

FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE

Form ABS-15G/A

May 13, 2015

File 53 of 70

Name of Issuing Entity	Check if Registered	Name of Originator	Total Assets by Originator			Assets that Were Subject of Demand			Assets that Were Repurchased or Replaced		
			#	\$	(% of principal balance)	#	\$	(% of principal balance)	#	\$	(% of principal balance)
3138W92R0		1ST 2ND MORTGAGE CO. OF N.J., INC.	1	\$198,750.00	0.35%	0	\$0.00	NA	0	\$0.00	
		AAC CREDIT UNION	1	\$176,000.00	0.31%	0	\$0.00	NA	0	\$0.00	
		ACADEMY MORTGAGE CORPORATION	1	\$210,000.00	0.37%	0	\$0.00	NA	0	\$0.00	
		ADVISORS MORTGAGE GROUP, L.L.C.	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00	
		ALASKA USA MORTGAGE COMPANY, LLC	1	\$199,748.38	0.35%	0	\$0.00	NA	0	\$0.00	
		ALERUS FINANCIAL, N.A. DBA ALERUS MORTGAGE	1	\$237,500.00	0.42%	0	\$0.00	NA	0	\$0.00	
		AMERICA FIRST FEDERAL CREDIT UNION	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00	
		AMERICAN BANK, N.A.	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00	
		AMERICAN PACIFIC MORTGAGE CORPORATION	3	\$921,056.38	1.63%	0	\$0.00	NA	0	\$0.00	
		AMERICAN SAVINGS BANK, F.S.B.	1	\$218,250.00	0.39%	0	\$0.00	NA	0	\$0.00	
		ANCHORBANK, FSB	2	\$406,000.00	0.72%	0	\$0.00	NA	0	\$0.00	
		ANHEUSER-BUSCH EMPLOYEES' CREDIT UNION AND ITS DIVISION	1	\$236,250.00	0.42%	0	\$0.00	NA	0	\$0.00	
		ARIZONA BANK AND TRUST	1	\$223,250.00	0.4%	0	\$0.00	NA	0	\$0.00	
		ASSOCIATED BANK NATIONAL ASSOCIATION	1	\$200,000.00	0.36%	0	\$0.00	NA	0	\$0.00	
		ATLANTIC BAY MORTGAGE GROUP, LLC	1	\$218,500.00	0.39%	0	\$0.00	NA	0	\$0.00	
		BANCORPSOUTH BANK	1	\$204,000.00	0.36%	0	\$0.00	NA	0	\$0.00	
		BANK OF MARQUETTE	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00	
		BANK OF THE WEST, A	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00	

	CALIFORNIA STATE BANKING CORP.								
	BANKING MORTGAGE SERVICES, B.M.S. CORP	1	\$247,195.68	0.44%	0	\$0.00	NA	0	\$0.00
	BAXTER CREDIT UNION	2	\$363,020.00	0.64%	0	\$0.00	NA	0	\$0.00
	BAY FEDERAL CREDIT UNION	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	BOEING EMPLOYEES' CREDIT UNION	3	\$628,269.64	1.12%	0	\$0.00	NA	0	\$0.00
	BROKER SOLUTIONS INC. DBA NEW AMERICAN FUNDING	3	\$616,500.00	1.09%	0	\$0.00	NA	0	\$0.00
	CASHCALL, INC.	2	\$422,300.00	0.75%	0	\$0.00	NA	0	\$0.00
	CASTLE & COOKE MORTGAGE, LLC	2	\$426,850.00	0.76%	0	\$0.00	NA	0	\$0.00
	CENTURY LENDING COMPANY	3	\$553,169.00	0.98%	0	\$0.00	NA	0	\$0.00
	CHERRY CREEK MORTGAGE CO., INC.	2	\$469,900.00	0.83%	0	\$0.00	NA	0	\$0.00
	CITIZENS FIRST WHOLESALE MORTGAGE CO.	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	CITYWIDE HOME LOANS A UTAH CORPORATION	1	\$188,074.62	0.33%	0	\$0.00	NA	0	\$0.00
	CMG MORTGAGE, INC. DBA CMG FINANCIA	7	\$1,416,504.00	2.51%	0	\$0.00	NA	0	\$0.00
	COBALT MORTGAGE, INC.	5	\$1,859,460.00	3.3%	0	\$0.00	NA	0	\$0.00
	COLONIAL NATIONAL MORTGAGE, A DIVISION OF COLONIAL SAVINGS, F.A.	2	\$410,233.23	0.73%	0	\$0.00	NA	0	\$0.00
	COMMERCIAL BANK OF TEXAS, N.A.	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	CONNEXUS CREDIT UNION	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	CORNERSTONE HOME LENDING, INC.	1	\$244,625.00	0.43%	0	\$0.00	NA	0	\$0.00
	CREDIT UNION OF AMERICA	1	\$210,715.78	0.37%	0	\$0.00	NA	0	\$0.00
	CTC MORTGAGE COMPANY, LLC	1	\$269,790.00	0.48%	0	\$0.00	NA	0	\$0.00
	DAS ACQUISITION COMPANY LLC	2	\$491,282.64	0.87%	0	\$0.00	NA	0	\$0.00
	DESERT SCHOOLS FEDERAL CREDIT UNION	1	\$176,661.71	0.31%	0	\$0.00	NA	0	\$0.00

	DISCOVER HOME LOANS, INC., A DELAWARE CORPORATION	1	\$244,000.00	0.43%	0	\$0.00	NA	0	\$0.00
	ENVOY MORTGAGE, LTD.	1	\$214,703.79	0.38%	0	\$0.00	NA	0	\$0.00
	EVERETT FINANCIAL INC, DBA SUPREME LENDING	3	\$662,725.00	1.18%	0	\$0.00	NA	0	\$0.00
	EVERETT FINANCIAL, INC DBA SUPREME LENDING	2	\$385,710.00	0.68%	0	\$0.00	NA	0	\$0.00
	EVOLVE BANK & TRUST	2	\$417,018.44	0.74%	0	\$0.00	NA	0	\$0.00
	EXCEL MORTGAGE SERVICING, INC.	1	\$251,750.00	0.45%	0	\$0.00	NA	0	\$0.00
	EXCHANGE BANK & TRUST	1	\$200,000.00	0.36%	0	\$0.00	NA	0	\$0.00
	FAIRWAR INDEPENDENT MORTGAGE CORPORATION	1	\$183,350.00	0.33%	0	\$0.00	NA	0	\$0.00
	FAIRWAY INDEPENDENT MORTGAGE CORPORATION	5	\$1,289,430.00	2.29%	0	\$0.00	NA	0	\$0.00
	FARMINGTON FINANCIAL GROUP, LLC, A TENNESSEE LIMITED LIABILITY COMPANY	1	\$215,069.07	0.38%	0	\$0.00	NA	0	\$0.00
	FIDELITY BANK D/B/A FIDELITY BANK MORTGAGE, A CHARTERED BANK	1	\$242,250.00	0.43%	0	\$0.00	NA	0	\$0.00
	FIDELITY BANK D/B/A FIDELITY BANK MORTGAGE, A GEORGIA CHARTERED BANK	1	\$225,522.00	0.4%	0	\$0.00	NA	0	\$0.00
	FIRST CALIFORNIA MORTGAGE COMPANY	1	\$242,000.00	0.43%	0	\$0.00	NA	0	\$0.00
	FIRST CHOICE LOAN SERVICES, INC.	2	\$469,500.00	0.83%	0	\$0.00	NA	0	\$0.00
	FIRST CITIZENS BANK AND TRUST CO.	1	\$235,363.06	0.42%	0	\$0.00	NA	0	\$0.00
	FIRST CITIZENS BANK AND TRUST CO. INC	1	\$198,755.32	0.35%	0	\$0.00	NA	0	\$0.00
		1	\$220,000.00	0.39%	0	\$0.00	NA	0	\$0.00

	FIRST CITIZENS' FEDERAL CREDIT UNIO							
	FIRST COMMUNITY BANK	2	\$374,820.00	0.67%	0	\$0.00	NA	\$0.00
	FIRST COMMUNITY CREDIT UNION	1	\$191,900.00	0.34%	0	\$0.00	NA	\$0.00
	FIRST FEDERAL BANK	4	\$870,130.45	1.54%	0	\$0.00	NA	\$0.00
	FIRST FEDERAL S & L ASSOC. OF LAKEWOOD, ISAOA	2	\$388,800.00	0.69%	0	\$0.00	NA	\$0.00
	FIRST HAWAIIAN BANK	1	\$185,000.00	0.33%	0	\$0.00	NA	\$0.00
	FIRST HOME MORTGAGE CORPORATION	1	\$444,000.00	0.79%	0	\$0.00	NA	\$0.00
	FIRST INTERSTATE BANK	3	\$635,163.00	1.13%	0	\$0.00	NA	\$0.00
	FIRST MORTGAGE COMPANY, L.L.C. D/B/A FIRST MORTGAGE COMPANY OF IDAHO, LLC	1	\$168,780.00	0.3%	0	\$0.00	NA	\$0.00
	FIRST MORTGAGE COMPANY, LLC	1	\$230,000.00	0.41%	0	\$0.00	NA	\$0.00
	FIRST NATIONAL BANK ALASKA	2	\$411,500.00	0.73%	0	\$0.00	NA	\$0.00
	FIRST NATIONAL BANK OF ST LOUIS	1	\$175,000.00	0.31%	0	\$0.00	NA	\$0.00
	FIRST STATE BANK	1	\$180,761.65	0.32%	0	\$0.00	NA	\$0.00
	FIRST STATE BANK MORTGAGE COMPANY, LLC	1	\$175,000.00	0.31%	0	\$0.00	NA	\$0.00
	FIRSTMERIT BANK, N.A.	1	\$220,000.00	0.39%	0	\$0.00	NA	\$0.00
	FORUM CREDIT UNION	1	\$234,531.00	0.42%	0	\$0.00	NA	\$0.00
	FREMONT BANK	2	\$417,203.36	0.74%	0	\$0.00	NA	\$0.00
	GATEWAY HOME LENDING	1	\$175,000.00	0.31%	0	\$0.00	NA	\$0.00
	GATEWAY MORTGAGE GROUP, LLC	3	\$787,729.00	1.4%	0	\$0.00	NA	\$0.00
	GECU	1	\$189,550.00	0.34%	0	\$0.00	NA	\$0.00
	GRANITE STATE CREDIT UNION	1	\$254,600.00	0.45%	0	\$0.00	NA	\$0.00
	GREAT WESTERN BANK	2	\$421,433.82	0.75%	0	\$0.00	NA	\$0.00
	GUILD MORTGAGE COMPANY	1	\$200,000.00	0.36%	0	\$0.00	NA	\$0.00
	HARVARD UNIVERSITY EMPLOYEES CREDIT UNION	1	\$250,000.00	0.44%	0	\$0.00	NA	\$0.00
		1	\$254,215.00	0.45%	0	\$0.00	NA	\$0.00

	HILLS BANK AND TRUST COMPANY, CORPORATION								
	HOMEAMERICAN MORTGAGE CORPORATION	1	\$240,210.00	0.43%	0	\$0.00	NA	0	\$0.00
	IBERIABANK MORTGAGE COMPANY	1	\$232,750.00	0.41%	0	\$0.00	NA	0	\$0.00
	IDAHO CENTRAL CREDIT UNION	1	\$154,919.72	0.27%	0	\$0.00	NA	0	\$0.00
	IMORTGAGE.COM, INC.	3	\$636,715.56	1.13%	0	\$0.00	NA	0	\$0.00
	INDEPENDENT BANK	1	\$290,000.00	0.51%	0	\$0.00	NA	0	\$0.00
	INTERNATIONAL CITY MORTGAGE, INC., A CALIFORNIA CORPORATION	1	\$231,795.00	0.41%	0	\$0.00	NA	0	\$0.00
	LAND/HOME FINANCIAL SERVICES, A CALIFORNIA CORPORATION	3	\$1,169,650.00	2.08%	0	\$0.00	NA	0	\$0.00
	LANDMARK CREDIT UNION	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	LIBERTY BANK	1	\$243,000.00	0.43%	0	\$0.00	NA	0	\$0.00
	LIBERTY BANK & TRUST	1	\$224,000.00	0.4%	0	\$0.00	NA	0	\$0.00
	LIVE WELL FINANCIAL, INC	1	\$416,000.00	0.74%	0	\$0.00	NA	0	\$0.00
	M/I FINANCIAL CORP.	1	\$185,500.00	0.33%	0	\$0.00	NA	0	\$0.00
	MAGNA BANK	1	\$242,694.27	0.43%	0	\$0.00	NA	0	\$0.00
	MERRIMACK MORTGAGE COMPANY INC.	1	\$282,150.00	0.5%	0	\$0.00	NA	0	\$0.00
	MIDSTATES BANK, NA, A NATIONAL BANKING ASSOCIATION	1	\$180,800.00	0.32%	0	\$0.00	NA	0	\$0.00
	MISSOULA FEDERAL CREDIT UNION	3	\$559,000.00	0.99%	0	\$0.00	NA	0	\$0.00
	MORTGAGE INVESTORS GROUP	1	\$193,000.00	0.34%	0	\$0.00	NA	0	\$0.00
	MORTGAGE SOLUTIONS OF COLORADO, LLC	1	\$223,500.00	0.4%	0	\$0.00	NA	0	\$0.00
	MOUNTAIN COMMERCE BANK	1	\$210,000.00	0.37%	0	\$0.00	NA	0	\$0.00
	NATIONAL BANK OF KANSAS CITY	2	\$396,500.00	0.7%	0	\$0.00	NA	0	\$0.00
	NETWORK FUNDING, L.P.	1	\$236,550.00	0.42%	0	\$0.00	NA	0	\$0.00

	NORTHWESTERN MORTGAGE CO.	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	O A MORTGAGE SERVICES	1	\$204,250.00	0.36%	0	\$0.00	NA	0	\$0.00
	OAK BANK	1	\$228,000.00	0.4%	0	\$0.00	NA	0	\$0.00
	PACIFIC TRUST BANK, A FEDERALLY CHARTERED SAVINGS BANK	1	\$515,380.00	0.91%	0	\$0.00	NA	0	\$0.00
	PACIFIC UNION FINANCIAL, LLC D/B/A CLEARVISION FUNDING, A CALIFORNIA LIMITED LIABILITY COMPANY	1	\$180,000.00	0.32%	0	\$0.00	NA	0	\$0.00
	PARIS FIRST, BRANCH OF STATE BANK OF CHRISMAN	1	\$228,000.00	0.4%	0	\$0.00	NA	0	\$0.00
	PARKSIDE LENDING, LLC	1	\$481,000.00	0.85%	0	\$0.00	NA	0	\$0.00
	PHILADELPHIA FEDERAL CREDIT UNION	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	PINNACLE CAPITAL MORTGAGE CORPORATION, A CALIFORNIA CORPORATION	6	\$1,259,775.00	2.24%	0	\$0.00	NA	0	\$0.00
	PLATINUM HOME MORTGAGE CORPORATION, AN ILLINOIS CORPORATION	1	\$194,560.48	0.35%	0	\$0.00	NA	0	\$0.00
	PLAZA HOME MORTGAGE, INC.	2	\$516,250.00	0.92%	0	\$0.00	NA	0	\$0.00
	PPL GOLD CREDIT UNION	1	\$230,681.75	0.41%	0	\$0.00	NA	0	\$0.00
	PREMIER HOME MORTGAGE INC	1	\$249,828.00	0.44%	0	\$0.00	NA	0	\$0.00
	PREMIER MORTGAGE SERVICING	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	PRIMESOUTH	1	\$174,675.98	0.31%	0	\$0.00	NA	0	\$0.00
	PUBLIC SERVICE CREDIT UNION	1	\$176,277.94	0.31%	0	\$0.00	NA	0	\$0.00
	PURDUE FEDERAL CU	1	\$236,000.00	0.42%	0	\$0.00	NA	0	\$0.00
	RABOBANK, N.A.	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	RANDOLPH BANK AND TRUST COMPANY, A	1	\$239,000.00	0.42%	0	\$0.00	NA	0	\$0.00

	NORTH CAROLINA BANKING CORPORATION							
	RANLIFE, INC.	1	\$188,000.00	0.33%	0	\$0.00	NA	\$0.00
	REAL ESTATE MORTGAGE NETWORK, INC. D/B/A HOMEBRIDGE	2	\$375,600.00	0.67%	0	\$0.00	NA	\$0.00
	REGENCY MORTGAGE COARP	1	\$180,420.00	0.32%	0	\$0.00	NA	\$0.00
	RENASANT BANK	1	\$325,452.21	0.58%	0	\$0.00	NA	\$0.00
	RIVERHILLS BANK	1	\$175,000.00	0.31%	0	\$0.00	NA	\$0.00
	ROBINS FEDERAL CREDIT UNION	1	\$174,774.74	0.31%	0	\$0.00	NA	\$0.00
	ROCKY MOUNTAIN MORTGAGE COMPANY	1	\$194,750.00	0.35%	0	\$0.00	NA	\$0.00
	ROSS MORTGAGE CORPORATION, A MICHIGAN CORPORATION	1	\$222,007.26	0.39%	0	\$0.00	NA	\$0.00
	ROUNDPOINT MORTGAGE COMPANY	3	\$578,300.00	1.03%	0	\$0.00	NA	\$0.00
	SAFE CREDIT UNION, A CALIFORNIA CORPORATION	1	\$220,000.00	0.39%	0	\$0.00	NA	\$0.00
	SAUK VALLEY BANK & TRUST COMPANY	1	\$175,000.00	0.31%	0	\$0.00	NA	\$0.00
	SECURITY FIRST BANK OF NORTH DAKOTA	1	\$221,180.00	0.39%	0	\$0.00	NA	\$0.00
	SERVICE 1ST FEDERAL CREDIT UNION	1	\$254,150.00	0.45%	0	\$0.00	NA	\$0.00
	SIERRA PACIFIC MORTGAGE COMPANY, INC.	9	\$2,045,569.41	3.63%	1	\$185,483.51	NA	\$0.00
	SOUTH GEORGIA BANKING COMPANY	1	\$205,000.00	0.36%	0	\$0.00	NA	\$0.00
	SOUTH PACIFIC FINANCIAL CORP. DBA NORTH PACIFIC FINANCIAL CORP.	1	\$180,000.00	0.32%	0	\$0.00	NA	\$0.00
	SOUTHERN MISSOURI BANK OF MARSHFIEL	1	\$232,800.00	0.41%	0	\$0.00	NA	\$0.00
	STANDARD PACIFIC MORTGAGE, INC.	1	\$216,000.00	0.38%	0	\$0.00	NA	\$0.00
	STEARNS LENDING INC.	3	\$804,450.00	1.43%	0	\$0.00	NA	\$0.00
	STERLING SAVINGS BANK, A WASHINGTON CORPORATION, DBA	3	\$876,565.10	1.56%	0	\$0.00	NA	\$0.00

	STERLING BANK								
	SUMMIT CREDIT UNION	2	\$394,900.00	0.7%	0	\$0.00	NA	0	\$0.00
	SUMMIT FUNDING, INC.	2	\$434,900.00	0.77%	0	\$0.00	NA	0	\$0.00
	SWBC MORTGAGE CORPORATION	3	\$630,720.00	1.12%	0	\$0.00	NA	0	\$0.00
	THE FIDELITY DEPOSIT AND DISCOUNT BANK	2	\$399,000.00	0.71%	0	\$0.00	NA	0	\$0.00
	THE HOME SAVINGS AND LOAN COMPANY OF YOUNGSHOWN OHIO	1	\$194,000.00	0.34%	0	\$0.00	NA	0	\$0.00
	THE MORTGAGE SOURCE, INC.	1	\$163,445.00	0.29%	0	\$0.00	NA	0	\$0.00
	THINK MUTUAL BANK	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	UMPQUA BANK, AN OREGON STATE CHARTERED BANK	2	\$401,650.00	0.71%	0	\$0.00	NA	0	\$0.00
	UNION HOME MORTGAGE CORP., A CORPORATION	1	\$186,240.00	0.33%	0	\$0.00	NA	0	\$0.00
	UNITED COMMUNITY BANK	1	\$177,482.06	0.32%	0	\$0.00	NA	0	\$0.00
	UNITED MORTGAGE CORP, A NEW YORK CORPORATION	1	\$257,350.00	0.46%	0	\$0.00	NA	0	\$0.00
	UNITED WHOLESALE MORTGAGE	2	\$461,333.00	0.82%	0	\$0.00	NA	0	\$0.00
	UNIVERSAL AMERICAN MORTGAGE COMPANY, LLC	2	\$570,639.00	1.01%	0	\$0.00	NA	0	\$0.00
	UNIVERSAL LENDING CORPORATION	1	\$222,000.00	0.39%	0	\$0.00	NA	0	\$0.00
	UNIVERSITY OF WISCONSIN CREDIT UNIO	1	\$182,000.00	0.32%	0	\$0.00	NA	0	\$0.00
	VALLEY NATIONAL BANK	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	VILLAGE MORTGAGE	1	\$214,000.00	0.38%	0	\$0.00	NA	0	\$0.00
	W. J. BRADLEY MORTGAGE CAPITAL, LLC., A DELAWARE LIMITED LIABILITY COMPANY	1	\$215,529.00	0.38%	0	\$0.00	NA	0	\$0.00
	WASHINGTON COUNTY BANK	1	\$175,000.00	0.31%	0	\$0.00	NA	0	\$0.00
	WASHINGTON STATE EMPLOYEES CREDIT UNION	1	\$234,400.00	0.42%	0	\$0.00	NA	0	\$0.00

	WATERSTONE MORTGAGE CORPORATION	1	\$217,500.00	0.39%	0	\$0.00	NA	0	\$0.00
	WESCOM CENTRAL CREDIT UNION	3	\$550,150.00	0.98%	0	\$0.00	NA	0	\$0.00
	WESTCONSIN CREDIT UNION	1	\$225,000.00	0.4%	0	\$0.00	NA	0	\$0.00
	WESTSTAR MORTGAGE, INC	1	\$232,750.00	0.41%	0	\$0.00	NA	0	\$0.00
	WILMINGTON SAVINGS FUND SOCIETY, FSB	1	\$241,000.00	0.43%	0	\$0.00	NA	0	\$0.00
	WJ BRADLEY MORTGAGE CAPITAL, LLC., A DELAWARE LIMITED LIABILITY COMPANY	1	\$225,000.00	0.4%	0	\$0.00	NA	0	\$0.00
	WR STARKEY MORTGAGE, LLP.	1	\$214,400.00	0.38%	0	\$0.00	NA	0	\$0.00
	Unavailable	1	\$233,500.00	0.48%	0	\$0.00	NA	0	\$0.00
Total		252	\$56,337,440.50	100%	1	\$185,483.51		0	\$0.00
3138W92S8	360 MORTGAGE GROUP, LLC	1	\$153,900.00	0.1%	0	\$0.00	NA	0	\$0.00
	ABBEVILLE BUILDING & LOAN	1	\$163,500.00	0.1%	0	\$0.00	NA	0	\$0.00
	ACADEMY MORTGAGE CORPORATION	15	\$2,475,140.00	1.55%	0	\$0.00	NA	0	\$0.00
	ADVANCIAL FEDERAL CREDIT UNION	1	\$156,750.00	0.1%	0	\$0.00	NA	0	\$0.00
	ADVANTAGE BANK	1	\$166,660.00	0.1%	0	\$0.00	NA	0	\$0.00
	ALERUS FINANCIAL, N.A. DBA ALERUS MORTGAGE	1	\$160,550.00	0.1%	0	\$0.00	NA	0	\$0.00
	ALERUS MORTGAGE, N.A. DBA ALERUS MORTGAGE	1	\$170,000.00	0.11%	0	\$0.00	NA	0	\$0.00
	ALL WESTERN MORTGAGE INC	1	\$168,532.78	0.11%	0	\$0.00	NA	0	\$0.00
	ALPENA ALCONA AREA C. U.	1	\$162,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	ALTRA FEDERAL CREDIT UNION	3	\$503,600.00	0.31%	0	\$0.00	NA	0	\$0.00
	AMARILLO NATIONAL BANK	1	\$170,000.00	0.11%	0	\$0.00	NA	0	\$0.00
	AMEGY MORTGAGE COMPANY, L.L.C.	4	\$657,050.00	0.41%	0	\$0.00	NA	0	\$0.00
	AMERICA FIRST FEDERAL CREDIT	8	\$1,277,899.08	0.8%	0	\$0.00	NA	0	\$0.00

	UNION								
	AMERICAN BANK & TRUST OF THE CUMBERLANDS	1	\$156,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	AMERICAN BANK, N.A.	1	\$165,811.59	0.1%	0	\$0.00	NA	0	\$0.00
	AMERICAN FEDERAL SAVINGS BANK	5	\$831,294.42	0.52%	0	\$0.00	NA	0	\$0.00
	AMERICAN FINANCIAL NETWORK INC.	1	\$164,900.00	0.1%	0	\$0.00	NA	0	\$0.00
	AMERICAN FINANCIAL RESOURCES, INC	1	\$163,750.00	0.1%	0	\$0.00	NA	0	\$0.00
	AMERICAN NATIONAL BANK	1	\$167,305.00	0.1%	0	\$0.00	NA	0	\$0.00
	AMERICAN PACIFIC MORTGAGE CORPORATION	2	\$334,666.00	0.21%	0	\$0.00	NA	0	\$0.00
	AMERICAN PORTFOLIO MORTGAGE CORPORATION	1	\$172,356.00	0.11%	0	\$0.00	NA	0	\$0.00
	AMERICAN SAVINGS BANK, F.S.B.	1	\$159,500.00	0.1%	0	\$0.00	NA	0	\$0.00
	AMERICAN SOUTHWEST MORTGAGE CORP.	9	\$1,489,281.58	0.93%	0	\$0.00	NA	0	\$0.00
	AMERICAN STATE BANK & TRUST COMPANY OF WILLISTON, ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE	1	\$165,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	AMERIFIRST FINANCIAL CORPORATION	6	\$939,592.00	0.59%	0	\$0.00	NA	0	\$0.00
	ANCHORBANK, FSB	2	\$338,400.00	0.21%	0	\$0.00	NA	0	\$0.00
	ANNA / JONESBORO NATIONAL BANK	1	\$174,600.00	0.11%	0	\$0.00	NA	0	\$0.00
	ARIZONA STATE CREDIT UNION	2	\$317,550.00	0.2%	0	\$0.00	NA	0	\$0.00
	ARK-LA-TEX FINANCIAL SERVICES, LLC DBA BENCHMARK MORTGAGE	2	\$324,986.00	0.2%	0	\$0.00	NA	0	\$0.00
	ARKANSAS FEDERAL CREDIT UNION	2	\$318,000.00	0.2%	0	\$0.00	NA	0	\$0.00
	ARMSTRONG BANK	1	\$151,184.00	0.09%	0	\$0.00	NA	0	\$0.00
	ASSEMBLIES OF GOD CREDIT UNION	1	\$165,950.00	0.1%	0	\$0.00	NA	0	\$0.00

	ASSOCIATED BANK NATIONAL ASSOCIATION	12	\$1,990,425.00	1.24%	0	\$0.00	NA	0	\$0.00
	ASSURED MORTGAGE INC	1	\$170,905.00	0.11%	0	\$0.00	NA	0	\$0.00
	ATLANTIC BAY MORTGAGE GROUP, LLC	4	\$662,600.00	0.41%	0	\$0.00	NA	0	\$0.00
	ATLANTIC PACIFIC MORTGAGE CORPORATION	1	\$166,700.00	0.1%	0	\$0.00	NA	0	\$0.00
	BANCFIRST	1	\$157,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	BANCORPSOUTH BANK	8	\$1,277,025.00	0.8%	0	\$0.00	NA	0	\$0.00
	BANK FORWARD	1	\$160,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	BANK MIDWEST, ORGANIZED AN EXISTING UNDER THE LAWS OF THE STATE OF IOWA	1	\$164,800.00	0.1%	0	\$0.00	NA	0	\$0.00
	BANK OF AMERICAN FORK	1	\$157,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	BANK OF ENGLAND	1	\$152,700.00	0.1%	0	\$0.00	NA	0	\$0.00
	BANK OF IDAHO, AN IDAHO CORPORATION	1	\$150,061.53	0.09%	0	\$0.00	NA	0	\$0.00
	BANK OF NEW ORLEANS, A LOUISIANA CORPORATION	1	\$151,200.00	0.09%	0	\$0.00	NA	0	\$0.00
	BANK OF STANLY	1	\$150,835.00	0.09%	0	\$0.00	NA	0	\$0.00
	BANK OF THE WEST, A CALIFORNIA STATE BANKING CORP.	2	\$324,210.00	0.2%	0	\$0.00	NA	0	\$0.00
	BANKERS TRUST COMPANY	1	\$163,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	BANNER BANK	2	\$320,910.00	0.2%	0	\$0.00	NA	0	\$0.00
	BARKSDALE FEDERAL CREDIT UNION	1	\$163,000.00	0.1%	0	\$0.00	NA	0	\$0.00
	BELL STATE BANK & TRUST	2	\$331,450.00	0.21%	0	\$0.00	NA	0	\$0.00
	BETHPAGE FEDERAL CREDIT UNION	2	\$316,400.00	0.2%	0	\$0.00	NA	0	\$0.00
	BOEING EMPLOYEES' CREDIT UNION	5	\$817,400.00	0.51%	0	\$0.00	NA	0	\$0.00
	BOONE COUNTY NATIONAL BANK	1	\$151,200.00	0.09%	0	\$0.00	NA	0	\$0.00
	BROKER SOLUTIONS INC.	1	\$163,800.00	0.1%	0	\$0.00	NA	0	\$0.00
		7	\$1,102,650.00	0.69%	0	\$0.00	NA	0	\$0.00

	BROKER SOLUTIONS INC. DBA NEW AMERICAN FUNDING							
	BUSEY BANK,	3	\$498,548.50	0.31%	0	\$0.00	NA	\$0.00
	C.U. MORTGAGE SERVICES, INC.	3	\$496,450.00	0.31%	0	\$0.00	NA	\$0.00
	CALIBER FUNDING LLC	1	\$153,067.18	0.1%	0	\$0.00	NA	\$0.00
	CALIBER HOME LOANS, INC.	2	\$312,400.00	0.2%	0	\$0.00	NA	\$0.00
	CAPITAL CREDIT UNION	1	\$151,000.00	0.09%	0	\$0.00	NA	\$0.00
	CAPITOL BANK	1	\$155,000.00	0.1%	0	\$0.00	NA	\$0.00
	CARDINAL COMMUNITY CREDIT UNION	2	\$328,600.00	0.21%	0	\$0.00	NA	\$0.00
	CARDINAL FINANCIAL COMPANY, L.P.	2	\$316,000.00	0.2%	0	\$0.00	NA	\$0.00
	CARDINAL FINANCIAL COMPANY, L.P. DBA SEBONIC FINANCIAL	3	\$498,750.00	0.31%	0	\$0.00	NA	\$0.00
	CARDINAL FINANCIAL COMPANY, L.P. DBA SEBONIC FINANCIAL L.P.	1	\$150,500.00	0.09%	0	\$0.00	NA	\$0.00
	CARROLLTON BANK	1	\$150,000.00	0.09%	0	\$0.00	NA	\$0.00
	CASHCALL, INC.	6	\$976,400.00	0.61%	0	\$0.00	NA	\$0.00
	CASTLE & COOKE MORTGAGE, LLC	10	\$1,615,353.69	1.01%	0	\$0.00	NA	\$0.00
	CENTENNIAL BANK, A CORPORATION	1	\$169,532.00	0.11%	0	\$0.00	NA	\$0.00
	CENTENNIAL LENDING, LLC	1	\$156,180.00	0.1%	0	\$0.00	NA	\$0.00
	CENTRAL BANK	2	\$309,505.00	0.19%	0	\$0.00	NA	\$0.00
	CENTRAL STATE BANK	1	\$169,600.00	0.11%	0	\$0.00	NA	\$0.00
	CENTRIS FEDERAL CREDIT UNION	1	\$159,000.00	0.1%	0	\$0.00	NA	\$0.00
	CENTURY LENDING COMPANY	3	\$485,638.00	0.3%	0	\$0.00	NA	\$0.00
	CFCU COMMUNITY CREDIT UNION	1	\$153,800.00	0.1%	0	\$0.00	NA	\$0.00
	CHELSEA GROTON BANK	1	\$150,000.00	0.09%	0	\$0.00	NA	\$0.00
	CHEMICAL BANK	1	\$160,000.00	0.1%	0	\$0.00	NA	\$0.00
	CHERRY CREEK MORTGAGE CO., INC.	7	\$1,126,743.00	0.7%	0	\$0.00	NA	\$0.00
	CITADEL FEDERAL CREDIT UNION	1	\$150,000.00	0.09%	0	\$0.00	NA	\$0.00
		1	\$166,000.00	0.1%	0	\$0.00	NA	\$0.00

	CITIZENS BANK OF LAS CRUCES							
	CITIZENS FIRST WHOLESALE MORTGAGE CO.	6	\$975,376.00	0.61%	0	\$0.00	NA	\$0.00
	CITYWIDE HOME LOANS A UTAH CORPORATION	1	\$160,802.03	0.1%	0	\$0.00	NA	\$0.00
	CMC HOME LENDING	2	\$307,283.00	0.19%	0	\$0.00	NA	\$0.00
	CMG MORTGAGE, INC. DBA CMG FINANCIA	16	\$2,610,597.91	1.63%	0	\$0.00	NA	\$0.00
	COASTAL FEDERAL CREDIT UNION	2	\$323,400.00	0.2%	0	\$0.00	NA	\$0.00
	COBALT MORTGAGE, INC.	15	\$2,415,508.00	1.51%	0	\$0.00	NA	\$0.00
	CODE CREDIT UNION	1	\$156,000.00	0.1%	0	\$0.00	NA	\$0.00
	COMMUNITY FIRST CREDIT UNION	1	\$170,774.82	0.11%	0	\$0.00	NA	\$0.00
	COMMUNITY FIRST CREDIT UNION OF FL	1	\$165,000.00	0.1%	0	\$0.00	NA	\$0.00
	COMMUNITY STATE BANK OF ROCK FALLS	1	\$174,918.43	0.11%	0	\$0.00	NA	\$0.00
	COMMUNITY TRUST BANK	4	\$624,099.71	0.39%	0	\$0.00	NA	\$0.00
	COMMUNITYONE BANK, N.A.	1	\$157,858.00	0.1%	0	\$0.00	NA	\$0.00
	COMMUNITYONE BANK, N.A., A CORPORATION	2	\$302,000.00	0.19%	0	\$0.00	NA	\$0.00
	CONNECTICUT RIVER BANK NA	1	\$168,000.00	0.11%	0	\$0.00	NA	\$0.00
	CONNEXUS CREDIT UNION	1	\$158,000.00	0.1%	0	\$0.00	NA	\$0.00
	CONSUMER FIRST MORTGAGE, INC, A CORPORATION	1	\$153,000.00	0.1%	0	\$0.00	NA	\$0.00
	CONSUMERS CREDIT UNION	1	\$170,400.00	0.11%	0	\$0.00	NA	\$0.00
	CORNERSTONE HOME LENDING, INC.	16	\$2,583,732.31	1.62%	0	\$0.00	NA	\$0.00
	CORTRUST MORTGAGE, INC	2	\$323,450.00	0.2%	0	\$0.00	NA	\$0.00
	COUNTRYPLACE MORTGAGE, LTD.	1	\$170,625.00	0.11%	0	\$0.00	NA	\$0.00
	COVANTAGE CREDIT UNION	1	\$152,000.00	0.1%	0	\$0.00	NA	\$0.00
	CREDIT UNION OF AMERICA	3	\$474,100.00	0.3%	0	\$0.00	NA	\$0.00

CRESTMARK MORTGAGE COMPANY, LTD	1	\$156,816.48	0.1%	0	\$0.00	NA	0	\$0.00
CROSSCOUNTRY MORTGAGE, INC., A CORPORATION	1	\$162,000.00	0.1%	0	\$0.00	NA	0	\$0.00
CU COMMUNITY, LLC	1	\$163,400.00	0.1%	1	\$160,049.30	NA	1	\$160,049.30
CU MORTGAGE DIRECT, LLC	2	\$311,750.00	0.19%	0	\$0.00	NA	0	\$0.00
DAKOTA COMMUNITY BANK & TRUST, N.A.	1	\$153,600.00	0.1%	0	\$0.00	NA	0	\$0.00
DAKOTA WEST CREDIT UNION	1	\$164,133.57	0.1%	0	\$0.00	NA	0	\$0.00
DANE COUNTY CREDIT UNION	1	\$170,525.00	0.11%	0	\$0.00	NA	0	\$0.00
DARIEN ROWAYTON BANK (POST)	1	\$173,776.02	0.11%	0	\$0.00	NA	0	\$0.00
DAS ACQUISITION COMPANY, LLC	1	\$161,092.82	0.1%	0	\$0.00	NA	0	\$0.00
DATA MORTGAGE INC., DBA ESSEX MORTGAGE, A CALIFORNIA CORPORATION	1	\$166,600.00	0.1%	0	\$0.00	NA	0	\$0.00
DESERT SCHOOLS FEDERAL CREDIT UNION	6	\$956,277.34	0.6%	0	\$0.00	NA	0	\$0.00
DFCU FINANCIAL	1	\$156,750.00	0.1%	0	\$0.00	NA	0	\$0.00
DOLLAR BANK, FEDERAL SAVINGS BANK	4	\$638,812.78	0.4%	0	\$0.00	NA	0	\$0.00
DUPACO COMMUNITY CREDIT UNION	1	\$170,050.00	0.11%	0	\$0.00	NA	0	\$0.00
EASTWOOD BANK	1	\$161,000.00	0.1%	0	\$0.00	NA	0	\$0.00
ELEVATIONS CREDIT UNION	1	\$170,000.00	0.11%	0	\$0.00	NA	0	\$0.00
EMPOWER FEDERAL CREDIT UNION	2	\$331,200.00	0.21%	0	\$0.00	NA	0	\$0.00
EQUISOUTH MORTGAGE INC	1	\$157,890.00	0.1%	0	\$0.00	NA	0	\$0.00
ESB FINANCIAL, A BANKING CORPORATION	1	\$161,500.00	0.1%	0	\$0.00	NA	0	\$0.00
EVERETT FINANCIAL INC, DBA SUPREME LENDING	5	\$815,725.00	0.51%	0	\$0.00	NA	0	\$0.00
EVERETT FINANCIAL INC., DBA SUPREME	1	\$167,500.00	0.1%	0	\$0.00	NA	0	\$0.00

	LENDING ISAOA							
	EVERETT FINANCIAL, INC DBA SUPREME LENDING	1	\$155,049.00	0.1%	0	\$0.00	NA	\$0.00
	EVERGREEN MONEYSOURCE MORTGAGE COMPANY	2	\$326,400.00	0.2%	0	\$0.00	NA	\$0.00
	EVOLVE BANK & TRUST	3	\$508,560.00	0.32%	0	\$0.00	NA	\$0.00
	EXCEL MORTGAGE SERVICING , INC.	1	\$160,000.00	0.1%	0	\$0.00	NA	\$0.00
	EXCEL MORTGAGE SERVICING, INC.	3	\$480,880.00	0.3%	0	\$0.00	NA	\$0.00
	EXCEL MORTGAGE SERVICING, INC. / PO	1	\$166,480.00	0.1%	0	\$0.00	NA	\$0.00
	FAA CREDIT UNION	1	\$170,400.00	0.11%	0	\$0.00	NA	\$0.00
	FAIRWAY INDEPENDENT MORTGAGE CORPORATION	15	\$2,403,925.00	1.5%	0	\$0.00	NA	\$0.00
	FAIRWAY INDEPENDENT MORTGAGE CORPORATION D/B/A NORTHPOINT MORTGAGE	2	\$334,600.00	0.21%	0	\$0.00	NA	\$0.00
	FARMERS BANK & TRUST, NA, A CORPORATION	2	\$315,300.00	0.2%	1	\$160,702.90	NA	\$0.00
	FARMERS EXCHANGE BANK	1	\$150,000.00	0.09%	0	\$0.00	NA	\$0.00
	FARMERS STATE BANK, IOWA CORPORATION	1	\$151,050.00	0.09%	0	\$0.00	NA	\$0.00
	FARMINGTON FINANCIAL GROUP, LLC, A TENNESSEE LIMITED LIABILITY COMPANY	3	\$470,180.00	0.29%	0	\$0.00	NA	\$0.00
	FIDELITY BANK	3	\$503,850.00	0.32%	0	\$0.00	NA	\$0.00
	FIDELITY BANK D/B/A FIDELITY BANK MORTGAGE, A GEORGIA CHARTERED BANK	1	\$154,300.00	0.1%	0	\$0.00	NA	\$0.00
	FIDELITY BANK D/B/A FIDELITY BANK MORTGAGE A GEORGIA CHARTERED BANK	1	\$155,704.00	0.1%	0	\$0.00	NA	\$0.00
		1	\$171,475.00	0.11%	0	\$0.00	NA	\$0.00

	FIDELITY BANK D/B/A FIDELITY BANK MORTGAGE, A CHARTERED BANK							
	FIDELITY BANK D/B/A FIDELITY BANK MORTGAGE, A GEORGIA CHARTERED BANK	5	\$827,500.00	0.52%	0	\$0.00	NA	\$0.00
	FIRST ALLIANCE CREDIT UNION	1	\$166,250.00	0.1%	0	\$0.00	NA	\$0.00
	FIRST AMERICAN INTERNATIONAL BANK	1	\$158,250.00	0.1%	0	\$0.00	NA	\$0.00
	FIRST BANK	1	\$168,000.00	0.11%	0	\$0.00	NA	\$0.00
	FIRST BANK & TRUST	2	\$331,500.00	0.21%	0	\$0.00	NA	\$0.00
	FIRST BANK D/B/A FIRST BANK MORTGAGE, "GRANTEE"	2	\$326,310.17	0.2%	0	\$0.00	NA	\$0.00
	FIRST BANK FINANCIAL CENTRE	2	\$315,000.00	0.2%	0	\$0.00	NA	\$0.00
	FIRST CALIFORNIA MORTGAGE COMPANY	2	\$334,400.00	0.21%	0	\$0.00	NA	\$0.00
	FIRST CITIZENS BANK AND TRUST CO. INC	1	\$172,200.00	0.11%	0	\$0.00	NA	\$0.00
	FIRST COMMERCIAL BANK	1	\$166,400.00	0.1%	0	\$0.00	NA	\$0.00
	FIRST COMMUNITY CREDIT UNION	3	\$471,120.00	0.29%	0	\$0.00	NA	\$0.00
	FIRST COMMUNITY MORTGAGE, INC.	4	\$659,800.00	0.41%	0	\$0.00	NA	\$0.00
	FIRST COUNTY BANK	1	\$154,350.00	0.1%	0	\$0.00	NA	\$0.00
	FIRST FEDERAL BANK OF LOUISIANA	1	\$159,125.00	0.1%	0	\$0.00	NA	\$0.00
	FIRST FEDERAL BANK OF THE MIDWEST	1	\$151,200.00	0.09%	0	\$0.00	NA	\$0.00
	FIRST FEDERAL S & L ASSOC. OF LAKEWOOD, ISAOA	2	\$324,383.00	0.2%	0	\$0.00	NA	\$0.00
	FIRST FINANCIAL CREDIT UNION	1	\$161,000.00	0.1%	0	\$0.00	NA	\$0.00
	FIRST HAWAIIAN BANK	1	\$150,000.00	0.09%	0	\$0.00	NA	\$0.00
	FIRST INTERSTATE BANK	8	\$1,314,595.00	0.82%	0	\$0.00	NA	\$0.00
	FIRST KEYSTONE COMMUNITY BANK	1	\$166,250.00	0.1%	0	\$0.00	NA	\$0.00
	FIRST MORTGAGE COMPANY LLC	1	\$160,000.00	0.1%	0	\$0.00	NA	\$0.00

FIRST MORTGAGE COMPANY OF IDAHO, LLC	1	\$172,800.00	0.11%	0	\$0.00	NA	0	\$0.00
FIRST MORTGAGE COMPANY, LLC	4	\$611,940.00	0.38%	0	\$0.00	NA	0	\$0.00
FIRST MORTGAGE COMPANY, LLC	4	\$649,736.00	0.41%	0	\$0.00	NA	0	\$0.00
FIRST MORTGAGE CORPORATION, A CALIFORNIA CORPORATION	1	\$153,000.00	0.1%	0	\$0.00	NA	0	\$0.00
FIRST MORTGAGE HOME LENDING L.L.C.	1	\$170,050.00	0.11%	0	\$0.00	NA	0	\$0.00
FIRST MORTGAGE HOME LENDING LLC D/B/A VICTORY MORTGAGE	1	\$160,000.00	0.1%	0	\$0.00	NA	0	\$0.00
FIRST NATIONAL BANK BERLIN	1	\$168,000.00	0.11%	0	\$0.00	NA	0	\$0.00
FIRST NATIONAL BANK OF ST LOUIS	1	\$158,600.00	0.1%	0	\$0.00	NA	0	\$0.00
FIRST SAVINGS BANK. F.S.B	1	\$171,900.00	0.11%	0	\$0.00	NA	0	\$0.00
FIRST TECHNOLOGY FEDERAL CREDIT UNION	2	\$332,600.00	0.21%	0	\$0.00	NA	0	\$0.00
FIRST UNITED BANK AND TRUST COMPANY	9	\$1,464,526.00	0.92%	0	\$0.00	NA	0	\$0.00
FIRST-CITIZENS BANK & TRUST COMPANY	2	\$312,550.00	0.2%	0	\$0.00	NA	0	\$0.00
FIRSTAR BANK	1	\$161,500.00	0.1%	0	\$0.00	NA	0	\$0.00
FIRSTBANK	4	\$636,550.00	0.4%	0	\$0.00	NA	0	\$0.00
FIRSTMERIT BANK, N.A.	3	\$484,500.00	0.3%	0	\$0.00	NA	0	\$0.00
FNB BANK	1	\$150,000.00	0.09%	0	\$0.00	NA	0	\$0.00
FORUM CREDIT UNION	2	\$316,354.13	0.2%	0	\$0.00	NA	0	\$0.00
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THE UNDERLYINGS

All disclosures contained in this pricing supplement regarding the Underlyings, including, without limitation, their make-up, method of calculation, and changes in their components, have been derived from publicly available sources. The information reflects the policies of, and is subject to change by each of S&P Dow Jones Indices LLC (“SPDJI”), the sponsor of the SPX, FTSE Russell, the sponsor of the RTY, and STOXX Limited (“STOXX”), the sponsor of the SX5E. We refer to SPDJI, FTSE Russell and STOXX as the “Underlying Sponsors.” The Underlying Sponsors, which license the copyright and all other rights to the Underlyings, have no obligation to continue to publish, and may discontinue publication of, the Underlyings. The consequences of any Underlying Sponsor discontinuing publication of the applicable Underlying are discussed in “Description of the Notes—Discontinuance of an Index” in the accompanying product supplement. None of us, the Guarantor, the calculation agent, or MLPF&S accepts any responsibility for the calculation, maintenance or publication of any Underlying or any successor index.

None of us, the Guarantor, MLPF&S or any of our other affiliates makes any representation to you as to the future performance of the Underlyings.

You should make your own investigation into the Underlyings.

The S&P 500® Index

The SPX is intended to provide an indication of the pattern of common stock price movement. The calculation of the level of the SPX is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average market value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943.

Eleven main groups of companies constitute the SPX, with the approximate percentage of the market capitalization of the SPX included in each group as of October 31, 2017 indicated in parentheses: Information Technology (24.5%); Financials (14.7%); Health Care (14.1%); Consumer Discretionary (11.9%); Industrials (10.0%); Consumer Staples (7.9%); Energy (5.9%); Utilities (3.2%); Materials (3.0%); Real Estate (2.9%) and Telecommunication Services (1.9%). The Underlying Sponsor may

from time to time, in its sole discretion, add companies to, or delete companies from, the SPX to achieve the objectives stated above.

The Underlying Sponsor calculates the SPX by reference to the prices of the constituent stocks of the SPX without taking account of the value of dividends paid on those stocks. As a result, the return on the notes will not reflect the return you would realize if you actually owned the SPX constituent stocks and received the dividends paid on those stocks.

Computation of the SPX

While the Underlying Sponsor currently employs the following methodology to calculate the SPX, no assurance can be given that the Underlying Sponsor will not modify or change this methodology in a manner that may affect the Redemption Amount.

Historically, the market value of any component stock of the SPX was calculated as the product of the market price per share and the number of then outstanding shares of such component stock. In March 2005, the Underlying Sponsor began shifting the SPX halfway from a market capitalization weighted formula to a float-adjusted formula, before moving the SPX to full float adjustment on September 16, 2005. The Underlying Sponsor's

criteria for selecting stocks for the SPX did not change with the shift to float adjustment. However, the adjustment affects each company's weight in the SPX.

Under float adjustment, the share counts used in calculating the SPX reflect only those shares that are available to investors, not all of a company's outstanding shares. Float adjustment excludes shares that are closely held by control groups, other publicly traded companies or government agencies.

In September 2012, all shareholdings representing more than 5% of a stock's outstanding shares, other than holdings by "block owners," were removed from the float for purposes of calculating the SPX.

Generally, these "control holders" will include officers and directors, private equity, venture capital and special equity firms, other publicly traded companies that hold shares for control, strategic partners, holders of restricted shares, ESOPs, employee and family trusts, foundations associated with the company, holders of unlisted share classes of stock, government entities at all levels (other than government retirement/pension funds) and any individual person who controls a 5% or greater stake in a company as reported in regulatory filings. However, holdings

by block owners, such as
depository banks, pension
funds, mutual funds and
ETF providers, 401(k) plans
of the company,
government
retirement/pension funds,
investment funds of
insurance companies, asset
managers and investment
funds, independent
foundations and savings and
investment plans, will
ordinarily be considered
part of the float.

Treasury stock, stock
options, equity participation
units, warrants, preferred
stock, convertible stock, and
rights are not part of the
float. Shares held in a trust
to allow investors in
countries outside the
country of domicile, such as
depository shares and
Canadian exchangeable
shares are normally part

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of the float unless those shares form a control block. If a company has multiple classes of stock outstanding, shares in an unlisted or non-traded class are treated as a control block.

For each stock, an investable weight factor (“IWF”) is calculated by dividing the available float shares by the total shares outstanding. Available float shares are defined as the total shares outstanding less shares held by control holders. This calculation is subject to a 5% minimum threshold for control blocks. For example, if a company’s officers and directors hold 3% of the company’s shares, and no other control group holds 5% of the company’s shares, the Underlying Sponsor would assign that company an IWF of 1.00, as no control group meets the 5% threshold. However, if a company’s officers and directors hold 3% of the company’s shares and another control group holds 20% of the company’s shares, the Underlying Sponsor would assign an IWF of 0.77, reflecting the fact that 23% of the company’s outstanding shares are considered to be held for control. As of July 31, 2017, companies with multiple share class lines are no longer eligible for inclusion in the SPX. Constituents of the SPX prior to July 31, 2017 with multiple share class lines

will be grandfathered in and continue to be included in the SPX. If a constituent company of the Index reorganizes into a multiple share class line structure, that company will remain in the SPX at the discretion of the S&P Index Committee in order to minimize turnover.

The SPX is calculated using a base-weighted aggregate methodology. The level of the SPX reflects the total market value of all component stocks relative to the base period of the years 1941 through 1943. An indexed number is used to represent the results of this calculation in order to make the level easier to work with and track over time. The actual total market value of the component stocks during the base period of the years 1941 through 1943 has been set to an indexed level of 10. This is often indicated by the notation 1941- 43 = 10. In practice, the daily calculation of the SPX is computed by dividing the total market value of the component stocks by the "index divisor." By itself, the index divisor is an arbitrary number. However, in the context of the calculation of the SPX, it serves as a link to the original base period level of the SPX. The index divisor keeps the SPX comparable over time and is the manipulation point for all adjustments to the SPX, which is index maintenance.

Index Maintenance

Index maintenance includes monitoring and completing the adjustments for company additions and deletions, share changes, stock splits, stock dividends, and stock price adjustments due to company restructuring or spinoffs. Some corporate actions, such as stock splits and stock dividends, require changes in the common shares outstanding and the stock prices of the companies in the SPX, and do not require index divisor adjustments.

To prevent the level of the SPX from changing due to corporate actions, corporate actions which affect the total market value of the SPX require an index divisor adjustment. By adjusting the index divisor for the change in market value, the level of the SPX remains constant and does not reflect the corporate actions of individual companies in the SPX. Index divisor adjustments are made after the close of trading and after the calculation of the SPX closing level.

Changes in a company's shares outstanding of 5.00% or more due to mergers, acquisitions, public offerings, tender offers, Dutch auctions, or exchange offers are made as soon as reasonably possible. Share changes due to mergers or acquisitions of publicly held

companies that trade on a major exchange are implemented when the transaction occurs, even if both of the companies are not in the same headline index, and regardless of the size of the change. All other changes of 5.00% or more (due to, for example, company stock repurchases, private placements, redemptions, exercise of options, warrants, conversion of preferred stock, notes, debt, equity participation units, at-the-market offerings, or other recapitalizations) are made weekly and are announced on Fridays for implementation after the close of trading on the following Friday. Changes of less than 5.00% are accumulated and made quarterly on the third Friday of March, June, September, and December, and are usually announced two to five days prior.

If a change in a company's shares outstanding of 5.00% or more causes a company's IWF to change by five percentage points or more, the IWF is updated at the same time as the share change. IWF changes resulting from partial tender offers are considered on a case-by-case basis.

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The following graph sets forth the daily historical performance of the SPX in the period from January 1, 2008 through the pricing date. This historical data on the SPX is not necessarily indicative of its future performance or what the value of the notes may be. Any historical upward or downward trend in the level of the SPX during any period set forth below is not an indication that the level of the SPX is more or less likely to increase or decrease at any time over the term of the notes. The horizontal green line in the graph represents the Coupon Barrier of 2,101.63, which is 80% of its Starting Value of 2,627.04, and the horizontal red line in the graph represents the Threshold Value of 1,313.52, which is 50% of its Starting Value of 2,627.04.

Before investing in the notes, you should consult publicly available sources for the levels of the SPX.

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holders of the notes into consideration in determining, composing or calculating the SPX. S&P Dow Jones Indices are not responsible for and have not participated in the determination of the prices, and amount of the notes or the timing of the issuance or sale of the notes or in the determination or calculation of the equation by which the notes are to be converted into cash. S&P Dow Jones Indices have no obligation or liability in connection with the administration, marketing or trading of the notes. There is no assurance that investment products based on the SPX will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC and its subsidiaries are not investment advisors. Inclusion of a security or futures contract within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security or futures contract, nor is it considered to be investment advice. Notwithstanding the foregoing, CME Group Inc. and its affiliates may independently issue and/or sponsor financial products unrelated to the notes currently being issued by us, but which may be similar to and competitive with the notes. In addition, CME Group Inc. and its affiliates may trade financial products which are linked to the performance of the SPX. It is possible that

this trading activity will
affect the value of the notes.

S&P DOW JONES
INDICES DO NOT
GUARANTEE THE
ADEQUACY,
ACCURACY,
TIMELINESS AND/OR
THE COMPLETENESS
OF THE SPX OR ANY
DATA RELATED
THERE TO OR ANY

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COMMUNICATION,
INCLUDING BUT NOT
LIMITED TO, ORAL OR
WRITTEN
COMMUNICATION
(INCLUDING
ELECTRONIC
COMMUNICATIONS)
WITH RESPECT
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JONES INDICES SHALL
NOT BE SUBJECT TO
ANY DAMAGES OR
LIABILITY FOR ANY
ERRORS, OMISSIONS,
OR DELAYS THEREIN.
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INDICES MAKE NO
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WARRANTIES, AND
EXPRESSLY DISCLAIMS
ALL WARRANTIES, OF
MERCHANTABILITY OR
FITNESS FOR A
PARTICULAR PURPOSE
OR USE OR AS TO
RESULTS TO BE
OBTAINED BY US, BAC,
MLPF&S, HOLDERS OF
THE NOTES, OR ANY
OTHER PERSON OR
ENTITY FROM THE USE
OF THE SPX OR WITH
RESPECT TO ANY DATA
RELATED THERETO.
WITHOUT LIMITING
ANY OF THE
FOREGOING, IN NO
EVENT WHATSOEVER
SHALL S&P DOW JONES
INDICES BE LIABLE
FOR ANY INDIRECT,
SPECIAL, INCIDENTAL,
PUNITIVE, OR
CONSEQUENTIAL
DAMAGES INCLUDING
BUT NOT LIMITED TO,
LOSS OF PROFITS,
TRADING LOSSES, LOST

TIME OR GOODWILL,
EVEN IF THEY HAVE
BEEN ADVISED OF THE
POSSIBILITY OF SUCH
DAMAGES, WHETHER
IN CONTRACT, TORT,
STRICT LIABILITY, OR
OTHERWISE. THERE
ARE NO THIRD PARTY
BENEFICIARIES OF ANY
AGREEMENTS OR
ARRANGEMENTS
BETWEEN S&P DOW
JONES INDICES AND
MLPF&S, OTHER THAN
THE LICENSORS OF S&P
DOW JONES INDICES.

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The Russell 2000® Index

The RTY was developed by Russell Investments (“Russell”) before FTSE International Limited and Russell combined in 2015 to create FTSE Russell, which is wholly owned by London Stock Exchange Group. Additional information on the RTY is available at the following website:

<http://www.ftserussell.com>.

No information on that website is deemed to be included or incorporated by reference in this pricing supplement.

Russell began dissemination of the RTY (Bloomberg L.P. index symbol “RTY”) on January 1, 1984. FTSE Russell calculates and publishes the RTY. The RTY was set to 135 as of the close of business on December 31, 1986. The RTY is designed to track the performance of the small capitalization segment of the U.S. equity market. As a subset of the Russell 3000® Index, the RTY consists of the smallest 2,000 companies included in the Russell 3000® Index. The Russell 3000® Index measures the performance of the largest 3,000 U.S. companies, representing approximately 98% of the investable U.S. equity market. The RTY is determined, comprised, and calculated by FTSE Russell without regard to the notes.

**Selection of Stocks
Comprising the RTY**

All companies eligible for inclusion in the RTY must be classified as a U.S. company under FTSE Russell's country-assignment methodology. If a company is incorporated, has a stated headquarters location, and trades in the same country (American Depositary Receipts and American Depositary Shares are not eligible), then the company is assigned to its country of incorporation. If any of the three factors are not the same, FTSE Russell defines three Home Country Indicators ("HCIs"): country of incorporation, country of headquarters, and country of the most liquid exchange (as defined by a two-year average daily dollar trading volume) ("ADDTV") from all exchanges within a country. Using the HCIs, FTSE Russell compares the primary location of the company's assets with the three HCIs. If the primary location of its assets matches any of the HCIs, then the company is assigned to the primary location of its assets. If there is insufficient information to determine the country in which the company's assets are primarily located, FTSE Russell will use the primary country from which the company's revenues are primarily derived for the comparison with the three HCIs in a similar manner.

FTSE Russell uses the average of two years of assets or revenues data to reduce potential turnover. If conclusive country details cannot be derived from assets or revenues data, FTSE Russell will assign the company to the country of its headquarters, which is defined as the address of the company's principal executive offices, unless that country is a Benefit Driven Incorporation "BDI" country, in which case the company will be assigned to the country of its most liquid stock exchange. BDI countries include: Anguilla, Antigua and Barbuda, Bahamas, Barbados, Belize, Bermuda, Bonaire, British Virgin Islands, Cayman Islands, Channel Islands, Cook Islands, Curacao, Faroe Islands, Gibraltar, Guernsey, Isle of Man, Jersey, Liberia, Marshall Islands, Panama, Saba, Sint Eustatius, Sint Maarten, and Turks and Caicos Islands. For any companies incorporated or headquartered in a U.S. territory, including countries such as Puerto Rico, Guam, and U.S. Virgin Islands, a U.S. HCI is assigned.

All securities eligible for inclusion in the RTY must trade on a major U.S. exchange. Stocks must have a closing price at or above \$1.00 on their primary exchange on the last trading day in May to be eligible for inclusion during annual reconstitution. However, in

order to reduce unnecessary turnover, if an existing member's closing price is less than \$1.00 on the last day of May, it will be considered eligible if the average of the daily closing prices (from its primary exchange) during the month of May is equal to or greater than \$1.00. Initial public offerings are added each quarter and must have a closing price at or above \$1.00 on the last day of their eligibility period in order to qualify for index inclusion. If an existing stock does not trade on the "rank day" (typically the last trading day in May but a confirmed timetable is announced each spring) but does have a closing price at or above \$1.00 on another eligible U.S. exchange, that stock will be eligible for inclusion.

An important criterion used to determine the list of securities eligible for the RTY is total market capitalization, which is defined as the market price as of the last trading day in May for those securities being considered at annual reconstitution times the total number of shares outstanding. Where applicable, common stock, non-restricted exchangeable shares and partnership units/membership interests are used to determine market capitalization. Any other form of shares such as preferred stock, convertible preferred stock, redeemable shares, participating

preferred stock, warrants and rights, installment receipts or trust receipts, are excluded from the calculation. If multiple share classes of common stock exist, they are combined. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered for inclusion separately. If multiple share classes exist, the pricing vehicle will be designated as the share class with the highest two-year trading volume as of the rank day in May.

Companies with a total market capitalization of less than \$30 million are not eligible for the RTY. Similarly, companies with only 5% or less of their shares available in the marketplace are not eligible for the RTY. Royalty trusts, limited liability companies, closed-end investment companies (companies that are required to report Acquired Fund Fees and Expenses, as defined by the SEC, including business

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development companies), blank check companies, special purpose acquisition companies, and limited partnerships are also ineligible for inclusion. Bulletin board, pink sheets, and over-the-counter (“OTC”) traded securities are not eligible for inclusion. Exchange traded funds and mutual funds are also excluded.

Annual reconstitution is a process by which the RTY is completely rebuilt. Based on closing levels of the company’s common stock on its primary exchange on the rank day of May of each year, FTSE Russell reconstitutes the composition of the RTY using the then existing market capitalizations of eligible companies. Reconstitution of the RTY occurs on the last Friday in June or, when the last Friday in June is the 29th or 30th, reconstitution occurs on the prior Friday. In addition, FTSE Russell adds initial public offerings to the RTY on a quarterly basis based on total market capitalization ranking within the market-adjusted capitalization breaks established during the most recent reconstitution. After membership is determined, a security’s shares are adjusted to include only those shares available to the public. This is often referred to as “free float.” The purpose of the adjustment is to

exclude from market calculations the capitalization that is not available for purchase and is not part of the investable opportunity set.

The following graph sets forth the daily historical performance of the RTY in the period from January 1, 2008 through the pricing date. This historical data on the RTY is not necessarily indicative of its future performance or what the value of the notes may be. Any historical upward or downward trend in the level of the RTY during any period set forth below is not an indication that the level of the RTY is more or less likely to increase or decrease at any time over the term of the notes. The horizontal green line in the graph represents the Coupon Barrier of 1,229.146, which is 80% of its Starting Value of 1,536.433, and the horizontal red line in the graph represents the Threshold Value of 768.217, which is 50% of its Starting Value of 1,536.433.

Before investing in the notes, you should consult publicly available sources for the levels of the RTY.

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**The EURO STOXX 50®
Index**

The SX5E was created by STOXX, which is owned by Deutsche Börse AG. Publication of the SX5E began in February 1998, based on an initial index level of 1,000 at December 31, 1991.

**Index Composition and
Maintenance**

For each of the 19 EURO STOXX regional supersector indices, the stocks are ranked in terms of free-float market capitalization. The largest stocks are added to the selection list until the coverage is close to, but still less than, 60% of the free-float market capitalization of the corresponding supersector index. If the next highest-ranked stock brings the coverage closer to 60% in absolute terms, then it is also added to the selection list. All current stocks in the SX5E are then added to the selection list. All of the stocks on the selection list are then ranked in terms of free-float market capitalization to produce the final index selection list. The largest 40 stocks on the selection list are selected; the remaining 10 stocks are selected from the largest remaining current stocks ranked between 41 and 60;

if the number of stocks selected is still below 50, then the largest remaining stocks are selected until there are 50 stocks. In exceptional cases, STOXX's management board can add stocks to and remove them from the selection list.

The index components are subject to a capped maximum index weight of 10%, which is applied on a quarterly basis.

The composition of the SX5E is reviewed annually, based on the closing stock data on the last trading day in August. Changes in the composition of the SX5E are made to ensure that the SX5E includes the 50 market sector leaders from within the EURO STOXX® Index.

The free float factors for each component stock used to calculate the SX5E, as described below, are reviewed, calculated, and implemented on a quarterly basis and are fixed until the next quarterly review.

The SX5E is subject to a "fast exit rule." The index components are monitored for any changes based on the monthly selection list ranking. A stock is deleted from the SX5E if: (a) it ranks 75 or below on the monthly selection list and (b) it has been ranked 75 or below for a consecutive period of two months in the monthly selection list. The highest-ranked stock that is

not an index component will replace it. Changes will be implemented on the close of the fifth trading day of the month, and are effective the next trading day.

The SX5E is also subject to a “fast entry rule.” All stocks on the latest selection lists and initial public offering (IPO) stocks are reviewed for a fast-track addition on a quarterly basis. A stock is added, if (a) it qualifies for the latest STOXX blue-chip selection list generated end of February, May, August or November and (b) it ranks within the “lower buffer” on this selection list.

The SX5E is also reviewed on an ongoing monthly basis. Corporate actions (including initial public offerings, mergers and takeovers, spin-offs, delistings, and bankruptcy) that affect the index composition are immediately reviewed. Any changes are announced immediately, implemented two trading days later and become effective on the next trading day after implementation.

Index Calculation

The SX5E is calculated with the “Laspeyres formula” which measures the aggregate price changes in the component stocks against a fixed base quantity weight. The formula for calculating the index value can be expressed as follows:

EURO STOXX 50® Index
= Free float market
capitalization of the EURO
STOXX 50® Index

Divisor

The “free float market capitalization of the Index” is equal to the sum of the product of the price, the number of shares and the free float factor and the weighting cap factor for each component stock as of the time the SX5E is being calculated.

The SX5E is also subject to a divisor, which is adjusted to maintain the continuity of the index values across changes due to corporate actions, such as the deletion and addition of stocks, the substitution of stocks, stock dividends, and stock splits.

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 SX5E or any successor to the SX5E. STOXX does not guarantee the accuracy or the completeness of the SX5E or any data included in the SX5E. STOXX assumes no liability for any errors, omissions, or disruption in the calculation and dissemination of the SX5E. STOXX disclaims all responsibility for any errors or

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omissions in the calculation and dissemination of the SX5E or the manner in which the SX5E is applied in determining the amount payable on the notes at maturity.

The following graph sets forth the daily historical performance of the SX5E in the period from January 1, 2008 through the pricing date. This historical data on the SX5E is not necessarily indicative of its future performance or what the value of the notes may be. Any historical upward or downward trend in the level of the SX5E during any period set forth below is not an indication that the level of the SX5E is more or less likely to increase or decrease at any time over the term of the notes. The horizontal green line in the graph represents the Coupon Barrier of 2,866.79, which is 80% of its Starting Value of 3,583.49 and the horizontal red line in the graph represents the Threshold Value of 1,791.75, which is 50% of its Starting Value of 3,583.49.

Before investing in the notes, you should consult publicly available sources for the levels of the SX5E.

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License Agreement

One of our affiliates has entered into a non-exclusive license agreement with STOXX providing for the license to it and certain of its affiliated companies, including us, of the right to use indices owned and published by STOXX (including the SX5E) in connection with certain securities, including the notes.

The license agreement requires that the following language be stated in this pricing supplement:

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STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:

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· recommend that any person invest in the notes or any other securities.
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· have any responsibility or liability for the administration,

management or marketing of the notes.

consider the needs of the notes or the owners of the notes in determining, composing or calculating the SX5E or have any obligation to do so.

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STOXX does not assume any contractual relationship with the purchasers of the notes or any other third parties.

Specifically,

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:

The results to be obtained by the notes, the owner of the notes or any other person in connection with the use of the SX5E and the data included in the SX5E;

The accuracy, timeliness, and completeness of the SX5E and its data;

The merchantability and the fitness for a particular purpose or use of the SX5E and its data;

The performance of the notes generally.

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Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a § result of such errors, omissions or interruptions in the SX5E or its data or generally in relation to the notes, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing agreement discussed above is solely for our benefit and that of STOXX, and not for the benefit of the owners of the notes or any other third parties.”

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**SUPPLEMENTAL PLAN
OF DISTRIBUTION;
ROLE OF MLPF&S AND
CONFLICTS OF
INTEREST**

MLPF&S, a broker-dealer affiliate of ours, is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”) and will participate as selling agent in the distribution of the notes. Accordingly, the offering of the notes will conform to the requirements of FINRA Rule 5121. MLPF&S may not make sales in this offering to any of its discretionary accounts without the prior written approval of the account holder.

Under our distribution agreement with MLPF&S, MLPF&S will purchase the notes from us as principal at the public offering price indicated on the cover of this term sheet, less the indicated underwriting discount. MLPF&S will sell the notes to other broker-dealers that will participate in the offering and that are not affiliated with us, at an agreed discount to the principal amount. Each of those broker-dealers may sell the notes to one or more additional broker-dealers. MLPF&S has informed us that these discounts may vary from dealer to dealer and that not all dealers will purchase or repurchase the

notes at the same discount.

MLPF&S and any of our other broker-dealer affiliates, may use this pricing supplement, and the accompanying product supplement, prospectus supplement and prospectus for offers and sales in secondary market transactions and market-making transactions in the notes. However, they are not obligated to engage in such secondary market transactions and/or market-making transactions. The selling agent may act as principal or agent in these transactions, and any such sales will be made at prices related to prevailing market conditions at the time of the sale.

At MLPF&S's discretion, for a short, undetermined initial period after the issuance of the notes, MLPF&S may offer to buy the notes in the secondary market at a price that may exceed the initial estimated value of the notes. Any price offered by MLPF&S for the notes will be based on then-prevailing market conditions and other considerations, including the performance of the Underlyings and the remaining term of the notes. However, none of us, the Guarantor, MLPF&S or any of our other affiliates is obligated to purchase your notes at any price or at any time, and we cannot assure you that any party will purchase your notes at a

price that equals or exceeds the initial estimated value of the notes.

Any price that MLPF&S may pay to repurchase the notes will depend upon then prevailing market conditions, the creditworthiness of us and the Guarantor, and transaction costs. At certain times, this price may be higher than or lower than the initial estimated value of the notes.

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STRUCTURING THE NOTES

The notes are our debt securities, the return on which is linked to the performance of the Underlyings. The related guarantees are BAC's obligations. As is the case for all of our and BAC's respective debt securities, including our market-linked notes, the economic terms of the notes reflect our and BAC's actual or perceived creditworthiness at the time of pricing. In addition, because market-linked notes result in increased operational, funding and liability management costs to us and BAC, BAC typically borrows the funds under these types of notes at a rate, which we refer to in this pricing supplement as BAC's internal funding rate, that is more favorable to BAC than the rate that it might pay for a conventional fixed or floating rate debt security. This generally relatively lower internal funding rate, which is reflected in the economic terms of the notes, along with the fees and charges associated with market-linked notes, resulted in the initial estimated value of the notes on the pricing date being less than their public offering price.

In order to meet our payment obligations on the notes, at the time we issue

the notes, we may choose to enter into certain hedging arrangements (which may include call options, put options or other derivatives) with MLPF&S or one of our other affiliates. The terms of these hedging arrangements are determined based upon terms provided by MLP&S and its affiliates, and take into account a number of factors, including our and BAC's creditworthiness, interest rate movements, the volatility of the Underlyings, the tenor of the notes and the hedging arrangements. The economic terms of the notes and their initial estimated value depend in part on the terms of these hedging arrangements.

MLPF&S has advised us that the hedging arrangements will include hedging related charges, reflecting the costs associated with, and our affiliates' profit earned from these hedging arrangements. Since hedging entails risk and may be influenced by unpredictable market forces, actual profits or losses from these hedging transactions may be more or less than any expected amounts.

For further information, see "Risk Factors" beginning on page PS-8 above and "Supplemental Use of Proceeds" on page PS-16 of product supplement EQUITY-1.

VALIDITY OF THE NOTES

In the opinion of McGuireWoods LLP, as counsel to BofA Finance and BAC, when the trustee has made an appropriate entry on Schedule 1 to the Master Registered Global Note dated November 4, 2016 that represents the notes (the "Master Note") identifying the notes offered hereby as supplemental obligations thereunder in accordance with the instructions of BofA Finance, and the notes have been delivered against payment therefor as contemplated in this pricing supplement and the related prospectus, prospectus supplement and product supplement, all in accordance with the provisions of the indenture governing the notes and the related guarantee, such notes will be legal, valid and binding obligations of BofA Finance, and the related guarantee will be the legal, valid and binding obligations of BAC, subject, in each case, to the effects of applicable bankruptcy, insolvency (including laws relating to preferences, fraudulent transfers and equitable subordination), reorganization, moratorium and other similar laws affecting creditors' rights generally, and to general principles of equity. This opinion is given as of the date of this pricing supplement and is limited to the laws of the State of New

York and the Delaware Limited Liability Company Act and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) as in effect on the date hereof. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture governing the notes and due authentication of the Master Note, the validity, binding nature and enforceability of the indenture governing the notes and the related guarantee with respect to the trustee, the legal capacity of individuals, the genuineness of signatures, the authenticity of all documents submitted to McGuireWoods LLP as originals, the conformity to original documents of all documents submitted to McGuireWoods LLP as copies thereof, the authenticity of the originals of such copies and certain factual matters, all as stated in the letter of McGuireWoods LLP dated August 23, 2016, which has been filed as an exhibit to the Registration Statement of BofA Finance and BAC relating to the notes and the related guarantees initially filed with the Securities and Exchange Commission on August 23, 2016.

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**U.S. FEDERAL INCOME
TAX SUMMARY**

The following summary of the material U.S. federal income tax considerations of the acquisition, ownership, and disposition of the notes supplements, and to the extent inconsistent supersedes, the discussions under “U.S. Federal Income Tax Considerations” in the accompanying prospectus and under “U.S. Federal Income Tax Considerations” in the accompanying prospectus supplement and is not exhaustive of all possible tax considerations. This summary is based upon the Internal Revenue Code of 1986, as amended (the “Code”), regulations promulgated under the Code by the U.S. Treasury Department (“Treasury”) (including proposed and temporary regulations), rulings, current administrative interpretations and official pronouncements of the IRS, and judicial decisions, all as currently in effect and all of which are subject to differing interpretations or to change, possibly with retroactive effect. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences described below. This summary does not include any description of the tax laws of any state

or local governments, or of any foreign government, that may be applicable to a particular holder.

Although the notes are issued by us, they will be treated as if they were issued by Bank of America Corporation for U.S. federal income tax purposes. Accordingly throughout this tax discussion, references to “we,” “our” or “us” are generally to Bank of America Corporation unless the context requires otherwise.

This summary is directed solely to U.S. Holders and Non-U.S. Holders that, except as otherwise specifically noted, will purchase the notes upon original issuance and will hold the notes as capital assets within the meaning of Section 1221 of the Code, which generally means property held for investment, and that are not excluded from the discussion under “U.S. Federal Income Tax Considerations” in the accompanying prospectus.

You should consult your own tax advisor concerning the U.S. federal income tax consequences to you of acquiring, owning, and disposing of the notes, as well as any tax consequences arising under

the laws of any state, local, foreign, or other tax jurisdiction and the possible effects of changes in U.S. federal or other tax laws.

General

Although there is no statutory, judicial, or administrative authority directly addressing the characterization of the notes, we intend to treat the notes for all tax purposes as contingent income bearing single financial contracts with respect to the Underlyings and under the terms of the notes, we and every investor in the notes agree, in the absence of an administrative determination or judicial ruling to the contrary, to treat the notes in accordance with such characterization. In the opinion of our counsel Morrison & Foerster LLP, it is reasonable to treat the notes as contingent income bearing single financial contracts with respect to the Underlyings. However, Morrison & Foerster LLP has advised us that it is unable to conclude that it is more likely than not that this treatment will be upheld. This discussion assumes that the notes constitute contingent income bearing single financial contracts with respect to the Underlyings for U.S. federal income tax

purposes. If the notes did not constitute contingent income bearing single financial contracts, the tax consequences described below would be materially different.

This characterization of the notes is not binding on the IRS or the courts. No statutory, judicial, or administrative authority directly addresses the characterization of the notes or any similar instruments for U.S. federal income tax purposes, and no ruling is being requested from the IRS with respect to their proper characterization and treatment. Due to the absence of authorities on point, significant aspects of the U.S. federal income tax consequences of an investment in the notes are not certain, and no assurance can be given that the IRS or any court will agree with the characterization and tax treatment described in this pricing supplement. Accordingly, you are urged to consult your tax advisor regarding all aspects of the U.S. federal income tax consequences of an investment in the notes, including possible alternative characterizations.

Unless otherwise stated, the following discussion is

based on the characterization described above. The discussion in this section assumes that there is a significant possibility of a significant loss of principal on an investment in the notes.

We will not attempt to ascertain whether the issuer of any component stocks included in an Underlying would be treated as a “passive foreign investment company” (“PFIC”), within the meaning of Section 1297 of the Code, or a United States real property holding corporation, within the meaning of Section 897(c) of the Code. If the issuer of one or more stocks included in an Underlying were so treated, certain adverse U.S. federal income tax consequences could possibly apply to a holder of the notes. You should refer to information filed with the SEC by the issuers of the component stocks included in each

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Underlying and consult your tax advisor regarding the possible consequences to you, if any, if any issuer of a component stocks included in an Underlying is or becomes a PFIC or is or becomes a United States real property holding corporation.

U.S. Holders

Although the U.S. federal income tax treatment of any Contingent Coupon Payment on the notes is uncertain, we intend to take the position, and the following discussion assumes, that any Contingent Coupon Payment constitutes taxable ordinary income to a U.S. Holder at the time received or accrued in accordance with the U.S. Holder's regular method of accounting. By purchasing the notes you agree, in the absence of an administrative determination or judicial ruling to the contrary, to treat any Contingent Coupon Payment as described in the preceding sentence.

Upon receipt of a cash payment at maturity or upon a sale, exchange, or redemption of the notes prior to maturity, a U.S.

Holder generally will recognize capital gain or loss equal to the difference between the amount realized (other than amounts representing any Contingent Coupon Payment, which would be taxed as described above) and the U.S. Holder's tax basis in the notes. A U.S. Holder's tax basis in the notes will equal the amount paid by that holder to acquire them. This capital gain or loss generally will be long-term capital gain or loss if the U.S. Holder held the notes for more than one year. The deductibility of capital losses is subject to limitations.

Alternative Tax Treatments.

Due to the absence of authorities that directly address the proper tax treatment of the notes, prospective investors are urged to consult their tax advisors regarding all possible alternative tax treatments of an investment in the notes. In particular, the IRS could seek to subject the notes to the Treasury regulations governing contingent payment debt instruments. If the IRS were successful in that regard, the timing and character of income on the notes would be affected significantly. Among other things, a U.S. Holder would be required to accrue original issue discount every year at a "comparable yield" determined at the time of issuance. In addition, any

gain realized by a U.S. Holder at maturity or upon a sale, exchange, or redemption of the notes generally would be treated as ordinary income, and any loss realized at maturity would be treated as ordinary loss to the extent of the U.S. Holder's prior accruals of original issue discount, and as capital loss thereafter.

In addition, it is possible that the notes could be treated as a unit consisting of a deposit and a put option written by the note holder, in which case the timing and character of income on the notes would be affected significantly.

The IRS released Notice 2008-2 ("Notice"), which sought comments from the public on the taxation of financial instruments currently taxed as "prepaid forward contracts." The scope of the Notice may extend to instruments similar to the notes. According to the Notice, the IRS and Treasury are considering whether a holder of such instruments should be required to accrue ordinary income on a current basis, regardless of whether any payments are made prior to maturity. It is not possible to determine what guidance the IRS and Treasury will ultimately issue, if any. Any such future guidance may affect

the amount, timing and character of income, gain, or loss in respect of the notes, possibly with retroactive effect.

The IRS and Treasury are also considering additional issues, including whether additional gain or loss from such instruments should be treated as ordinary or capital, whether foreign holders of such instruments should be subject to withholding tax on any deemed income accruals, whether Section 1260 of the Code, concerning certain “constructive ownership transactions,” generally applies or should generally apply to such instruments, and whether any of these determinations depend on the nature of the underlying asset.

In addition, proposed Treasury regulations require the accrual of income on a current basis for contingent payments made under certain notional principal contracts. The preamble to the regulations states that the “wait and see” method of accounting does not properly reflect the economic accrual of income on those contracts, and requires current accrual of income for some contracts already in existence. While the proposed regulations do not apply to prepaid forward contracts, the

preamble to the proposed regulations expresses the view that similar timing issues exist in the case of prepaid forward contracts. If the IRS or Treasury publishes future guidance requiring current economic accrual for contingent payments on prepaid forward contracts, it is possible that you could be required to accrue income over the term of the notes.

Because of the absence of authority regarding the appropriate tax characterization of the notes, it is also possible that the IRS could seek to characterize the notes in a manner that results in tax consequences that are different from those described above. For example, the IRS could possibly assert

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that any gain or loss that a holder may recognize at maturity or upon the sale, exchange or redemption of the notes should be treated as ordinary gain or loss.

Because each Underlying is an index that periodically rebalances, it is possible that the notes could be treated as a series of contingent income bearing single financial contracts, each of which matures on the next rebalancing date. If the notes were properly characterized in such a manner, a U.S. Holder would be treated as disposing of the notes on each rebalancing date in return for new notes that mature on the next rebalancing date, and a U.S. Holder would accordingly likely recognize capital gain or loss on each rebalancing date equal to the difference between the holder's tax basis in the notes (which would be adjusted to take into account any prior recognition of gain or loss) and the fair market value of the notes on such date.

Non-U.S. Holders

Because the U.S. federal income tax treatment of the notes (including any Contingent Coupon

Payment) is uncertain, we will withhold U.S. federal income tax at a 30% rate (or at a lower rate under an applicable income tax treaty) on the entire amount of any Contingent Coupon Payment made unless such payments are effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the U.S. (in which case, to avoid withholding, the Non-U.S. Holder will be required to provide a Form W-8ECI). We will not pay any additional amounts in respect of such withholding. To claim benefits under an income tax treaty, a Non-U.S. Holder must obtain a taxpayer identification number and certify as to its eligibility under the appropriate treaty's limitations on benefits article, if applicable. In addition, special rules may apply to claims for treaty benefits made by Non-U.S. Holders that are entities rather than individuals. The availability of a lower rate of withholding under an applicable income tax treaty will depend on whether such rate applies to the characterization of the payments under U.S. federal income tax laws. A Non-U.S. Holder that is eligible for a reduced rate of U.S. federal withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS.

A Non-U.S. Holder will generally not be subject to U.S. federal income or withholding tax on any gain (not including, for the avoidance of doubt, any amounts representing accrued Contingent Coupon Payment which would be subject to the rules discussed in the previous paragraph) from the sale, exchange or redemption of the notes or their settlement at maturity, provided that the Non-U.S. Holder complies with applicable certification requirements and that the payment is not effectively connected with the conduct by the Non-U.S. Holder of a U.S. trade or business.

Notwithstanding the foregoing, gain from the sale, exchange, or redemption of the notes or their settlement at maturity may be subject to U.S. federal income tax if that Non-U.S. Holder is a non-resident alien individual and is present in the U.S. for 183 days or more during the taxable year of the sale, exchange, or redemption and certain other conditions are satisfied.

If a Non-U.S. Holder of the notes is engaged in the conduct of a trade or business within the U.S. and if any Contingent Coupon Payment and gain realized on the sale, exchange,

redemption, or settlement of the notes, is effectively connected with the conduct of such trade or business (and, if certain tax treaties apply, is attributable to a permanent establishment maintained by the Non-U.S. Holder in the U.S.), the Non-U.S. Holder, although exempt from U.S. federal withholding tax, generally will be subject to U.S. federal income tax on such Contingent Coupon Payment and gain on a net income basis in the same manner as if it were a U.S. Holder. Such Non-U.S. Holders should read the material under the heading “—U.S. Holders,” for a description of the U.S. federal income tax consequences of acquiring, owning, and disposing of the notes. In addition, if such Non-U.S. Holder is a foreign corporation, it may also be subject to a branch profits tax equal to 30% (or such lower rate provided by any applicable tax treaty) of a portion of its earnings and profits for the taxable year that are effectively connected with its conduct of a trade or business in the U.S., subject to certain adjustments.

A “dividend equivalent” payment is treated as a dividend from sources within the United States and such payments generally would be subject to a 30% U.S. withholding tax if paid to a Non-U.S. Holder.

Under U.S. Treasury Department regulations, payments (including deemed payments) with respect to equity-linked instruments (“ELIs”) that are “specified ELIs” may be treated as dividend equivalents if such specified ELIs reference an interest in an “underlying security,” which is generally any interest in an entity taxable as a corporation for U.S. federal income tax purposes if a payment with respect to such interest could give rise to a U.S. source dividend. However, Internal Revenue Service guidance provides that withholding on dividend equivalent payments will not apply to specified ELIs that are not delta-one instruments and that are issued before January 1, 2019. Based on our determination that the notes are not delta-one instruments, Non-U.S. Holders should not be subject to withholding on dividend equivalent payments, if any, under the notes. However, it is possible that the notes could be treated as deemed reissued for U.S. federal income tax purposes upon the occurrence of certain events affecting the Underlyings or the notes, and following such occurrence the notes could be treated as

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subject to withholding on dividend equivalent payments. Non-U.S. Holders that enter, or have entered, into other transactions in respect of the Underlyings or the notes should consult their tax advisors as to the application of the dividend equivalent withholding tax in the context of the notes and their other transactions. If any payments are treated as dividend equivalents subject to withholding, we (or the applicable paying agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld.

As discussed above, alternative characterizations of the notes for U.S. federal income tax purposes are possible. Should an alternative characterization, by reason of change or clarification of the law, by regulation or otherwise, cause payments as to the notes to become subject to withholding tax in addition to the withholding tax described above, tax will be withheld at the applicable statutory rate. Non-U.S. Holders should consult their own tax advisors regarding the tax consequences of such alternative characterizations.

U.S. Federal Estate Tax.
Under current law, while the matter is not entirely clear, individual Non-U.S. Holders, and entities whose property is potentially includible in those individuals' gross estates for U.S. federal estate tax purposes (for example, a trust funded by such an individual and with respect to which the individual has retained certain interests or powers), should note that, absent an applicable treaty benefit, a note is likely to be treated as U.S. situs property, subject to U.S. federal estate tax. These individuals and entities should consult their own tax advisors regarding the U.S. federal estate tax consequences of investing in a note.

Backup Withholding and Information Reporting

Please see the discussion under "U.S. Federal Income Tax Considerations — Taxation of Debt Securities — Backup Withholding and Information Reporting" in the accompanying prospectus for a description of the applicability of the backup withholding and information reporting rules to payments made on the notes.

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