated.

"**Reference Level**" means the level of the Index (excluding any "flash" estimates) published or announced by the Index Sponsor in respect of the day falling on or around 12 calendar months, as determined by the Calculation Agent, prior to day in respect of which the Latest Level was published."

- (iv) Inflation Linked Condition 2(b) (*Cessation of Publication*) shall be amended by:
- (a) first, deleting paragraph (iii) therein;
 - (b) second, re-numbering paragraphs 2(iv) and (v) as paragraphs 2(iii) and 2(iv) respectively; and
 - (c) finally, changing references therein to paragraphs 2(iv) and 2(v) to references to paragraphs 2(iii) and 2(iv) respectively.

PROVISIONS RELATING TO REDEMPTION

- | | |
|---|-------------------|
| 28. Issuer Call Option: | Not Applicable |
| 29. Investor Put Option: | Not Applicable |
| 30. Final Redemption Amount of each Note: | See item 38 below |
| 31. Index Linked Redemption Notes: | Not Applicable |
| 32. Share Linked Redemption Notes: | Not Applicable |
| 33. GDR/ADR Linked Redemption Notes: | Not Applicable |
| 34. FX Linked Redemption Notes: | Not Applicable |
| 35. Commodity Linked Redemption Notes: | Not Applicable |
| 36. Additional provisions for Commodity Trading Disruption: | Not Applicable |
| 37. Fund Linked Redemption Notes: | Not Applicable |
| 38. Inflation Linked Redemption Notes: | Applicable |

The provisions of Annex 7 to the Terms and Conditions – *Additional Terms and Conditions for Inflation Linked Notes* (as amended herein) – shall apply.

- (i) Inflation Index/Basket of Inflation Indices/Inflation Index Sponsor(s): As specified in item 27(i) above
- (ii) Calculation Agent responsible for making calculations in: As specified in item 27(iii) above

respect of the Notes:

- (iii) Final Redemption Amount: Unless the Notes have previously been redeemed or purchased and cancelled as specified in these Final Terms and subject as provided herein, the Final Redemption Amount payable per Note (of the Specified Denomination) on the Maturity Date will be an amount in MXN determined by the Calculation Agent in accordance with the following formula (and rounding the resulting figure to the nearest MXN cent (with MXN 0.005 being rounded upwards)):

$$SD \times \text{Max} \left(1; \frac{\text{Final Index Level}}{\text{Initial Index Level}} \right)$$

Where:

"Final Index Level" means the Interest Period Index Level for the Interest Period ending on (but excluding) the Unadjusted Maturity Date;

"Max" followed by a series of amounts inside brackets, means whichever is the greater of the amounts separated by a semi-colon inside those brackets; and

"SD" means, in respect of a Note, the Specified Denomination (being MXN 1,000,000) or, if less, its outstanding nominal amount.

- (iv) Related Bond: As specified in item 27(xi) above
- (v) Determination Date(s): As specified in item 27(xii) above
- (vi) Cut-Off Date: As specified in item 27(xiii) above
- (vii) Other terms or special conditions: As specified in item 27(xiv) above
39. Early Redemption Amount: As specified in Condition 6(f)(ii)
- 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 Condition 6(f)):
40. Physical Delivery Note: Not Applicable
41. Principal Protection: Principal Protected on the Maturity Date only

GENERAL PROVISIONS APPLICABLE TO THE NOTES

42. 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 (interests in the Bearer Notes will not be exchangeable for Notes in registered form)

43. New Global Note: No
44. Special provisions relating to Payment Business Days for the purposes of Condition 5(e):
- (i) Additional Financial Centers: London and New York City
- (ii) Payment Business Day Convention: Modified Following
45. Payment Disruption Event: Not Applicable
46. Talons for future Coupons or Receipts to be attached to Bearer Definitive Notes (and dates on which such Talons mature): No
47. 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, if any, of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment): Not Applicable
48. Details relating to Installment Notes: Not Applicable
49. Redenomination provisions: Not Applicable
50. Consolidation provisions: Not Applicable
51. Other final terms: 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.

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

52. (i) If syndicated, names and addresses of Managers and underwriting commitments and date of the syndication agreement: Not Applicable
- (ii) Stabilizing Manager (if any): Not Applicable
53. If non-syndicated, name and address of Dealer: Merrill Lynch International
2 King Edward Street
London EC1A 1HQ
54. Total commission and concession: Not Applicable
55. U.S. Selling Restrictions: Regulation S Compliance Category: 2; TEFRA D
56. Non-exempt Offer: Not Applicable
57. Additional selling restrictions: 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*).

PROVISIONS RELATING TO UNITED STATES WITHHOLDING TAXES

58. Structured Note The Notes are "Structured Notes" for purposes of the discussion under "United States Taxation" in the Offering Circular

59. United States Withholding Tax: Except as set forth in "United States 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
60. Additional Amounts Condition 8 applies

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.

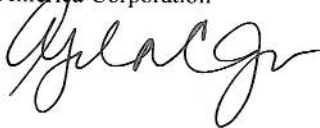
RESPONSIBILITY

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

Acknowledged and accepted by:

Bank of America Corporation

By:



Name:

Title:

Angela C. Jones
Senior Vice President

PART B — OTHER INFORMATION

1. LISTING

(i) Listing: London and Mexico City. No assurance may be provided that such listings will be obtained or maintained.

Application will be also made on behalf of the Issuer for the Notes to be admitted to trading on the *Sistema Internacional de Cotizaciones* (SIC) of the *Bolsa Mexicana de Valores*, S.A.B. de C.V. with effect on or after the Issue Date.

(ii) Admission to trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market with effect on or about the Issue Date.

2. RATINGS

Ratings: The Notes have not been rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER Save for any fees payable to the Dealer, 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) Reasons for the offer: See "Use of Proceeds" section in the Offering Circular.

(ii) Estimated net proceeds: Not Applicable

(iii) Estimated total expenses: Not Applicable

5. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING Information on the past and future performance and the volatility of the Index may be obtained from various internationally recognised published or electronically displayed news sources, including *Diario Oficial de la Federación*. Please note that historical performance of the Index should not be construed as an indication of future performance. The Issuer does not intend to publish any post-issuance information.

6. INDEX DISCLAIMER/ UNDERLYING DISCLAIMER Not Applicable

7. OPERATIONAL INFORMATION

(i) ISIN Code: XS0536196735

(ii) Common Code: 053619673

(iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Agent and the relevant identification number(s): S.D. Indeval Instituto para el Deposito de Valores, S.A. de C.V.

- (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

ANNEX

INFORMATION RELATING TO THE UNIDAD DE INVERSTION INDEX

The following information is a description of the UDI (as defined below) and certain historical information. The information contained in this Annex relating to the UDI consists of extracts from, or summaries of, information published in the *Diario Oficial de la Federación* and other public sources. The Issuer confirms that such information has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from publicly available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Neither the Issuer nor the Dealer accepts any further responsibility in respect of such information.

1. General Description

The Unidad de Inversión ("UDI") is a unit of account with constant real value and its daily value reflects movements in the Mexican National Consumer Prices Index ("NCPI"), with a short lag and without the speculation of interest rates. Subsequently, the UDI remains practically constant in real terms and is protected from erosion caused by inflation in the United Mexican States. The UDI is quoted as an index, expressed as the number of MXN per one UDI (the "UDI Index"), as determined by the Central Bank of Mexico (*Banco de México*). The UDI Index is published for each day in the Daily Official Gazette of the Federation (*Diario Oficial de la Federación*) (<http://www.gobernacion.gob.mx/dof/pop.php>) by the Central Bank of Mexico.

The NCPI measures monthly changes in the general level of prices of goods and services that Mexican households acquire for consumption. Prices recorded are cash transaction prices on the day of the survey. They include indirect taxes and special sales prices are also recorded. Price changes for owner-occupied housing units are imputed using the equivalent rent method.

The rate for a given day may be obtained from the Central Bank of Mexico's website: <http://www.banxico.org.mx/siteBanxicoINGLES/eInfoFinanciera/FSinfoFinanciera.html>

The rate for the UDI Index for the 11th through the 25th day of a specified month is published by the Central Bank of Mexico not later than the 10th day of such month. No later than the 25th day of each month, the Central Bank of Mexico published the rate for the UDI for the days commencing on the 26th day of such month to the 10th day of the immediately succeeding month.

The percentage variation of the UDI Index from the 10th to the 25th day of each month will be equal to the variation of the NCPI of the second bi-weekly of the prior month. The UDI variation from the 25th through to the 10th day of the next month will be equal to the NCPI variation during the first biweekly of the referred month.

To determine the UDI variation for the other days for the published periods, the biweekly variation of the NCPI prior to each period will be distributed amongst the total days in each period, therefore the UDI variation in each of these days will be uniform.

2. Historical Data

The UDI Index rate (expressed as the number of MXN (or part thereof) for which one UDI as determined by the Central Bank of Mexico.

Recent and Historical UDI Index Levels

<i>Year ending 31 December</i>	<i>High</i>	<i>Low</i>
2006	3.788954	3.638474
2007	3.932983	3.789867
2008	4.184316	3.933466
2009	4.340166	4.184316
<i>Seven Months Ending July 2010</i>	4.459707	4.340855

January 2010	4.369029	4.340855
February 2010	4.411573	4.373102
March 2010	4.439870	4.411573
April 2010	4.459707	4.441136
May 2010	4.454210	4.428907
June 2010	4.427414	4.413205
July 2010	4.415633	4.411928
August 2010	4.427201	4.416042

Source: Diario Oficial de la Federación

The level of the UDI Index for 31 August 2010 is 4.427201.

Source: Diario Oficial de la Federación

The delivery of the Final Terms does not imply any representation on the part of the Issuer, the Calculation Agent or the relevant Dealer or any other person that any such information is correct.