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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**BANK OF AMERICA CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State of Incorporation or Organization)	56-0906609 (I.R.S. Employer Identification no.)
Bank of America Corporate Center 100 N. Tryon Street Charlotte, North Carolina (Address of Principal Executive Offices)	28255 (Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Depository Shares, each representing a 1/1200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 1	New York Stock Exchange
Depository Shares, each representing a 1/1200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 2	New York Stock Exchange
Depository Shares, each representing a 1/1200th interest in a share of Bank of America Corporation 6.375% Non-Cumulative Preferred Stock, Series 3	New York Stock Exchange
Depository Shares, each representing a 1/1200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 4	New York Stock Exchange
Depository Shares, each representing a 1/1200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 5	New York Stock Exchange
Depository Shares, each representing a 1/40th interest in a share of Bank of America Corporation 6.70% Noncumulative Perpetual Preferred Stock, Series 6	New York Stock Exchange
Depository Shares, each representing a 1/40th interest in a share of Bank of America Corporation 6.25% Noncumulative Perpetual Preferred Stock, Series 7	New York Stock Exchange
Depository Shares, each representing a 1/1200th interest in a share of Bank of America Corporation 8.625% Non-Cumulative Preferred Stock, Series 8	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

Securities Act registration statement file number to which this form relates: 333-153771

Securities to be registered pursuant to Section 12(g) of the Act: None

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**Item 1. Description of Registrant's Securities to be Registered.**

The description of the general terms and provisions of the Floating Rate Non-Cumulative Preferred Stock, Series 1, par value \$0.01 per share (the "Series 1 Preferred Stock"), the Floating Rate Non-Cumulative Preferred Stock, Series 2, par value \$0.01 per share (the "Series 2 Preferred Stock"), the 6.375% Non-Cumulative Preferred Stock, Series 3, par value \$0.01 per share (the "Series 3 Preferred Stock"), the Floating Rate Non-Cumulative Preferred Stock, Series 4, par value \$0.01 per share (the "Series 4 Preferred Stock"), the Floating Rate Non-Cumulative Preferred Stock, Series 5, par value \$0.01 per share (the "Series 5 Preferred Stock"), the 6.70% Noncumulative Perpetual Preferred Stock, Series 6, par value \$0.01 per share (the "Series 6 Preferred Stock"), the 6.25% Noncumulative Perpetual Preferred Stock, Series 7, par value \$0.01 per share (the "Series 7 Preferred Stock") and the 8.625% Non-Cumulative Preferred Stock, Series 8, par value \$0.01 per share (the "Series 8 Preferred Stock"), of Bank of America Corporation (the "Registrant") as well as the description of the Registrant's depository shares representing (i) with respect to the Series 1 Preferred Stock, Series 2 Preferred Stock, Series 3 Preferred Stock, Series 4 Preferred Stock, Series 5 Preferred Stock and Series 8 Preferred Stock, a one-twelve hundredth interest in a share of each such series and (ii) with respect to the Series 6 Preferred Stock and Series 7 Preferred Stock, a one-fortieth interest in a share of each such series, to be registered hereunder is incorporated herein by reference to the descriptions included under the captions "New Bank of America Preferred Stock to be Issued in the Merger" and "Depository Shares Representing New Bank of America Preferred Stock" in the proxy statement/prospectus filed on November 3, 2008 and included as part of the Registrant's registration statement on Form S-4 (Registration No. 333-153771) filed with the Securities and Exchange Commission (the "SEC") on October 1, 2008 and amended on October 22, 2008 and October 29, 2008 in connection with the merger of MER Merger Corporation, a wholly owned subsidiary of the Registrant, with and into Merrill Lynch & Co., Inc.

**Item 2. Exhibits.**

- 3.1 Amended and Restated Certificate of Incorporation of Registrant, as in effect on the date hereof (incorporated by reference to Exhibit 3(a) of Registrant's Annual Report on Form 10-K filed February 28, 2008).
  - 3.2 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant, as in effect on the date hereof (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed December 9, 2008).
  - 3.3 Amended and Restated Bylaws of Registrant, as in effect on the date hereof (incorporated by reference to Exhibit 3.2 of Registrant's Current Report on Form 8-K filed December 9, 2008).
  - 4.1 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 1 Preferred Stock (incorporated by reference to Exhibit 4(a) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.2 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 2 Preferred Stock (incorporated by reference to Exhibit 4(b) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.3 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 3 Preferred Stock (incorporated by reference to Exhibit 4(c) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.4 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 4 Preferred Stock (incorporated by reference to Exhibit 4(d) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.5 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 5 Preferred Stock (incorporated by reference to Exhibit 4(e) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.6 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 6 Preferred Stock (incorporated by reference to Exhibit 4(f) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.7 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 7 Preferred Stock (incorporated by reference to Exhibit 4(g) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
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- 4.8 Form of Certificate of Designation establishing the rights, privileges, qualifications, restrictions and limitations of the Series 8 Preferred Stock (incorporated by reference to Exhibit 4(h) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.9 Deposit Agreement, dated as of November 1, 2004, among Merrill Lynch & Co., Inc., The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.), as depositary, and the Holders from Time to Time of Depositary Receipts (relating to the Series 1 Preferred Stock) (incorporated by reference to Exhibit 4(i) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.10 Deposit Agreement, dated as of March 14, 2005, among Merrill Lynch & Co., Inc., The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.), as depositary, and the Holders from Time to Time of Depositary Receipts (relating to the Series 2 Preferred Stock) (incorporated by reference to Exhibit 4(j) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.11 Deposit Agreement, dated as of November 17, 2005, among Merrill Lynch & Co., Inc., The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.) and the Holders from Time to Time of Depositary Receipts (relating to the Series 3 Preferred Stock) (incorporated by reference to Exhibit 4(k) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.12 Deposit Agreement, dated as of November 17, 2005, among Merrill Lynch & Co., Inc., The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.) and the Holders from Time to Time of Depositary Receipts (relating to the Series 4 Preferred Stock) (incorporated by reference to Exhibit 4(l) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.13 Deposit Agreement, dated as of March 20, 2007, among Merrill Lynch & Co., Inc., The Bank of New York Mellon (as successor to The Bank of New York, N.A.) and the Holders from Time to Time of Depositary Receipts (relating to the Series 5 Preferred Stock) (incorporated by reference to Exhibit 4(m) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.14 Deposit Agreement, dated as of January 28, 2004, among Merrill Lynch & Co., Inc. (as successor to First Republic Bank), Mellon Investor Services LLC, as depositary, and the Holders from Time to Time of Depositary Receipts (relating to the Series 6 Preferred Stock) (incorporated by reference to Exhibit 4(n) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.15 Deposit Agreement, dated as of March 18, 2005, among Merrill Lynch & Co., Inc. (as successor to First Republic Bank), Mellon Investor Services LLC, as depositary, and the Holders from Time to Time of Depositary Receipts (relating to the Series 7 Preferred Stock) (incorporated by reference to Exhibit 4(o) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.16 Deposit Agreement, dated as of April 29, 2008, among Merrill Lynch & Co., Inc., The Bank of New York Mellon (as successor to The Bank of New York) and the Holders from Time to Time of Depositary Receipts (relating to the Series 8 Preferred Stock) (incorporated by reference to Exhibit 4(p) of the Registrant's registration statement on Form S-4/A filed with the SEC on October 22, 2008).
  - 4.17 Form of certificate representing the Series 1 Preferred Stock.\*
  - 4.18 Form of certificate representing the Series 2 Preferred Stock.\*
  - 4.19 Form of certificate representing the Series 3 Preferred Stock.\*
  - 4.20 Form of certificate representing the Series 4 Preferred Stock.\*
  - 4.21 Form of certificate representing the Series 5 Preferred Stock.\*
  - 4.22 Form of certificate representing the Series 6 Preferred Stock.\*
  - 4.23 Form of certificate representing the Series 7 Preferred Stock.\*
  - 4.24 Form of certificate representing the Series 8 Preferred Stock.\*
  - 4.25 Assignment, Assumption and Amendment Agreement by and among Bank of America Corporation, Merrill Lynch & Co., Inc., and the Bank of New York Mellon Corporation, as Depositary, dated December 31, 2008.\*
  - 4.26 Assignment, Assumption and Amendment Agreement by and among Bank of America Corporation, Merrill Lynch & Co., Inc., and Mellon Investor Services LLC, as Depositary, dated December 31, 2008.\*
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99.1	Form of depositary receipt for the Series 1 Preferred Stock.*
99.2	Form of depositary receipt for the Series 2 Preferred Stock.*
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99.5	Form of depositary receipt for the Series 5 Preferred Stock.*
99.6	Form of depositary receipt for the Series 6 Preferred Stock.*
99.7	Form of depositary receipt for the Series 7 Preferred Stock.*
99.8	Form of depositary receipt for the Series 8 Preferred Stock.*

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\* Filed herewith.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 2, 2009

BANK OF AMERICA CORPORATION

By: /s/ Teresa M. Brenner

Name: Teresa M. Brenner

Title: Associate General Counsel

[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 21,000 SHARES

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 1,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505542

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that THE BANK OF NEW YORK MELLON, as depository, is the registered owner of TWENTY ONE THOUSAND (21,000) SHARES fully paid and non-assessable shares of Floating Rate Non-Cumulative Preferred Stock, Series 1, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar

Dated:

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:

THE BANK OF NEW YORK MELLON,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer





Dated \_\_\_\_\_

Signed \_\_\_\_\_

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NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

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NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 37,000 SHARES

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 2,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505534

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that THE BANK OF NEW YORK MELLON, as depository, is the registered owner of THIRTY SEVEN THOUSAND (37,000) SHARES fully paid and non-assessable shares of Floating Rate Non-Cumulative Preferred Stock, Series 2, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar

Dated:

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:  
THE BANK OF NEW YORK MELLON,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer



Dated \_\_\_\_\_

Signed \_\_\_\_\_

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NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

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NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 27,000 SHARES

6.375% NON-CUMULATIVE PREFERRED STOCK, SERIES 3,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505526

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that THE BANK OF NEW YORK MELLON, as depositary, is the registered owner of TWENTY SEVEN THOUSAND (27,000) SHARES fully paid and non-assessable shares of 6.375% Non-Cumulative Preferred Stock, Series 3, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar.

Dated:

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:

THE BANK OF NEW YORK MELLON,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer

[REVERSE OF CERTIFICATE]

BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH BANK OF AMERICA CORPORATION IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF BANK OF AMERICA CORPORATION OR TO THE TRANSFER AGENT.

EXPLANATION OF ABBREVIATIONS

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties

TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
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<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of	PAR	Paragraph
	Administratrix	EX	Executor(s), Executrix	PL	Public Law
AGMT	Agreement	FBO	For the benefit of	TR	(As) trustee(s), for, of
ART	Article	FDN	Foundation	U	Under
CH	Chapter	GDN	Guardian(s)	UA	Under agreement
CUST	Custodian for	GDNSHP	Guardianship	UW	Under will of, Of will of,
DEC	Declaration	MIN	Minor(s)		Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

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PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

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\_\_\_\_\_ Shares of the capital stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Signed \_\_\_\_\_

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NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

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NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 20,000 SHARES

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 4,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505518

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that THE BANK OF NEW YORK MELLON, as depositary, is the registered owner of TWENTY THOUSAND (20,000) SHARES fully paid and non-assessable shares of Floating Rate Non-Cumulative Preferred Stock, Series 4, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar

Dated:

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:

THE BANK OF NEW YORK MELLON,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer



[REVERSE OF CERTIFICATE]

BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH BANK OF AMERICA CORPORATION IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF BANK OF AMERICA CORPORATION OR TO THE TRANSFER AGENT.

EXPLANATION OF ABBREVIATIONS

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of
	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)
			Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_  
\_\_\_\_\_

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

\_\_\_\_\_

\_\_\_\_ Shares of the capital stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Signed \_\_\_\_\_

\_\_\_\_\_  
NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

\_\_\_\_\_

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 50,000 SHARES

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 5,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505492

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that THE BANK OF NEW YORK MELLON, as depositary, is the registered owner of FIFTY THOUSAND (50,000) SHARES fully paid and non-assessable shares of Floating Rate Non-Cumulative Preferred Stock, Series 5, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar.

Dated:

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:  
THE BANK OF NEW YORK MELLON,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer

[REVERSE OF CERTIFICATE]

BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH BANK OF AMERICA CORPORATION IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF BANK OF AMERICA CORPORATION OR TO THE TRANSFER AGENT.

EXPLANATION OF ABBREVIATIONS

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of
	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_  
\_\_\_\_\_

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

\_\_\_\_\_

\_\_\_\_\_ Shares of the capital stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Signed \_\_\_\_\_

\_\_\_\_\_  
NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

\_\_\_\_\_  
NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 65,000 SHARES

6.70% NONCUMULATIVE PERPETUAL PREFERRED STOCK, SERIES 6,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505484

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that MELLON INVESTOR SERVICES LLC, as depositary, is the registered owner of SIXTY FIVE THOUSAND (65,000) SHARES fully paid and non-assessable shares of 6.70% Noncumulative Perpetual Preferred Stock, Series 6, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar.

Dated:

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:

MELLON INVESTOR SERVICES LLC,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer

[REVERSE OF CERTIFICATE]

BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH BANK OF AMERICA CORPORATION IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF BANK OF AMERICA CORPORATION OR TO THE TRANSFER AGENT.

EXPLANATION OF ABBREVIATIONS

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of
	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)
			Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

---

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

---

\_\_\_\_\_ Shares of the capital stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_  
Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Signed \_\_\_\_\_

\_\_\_\_\_  
NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.



[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 50,000 SHARES

6.25% NONCUMULATIVE PERPETUAL PREFERRED STOCK, SERIES 7,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505476

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that MELLON INVESTOR SERVICES LLC, as depositary, is the registered owner of FIFTY THOUSAND (50,000) SHARES fully paid and non-assessable shares of 6.25% Noncumulative Perpetual Preferred Stock, Series 7, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar.

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:  
MELLON INVESTOR SERVICES LLC,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer

**[REVERSE OF CERTIFICATE]  
BANK OF AMERICA CORPORATION**

**BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH BANK OF AMERICA CORPORATION IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF BANK OF AMERICA CORPORATION OR TO THE TRANSFER AGENT.**

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of
	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)
			Under will of, Of will of,
			Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

---

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

---

\_\_\_\_\_ Shares of the capital stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Signed \_\_\_\_\_

NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF PREFERRED STOCK CERTIFICATE]

THE SHARES OF PREFERRED STOCK REPRESENTED BY THIS CERTIFICATE ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

NUMBER 89,100 SHARES

8.625% NON-CUMULATIVE PREFERRED STOCK, SERIES 8,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505468

SEE REVERSE FOR CERTAIN DEFINITIONS

This certifies that THE BANK OF NEW YORK MELLON, as depositary, is the registered owner of EIGHTY NINE THOUSAND, ONE HUNDRED (89,100) SHARES fully paid and non-assessable shares of 8.625% Non-Cumulative Preferred Stock, Series 8, par value \$0.01 per share, of Bank of America Corporation, a Delaware corporation (the "Corporation"), transferable upon the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

This Certificate shall not be valid unless countersigned and registered by the Transfer Agent and Registrar.

Dated:

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_

By: \_\_\_\_\_

Countersigned and Registered:

THE BANK OF NEW YORK MELLON,  
Transfer Agent and Registrar

By \_\_\_\_\_  
Authorized Officer

[REVERSE OF CERTIFICATE]  
BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF WHICH BANK OF AMERICA CORPORATION IS AUTHORIZED TO ISSUE AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE SECRETARY OF BANK OF AMERICA CORPORATION OR TO THE TRANSFER AGENT.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of
	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)
			Under will of, Of will of,
			Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

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PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

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\_\_\_\_\_ Shares of the capital stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Signed \_\_\_\_\_

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NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatsoever.

**SIGNATURE GUARANTEED**

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

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**ASSIGNMENT, ASSUMPTION AND AMENDMENT AGREEMENT**

**by and among**

**BANK OF AMERICA CORPORATION,**

**MERRILL LYNCH & CO., INC.,**

**and**

**THE BANK OF NEW YORK MELLON, as Depositary**

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## AGREEMENT

THIS ASSIGNMENT, ASSUMPTION AND AMENDMENT AGREEMENT (this "Agreement") dated as of December 31, 2008 is by and among Bank of America Corporation, a Delaware corporation ("Parent"), Merrill Lynch & Co., Inc., a Delaware corporation (the "Company") and The Bank of New York Mellon, a New York banking corporation, as depositary (the "Depositary").

## RECITALS

**WHEREAS**, the Company currently has the following series of preferred stock issued and outstanding: (a) Floating Rate Non-Cumulative Preferred Stock, Series 1, par value \$1.00 per share (the "Merrill Lynch Series 1 Preferred Stock"), (b) Floating Rate Non-Cumulative Preferred Stock, Series 2, par value \$1.00 per share (the "Merrill Lynch Series 2 Preferred Stock"), (c) 6.375% Non-Cumulative Preferred Stock, Series 3, par value \$1.00 per share (the "Merrill Lynch Series 3 Preferred Stock"), (d) Floating Rate Non-Cumulative Preferred Stock, Series 4, par value \$1.00 per share (the "Merrill Lynch Series 4 Preferred Stock"), (e) Floating Rate Non-Cumulative Preferred Stock, Series 5, par value \$1.00 per share (the "Merrill Lynch Series 5 Preferred Stock"), and (f) 8.625% Non-Cumulative Preferred Stock, Series 8, par value \$1.00 per share (the "Merrill Lynch Series 8 Preferred Stock") (collectively, the "Preferred Stock");

**WHEREAS**, the Company has previously executed the following deposit agreements, which agreements remain in full force and effect: (i) Deposit Agreement, dated as of November 1, 2004, among the Company, JPMorgan Chase Bank, as depositary, and the holders from time to time of the Receipts (relating to the Merrill Lynch Series 1 Preferred Stock), (ii) Deposit Agreement, dated as of March 14, 2005, among the Company, JPMorgan Chase Bank, N.A., as depositary, and the holders from time to time of Receipts (relating to the Merrill Lynch Series 2 Preferred Stock), (iii) Deposit Agreement, dated as of November 17, 2005, among the Company, JPMorgan Chase Bank, N.A., as depositary, and the holders from time to time of the Receipts (relating to the Merrill Lynch Series 3 Preferred Stock), (iv) Deposit Agreement, dated as of November 17, 2005, among the Company, JPMorgan Chase Bank, N.A., as depositary, and the holders from time to time of the Receipts (relating to the Merrill Lynch Series 4 Preferred Stock), (v) Deposit Agreement, dated as of March 20, 2007, among the Company, The Bank of New York, as depositary, and the holders from time to time of the Receipts (relating to the Merrill Lynch Series 5 Preferred Stock), and (vi) Deposit Agreement, dated as of April 29, 2008, among the Company, The Bank of New York, as depositary, and the holders from time to time of the Receipts (relating to the Merrill Lynch Series 8 Preferred Stock) (each, a "Deposit Agreement," and collectively, the "Deposit Agreements");

**WHEREAS**, the Depositary is the successor depositary to JPMorgan Chase Bank, N.A. and The Bank of New York;

**WHEREAS**, Parent, the Company and MER Merger Corporation, a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"), executed an Agreement and Plan of Merger, dated as of September 15, 2008, as amended by Amendment No. 1, dated October 21, 2008, pursuant to which, at the effective time of the merger, Merger Sub would

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merge with and into the Company (the "Merger"), with the Company surviving the Merger and with each outstanding share of Preferred Stock being converted into a share of preferred stock of Parent with substantially identical terms as the Preferred Stock (the "BAC Mirror Preferred Stock");

**WHEREAS**, upon consummation of the Merger, the Company desires to assign, and Parent desires to assume, the Company's obligations under the Deposit Agreements;

**WHEREAS**, pursuant to Section 4.06 of the Deposit Agreements, upon a merger to which the Company is a party, the Depository shall upon instructions of the Company treat any securities that shall be received by the Depository in exchange for or upon conversion of or in respect of the Preferred Stock as new deposited securities so received in exchange for or upon conversion or in respect of such Preferred Stock; and

**WHEREAS**, upon consummation of the Merger, Parent, pursuant to Section 4.06 of the Deposit Agreements, desires to have the Depository treat the BAC Mirror Preferred Stock, which shall be received by the Depository in exchange for or upon conversion of or in respect of the Preferred Stock, as new deposited securities so received in exchange for or upon conversion or in respect of such Preferred Stock.

**NOW, THEREFORE**, in consideration of the foregoing and of the mutual promises contained herein, the parties hereto hereby agree as follows:

## ARTICLE 1

### ASSIGNMENT AND ASSUMPTION

#### Section 1.1 Assignment.

Upon consummation of the Merger, the Company does hereby assign, transfer, convey and deliver unto Parent, its successors and assigns, all of its rights, interests and obligations under the Deposit Agreements.

#### Section 1.2 Assumption.

Upon consummation of the Merger, Parent hereby accepts such assignment of the Company's rights, interests and obligations under the Deposit Agreements and agrees to assume and be liable for, and shall perform and discharge, all of the obligations of the Company under the Deposit Agreements. The Depository hereby acknowledges and accepts the assignment of the Company's rights, interests and obligations under the Deposit Agreements to Parent and hereby agrees to recognize Parent as the assignee of the Company's obligations under the Deposit Agreements and release the Company of its obligations under the Deposit Agreements.

**ARTICLE 2**  
**AMENDMENTS**

Section 2.1 New Deposited Securities.

Pursuant to Section 4.06 of the Deposit Agreements, the Company and Parent hereby instruct the Depositary and the Depositary hereby agrees to treat the BAC Mirror Preferred Stock, which shall be received by the Depositary in exchange for or upon conversion of or in respect of the Preferred Stock following consummation of the Merger, as new deposited securities so received in exchange for or upon conversion or in respect of such Preferred Stock.

Section 2.2 Certain Amendments.

The parties hereto agree that the Deposit Agreements shall remain in full force and effect following consummation of the Merger, except as modified as follows:

(a) Any reference to "Company" in the Deposit Agreements shall mean Bank of America Corporation, a Delaware corporation having its principal office at 100 N. Tryon Street, Charlotte, North Carolina 29255, and its successors.

(b) Any reference to "Stock" in the Deposit Agreement with respect to the Merrill Lynch Series 1 Preferred Stock shall mean shares of Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 1, par value \$0.01 per share.

(c) Any reference to "Stock" in the Deposit Agreement with respect to the Merrill Lynch Series 2 Preferred Stock shall mean shares of Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 2, par value \$0.01 per share.

(d) Any reference to "Stock" in the Deposit Agreement with respect to the Merrill Lynch's Series 3 Preferred Stock shall mean shares of Bank of America Corporation's 6.375% Non-Cumulative Preferred Stock, Series 3, par value \$0.01 per share.

(e) Any reference to "Stock" in the Deposit Agreement with respect to the Merrill Lynch's Series 4 Preferred Stock shall mean shares of Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 4, par value \$0.01 per share.

(f) Any reference to "Stock" in the Deposit Agreement with respect to the Merrill Lynch's Series 5 Preferred Stock shall mean shares of Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 5, par value \$0.01 per share.

(g) Any reference to "Stock" in the Deposit Agreement with respect to the Merrill Lynch's Series 8 Preferred Stock shall mean shares of Bank of America Corporation's 8.625% Non-Cumulative Preferred Stock, Series 8, par value \$0.01 per share.

(h) Any reference to "Certificate" in the Deposit Agreements shall mean the Certificate of Designations filed with the Secretary of State of Delaware establishing the respective series of Stock as a series of preferred stock of Parent.

(i) Any reference to “Restated Certificate of Incorporation” in the Deposit Agreements shall mean the Amended and Restated Certificate of Incorporation, as amended from time to time, of Parent.

(j) The address and facsimile number to which notices to the Company shall be delivered pursuant to Section 7.04 of the Deposit Agreements shall be replaced with the following:

Bank of America Corporation  
Bank of America Corporate Center  
100 North Tryon Street  
Charlotte, NC 28255  
Attention: Teresa M. Brenner  
Associate General Counsel  
Facsimile No.: (704) 386-1670

(k) The address and facsimile number to which notices to the Depository shall be delivered pursuant to Section 7.04 of the Deposit Agreements shall be replaced with the following:

The Bank of New York Mellon  
101 Barclay Street — Floor 8W  
New York, New York 10286  
Attn: Global Trust Administration  
Facsimile No.: (212) 815-5704

(l) Exhibit A to each of the Deposit Agreements, which sets forth the form of Receipt (as set forth and defined in the Deposit Agreements), shall be replaced with the respective form of depository receipt attached to this Agreement.

Section 2.3 No Further Amendment. Except as expressly amended hereby, the Deposit Agreements are in all respects ratified and confirmed and all the terms, conditions, and provisions thereof shall remain in full force and effect. The amendments contained in Section 2.2 of this Agreement are limited as written and shall not be deemed to be an amendment to any other term or condition of the Deposit Agreements or any of the documents referred to therein.

Section 2.4 No Holder Approval. The Company and Parent hereby certifies to the Depository that this Agreement does not materially and adversely alter the rights of the holders of the depository receipts and that no approval of the holders is required under Section 6.01 of the Deposit Agreements.

**ARTICLE 3**  
**NEW DEPOSITARY RECEIPTS**

Section 3.1 Execution, Delivery and Exchange of Depositary Receipts. The Depositary shall, upon the written order of Parent and subject to the terms and conditions of the Deposit Agreements, execute and deliver Receipts evidencing each series of BAC Mirror Preferred Stock (collectively, the "New Depositary Receipts"). The Depositary further agrees to take any actions reasonably requested by Parent that are necessary to effect an exchange of the existing depositary receipts for the New Depositary Receipts. For the avoidance of doubt, reasonable out-of-pocket expenses incurred pursuant to the execution, delivery and exchange of the depositary receipts are subject to reimbursement pursuant to the terms of Section 5.07 of the Deposit Agreements.

**ARTICLE 4**  
**CONDITIONS**

Section 4.1 Conditions to the Assignment, Assumption and Amendment. The provisions contained in Articles I and II of this Agreement shall become effective only upon consummation of the Merger, notice of which shall be given to the Depositary by Parent.

**ARTICLE 5**  
**TERMINATION**

Section 5.1 Termination. This Agreement may be terminated by Parent at any time prior to the Merger.

Section 5.2 Effect of Termination. In the event of termination of this Agreement, as provided in Section 5.1, this Agreement shall forthwith become void and have no effect, without any liability or obligation on the part of the parties hereto, other than the provisions of this Section 5.2 and Article 6.

**ARTICLE 6**  
**GENERAL PROVISIONS**

Section 6.1 Successors; Binding Effect; Benefit. This Agreement is for the exclusive benefit of the parties hereto, and their respective successors hereunder, and shall not be deemed to give any legal or equitable right, remedy or claim to any other person whatsoever.

Section 6.2 Entire Agreement. This Agreement and any documents delivered by the parties in connection herewith constitute the entire agreement among the parties with respect to the subject matter hereof and supersede all prior agreements and understandings among the parties with respect thereto. No addition to or modification of any provision of this Agreement shall be binding upon any party hereto unless made in writing and signed by the parties hereto.

Section 6.3 Notices. Any and all notices to be given to the Depositary under this Agreement shall be in writing and shall be deemed to have been duly given if personally delivered or sent by mail, or facsimile transmission confirmed by letter, addressed to the Depositary at:

The Bank of New York Mellon  
101 Barclay Street — Floor 8W  
New York, New York 10286  
Attn: Global Trust Administration  
Facsimile No.: (212) 815-5704

Section 6.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York without regard to its rules of conflict of laws.

Section 6.5 Counterparts. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument. Each counterpart may consist of a number of copies hereof each signed by less than all, but together signed by all of the parties hereto.

Section 6.6 Headings. Headings of the Articles and Sections of this Agreement have been inserted for convenience only and are not to be regarded as a part of this Agreement or to have any bearing upon the meaning or interpretation of any provision contained herein.

Section 6.7 Severability. Any term or provision of this Agreement which is invalid or unenforceable in any jurisdiction shall, as to that jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms and provisions of this Agreement or affecting the validity or enforceability of any of the terms or provisions of this Agreement in any other jurisdiction. If any provision of this Agreement is so broad as to be unenforceable, the provision shall be interpreted to be only so broadly as is enforceable.

IN WITNESS WHEREOF, the parties have executed this Agreement and caused the same to be duly delivered on their behalf as the date first indicated above.

**BANK OF AMERICA CORPORATION**

**By:** /s/ Teresa M. Brenner  
Name: Teresa M. Brenner  
Title: Associate General Counsel

**MERRILL LYNCH & CO., INC.**

**By:** /s/ Marlene Debel  
Name: Marlene Debel  
Title: Assistant Treasurer

**THE BANK OF NEW YORK MELLON, as Depositary**

**By:** /s/ Rafael E. Miranda  
Authorized Officer

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**ASSIGNMENT, ASSUMPTION AND AMENDMENT AGREEMENT**

**by and among**

**BANK OF AMERICA CORPORATION,**

**MERRILL LYNCH & CO., INC.,**

**and**

**MELLON INVESTOR SERVICES LLC, as Depositary**

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## AGREEMENT

THIS ASSIGNMENT, ASSUMPTION AND AMENDMENT AGREEMENT (this "Agreement") dated as of December 31, 2008 is by and among Bank of America Corporation, a Delaware corporation ("Parent"), Merrill Lynch & Co, Inc., a Delaware corporation (the "Company") and Mellon Investor Services LLC, a New Jersey limited liability company, as depositary (the "Depositary").

## RECITALS

**WHEREAS**, the Company currently has the following series of preferred stock issued and outstanding: (a) 6.70% Noncumulative Perpetual Preferred Stock, Series 6, par value \$1.00 per share (the "Merrill Lynch Series 6 Preferred Stock") and (b) 6.25% Noncumulative Perpetual Preferred Stock, Series 7, par value \$1.00 per share (the "Merrill Lynch Series 7 Preferred Stock") (collectively, the "Preferred Stock");

**WHEREAS**, the Company has previously assumed all of First Republic Bank's obligations, rights and interests under the following deposit agreements, which agreements remain in full force and effect: (i) Deposit Agreement, dated as of January 28, 2004, among First Republic Bank, the Depositary and the holders from time to time of the Receipts (relating to the Merrill Lynch Series 6 Preferred Stock) and (ii) Deposit Agreement, dated as of March 18, 2005, among First Republic Bank, the Depositary and the holders from time to time of the Receipts (relating to the Merrill Lynch Series 7 Preferred Stock) (each, a "Deposit Agreement," collectively, the "Deposit Agreements");

**WHEREAS**, Parent, the Company and MER Merger Corporation, a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"), executed an Agreement and Plan of Merger, dated as of September 15, 2008, as amended by Amendment No. 1, dated October 21, 2008, pursuant to which, at the effective time of the merger, Merger Sub would merge with and into the Company (the "Merger"), with the Company surviving the Merger and with each outstanding share of Preferred Stock being converted into a share of preferred stock of Parent with substantially identical terms as the Preferred Stock (the "BAC Mirror Preferred Stock");

**WHEREAS**, upon consummation of the Merger, the Company desires to assign, and Parent desires to assume, the Company's obligations under the Deposit Agreements;

**WHEREAS**, pursuant to Section 4.6 of the Deposit Agreements, upon a merger to which the Company is a party, the Depositary shall upon instructions of the Company treat any securities that shall be received by the Depositary in exchange for or upon conversion of or in respect of the Preferred Stock as new deposited securities so received in exchange for or upon conversion or in respect of such Preferred Stock; and

**WHEREAS**, upon consummation of the Merger, Parent, pursuant to Section 4.6 of the Deposit Agreements, desires to have the Depositary treat the BAC Mirror Preferred Stock, which shall be received by the Depositary in exchange for or upon conversion of or in respect of the Preferred Stock, as new deposited securities so received in exchange for or upon conversion or in respect of such Preferred Stock.

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**NOW, THEREFORE**, in consideration of the foregoing and of the mutual promises contained herein, the parties hereto hereby agree as follows:

**ARTICLE 1**  
**ASSIGNMENT AND ASSUMPTION**

Section 1.1 Assignment.

Upon consummation of the Merger, the Company does hereby assign, transfer, convey and deliver unto Parent, its successors and assigns, all of its rights, interests and obligations under the Deposit Agreements.

Section 1.2 Assumption.

Upon consummation of the Merger, Parent hereby accepts such assignment of the Company's rights, interests and obligations under the Deposit Agreements and agrees to assume and be liable for, and shall perform and discharge, all of the obligations of the Company under the Deposit Agreements. The Depository hereby acknowledges and accepts the assignment of the Company's rights, interests and obligations under the Deposit Agreements to Parent and hereby agrees to recognize Parent as the assignee of the Company's obligations under the Deposit Agreements and release the Company of its obligations under the Deposit Agreements.

**ARTICLE 2**  
**AMENDMENTS**

Section 2.1 New Deposited Securities.

Pursuant to Section 4.6 of the Deposit Agreements, the Company and Parent hereby instruct the Depository and the Depository hereby agrees to treat the BAC Mirror Preferred Stock, which shall be received by the Depository in exchange for or upon conversion of or in respect of the Preferred Stock following consummation of the Merger, as new deposited securities so received in exchange for or upon conversion or in respect of such Preferred Stock.

Section 2.2 Certain Amendments.

The parties hereto agree that the Deposit Agreements shall remain in full force and effect following consummation of the Merger, except as modified as follows:

(a) Any reference to "Bank" in the Deposit Agreements shall mean Bank of America Corporation, a Delaware corporation having its principal office at 100 N. Tryon Street, Charlotte, North Carolina 29255, and its successors.

(b) Any reference to "Preferred Shares" in the Deposit Agreement with respect to the Merrill Lynch Series 6 Preferred Stock shall mean shares of Bank of America Corporation's 6.70% Noncumulative Perpetual Preferred Stock, Series 6, par value \$0.01 per share.

(c) Any reference to “Preferred Shares” in the Deposit Agreement with respect to the Merrill Lynch Series 7 Preferred Stock shall mean shares of Bank of America Corporation’s 6.25% Noncumulative Perpetual Preferred Stock, Series 7, par value \$0.01 per share.

(d) Any reference to “certificate of designations” in the Deposit Agreements shall mean the certificate of designations filed with the Secretary of State of Delaware establishing the respective series of Stock as a series of preferred stock of Parent.

(e) Any reference to “Articles of Incorporation” in the Deposit Agreements shall mean the Amended and Restated Certificate of Incorporation, as amended from time to time, of Parent.

(f) The address and facsimile number to which notices to the Company shall be delivered pursuant to Section 7.4 of the Deposit Agreements shall be replaced with the following:

Bank of America Corporation  
Bank of America Corporate Center  
100 North Tryon Street  
Charlotte, NC 28255  
Attention: Teresa M. Brenner  
Associate General Counsel  
Facsimile No.: (704) 386-1670

(g) The address and facsimile number to which notices to the Depository shall be delivered pursuant to Section 7.4 of the Deposit Agreements shall be replaced with the following:

Mellon Investor Services LLC  
525 Market Street, Suite 3500  
San Francisco, CA 94105  
Attention: Relationship Management  
Facsimile: (415) 951-4186

(h) Exhibit A to each of the Deposit Agreements, which sets forth the form of Receipt (as set forth and defined in the Deposit Agreements), shall be replaced with the respective form of depositary receipt attached to this Agreement.

Section 2.3 No Further Amendment. Except as expressly amended hereby, the Deposit Agreements are in all respects ratified and confirmed and all the terms, conditions, and provisions thereof shall remain in full force and effect. The amendments contained in Section 2.2 of this Agreement are limited as written and shall not be deemed to be an amendment to any other term or condition of the Deposit Agreements or any of the documents referred to therein.

Section 2.4 No Holder Approval. The Company and Parent hereby certifies to the Depository that this Agreement does not materially and adversely alter the rights of the

holders of the depositary receipts and that no approval of the holders is required under Section 6.1 of the Deposit Agreements. The Company and Parent further represent that the amendments contained in Section 2.2 are in compliance with the terms of Section 6.1 of the Deposit Agreements.

### **ARTICLE 3**

#### **NEW DEPOSITARY RECEIPTS**

Section 3.1 Execution, Delivery and Exchange of Depositary Receipts The Depositary shall, upon the written order of Parent and subject to the terms and conditions of the Deposit Agreements, execute and deliver Receipts evidencing each series of BAC Mirror Preferred Stock (collectively, the "New Depositary Receipts"). The Depositary further agrees to take any actions reasonably requested by Parent that are necessary to effect an exchange of the existing depositary receipts for the New Depositary Receipts. For the avoidance of doubt, reasonable out-of-pocket expenses incurred pursuant to the execution, delivery and exchange of the depositary receipts are subject to reimbursement pursuant to the terms of Section 5.7 of the Deposit Agreements.

### **ARTICLE 4**

#### **CONDITIONS**

Section 4.1 Conditions to the Assignment, Assumption and Amendment The provisions contained in Articles I and II of this Agreement shall become effective only upon consummation of the Merger, notice of which shall be given to the Depositary by Parent.

### **ARTICLE 5**

#### **TERMINATION**

Section 5.1 Termination. This Agreement may be terminated by Parent at any time prior to the Merger.

Section 5.2 Effect of Termination. In the event of termination of this Agreement, as provided in Section 5.1, this Agreement shall forthwith become void and have no effect, without any liability or obligation on the part of the parties hereto, other than the provisions of this Section 5.2 and Article 6.

### **ARTICLE 6**

#### **GENERAL PROVISIONS**

Section 6.1 Successors; Binding Effect; Benefit. This Agreement is for the exclusive benefit of the parties hereto, and their respective successors hereunder, and shall not be deemed to give any legal or equitable right, remedy or claim to any other person whatsoever.

Section 6.2 Entire Agreement. This Agreement and any documents delivered by the parties in connection herewith constitute the entire agreement among the parties with respect to the subject matter hereof and supersede all prior agreements and understandings among the parties with respect thereto. No addition to or modification of any provision of this Agreement shall be binding upon any party hereto unless made in writing and signed by the parties hereto.

Section 6.3 Notices. Any and all notices to be given to the Depository under this Agreement shall be in writing and shall be deemed to have been duly given if personally delivered or sent by mail, or facsimile transmissions confirmed by letter, addressed to the Depository at:

Mellon Investor Services LLC  
525 Market Street, Suite 3500  
San Francisco, CA 94105  
Attention: Relationship Management  
Facsimile: (415) 951-4186

Section 6.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York without regard to its rules of conflict of laws.

Section 6.5 Counterparts. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument. Each counterpart may consist of a number of copies hereof each signed by less than all, but together signed by all of the parties hereto.

Section 6.6 Headings. Headings of the Articles and Sections of this Agreement have been inserted for convenience only and are not to be regarded as a part of this Agreement or to have any bearing upon the meaning or interpretation of any provision contained herein.

Section 6.7 Severability. Any term or provision of this Agreement which is invalid or unenforceable in any jurisdiction shall, as to that jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms and provisions of this Agreement or affecting the validity or enforceability of any of the terms or provisions of this Agreement in any other jurisdiction. If any provision of this Agreement is so broad as to be unenforceable, the provision shall be interpreted to be only so broadly as is enforceable.

IN WITNESS WHEREOF, the parties have executed this Agreement and caused the same to be duly delivered on their behalf as of the date first indicated above.

**BANK OF AMERICA CORPORATION**

By: /s/ Teresa M. Brenner  
Name: Teresa M. Brenner  
Title: Associate General Counsel

**MERRILL LYNCH & CO., INC.**

By: /s/ Marlene Debel  
Name: Marlene Debel  
Title: Assistant Treasurer

**MELLON INVESTOR SERVICES LLC, as Depositary**

By: /s/ Sharon Magidson  
Authorized Officer

[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO THE BANK OF NEW YORK MELLON (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

DEPOSITARY RECEIPT FOR DEPOSITARY SHARES, EACH  
REPRESENTING ONE-TWELVE HUNDREDTH OF ONE SHARE OF FLOATING RATE  
NON-CUMULATIVE PREFERRED STOCK, SERIES 1,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505633

SEE REVERSE FOR CERTAIN DEFINITIONS

THE BANK OF NEW YORK MELLON, as Depositary (the "Depositary"), hereby certifies that \_\_\_\_\_ is the registered owner of \_\_\_\_\_ DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing one-twelve hundredth of one share of Floating Rate Non-Cumulative Preferred Stock, Series 1, par value \$0.01 per share (the "Stock"), of Bank of America Corporation, a Delaware corporation (the "Corporation"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of November 1, 2004, as amended from time to time (the "Deposit Agreement"), among the Corporation (as successor to Merrill Lynch & Co., Inc), the Depositary (as successor to JPMorgan Chase Bank, N.A.) and the holders from time to time of the Depositary Receipts. By accepting this Depositary Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Depositary Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual signature of a duly authorized officer or, if executed in facsimile by the Depositary, countersigned by a Registrar in respect of the Depositary Receipts by the manual signature of a duly authorized officer thereof.

Dated:

Countersigned:

THE BANK OF NEW YORK MELLON, Depositary

By: \_\_\_\_\_

Authorized Officer



[FORM OF REVERSE OF RECEIPT]  
BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH RECEIPTHOLDER WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OR SUMMARY OF THE CERTIFICATE OF DESIGNATIONS OF THE FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 1, OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof of the Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or to the Transfer Agent or Registrar.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of
	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)
			Under will of, Of will of, Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

\_\_\_\_\_ Depository Shares represented by the within Receipt, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.

Dated \_\_\_\_\_ Signed \_\_\_\_\_

\_\_\_\_\_  
NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

\_\_\_\_\_  
NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO THE BANK OF NEW YORK MELLON (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

DEPOSITARY RECEIPT FOR DEPOSITARY SHARES, EACH  
REPRESENTING ONE-TWELVE HUNDREDTH OF ONE SHARE OF  
FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 2,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505625

SEE REVERSE FOR CERTAIN DEFINITIONS

THE BANK OF NEW YORK MELLON, as Depositary (the "Depositary"), hereby certifies that is the registered owner  
of DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing one-twelve hundredth of one share of Floating Rate Non-Cumulative Preferred Stock, Series 2, par value \$0.01 per share (the "Stock"), of Bank of America Corporation, a Delaware corporation (the "Corporation"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of March 14, 2005, as amended from time to time (the "Deposit Agreement"), among the Corporation (as successor to Merrill Lynch & Co., Inc.), the Depositary (as successor to JPMorgan Chase Bank, N.A.) and the holders from time to time of the Depositary Receipts. By accepting this Depositary Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Depositary Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual signature of a duly authorized officer or, if executed in facsimile by the Depositary, countersigned by a Registrar in respect of the Depositary Receipts by the manual signature of a duly authorized officer thereof.

Dated:  
Countersigned:

THE BANK OF NEW YORK MELLON, Depositary

By \_\_\_\_\_  
Authorized Officer

[FORM OF REVERSE OF RECEIPT]  
BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH RECEIPTHOLDER WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OR SUMMARY OF THE CERTIFICATE OF DESIGNATIONS OF THE FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 2, OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof of the Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or to the Transfer Agent or Registrar.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
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	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)
			Under will of, Of will of, Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

---

\_\_\_\_\_ Depository Shares represented by the within Receipt, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.

Dated \_\_\_\_\_ Signed \_\_\_\_\_

---

NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

---

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO THE BANK OF NEW YORK MELLON (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

DEPOSITARY RECEIPT FOR DEPOSITARY SHARES, EACH  
REPRESENTING ONE-TWELVE HUNDREDTH OF ONE SHARE OF  
6.375% NON-CUMULATIVE PREFERRED STOCK, SERIES 3,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505617

SEE REVERSE FOR CERTAIN DEFINITIONS

THE BANK OF NEW YORK MELLON, as Depositary (the "Depositary"), hereby certifies that is the registered owner of DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing one-twelve hundredth of one share of 6.375% Non-Cumulative Preferred Stock, Series 3, par value \$0.01 per share (the "Stock"), of Bank of America Corporation, a Delaware corporation (the "Corporation"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of November 17, 2005, as amended from time to time (the "Deposit Agreement"), among the Corporation (as successor to Merrill Lynch & Co., Inc.), the Depositary (as successor to JPMorgan Chase Bank, N.A.) and the holders from time to time of the Depositary Receipts. By accepting this Depositary Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Depositary Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual signature of a duly authorized officer or, if executed in facsimile by the Depositary, countersigned by a Registrar in respect of the Depositary Receipts by the manual signature of a duly authorized officer thereof.

Dated:

Countersigned:

THE BANK OF NEW YORK MELLON, Depositary

By \_\_\_\_\_  
Authorized Officer

[FORM OF REVERSE OF RECEIPT]  
BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH RECEIPTHOLDER WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OR SUMMARY OF THE CERTIFICATE OF DESIGNATIONS OF THE 6.375% NON-CUMULATIVE PREFERRED STOCK, SERIES 3, OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof of the Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or to the Transfer Agent or Registrar.

**EXPLANATION OF ABBREVIATIONS**

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TEN IN COM	As tenants in common
TEN BY ENT	As tenants by the entireties
UNIF GIFT MIN ACT	Uniform Gifts to Minors Act

<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s) Administratrix
AGMT	Agreement
ART	Article
CH	Chapter
CUST	Custodian for
DEC	Declaration
EST	Estate, of Estate of
EX	Executor(s), Executrix
FBO	For the benefit of
FDN	Foundation
GDN	Guardian(s)
GDNSHP	Guardianship
MIN	Minor(s)
PAR	Paragraph
PL	Public Law
TR	(As) trustee(s), for, of
U	Under
UA	Under agreement
UW	Under will of, Of will of, Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

---

---

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

\_\_\_\_\_ Depository \_\_\_\_\_ Shares represented by the within Receipt, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.

Dated \_\_\_\_\_ Signed \_\_\_\_\_

---

NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

---

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.



[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO THE BANK OF NEW YORK MELLON (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

DEPOSITARY RECEIPT FOR DEPOSITARY SHARES, EACH  
REPRESENTING ONE-TWELVE HUNDREDTH OF ONE SHARE OF  
FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 4,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505591

SEE REVERSE FOR CERTAIN DEFINITIONS

THE BANK OF NEW YORK MELLON, as Depositary (the "Depositary"), hereby certifies that \_\_\_\_\_ is the registered owner of \_\_\_\_\_ DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing one-twelve hundredth of one share of Floating Rate Non-Cumulative Preferred Stock, Series 4, par value \$0.01 per share (the "Stock"), of Bank Of America Corporation, a Delaware corporation (the "Corporation"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of November 17, 2005, as amended from time to time (the "Deposit Agreement"), among the Corporation (as successor to Merrill Lynch & Co., Inc., the Depositary (as successor to JPMorgan Chase Bank, N.A.) and the holders from time to time of the Depositary Receipts. By accepting this Depositary Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Depositary Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual signature of a duly authorized officer or, if executed in facsimile by the Depositary, countersigned by a Registrar in respect of the Depositary Receipts by the manual signature of a duly authorized officer thereof.

Dated:

Countersigned:

THE BANK OF NEW YORK MELLON, Depositary

By \_\_\_\_\_  
Authorized Officer

[FORM OF REVERSE OF RECEIPT]  
BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH RECEIPTHOLDER WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OR SUMMARY OF THE CERTIFICATE OF DESIGNATIONS OF THE FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 4, OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof of the Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or to the Transfer Agent or Registrar.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act

  

<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of	PAR	Paragraph
Administratrix	EX	Executor(s), Executrix	PL	Public Law	
AGMT	Agreement	FBO	For the benefit of	TR	(As) trustee(s), for, of
ART	Article	FDN	Foundation	U	Under
CH	Chapter	GDN	Guardian(s)	UA	Under agreement
CUST	Custodian for	GDNSHP	Guardianship	UW	Under will of, Of will of,
DEC	Declaration	MIN	Minor(s)		Under last will & testament

For value received, hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

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PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

---

\_\_\_\_\_ Depository Shares represented by the within Receipt, and do(es) hereby irrevocably constitute and appoint  
\_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.

Dated \_\_\_\_\_ Signed \_\_\_\_\_

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NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

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NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO THE BANK OF NEW YORK MELLON (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

DEPOSITARY RECEIPT FOR DEPOSITARY SHARES, EACH  
REPRESENTING ONE-TWELVE HUNDREDTH OF ONE SHARE OF  
FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 5,  
OF  
BANK OF AMERICA CORPORATION  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505583

SEE REVERSE FOR CERTAIN DEFINITIONS

THE BANK OF NEW YORK MELLON, as Depositary (the "Depositary"), hereby certifies that \_\_\_\_\_ is the registered owner of \_\_\_\_\_ DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing one-twelve hundredth of one share of Floating Rate Non-Cumulative Preferred Stock, Series 5, par value \$0.01 per share (the "Stock"), of Bank of America Corporation, a Delaware corporation (the "Corporation"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of March 20, 2007 (the "Deposit Agreement"), among the Corporation, the Depositary and the holders from time to time of the Depositary Receipts. By accepting this Depositary Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Depositary Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual signature of a duly authorized officer or, if executed in facsimile by the Depositary, countersigned by a Registrar in respect of the Depositary Receipts by the manual signature of a duly authorized officer thereof.

Dated:  
THE BANK OF NEW YORK MELLON, Depositary

By \_\_\_\_\_  
Authorized Officer

[FORM OF REVERSE OF RECEIPT]  
BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH RECEIPTHOLDER WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OR SUMMARY OF THE CERTIFICATE OF DESIGNATIONS OF THE FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 5, OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof of the Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or to the Transfer Agent or Registrar.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entireties
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act

  

<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of	PAR	Paragraph
	Administratrix	EX	Executor(s), Executrix	PL	Public Law
AGMT	Agreement	FBO	For the benefit of	TR	(As) trustee(s), for, of
ART	Article	FDN	Foundation	U	Under
CH	Chapter	GDN	Guardian(s)	UA	Under agreement
CUST	Custodian for	GDNSHP	Guardianship	UW	Under will of, Of will of,
DEC	Declaration	MIN	Minor(s)		Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

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PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

---

\_\_\_\_\_ Depository Shares represented by the within Receipt, and do(es) hereby irrevocably constitute and appoint  
\_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.

Dated \_\_\_\_\_

Signed \_\_\_\_\_

\_\_\_\_\_  
NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

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NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.

[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO MELLON INVESTOR SERVICES, LLC (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

CERTIFICATE FOR NOT MORE THAN  
2,600,000 DEPOSITARY SHARES

RECEIPT FOR DEPOSITARY SHARES,  
EACH REPRESENTING 1/40 OF A 6.70% NONCUMULATIVE  
PERPETUAL PREFERRED STOCK, SERIES 6  
OF  
BANK OF AMERICA CORPORATION

CUSIP 060505575

SEE REVERSE FOR CERTAIN DEFINITIONS

Mellon Investor Services LLC, as Depositary (the "Depositary"), hereby certifies that \_\_\_\_\_ is the registered owner of DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing 1/40 of one 6.70% Noncumulative Perpetual Preferred Stock, Series 6, \$0.01 par value per share (the "Shares"), of Bank of America Corporation, a Delaware Corporation (the "Bank"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of January 28, 2004, as amended from time to time (the "Deposit Agreement"), among the Bank, the Depositary and the holders from time to time of Receipts for Depositary Shares. By accepting this Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual or facsimile signature of a duly authorized officer or, if a Registrar in respect of the Receipts (other than the Depositary) shall have been appointed, by the manual signature of a duly authorized officer of such Registrar.

Dated:

Countersigned:

MELLON INVESTOR SERVICES LLC,  
Depositary

By: \_\_\_\_\_  
Authorized Officer

[FORM OF REVERSE RECEIPT]

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH REGISTERED HOLDER OF RECEIPTS WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OF THE DESIGNATING AMENDMENT WITH RESPECT TO THE 6.70% NONCUMULATIVE PERPETUAL PREFERRED STOCK, SERIES 6 OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST SHALL BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the instructions on the face of this receipt shall be construed as though they were written out in full according to applicable laws or regulations.

TEN COM -	As tenant in common	UNIF GIFT MIN ACT- _____	Custodian _____
		(Cust)	(Minor)
TEN ENT -	As tenants by the entireties	Under Uniform Gifts to Minors Act _____	(State)
JT TEN -	As joint tenants with right of survivorship and not as tenants in common		

Additional abbreviations may also be used though not in the above list.

**ASSIGNMENT**

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Depository Shares represented by the within Receipt, and do hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.





Dated: \_\_\_\_\_ Signed \_\_\_\_\_

NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatever.

Signature Guarantee\*

\_\_\_\_\_

\* Signatures must be guaranteed by an "eligible guarantor institution" as defined in Rule 17 Ad-15 promulgated under the Securities Exchange Act of 1934, as amended. Guarantees by a notary public are not acceptable.

[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO MELLON INVESTOR SERVICES, LLC (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

CERTIFICATE FOR NOT MORE THAN  
2,000,000 DEPOSITARY SHARES

RECEIPT FOR DEPOSITARY SHARES,  
EACH REPRESENTING 1/40 OF A 6.25% NONCUMULATIVE  
PERPETUAL PREFERRED STOCK, SERIES 7

BANK OF AMERICA CORPORATION

CUSIP 060505567

SEE REVERSE FOR CERTAIN DEFINITIONS

Mellon Investor Services LLC, as Depositary (the "Depositary"), hereby certifies that \_\_\_\_\_ is the registered owner of \_\_\_\_\_ DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing 1/40 of one 6.25% Noncumulative Perpetual Preferred Stock, Series 7, \$0.01 par value per share (the "Shares"), of Bank of America Corporation, a Delaware Corporation (the "Bank"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of March 18, 2005, as amended from time to time (the "Deposit Agreement"), among the Bank, the Depositary and the holders from time to time of Receipts for Depositary Shares. By accepting this Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual or facsimile signature of a duly authorized officer or, if a Registrar in respect of the Receipts (other than the Depositary) shall have been appointed, by the manual signature of a duly authorized officer of such Registrar.

Dated:

Countersigned:  
MELLON INVESTOR SERVICES LLC,  
Depositary

By: \_\_\_\_\_  
Authorized Officer

[FORM OF REVERSE RECEIPT]

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH REGISTERED HOLDER OF RECEIPTS WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OF THE DESIGNATING AMENDMENT WITH RESPECT TO THE 6.25% NONCUMULATIVE PERPETUAL PREFERRED STOCK, SERIES 7 OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST SHALL BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

TEN COM -	As tenant in common	UNIF GIFT MIN ACT - _____	Custodian _____
		(Cust)	(Minor)
TEN ENT -	As tenants by the entireties	Under Uniform Gifts to Minors Act _____	(State)
JT TEN -	As joint tenants with right of survivorship and not as tenants in common		

Additional abbreviations may also be used though not in the above list.

**ASSIGNMENT**

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



\_\_\_\_\_ Depository Shares represented by the within Receipt, and do hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.

Dated: \_\_\_\_\_ Signed \_\_\_\_\_

NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatever.

Signature Guarantee\*

\_\_\_\_\_

\* Signatures must be guaranteed by an "eligible guarantor institution" as defined in Rule 17 Ad-15 promulgated under the Securities Exchange Act of 1934, as amended. Guarantees by a notary public are not acceptable.

[FORM OF FACE OF RECEIPT]

THE DEPOSITARY SHARES REPRESENTED BY THIS RECEIPT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY.

UNLESS THE RECEIPT IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITARY TRUST COMPANY, A NEW YORK CORPORATION ("DTC"), TO THE BANK OF NEW YORK MELLON (THE "DEPOSITARY") OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY RECEIPT OR CERTIFICATE ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

NUMBER DEPOSITARY SHARES

DEPOSITARY RECEIPT FOR DEPOSITARY SHARES,  
EACH REPRESENTING ONE-TWELVE HUNDREDTH  
OF ONE SHARE OF 8.625% NON-CUMULATIVE  
PREFERRED STOCK, SERIES 8,

OF

BANK OF AMERICA CORPORATION  
UNDER THE LAWS OF THE STATE OF DELAWARE

CUSIP 060505559

SEE REVERSE FOR CERTAIN DEFINITIONS

THE BANK OF NEW YORK MELLON, as Depositary (the "Depositary"), hereby certifies that \_\_\_\_\_ is the registered owner of \_\_\_\_\_ DEPOSITARY SHARES ("Depositary Shares"), each Depositary Share representing one-twelve hundredth of one share of 8.625% Non-Cumulative Preferred Stock, Series 8, par value \$0.01 per share (the "Stock"), of Bank of America Corporation, a Delaware corporation (the "Corporation"), on deposit with the Depositary, subject to the terms and entitled to the benefits of the Deposit Agreement, dated as of April 29, 2008, as amended from time to time (the "Deposit Agreement"), among the Corporation (as successor to Merrill Lynch & Co., Inc.), the Depositary and the holders from time to time of the Depositary Receipts. By accepting this Depositary Receipt, the holder hereof becomes a party to and agrees to be bound by all the terms and conditions of the Deposit Agreement. This Depositary Receipt shall not be valid or obligatory for any purpose or entitled to any benefits under the Deposit Agreement unless it shall have been executed by the Depositary by the manual signature of a duly authorized officer or, if executed in facsimile by the Depositary, countersigned by a Registrar in respect of the Depositary Receipts by the manual signature of a duly authorized officer thereof.

Dated:

Countersigned:

THE BANK OF NEW YORK MELLON, Depositary

By \_\_\_\_\_

Authorized Officer

[FORM OF REVERSE OF RECEIPT]  
BANK OF AMERICA CORPORATION

BANK OF AMERICA CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH RECEIPT HOLDER WHO SO REQUESTS A COPY OF THE DEPOSIT AGREEMENT AND A COPY OR SUMMARY OF THE CERTIFICATE OF DESIGNATIONS OF THE 8.625% NON-CUMULATIVE PREFERRED STOCK, SERIES 8, OF BANK OF AMERICA CORPORATION. ANY SUCH REQUEST IS TO BE ADDRESSED TO THE DEPOSITARY NAMED ON THE FACE OF THIS RECEIPT.

The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof of the Corporation, and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Corporation or to the Transfer Agent or Registrar.

**EXPLANATION OF ABBREVIATIONS**

The following abbreviations when used in the form of ownership on the face of this certificate shall be construed as though they were written out in full according to applicable laws or regulations. Abbreviations in addition to those appearing below may be used.

<u>Phrase Abbreviation</u>	<u>Equivalent</u>	<u>Phrase Abbreviation</u>	<u>Equivalent</u>
JT TEN	As joint tenants, with right of survivorship and not as tenants in common	TEN BY ENT	As tenants by the entirety
TEN IN COM	As tenants in common	UNIF GIFT MIN ACT	Uniform Gifts to Minors Act
<u>Word Abbreviation</u>	<u>Equivalent</u>	<u>Word Abbreviation</u>	<u>Equivalent</u>
ADM	Administrator(s)	EST	Estate, of Estate of
	Administratrix	EX	Executor(s), Executrix
AGMT	Agreement	FBO	For the benefit of
ART	Article	FDN	Foundation
CH	Chapter	GDN	Guardian(s)
CUST	Custodian for	GDNSHP	Guardianship
DEC	Declaration	MIN	Minor(s)
			PAR
			PL
			TR
			U
			UA
			UW
			PARAGRAPH
			PUBLIC LAW
			(As) trustee(s), for, of
			Under
			Under agreement
			Under will of, Of will of,
			Under last will & testament

For value received, \_\_\_\_\_ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

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PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

---

\_\_\_\_\_ Depository Shares represented by the within Receipt, and do(es) hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney to transfer the said Depository Shares on the books of the within named Depository with full power of substitution in the premises.

Dated \_\_\_\_\_

NOTICE: The signature to the assignment must correspond with the name as written upon the face of this Receipt in every particular, without alteration or enlargement or any change whatsoever.

SIGNATURE GUARANTEED

---

NOTICE: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations, and credit unions with membership in an approved signature guarantee medallion program), pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934.