

BANK OF AMERICA CORP /DE/  
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Registration Statement No. 333-180488

(To Prospectus dated February 24, 2015, Prospectus

Supplement dated February 24, 2015 and Product

Supplement EQUITY INDICES ARN-1 dated

February 24, 2015)

The notes are being issued by Bank of America Corporation ( BAC ). There are important differences between the notes and a conventional debt security, including different investment risks and certain additional costs. See Risk Factors beginning on page TS-6 of this term sheet and beginning on page PS-7 of product supplement EQUITY INDICES SUN-1.

The initial estimated value of the notes as of the pricing date is \$9.527 per unit, which is less than the public offering price listed below. See Summary on the following page, Risk Factors beginning on page TS-6 of this term sheet and Structuring the Notes on page TS-15 of this term sheet for additional information. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy.

None of the Securities and Exchange Commission (the SEC ), any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this Note Prospectus (as defined below) is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Unit	Total
Public offering price	\$10.00	\$16,334,390.00
Underwriting discount	\$0.25	\$408,359.75
Proceeds, before expenses, to BAC	\$9.75	\$15,926,030.25

**The notes:**

**Are Not FDIC Insured**

**Are Not Bank Guaranteed  
 Merrill Lynch & Co.**

**May Lose Value**

April 23, 2015



## Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

### Summary

The Market-Linked Step Up Notes Linked to a Global Index Basket, due April 24, 2020 (the notes) are our senior unsecured debt securities. The notes are not guaranteed or insured by the Federal Deposit Insurance Corporation or secured by collateral. **The notes will rank equally with all of our other unsecured and unsubordinated debt. Any payments due on the notes, including any repayment of principal, will be subject to the credit risk of BAC.** The notes provide you with a Step Up Payment if the Ending Value of the Market Measure, which is the Global Index Basket described below (the Basket), is equal to or greater than its Starting Value, but is not greater than the Step Up Value. If the Ending Value is greater than the Step Up Value, you will participate on a 1-for-1 basis in the increase in the level of the Basket above the Starting Value. If the Ending Value is less than the Starting Value but greater than or equal to the Threshold Value, you will receive the principal amount of your notes. If the Ending Value is less than the Threshold Value, you will lose a portion, which could be significant, of the principal amount of your notes. Payments on the notes, including the amount you receive at maturity, will be calculated based on the \$10 principal amount per unit and will depend on the performance of the Basket, subject to our credit risk. See Terms of the Notes below.

The Basket is comprised of the Dow Jones Industrial Average<sup>SM</sup>, and the EURO STOXX 50<sup>®</sup> Index (each, a Basket Component). On the pricing date, the Basket Components were each given an initial weight of 50%.

The economic terms of the notes (including the Step Up Payment) are based on our internal funding rate, which is the rate we would pay to borrow funds through the issuance of market-linked notes and the economic terms of certain related hedging arrangements. Our internal funding rate is typically lower than the rate we would pay when we issue conventional fixed or floating rate debt securities. This difference in funding rate, as well as the underwriting discount and the hedging related charge described below, reduced the economic terms of the notes to you and the initial estimated value of the notes on the pricing date. Due to these factors, the public offering price you pay to purchase the notes is greater than the initial estimated value of the notes.

On the cover page of this term sheet, we have provided the initial estimated value for the notes. This initial estimated value was determined based on our and our affiliates pricing models, which take into consideration our internal funding rate and the market prices for the hedging arrangements related to the notes. For more information about the initial estimated value and the structuring of the notes, see Structuring the Notes on page TS-15.

### Terms of the Notes

<b>Issuer:</b>	Bank of America Corporation ( BAC )
<b>Principal Amount:</b>	\$10.00 per unit

<b>Term:</b>	Approximately five years
<b>Market Measure:</b>	An equally weighted global index basket comprised of the Dow Jones Industrial Average <sup>SM</sup> (Bloomberg symbol: INDU ), and the EURO STOXX <sup>50</sup> Index (Bloomberg symbol: SX5E ). Each Basket Component is a price return index.
<b>Starting Value:</b>	100.00
<b>Ending Value:</b>	The value of the Market Measure on the scheduled calculation day. The calculation day is subject to postponement in the event of Market Disruption Events, as described beginning on page PS-18 of product supplement EQUITY INDICES SUN-1.
<b>Step Up Value:</b>	128.50 (128.50% of the Starting Value, rounded to two decimal places).
<b>Step Up Payment:</b>	\$2.85 per unit, which represents a return of 28.50% over the principal amount.
<b>Threshold Value:</b>	85.00 (85% of the Starting Value, rounded to two decimal places).
<b>Calculation Day:</b>	April 17, 2020
<b>Fees and Charges:</b>	The underwriting discount of \$0.25 per unit listed on the cover page and the hedging related charge of \$0.075 per unit described in Structuring the Notes on page TS-15.
<b>Calculation Agent:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated ( MLPF&S ), a subsidiary of BAC.

**Redemption Amount Determination**

On the maturity date, you will receive a cash payment per unit determined as follows:

*In this case, you will receive a payment that is less, and possibly significantly less, than the principal amount per unit.*

## Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

The terms and risks of the notes are contained in this term sheet and in the following:

§ Product supplement EQUITY INDICES SUN-1 dated February 24, 2015:  
<http://www.sec.gov/Archives/edgar/data/70858/000119312515060568/d878212d424b5.htm>

§ Series L MTN prospectus supplement dated February 24, 2015 and prospectus dated February 24, 2015:  
<http://www.sec.gov/Archives/edgar/data/70858/000119312515060103/d875567d424b3.htm>

These documents (together, the Note Prospectus ) have been filed as part of a registration statement with the SEC, which may, without cost, be accessed on the SEC website as indicated above or obtained from MLPF&S by calling 1-800-294-1322. Before you invest, you should read the Note Prospectus, including this term sheet, for information about us and this offering. Any prior or contemporaneous oral statements and any other written materials you may have received are superseded by the Note Prospectus. Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement EQUITY INDICES SUN-1. Unless otherwise indicated or unless the context requires otherwise, all references in this document to we, us, our, or similar references are to BAC.

## Investor Considerations

### **You may wish to consider an investment in the notes if:**

- § You anticipate that the Basket will increase from the Starting Value to the Ending Value.
- § You are willing to risk a loss of principal and return if the Basket decreases from the Starting Value to an Ending Value that is below the Threshold Value.
- § You are willing to forgo the interest payments that are paid on conventional interest bearing debt securities.
- § You are willing to forgo dividends or other benefits of owning the stocks included in the Basket Components.
- § You are willing to accept a limited market for sales prior to maturity, and understand that the market prices for the notes, if any, will be affected by various factors, including our actual and perceived creditworthiness, our internal funding rate and fees and charges on the notes.

§ You are willing to assume our credit risk, as issuer of the notes, for all payments under the notes, including the Redemption Amount.

**The notes may not be an appropriate investment for you if:**

§ You believe that the Basket will decrease from the Starting Value to the Ending Value.

§ You seek 100% principal repayment or preservation of capital.

§ You seek interest payments or other current income on your investment.

§ You want to receive dividends or other distributions paid on the stocks included in the Basket Components.

§ You seek an investment for which there will be a liquid secondary market.

§ You are unwilling or are unable to take market risk on the notes or to take our credit risk as issuer of the notes.

We urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.

## Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

### Hypothetical Payout Profile and Examples of Payments at Maturity

This graph reflects the returns on the notes, based on the Threshold Value of 85% of the Starting Value, the Step Up Payment of \$2.85, and the Step Up Value of 128.50% of the Starting Value. The green line reflects the returns on the notes, while the dotted gray line reflects the returns of a direct investment in the stocks included in the Basket Components, excluding dividends.

This graph has been prepared for purposes of illustration only.

The following table and examples are for purposes of illustration only. They are based on hypothetical values and show hypothetical returns on the notes. They illustrate the calculation of the Redemption Amount and total rate of return based on the Starting Value of 100, the Threshold Value of 85, the Step Up Value of 128.50, the Step Up Payment of \$2.85 per unit and a range of hypothetical Ending Values. **The actual amount you receive and the resulting total rate of return will depend on the actual Ending Value and whether you hold the notes to maturity.** The following examples do not take into account any tax consequences from investing in the notes.

For recent **hypothetical** levels of the Basket, see The Basket section below. Each Basket Component is a price return index and as such the Ending Value will not include any income generated by dividends paid on the stocks included in any of the Basket Components, which you would otherwise be entitled to receive if you invested in those stocks directly. In addition, all payments on the notes are subject to issuer credit risk.

Ending Value	Percentage Change from the Starting		Redemption Amount per Unit	Total Rate of Return on the Notes
	Value to the Ending Value	Value to the Ending Value		
0.00	-100.00%	-100.00%	\$1.50	-85.00%
50.00	-50.00%	-50.00%	\$6.50	-35.00%
75.00	-25.00%	-25.00%	\$9.00	-10.00%
80.00	-20.00%	-20.00%	\$9.50	-5.00%
85.00 <sup>(1)</sup>	-15.00%	-15.00%	\$10.00	0.00%
90.00	-10.00%	-10.00%	\$10.00	0.00%
94.00	-6.00%	-6.00%	\$10.00	0.00%

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95.00	-5.00%	\$10.00	0.00%
97.00	-3.00%	\$10.00	0.00%
100.00 <sup>(2)</sup>	0.00%	\$12.85 <sup>(3)</sup>	28.50%
102.00	2.00%	\$12.85	28.50%
105.00	5.00%	\$12.85	28.50%
110.00	10.00%	\$12.85	28.50%
120.00	20.00%	\$12.85	28.50%
128.50 <sup>(4)</sup>	28.50%	\$12.85	28.50%
130.00	30.00%	\$13.00	30.00%
140.00	40.00%	\$14.00	40.00%
143.00	43.00%	\$14.30	43.00%
150.00	50.00%	\$15.00	50.00%
160.00	60.00%	\$16.00	60.00%

(1) This is the Threshold Value.

(2) The Starting Value was set to 100.00 on the pricing date.

(3) This amount represents the sum of the principal amount and the Step Up Payment of \$2.85.

(4) This is the Step Up Value.

Market-Linked Step Up Notes

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Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

**Redemption Amount Calculation Examples**

**Example 1**

The Ending Value is 75.00, or 75.00% of the Starting Value:

Starting Value: 100.00  
 Threshold Value: 85.00  
 Ending Value: 75.00

$$\$10 \left[ \$10 \times \left( \frac{85 - 75}{100} \right) \right] = \$9.00 \text{ Redemption Amount per unit}$$

**Example 2**

The Ending Value is 95.00, or 95.00% of the Starting Value:

Starting Value: 100.00  
 Threshold Value: 85.00  
 Ending Value: 95.00

Redemption Amount per unit = **\$10.00**, the principal amount, since the Ending Value is less than the Starting Value, but is equal to or greater than the Threshold Value.

**Example 3**

The Ending Value is 110.00, or 110.00% of the Starting Value:

Starting Value: 100.00  
 Step Up Value: 128.50  
 Ending Value: 110.00

$\$10.000 + \$2.850 = \$12.850$  Redemption Amount per unit, the principal amount plus the Step Up Payment, since the Ending Value is equal to or greater than the Starting Value, but less than the Step Up Value.

**Example 4**

The Ending Value is 143.00, or 143.00% of the Starting Value:

Starting Value: 100.00  
Step Up Value: 128.50  
Ending Value: 143.00

$$\text{\$10} + \left[ \text{\$10} \times \left( \frac{143 - 100}{100} \right) \right] = \text{\$14.30 Redemption Amount per unit}$$

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## Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

## Risk Factors

*There are important differences between the notes and a conventional debt security. An investment in the notes involves significant risks, including those listed below. You should carefully review the more detailed explanation of risks relating to the notes in the Risk Factors sections beginning on page PS-7 of product supplement EQUITY INDICES SUN-1, page S-5 of the MTN prospectus supplement, and page 8 of the prospectus identified above. We also urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.*

- § Depending on the performance of the Basket as measured shortly before the maturity date, your investment may result in a loss; there is no guaranteed return of principal.
- § Your return on the notes may be less than the yield you could earn by owning a conventional fixed or floating rate debt security of comparable maturity.
- § Payments on the notes are subject to our credit risk, and actual or perceived changes in our creditworthiness are expected to affect the value of the notes. If we become insolvent or are unable to pay our obligations, you may lose your entire investment.
- § Your investment return may be less than a comparable investment directly in the stocks included in the Basket Components.
- § The initial estimated value of the notes is an estimate only, determined as of a particular point in time by reference to our and our affiliates' pricing models. These pricing models consider certain assumptions and variables, including our credit spreads, our internal funding rate on the pricing date, mid-market terms on hedging transactions, expectations on interest rates and volatility, price-sensitivity analysis, and the expected term of the notes. These pricing models rely in part on certain forecasts about future events, which may prove to be incorrect.
- § The public offering price you pay for the notes exceeds the initial estimated value. If you attempt to sell the notes prior to maturity, their market value may be lower than the price you paid for them and lower than the initial estimated value. This is due to, among other things, changes in the level of the Basket, our internal funding rate, and the inclusion in the public offering price of the underwriting discount and the hedging related charge, all as further described in Structuring the Notes on page TS-15. These factors, together with various credit, market and economic factors over the term of the notes, are expected to reduce the price at which you may be able to sell the notes in any secondary market and will affect the value of the notes in complex and unpredictable ways.

- § The initial estimated value does not represent a minimum or maximum price at which we, MLPF&S or any of our affiliates would be willing to purchase your notes in any secondary market (if any exists) at any time. The value of your notes at any time after issuance will vary based on many factors that cannot be predicted with accuracy, including the performance of the Basket, our creditworthiness and changes in market conditions.
- § A trading market is not expected to develop for the notes. Neither we nor MLPF&S is obligated to make a market for, or to repurchase, the notes. There is no assurance that any party will be willing to purchase your notes at any price in any secondary market.
- § Our business activities as a full service financial institution, including our commercial and investment banking activities, our hedging and trading activities (including trades in shares of companies included in the Basket Components) and any hedging and trading activities we engage in for our clients' accounts, may affect the market value of the notes and their return and may create conflicts of interest with you.
- § Changes in the value of one of the Basket Components may be offset by changes in the value of the other Basket Component.
- § The index sponsors may adjust each Basket Component in a way that affects its level, and the index sponsors have no obligation to consider your interests.
- § You will have no rights of a holder of the securities included in the Basket Components, and you will not be entitled to receive securities or dividends or other distributions by the issuers of those securities.
- § While we or our affiliates may from time to time own shares of the companies included in the Basket Components, we do not control any company included in any Basket Component, and are not responsible for any disclosure made by any other company.
- § Your return on the notes and the value of the notes may be affected by exchange rate movements and factors affecting the international securities markets.
- § There may be potential conflicts of interest involving the calculation agent. We have the right to appoint and remove the calculation agent.
- § The U.S. federal income tax consequences of the notes are uncertain, and may be adverse to a holder of the notes. See Summary Tax Consequences below and U.S. Federal Income Tax Summary beginning on page PS-26 of product supplement EQUITY INDICES SUN-1.

Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

Other Terms of the Notes

**Market Measure Business Day**

The provisions of this section supercede and replace the definition of Market Measure Business Day set forth in product supplement EQUITY INDICES SUN-1.

A Market Measure Business Day means a day on which:

(A) each of the New York Stock Exchange and NASDAQ Stock Market, Inc. (as to the Dow Jones Industrial Average<sup>SM</sup>), and the Eurex (as to the EURO STOXX 50<sup>®</sup> Index) (or any successor to the foregoing exchanges) are open for trading; and

(B) the Basket Components or any successors thereto are calculated and published.

Market-Linked Step Up Notes

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## Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

### The Basket

The Basket is designed to allow investors to participate in the percentage changes in the levels of the Basket Components from the Starting Value to the Ending Value of the Basket. The Basket Components are described in the section The Basket Components below. Each Basket Component will be assigned an initial weight on the pricing date, as set forth in the table below.

For more information on the calculation of the value of the Basket, please see the section entitled Description of the Notes Basket Market Measures beginning on page PS-21 of product supplement EQUITY INDICES SUN-1.

On the pricing date, for each Basket Component, the Initial Component Weight, the closing level, the Component Ratio and the initial contribution to the Basket value were as follows:

Basket Component	Bloomberg Symbol	Initial Component Weight	Closing Level <sup>(1)</sup>	Component Ratio <sup>(2)</sup>	Initial Basket Value Contribution
Dow Jones Industrial Average <sup>SM</sup>	INDU	50.00	18,058.69	0.00276875	50.00
EURO STOXX 50 <sup>®</sup> Index	SX5E	50.00	3,697.88	0.01352126	50.00
<b>Starting Value</b>					<b>100.00</b>

<sup>(1)</sup> These were the closing levels of the Basket Components on the pricing date.

<sup>(2)</sup> Each Component Ratio equals the Initial Component Weight of the relevant Basket Component (as a percentage) multiplied by 100, and then divided by the closing level of that Basket Component on the pricing date and rounded to eight decimal places.

The calculation agent will calculate the value of the Basket by summing the products of the closing level for each Basket Component on the calculation day and the Component Ratio applicable to such Basket Component. If a Market Disruption Event occurs as to any Basket Component on the scheduled calculation day, the closing level of that Basket Component will be determined as more fully described beginning on page PS-23 of product supplement EQUITY INDICES SUN-1 in the section Description of the Notes Basket Market Measures Observation Level or Ending Value of the Basket.

Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

*While actual historical information on the Basket did not exist before the pricing date, the following graph sets forth the hypothetical historical performance of the Basket from January 2008 through March 2015. The graph is based upon actual month-end historical levels of the Basket Components, hypothetical Component Ratios based on the closing levels of the Basket Components as of December 31, 2007, and a Basket value of 100.00 as of that date. This hypothetical historical data on the Basket is not necessarily indicative of the future performance of the Basket or what the value of the notes may be. Any historical upward or downward trend in the value of the Basket during any period set forth below is not an indication that the value of the Basket is more or less likely to increase or decrease at any time over the term of the notes.*

**Hypothetical Historical Performance of the Basket**

Market-Linked Step Up Notes

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## Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

## The Basket Components

### **The Dow Jones Industrial Average<sup>SM</sup>**

All disclosures contained in this term sheet regarding the Dow Jones Industrial Average<sup>SM</sup> ( DJIA ), including, without limitation, its make-up, method of calculation, and changes in its components, have been derived from publicly available sources. The information reflects the policies of Dow Jones Indexes, the marketing name of CME Group Index Services LLC ( CME Indexes , the Index sponsor ), and is subject to change by Dow Jones Indexes. Dow Jones Indexes has no obligation to continue to publish, and may discontinue publication of, the DJIA. The consequences of Dow Jones Indexes discontinuing publication of the DJIA are discussed in the section entitled Description of the Notes Discontinuance of an Index on page PS-21 of product supplement EQUITY INDICES SUN-1. Neither we nor MLPF&S accept any responsibility for the calculation, maintenance, or publication of the DJIA or any successor index.

### **Publication of the Dow Jones Industrial Average<sup>SM</sup>**

Unless otherwise stated, all information on the DJIA provided in this term sheet is derived from Dow Jones Indexes, the marketing name and a licensed trademark of CME Indexes. The DJIA is a price-weighted index, which means an underlying stock's weight in the DJIA is based on its price per share rather than the total market capitalization of the issuer. The DJIA is designed to provide an indication of the composite performance of 30 common stocks of corporations representing a broad cross-section of U.S. industry. The corporations represented in the Index tend to be market leaders in their respective industries and their stocks are typically widely held by individuals and institutional investors.

The DJIA is maintained by an Averages Committee comprised of the Managing Editor of The Wall Street Journal ( WSJ ), the head of Dow Jones Indexes research and the head of CME Group Inc. research. The Averages Committee was created in March 2010, when Dow Jones Indexes became part of CME Group Index Services, LLC, a joint venture company owned 90% by CME Group Inc. and 10% by Dow Jones & Company. Generally, composition changes occur only after mergers, corporate acquisitions or other dramatic shifts in a component's core business. When such an event necessitates that one component be replaced, the entire DJIA is reviewed. As a result, when changes are made they typically involve more than one component. While there are no rules for component selection, a stock typically is added only if it has an excellent reputation, demonstrates sustained growth, is of interest to a large number of investors and accurately represents the sector(s) covered by the average.

Changes in the composition of the DJIA are made entirely by the Averages Committee without consultation with the corporations represented in the DJIA, any stock exchange, any official agency or us. Unlike most other indices, which are reconstituted according to a fixed review schedule, constituents of the DJIA are reviewed on an as-needed basis. Changes to the common stocks included in the DJIA tend to be made infrequently, and the underlying stocks of the DJIA may be changed at any time for any reason. The companies currently represented in the Index are incorporated in the United States and its territories and their stocks are listed on the New York Stock Exchange and NASDAQ.

The DJIA initially consisted of 12 common stocks and was first published in the WSJ in 1896. The DJIA was increased to include 20 common stocks in 1916 and to 30 common stocks in 1928. The number of common stocks in the DJIA has remained at 30 since 1928, and, in an effort to maintain continuity, the constituent corporations represented in the DJIA have been changed on a relatively infrequent basis. Nine main groups of companies constitute



the DJIA, with the approximate sector weights of the DJIA as of March 31, 2015 indicated in parentheses: Industrials (20.16%); Financials (18.78%); Consumer Services (14.95%); Technology (14.43%); Health Care (11.68%); Consumer Goods (8.36%); Oil & Gas (7.13%); Basic Materials (2.68%); and Telecommunications (1.83%).

### **Computation of the Dow Jones Industrial Average<sup>SM</sup>**

The level of the DJIA is the sum of the primary exchange prices of each of the 30 component stocks included in the DJIA, divided by a divisor that is designed to provide a meaningful continuity in the level of the DJIA. Because the DJIA is price-weighted, stock splits or changes in the component stocks could result in distortions in the DJIA level. In order to prevent these distortions related to extrinsic factors, the divisor is periodically changed in accordance with a mathematical formula that reflects adjusted proportions within the DJIA. The current divisor of the DJIA is published daily in the WSJ and other publications. In addition, other statistics based on the DJIA may be found in a variety of publicly available sources.

## Market-Linked Step Up Notes

Linked to a Global Index Basket, due April 24, 2020

The following table presents the listing symbol, industry group, and component stock weight for the ten highest weighted component stocks in the DJIA based on publicly available information on March 31, 2015.

Issuer of Component Stock <sup>(1)</sup>	Symbol	Industry	Component Stock Weight <sup>(2)</sup>
The Goldman Sachs Group, Inc.	GS	Financials	7.06%
3M Company	MMM	Industrials	6.19%
International Business Machines Corporation	IBM	Technology	6.02%
Boeing Company	BA	Industrials	5.63%
Apple Inc.	AAPL	Technology	4.67%
UnitedHealth Group Incorporated	UNH	Health Care	4.44%
United Technologies Corporation	UTX	Industrials	4.40%
The Home Depot, Inc.	HD	Consumer Services	4.26%
The Travelers Companies, Inc.	TRV	Financials	4.06%
Chevron Corporation	CVX	Oil & Gas	3.94%

(1) The inclusion of a component stock in the DJIA should not be considered a recommendation to buy or sell that stock and neither we nor any of our affiliates make any representation to any purchaser of the notes as to the performance of the Index or any component stock included in the DJIA. Beneficial owners of the notes will not have any right to the component stocks included in the DJIA or any dividends paid on those stocks.

(2) Information obtained from the Dow Jones Industrial Average<sup>SM</sup> Fact Sheet, published by S&P Dow Jones Indices LLC and available at [http://www.djindexes.com/mdsidx/downloads/fact\\_info/Dow\\_Jones\\_Industrial\\_Average\\_Fact\\_Sheet.pdf](http://www.djindexes.com/mdsidx/downloads/fact_info/Dow_Jones_Industrial_Average_Fact_Sheet.pdf). Except as set forth above, the information on this website is not included or incorporated by reference in this term sheet. Neither we nor any of our affiliates, including the selling agent, accepts any responsibility for the calculation, maintenance, or publication of, or for any error, omission, or disruption in, the DJIA or any successor to the DJIA. Dow Jones and CME Indexes do not guarantee the accuracy or the completeness of the DJIA or any data included in the DJIA. Dow Jones and CME Indexes assume no liability for any errors, omissions, or disruption in the calculation and dissemination of the DJIA. Dow Jones and CME Indexes disclaim all responsibility for any errors or omissions in the calculation and dissemination of the Index or the manner in which the DJIA is applied in determining the amount payable on the notes at maturity.

*The following graph shows the historical performance of the DJIA in the period from January 2008 through March 2015. We obtained this historical data from Bloomberg L.P. We have not independently verified the accuracy or completeness of the information obtained from Bloomberg L.P. On the pricing date, the closing level*

*of the DJIA was 18,058.69.*

**Historical Performance of the Dow Jones Industrial Average<sup>SM</sup>**

*This historical data on the DJIA is not necessarily indicative of the future performance of the DJIA or what the value of the notes may be. Any historical upward or downward trend in the level of the DJIA during any period set forth above is not an indication that the level of the DJIA is more or less likely to increase or decrease at any time over the term of the notes.*

Before investing in the notes, you should consult publicly available sources for the levels and trading pattern of the DJIA.

Market-Linked Step Up Notes

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**License Agreement**