

BANK OF AMERICA CORPORATION

***Issue of MXN 500,000,000 Mexican Inflation linked Notes, due April 2025 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, 2009, as supplemented on August 11, 2009, October 2, 2009, October 20, 2009, November 11, 2009, November 12, 2009, December 8, 2009, December 15, 2009, December 22, 2009, January 21, 2010, March 2, 2010, and April 20, 2010 which together constitutes 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 as 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 supplemented. The Offering Circular is available for viewing during normal business hours at 5 Canada Square, London E14 5AQ, United Kingdom and at 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.

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 each supplementary offering circular. Prospective investors should pay particular attention to the section entitled "Risk Factors" in the Offering Circular (pages 17 to 26 inclusive).

1. Issuer: Bank of America Corporation
2. (i) Series Number: 327
(ii) Tranche Number: One
3. Specified Currency (or Currencies in the case of Dual Currency Notes): Mexican Pesos ("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: April 29, 2010
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: April 29, 2025

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| 9. | Type of Notes: | The Notes are Inflation Linked Notes — Annex 3 is applicable, subject to the modifications set out in these Final Terms |
| 10. | Interest Basis | Inflation Linked |
| 11. | Redemption/Payment Basis: | Inflation Linked |
| 12. | Change of Interest Basis or Redemption/ Payment Basis: | Not Applicable |
| 13. | Put/Call Options: | Not Applicable |
| 14. | (i) Status of the Notes: | Senior |
| | (ii) Date Board approval for issuance of Notes obtained: | Not Applicable |
| 15. | Method of Distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 16. | Fixed-Rate Note Provisions: | Not Applicable |
| 17. | Floating-Rate Note Provisions: | Not Applicable |
| 18. | Zero Coupon Note Provisions: | Not Applicable |
| 19. | Dual Currency Note Provisions: | Not Applicable |
| 20. | Index Linked Note Interest Provisions: | Not Applicable |
| 21. | Share Linked Interest Note Provisions: | Not Applicable |
| 22. | Inflation Linked Interest Notes: | Applicable |
| | (i) Interest Payment Date(s): | The Interest Payment Dates shall be the 29 th of April and October of each calendar year from, and including, October 29, 2010 to, and including, April 29, 2025, in each case subject to adjustment in accordance with the Business Day Convention |
| | (ii) Interest Period(s): | Each period commencing on (and including) an Interest Period End Date (or the Interest Commencement Date) and ending on (but excluding) the next, or first, Interest Period End Date (as the case may be) |
| | (iii) Interest Period End Dates: | The Interest Period End Dates shall be the 29 th of April and October of each calendar year from, and including, October 29, 2010 to, and including, April 29, 2025. For the avoidance of doubt, such dates shall not be subject to adjustment in accordance with Business Day Convention |
| | (iv) Business Day Convention: | Modified Following Business Day Convention |
| | (v) Additional Business Center(s) (Condition 4(b)): | Not Applicable |
| | (vi) Day Count Fraction ("DCF"): | 30/360 (as defined in the ISDA Definitions, provided that each reference therein to a "Calculation Period" shall be deemed to be a reference to an "Interest Period") |

- (vii) Rate of Interest: Not Applicable
- (viii) Interest Amount: In respect of each Interest Period, the Interest Amount payable per Note (of the Specified Denomination) 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 an amount in MXN calculated by the Calculation Agent in accordance with the following formula (for the avoidance of doubt, the resulting figure shall be rounded to the nearest MXN cent (with MXN 0.005 being rounded upwards):

$$SD \times 4.35\% \times DCF \times \frac{IPIL}{IIL}$$

Where:

"Index Publication Date" means, in respect of any Interest Period End Date:

- (i) if such Interest Period End Date falls in the period commencing from, and including, the 11th day of a calendar month to, and including, the 25th day of such calendar month, the 10th day of such calendar month;
- (ii) if such Interest Period End Date falls in the period commencing from, and including, the 26th day of a calendar month to, and including, the last day of such calendar month, the 25th day of such calendar month; or
- (iii) if such Interest Period End Date falls in the period commencing from, and including, the first day of a calendar month to, and including, the 10th day of such calendar month, the 25th day of the calendar month immediately preceding such Interest Period End Date;

"Initial Index Level" or **"IIL"** means MXN 4.45604;

"Interest Period Index Level" or **"IPIL"** means, in respect of each Interest Period, the level of the Index published by the Index Sponsor for the Interest Period End Date on which such Interest Period ends (but which is not included in such Interest Period), as published in the *Diario Oficial de la Federación* on or around the Index Publication Date in respect of such Interest Period End Date, and as determined by the Calculation Agent on the second Business Day prior to such Interest Period End Date; and

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

- (ix) Index/Indices: The Unidad de Inversión Index
- (x) Index Sponsor(s): Banco de México
- (xi) Inflation Cut-Off Date: In respect of each Interest Payment Date, the second Business Day prior to such Interest Payment Date, as determined by the Calculation Agent
- (xii) Correction Cut-off Date: In respect of each Interest Payment Date, the second Business Day prior to such Interest Payment Date, as determined by the

Calculation Agent

- (xiii) Related Bond: Not Applicable
- (xiv) Fallback Bond: Not Applicable
- (xv) Other terms relating to Inflation Linked Interest: For the purposes of the Inflation Linked Conditions:
- (i) in respect of each Interest Payment Date, the "Reference Month" shall be the Interest Period End Date scheduled to fall on such Interest Payment Date;
 - (ii) the definitions of "Base Level", "Latest Level" and "Reference Level" appearing in Inflation Linked Condition 1.1(b) 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 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 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 relevant Reference Month referred to in "Latest Level" above."

23. Commodity Linked Interest Notes: Not Applicable

24. FX Linked Interest Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

25. Issuer Call Option: Not Applicable

26. Investor Put Option: Not Applicable

27. Final Redemption Amount of each Note: See paragraph 30 below

28. Index Linked Redemption Notes: Not Applicable

29. Share Linked Redemption Notes: Not Applicable

30. Inflation Linked Redemption Notes: Applicable

- (i) 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

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

Where:

"**Final Index Level**" means the level of the Index published by the Index Sponsor for the Valuation Date, as published in the *Diario Oficial de la Federación* on or around the Index Publication Date in respect of the Valuation Date and as determined by the Calculation Agent on the second Business Day prior to the Maturity Date;

"**Index Publication Date**" has the meaning ascribed to it in paragraph 22(viii) above;

"**Initial Index Level**" has the meaning ascribed to it in paragraph 22(viii) above;

"**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;

"**Valuation Date**" means the Interest Period End Date falling on April 29, 2025; and

"**SD**" has the meaning ascribed to it in paragraph 22(viii) above

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| (ii) | Index/Indices: | As specified in paragraph 22(ix) above |
| (iii) | Index Sponsor(s) | As specified in paragraph 22(x) above |
| (iv) | Inflation Cut-Off Date: | The second Business Day prior to the Maturity Date, as determined by the Calculation Agent |
| (v) | Correction Cut-off Date: | The second Business Day prior to the Maturity Date, as determined by the Calculation Agent |
| (vi) | Related Bond: | As specified in paragraph 22(xiii) above |
| (vii) | Fallback Bond: | As specified in paragraph 22(xiv) above |
| (viii) | Other provisions relating to Inflation Linked Redemption Notes: | <p>Amendment to Inflation Linked Condition 2 in Annex 3</p> <p>Inflation Linked Condition 2 shall be amended by:</p> <ul style="list-style-type: none">(i) first, deleting paragraph (iii) therein;(ii) second, re-numbering paragraphs 2(iv) and (v) as paragraphs 2(iii) and 2(iv) respectively; and(iii) finally, changing references therein to paragraphs 2(iv) and 2(v) to references to paragraphs 2(iii) and 2(iv) respectively |
| 31. | Commodity Linked Redemption Notes: | Not Applicable |
| 32. | FX Linked Redemption Notes: | Not Applicable |

33. 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)):
34. Physical Delivery Amount: Not Applicable
35. Settlement Business Day: Not Applicable
36. Variation of Settlement:
- (i) Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Notes
 - (ii) Variation of Settlement of Physical Delivery Notes: Not Applicable
 - (iii) Noteholders' option to vary Settlement: The Noteholder does not have the option to elect between cash payment or physical delivery or other method
37. Principal Protection: Principal Protected

GENERAL PROVISIONS APPLICABLE TO THE NOTES

38. 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
39. New Global Note: No
40. Additional Financial Center(s) or other special provisions relating to Payment Business Days for the purposes of Condition 5(e): London and New York City.
 Condition 5(e) (*Payment Business Day*) shall be amended by deleting the first sentence thereof and replacing it with the following:
 "If the due date for payment of any amount in respect of any Note, Receipt or Coupon is not a Payment Business Day, the holder of the Notes shall not be entitled to payment of the amount due until the next following Payment Business Day, unless that Payment Business Day falls in the next calendar month, in which case payment of the amount due shall be made on the immediately preceding Payment Business Day."
41. Talons for future Coupons or Receipts to be attached to Bearer Definitive Notes (and dates on which such Talons mature): No
42. 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): Not Applicable

failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment):

43. Details relating to Instalment Notes: Not Applicable
44. Redenomination provisions: Not Applicable
45. Consolidation provisions: Not Applicable
46. Other final terms:
1. The calculation agent in respect of the Notes shall be Merrill Lynch Capital Services Inc. (the "**Calculation Agent**"), or such other successor calculation agent as may be appointed by the Issuer from time to time.
 2. 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

47. (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
48. If non-syndicated, name and address of Dealer: Merrill Lynch International
2 King Edward Street
London EC1A 1HQ
49. Total commission and concession: Not Applicable
50. U.S. Selling Restrictions: Regulation S Compliance Category: 2; TEFRA D
51. Non-exempt Offer: Not Applicable
52. 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

53. Structured Note The Notes are "Structured Notes" for purposes of the discussion under "United States Taxation" in the Offering Circular
54. 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
55. Additional Amounts Condition 8 applies

ISSUE AND LISTING AND ADMISSION TO TRADING

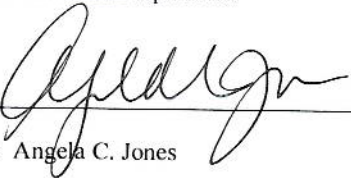
These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange of the Notes described herein pursuant to the U.S.\$ 65,000,000,000 Euro Medium-Term Note Program of Bank of America Corporation.

RESPONSIBILITY

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

Acknowledged and accepted by:

Bank of America Corporation

By:  _____

Name: Angela C. Jones

Title: 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 about 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.

The long-term debt of the Issuer has been rated:

Senior Long-Term Debt:

S&P: A (Negative Outlook)

Moody's: A2 (Stable)

Fitch: A+ (Stable)

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: XS0503320128

- (ii) Common Code: 050332012
- (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 INVERSION INDEX

The following information is a description of the UDI (as defined below) and certain historical information. The information contained in this appendix 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 Company confirms that such information has been accurately reproduced and, as far as the Company 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 Company 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 Index 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>Three Months Ending March 2010</i>	<i>High</i>	<i>Low</i>

January 2010	4.369029	4.340855
February 2010	4.411573	4.373102
March 2010	4.439870	4.411573

Source: Diario Oficial de la Federación

The level of the UDI Index for 25 April, 2010 is 4.459707.

Source: Diario Oficial de la Federación

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