

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attached

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See Attached

Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attached

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ Jan. 26, 2018

Print your name ▶ William McNairy Title ▶ Senior Vice President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Bank of America Corporation
Attachment to Form 8937
Date of Organizational Action: December 20, 2017
Recapitalization Resulting from an Exchange of Debt Instruments

The information contained herein does not constitute tax advice and does not purport to be complete to take into account any note holder's specific circumstances. Note holders are urged to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the transaction.

Part I Box 10

Existing Note CUSIPs	New Note CUSIPs	Existing Note CUSIPs	New Note CUSIPs
06051GDZ9	144A: 06051GGV5 Reg S: U0R8A1AA5	06051GEM7	144A: 06051GGW3 Reg S: U0R8A1AB3
06051GEC9	144A: 06051GGV5 Reg S: U0R8A1AA5	06051GEH8	144A: 06051GGW3 Reg S: U0R8A1AB3
06051GEE5	144A: 06051GGV5 Reg S: U0R8A1AA5	590188JB5	144A: 06051GGW3 Reg S: U0R8A1AB3
06051GEX3	144A: 06051GGV5 Reg S: U0R8A1AA5	06051GFS3	144A: 06051GGW3 Reg S: U0R8A1AB3
		06051GFG9	144A: 06051GGW3 Reg S: U0R8A1AB3
		59018YTM3	144A: 06051GGW3 Reg S: U0R8A1AB3
		06051GFF1	144A: 06051GGW3 Reg S: U0R8A1AB3

Part II Box 14

On December 4, 2017, Bank of America Corporation announced private offers to exchange existing Senior Notes ("Existing Notes") for new fixed/floating rate Senior Notes ("New Notes"). Certain information about the Existing Notes and the New Notes is set forth in the table below. The settlement date for Holders of Existing Notes that validly tendered their Existing Notes as of the early participation date of December 15, 2017 was December 20, 2017.

Existing Notes			New Notes		
CUSIPs	Coupon	Maturity	CUSIPs	Coupon ¹	Maturity
06051GDZ9	7.625%	06/01/2019	144A: 06051GGV5 Reg S: UOR8A1AA5	3.004%, 3mL+79	12/20/2023
06051GEC9	5.625%	07/01/2020			
06051GEE5	5.875%	01/05/2021			
06051GEX3	2.600%	01/15/2019			
06051GEM7	5.700%	01/24/2022	144A: 06051GGW3 Reg S: UOR8A1AB3	3.419%, 3mL+104	12/20/2028
06051GEH8	5.000%	05/13/2021			
590188JB5	6.750%	06/01/2028			
06051GFS3	3.875%	08/01/2025			
06051GFG9	4.875%	04/01/2044			
59018YTM3	6.050%	06/01/2034			
06051GFF1	4.000%	04/01/2024			

Part II Box 15

Bank of America Corporation (the Company) will treat the exchange of the Existing Notes for New Notes pursuant to the exchange offer as a significant modification for U.S. federal income tax purposes. Furthermore, the Company will treat Existing Notes and the New Notes exchanged therefor as securities.

U.S. Holders will recognize gain equal to the lesser of (i) any cash received as part of the Total Exchange Consideration or Exchange Considerations, as applicable (not including any accrued interest) plus the fair market value of the “excess principal” amount received (the “boot”) and (ii) the gain realized by the U.S. Holder. The excess principal amount is the excess of the principal amount of New Notes received over the principal amount of Existing Notes surrendered for those New Notes. The gain realized by a U.S. Holder is equal to the excess of (i) the issue price of the New Notes received in exchange for Existing Notes, plus any cash received as part of the Total Exchange Consideration or Exchange Considerations, as applicable (not including any accrued interest) over (ii) the U.S. Holder’s adjusted tax basis in the Existing Notes surrendered in the exchange. Any cash received in exchange for accrued interest will be subject to tax as ordinary interest income to the extent not previously included in income. A U.S. Holder that receives an excess principal amount of New Notes in the Exchange Offers may recognize significant gain.

A U.S. Holder’s initial tax basis in the portion of New Notes that are not treated as boot will be the same as the U.S. Holder’s tax basis in the Existing Notes allocated thereto, increased by the amount of gain recognized by the U.S. Holder in the exchange, if any, and decreased by the amount of boot that is received by the U.S. Holder. A U.S. Holder’s holding period for this portion of the New Notes will include its holding period for the Existing Notes surrendered therefor. The portion of the New Notes treated as boot will have an initial tax basis in a U.S. Holder’s hands equal to the fair market value of those New Notes and will have a holding period that begins the day after the consummation of the Exchange Offers. Therefore, a U.S. Holder exchanging Existing Notes for New Notes may have split basis and holding periods in its New Notes.

¹ Amounts shown indicate coupon payable during the Fixed Rate Period, followed by coupon payable during the Floating Rate Period, each as defined in the confidential offering memorandum dated December 4, 2017, with respect to the exchange.

In the case of a U.S. Holder that purchased Existing Notes with market discount and has not elected to include market discount in income on a current basis, gain recognized by the U.S. Holder under the rules will be treated as ordinary income to the extent of the market discount that has accrued at the time when those Existing Notes are exchanged for New Notes. Any accrued market discount on the Existing Notes that is not recognized as described in the preceding sentence will carry over to the New Notes, other than the portion of the New Notes treated as boot.

A U.S. Holder should consult its tax advisors about the possibility that the IRS would require the holder to recognize gain on the exchange on the ground that the exchange is a taxable disposition of the Existing Notes, or deny the recognition of loss on the exchange on the ground that the exchange should be treated as a recapitalization.

Part II Box 16

A U.S. Holder's initial tax basis in the portion of New Notes that are not treated as boot will be the same as the U.S. Holder's tax basis in the Existing Notes allocated thereto, increased by the amount of gain recognized by the U.S. Holder in the exchange, if any, and decreased by the amount of boot that is received by the U.S. Holder.

The portion of the New Notes treated as boot will have an initial tax basis in a U.S. Holder's hands equal to the fair market value of those New Notes and will have a holding period that begins the day after the consummation of the Exchange Offers.

The total exchange consideration for the exchange offers was paid in a principal amount of the applicable series of New Notes per each \$1,000 principal amount of the Existing Notes validly tendered as of the early participation date of December 15, 2017. If a holder of Existing Notes was entitled, pursuant to the applicable Exchange Offer, to receive the applicable series of New Notes in an aggregate principal amount that is at least \$1,000 but not an integral multiple of \$1,000 in excess of \$1,000, the principal amount of such New Notes was rounded down to the nearest multiple of \$1,000 and such Eligible Holder was paid an amount in cash equal to the fractional portion of such aggregate principal amount of New Notes not issued as a result of such rounding down.

Existing Note CUSIPs	Total Exchange Consideration per \$1,000 Existing Notes Tendered
06051GDZ9	\$1,079.80
06051GEC9	\$1,085.26
06051GEE5	\$1,105.58
06051GEX3	\$1,007.72
06051GEM7	\$1,127.77
06051GEH8	\$1,087.59
590188JB5	\$1,270.34
06051GFS3	\$1,052.94
06051GFG9	\$1,221.06
59018YTM3	\$1,228.75
06051GFF1	\$1,059.82

Part II Box 17

Section 354, 356, 358, 1001 and 1012 of the Internal Revenue Code as amended. Treasury Regulations Section 1.1001-3 addressed deemed exchanges resulting from modifications of debt instruments.

Part II Box 18

Recapitalizations generally do not result in the recognition of loss.

Part II Box 19

The reportable taxable year is the taxable year that includes December 31, 2017.

Bank of America has determined that the New Notes are “traded on an established market,” and the issue price of the New Notes is \$1,000 per \$1,000 principal amount for the New Notes due December 2023 and \$1,000 per \$1,000 principal amount for the New Notes due December 2028.