

SWAP GUARANTOR MERGER NOTICE

To: **Roseville Natural Gas Financing Authority**
311 Vernon Street
Roseville, CA 95678
Attn: Executive Director

The Bank of New York Trust Company, N.A.
550 Kearney Street, Suite 600
San Francisco, California 94108-2527
Attn: Corporate Trust

JPMorgan Chase Bank, National Association
270 Park Avenue, 41st floor
New York, New York 10017-2070
Attn: Legal Department – Derivatives Practice Group

RE: Gas Revenue Bonds Series 2007

Dear Sirs,

We hereby give notice that:

- (1) effective as of 1 October 2013 (the "Effective Date"), Merrill Lynch & Co., Inc. ("**ML&Co**"), being the guarantor in respect of the obligations of Merrill Lynch Commodities, Inc. (the "**Counterparty**") under each of the Agreement for Purchase and Sale of Natural Gas dated as of January 24, 2007; the Funding and Assignment Agreement dated as of January 24, 2007; and the relevant swap agreement between Counterparty and JPMorgan Chase Bank, National Association dated as of January 24, 2007; pursuant to the guarantee executed in respect of each such referenced agreement (each a "**Relevant Guarantee**"), merged into Bank of America Corporation ("**BAC**") (the "**Merger**"), with BAC being the surviving corporation;
- (2) pursuant to the terms of the Merger, BAC succeeded to and became vested in all assets, rights and privileges, and assumed and became subject to all liabilities and obligations, of ML&Co at the time of the Merger by operation of the law; and
- (3) from and after the Effective Date of the Merger, each Relevant Guarantee shall be the obligation of BAC, in its capacity as guarantor and shall continue in full force and effect; and
- (4) from and after the Effective Date of the Merger all references to ML&Co in each Relevant Guarantee shall be construed as references to BAC.

Questions may be directed to:

Merrill Lynch Commodities, Inc.
20 E. Greenway Plaza, Suite 700
Houston, Texas 77046
Attn: Legal Department

Merrill Lynch Commodities, Inc. is a subsidiary of Bank of America Corporation and is not covered by the FDIC or SIPC.

Tel: 832.681.2100 • Fax: 832.681.7217 • 877.699.7400

MERRILL LYNCH COMMODITIES, INC.
20 East Greenway Plaza, Suite 900, Houston, Texas 77046

October 1, 2013

Roseville Natural Gas Financing Authority
311 Vernon Street
Roseville, CA 95678

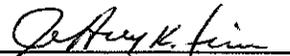
To Whom it May Concern:

Re: Reaffirmation of Guaranty of Merrill Lynch & Co. Inc.

In your capacity as the beneficiary of the guarantees dated February 1, 2007 (the "Guaranty") issued by Merrill Lynch & Co. Inc. ("ML&Co."), we are writing to you to affirm that subsequent to the merger of ML&Co. into Bank of America Corporation ("BAC") on October 1, 2013, pursuant to which BAC was the surviving entity and all obligations of ML&Co under the Guaranty, as a result of such merger, became obligations of BAC and all references to ML&Co in the Guaranty should be read as references to BAC. BAC hereby reaffirms all of its obligations under the Guaranty and confirms that all other terms of the Guaranty remain unchanged.

Sincerely,

Bank of America Corporation



Name: *JEFFREY L. FILIANO*

Title: *Director*

Bank of America Simplifies Corporate Structure

Release Date:

Tuesday, October 1, 2013 10:30 am EDT

Terms:[Corporate and Financial News](#) (1) [Merrill Lynch](#) (2)**Dateline City:**

CHARLOTTE, N.C.

Bank of America announced today that it has completed the merger of its Merrill Lynch & Co., Inc. subsidiary into Bank of America Corp. Bank of America previously stated that it was considering merging Merrill Lynch & Co., Inc. directly into Bank of America Corp. as early as the fourth quarter of 2013. The merger has no effect on the Merrill Lynch name and brand, and will have no impact on customers or clients.

Subsidiaries of Merrill Lynch & Co., Inc., a holding company, will continue to operate under the Merrill Lynch name and brand. Bank of America's primary broker-dealer, Merrill Lynch, Pierce, Fenner & Smith, and its non-U.S. broker-dealer entities will continue to operate under their current names and brands.

As of Oct. 1, in connection with the merger, Bank of America Corp. assumed all of Merrill Lynch & Co., Inc.'s obligations, including its outstanding U.S. and non-U.S. debt securities, its obligations regarding outstanding trust-preferred securities, and its guarantees of both outstanding non-U.S. debt securities issued by its subsidiaries and trading contracts of its subsidiaries. Also, as a result of the merger, Merrill Lynch & Co., Inc. will cease to separately file reports with the U.S. Securities and Exchange Commission.

Bank of America

Bank of America is one of the world's largest financial institutions, serving individual consumers, small- and middle-market businesses and large corporations with a full range of banking, investing, asset management and other financial and risk management products and services. We serve approximately 51 million consumer and small business relationships with approximately 5,300 retail banking offices and approximately 16,350 ATMs and award-winning online banking with 30 million active users and more than 13 million mobile users. Bank of America is among the world's leading wealth management companies and is a global leader in corporate and investment banking and trading across a broad range of asset classes, serving corporations, governments, institutions and individuals around the world. Bank of America offers industry-leading support to approximately 3 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients through operations in more than 40 countries. Bank of America Corporation stock (NYSE: BAC) is listed on the New York Stock Exchange.

Visit the Bank of America newsroom for more [Bank of America news](#) (3).

www.bankofamerica.com (4)

Language:

English

Contact:**Reporters May Contact:**

Jerry Dubrowski, Bank of America, 1.980.388.2840

jerome.f.dubrowski@bankofamerica.com (5)**Investors May Contact:**

Jonathan Blum, Bank of America, 1.212.449.3112

jonathan.blum@bankofamerica.com (6)**Ticker Slug:**

Ticker: BAC

Exchange: NYSE

Source URL: <http://newsroom.bankofamerica.com/press-releases/corporate-and-financial-news/bank-america-simplifies-corporate-structure>

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[5] <mailto:jerome.f.dubrowski@bankofamerica.com>[6] <mailto:jonathan.blum@bankofamerica.com>

As filed with the Securities and Exchange Commission on October 1, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):
October 1, 2013

BANK OF AMERICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-6523
(Commission File Number)

56-0906609
(I.R.S. Employer Identification No.)

**100 North Tryon Street
Charlotte, North Carolina 28255**
(Address of principal executive offices)

(704) 386-5681
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.03 Creation of Direct Financial Obligation or Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On October 1, 2013, Bank of America Corporation (“BAC”) merged Merrill Lynch & Co., Inc. (“ML&Co.”) into itself pursuant to Section 253 of the General Corporation Law of the State of Delaware (the “Merger”). Upon consummation of the Merger, BAC assumed all obligations of ML&Co. under its outstanding debt securities. As of September 30, 2013, the aggregate principal amount of outstanding long-term debt issued by ML&Co. was approximately \$61 billion. All debt securities issued are payable in accordance with their original terms on the dates provided in the manner provided for in the applicable notes and the applicable indenture or agency agreement. Upon the occurrence of the specified events of default (including for non-payment of senior debt securities), holders of the debt securities or the applicable trustee will have the right to accelerate amounts owed.

In connection with the Merger, BAC expressly assumed debt securities of ML&Co. pursuant to the following supplemental indentures and amendments:

- a Twentieth Supplemental Indenture, dated as of September 30, 2013, among BAC, ML&Co. and The Bank of New York Mellon, as trustee (to the Indenture of ML&Co., dated as of April 1, 1983 and restated as of April 1, 1987, as supplemented and amended);
- a Second Supplemental Indenture, dated as of September 30, 2013, among BAC, ML&Co. and The Bank of New York Mellon, as trustee (to the Indenture of ML&Co., dated as of October 1, 1993, as supplemented and amended);
- a Second Supplemental Indenture, dated as of September 30, 2013, among BAC, ML&Co. and The Bank of New York Mellon, as trustee (to the Indenture of ML&Co., dated as of December 17, 1996, as supplemented and amended);
- a Third Supplemental Indenture, dated as of September 30, 2013, among BAC, ML&Co. and The Bank of New York Mellon, as trustee (to the Indenture of ML&Co., dated as of December 14, 2004, as supplemented and amended);
- a Fourth Supplemental Indenture, dated as of September 30, 2013, among BAC, ML&Co. and The Bank of New York Mellon, as trustee (to the Indenture of ML&Co., dated as of December 14, 2006, as supplemented and amended);
- an amendment and assumption, dated as of September 30, 2013, among BAC, ML&Co. and The Bank of New York Mellon, as issuing and paying agent, related to the Issuing and Paying Agency Agreement of ML&Co., dated as of April 7, 1998;
- an amendment, dated as of September 30, 2013, among BAC, ML&Co. and Deutsche Bank AG, London Branch, as agent, to each of the Agency Agreements relating to ML&Co.’s Euro Medium-Term Note Program, under which outstanding ML&Co. debt securities were issued;
- an amendment, dated as of September 30, 2013, among BAC, ML&Co. and Mizuho Bank, Ltd., as fiscal agent and paying agent, to the Fiscal and Paying Agency Agreement of ML&Co., dated as of November 25, 2004;
- an amendment, dated as of September 30, 2013, among BAC, ML&Co. and Mizuho Bank, Ltd., to the Fiscal, Issuing and Paying Agency Agreement of ML&Co., dated June 27, 2007; and
- an amendment, dated as of September 30, 2013, among BAC, ML&Co. and The Bank of Tokyo - Mitsubishi UFJ, Ltd., to the Fiscal and Paying Agency Agreement, dated October 27, 2005.

ITEM 3.03 Material Modification to Rights of Security Holders.

In connection with the Merger, BAC entered into new or amended guarantee agreements, each dated as of September 30, 2013, with ML&Co. and The Bank of New York Mellon, as trustee, related to the following outstanding trust preferred securities of ML&Co.:

- 7% Trust Originated Preferred Securities issued by Merrill Lynch Preferred Capital Trust III, 7.12% Trust Originated Preferred Securities issued by Merrill Lynch Preferred Capital Trust IV and 7.28% Trust Originated Preferred Securities issued by Merrill Lynch Preferred Capital Trust V (collectively, the “TOPRS”); and

- Trust Preferred Securities issued by each of Merrill Lynch Capital Trust I, Merrill Lynch Capital Trust II and Merrill Lynch Capital Trust III (collectively, the “ICONS” and together with the TOPRS, the “Trust Preferred Securities”).

BAC’s express assumption of the guarantee obligations of ML&Co. under the new or amended guarantee agreements constitutes a material modification of the rights of holders of the Trust Preferred Securities. The principal assets related to the TOPRS and the sole assets related to the ICONS are outstanding long-term debt securities issued by ML&Co. As described above under Item 2.03, all outstanding debt securities issued by ML&Co. were assumed by BAC upon the consummation of the Merger.

The Trust Preferred Securities will continue to be listed on the New York Stock Exchange under their existing ticker symbols. Pursuant to Rule 12g-3(a) under the Securities Exchange Act of 1934 (the "Exchange Act"), the BAC guarantees relating to the Trust Preferred Securities are deemed to be registered under Section 12(b) of the Exchange Act.

ITEM 8.01 Other Events.

On October 1, 2013, BAC issued a news release announcing the consummation of the Merger. A copy of the news release is attached hereto as Exhibit 99.1 and incorporated by reference into this Item 8.01. As a result of the Merger, ML&Co. will cease to separately file reports with the U.S. Securities and Exchange Commission.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed herewith.

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	News Release dated October 1, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANK OF AMERICA CORPORATION

By: /s/ Ross E. Jeffries, Jr.
 Ross E. Jeffries, Jr.
 Corporate Secretary and Associate General
 Counsel

Dated: October 1, 2013

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	News Release dated October 1, 2013



October 1, 2013

Investors May Contact:

Jonathan Blum, Bank of America, 212.449.3112
jonathan.blum@bankofamerica.com

Reporters May Contact:

Jerry Dubrowski, Bank of America, 980.388.2840
jerome.f.dubrowski@bankofamerica.com

Bank of America Simplifies Corporate Structure

CHARLOTTE - Bank of America announced today that it has completed the merger of its Merrill Lynch & Co., Inc. subsidiary into Bank of America Corp. Bank of America previously stated that it was considering merging Merrill Lynch & Co., Inc. directly into Bank of America Corp. as early as the fourth quarter of 2013. The merger has no effect on the Merrill Lynch name and brand, and will have no impact on customers or clients.

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