

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Amendment No. 2

to

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

BANK OF AMERICA CORPORATION

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Depository shares representing fractional interests in:

Floating Rate Non-Cumulative Preferred Stock, Series E	060505815
Floating Rate Non-Cumulative Preferred Stock, Series 5	060505583
Floating Rate Non-Cumulative Preferred Stock, Series 1	060505633
Floating Rate Non-Cumulative Preferred Stock, Series 2	060505625
6.375% Non-Cumulative Preferred Stock, Series 3	060505617
6.625% Non-Cumulative Preferred Stock, Series I	060505740
7.25% Non-Cumulative Preferred Stock, Series J	060505724
8.20% Non-Cumulative Preferred Stock, Series H	060505765
8.625% Non-Cumulative Preferred Stock, Series 8	060505559

(Title of Class of Securities)

(CUSIP Numbers of Class of Securities)

Edward P. O'Keefe
Acting General Counsel
Bank of America Corporation
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5681

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

With a Copy to:

Boyd C. Campbell, Jr., Esq.
Richard W. Viola, Esq.
McGuireWoods LLP
201 N. Tryon Street
Charlotte, NC 28202
(704) 343-2000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$7,536,150,800.00	\$420,517.21

* Calculated solely for purposes of calculating the filing fee. The amount is calculated by adding the sum of: (1) the product of (a) \$10.06, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series E ("Series E Depository Shares") reported by the New York Stock Exchange ("NYSE") on May 26, 2009, and (b) 81,000,000 Series E Depository Shares, (2) the product of (a) \$9.99, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 5 ("Series 5 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 60,000,000 Series 5 Depository Shares, (3) the product of (a) \$8.68, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 1 ("Series 1 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 25,200,000 Series 1 Depository Shares, (4) the product of (a) \$8.88, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 2 ("Series 2 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 44,400,000 Series 2 Depository Shares, (5) the product of (a) \$13.82, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's 6.375% Non-Cumulative Preferred Stock, Series 3 ("Series 3 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 32,400,000 Series 3 Depository Shares, (6) the product of (a) \$14.93, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation's 6.625% Non-Cumulative Preferred Stock, Series I ("Series I Depository Shares") reported by the NYSE on May 26, 2009, and (b) 22,000,000 Series I Depository Shares, (7) the product of (a) \$16.46, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation's 7.25% Non-Cumulative Preferred Stock, Series J ("Series J

Depository Shares”) reported by the NYSE on May 26, 2009, and (b) 41,400,000 Series J Depository Shares, (8) the product of (a) \$17.97, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation’s 8.20% Non-Cumulative Preferred Stock, Series H (“Series H Depository Shares”) reported by the NYSE on May 26, 2009, and (b) 117,000,000 Series H Depository Shares, and (9) the product of (a) \$18.24, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation’s 8.625% Non-Cumulative Preferred Stock, Series 8 (“Series 8 Depository Shares”) reported by the NYSE on May 26, 2009, and (b) 106,920,000 Series 8 Depository Shares. The number of depository shares for each series listed above represents the maximum number of depository shares of such series that are subject to the exchange offer to which this Schedule TO relates.

** The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$55.80 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$420,517.21
Form or Registration No.: Schedule TO

Filing Party: Bank of America Corporation
Date Filed: May 28, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which this statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed on May 28, 2009, as amended on June 3, 2009 (the "Schedule TO"), by Bank of America Corporation (the "Company"), a Delaware corporation, pursuant to Section 13(e)-4 of the Securities Exchange Act of 1934, as amended, in connection with the Company's offer to exchange up to 200,000,000 newly-issued shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") for outstanding depositary shares (the "Depositary Shares"), representing fractional interests in shares of certain series of preferred stock (the "Preferred Stock") of the Company, made on the terms and subject to the conditions set forth in the Offer to Exchange (as supplemented or amended, the "Offer to Exchange") and the related Letter of Transmittal (which together constitute the "Exchange Offer"), which are filed as exhibits (a)(1)(A)(i) and (a)(1)(A)(ii), respectively, to the Schedule TO. The series of the Company's Preferred Stock in which the Depositary Shares represent fractional interests and which are subject to the Exchange Offer are: Floating Rate Non-Cumulative Preferred Stock, Series E (the "Series E Preferred Stock"); Floating Rate Non-Cumulative Preferred Stock, Series 5 (the "Series 5 Preferred Stock"); Floating Rate Non-Cumulative Preferred Stock, Series 1 (the "Series 1 Preferred Stock"); Floating Rate Non-Cumulative Preferred Stock, Series 2 (the "Series 2 Preferred Stock"); 6.375% Non-Cumulative Preferred Stock, Series 3 (the "Series 3 Preferred Stock"); 6.625% Non-Cumulative Preferred Stock, Series I (the "Series I Preferred Stock"); 7.25% Non-Cumulative Preferred Stock, Series J (the "Series J Preferred Stock"); 8.20% Non-Cumulative Preferred Stock, Series H (the "Series H Preferred Stock"); and 8.625% Non-Cumulative Preferred Stock, Series 8 (the "Series 8 Preferred Stock").

This Amendment is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended. All information in the Offer to Exchange, including all schedules and annexes thereto, which was previously filed with the Schedule TO, is hereby expressly incorporated by reference in this Amendment in response to all items required in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided for herein.

Items 1 through 11.

The Offer to Exchange is hereby amended and supplemented as follows:

(1) The information set forth in the Offer to Exchange in the section entitled "Conditions to the Exchange Offer" on page 30 is hereby amended and supplemented to delete the first sentence of the last paragraph of this section in its entirety and replace it with the following:

These conditions are for our sole benefit, and we may assert them with respect to the Exchange Offer, regardless of the circumstances that may give rise to them, so long as such conditions are not triggered by our action or inaction. We may waive these conditions in whole or in part, at any time or at various times in our sole discretion prior to our acceptance for exchange of the relevant Depositary Shares.

(2) The third bullet point of the fourth paragraph in the section in the Offer to Exchange entitled "Where You Can Find More Information" on page 56 is hereby amended to delete the bullet point in its entirety and replace it with the following:

- Bank of America's current reports on Form 8-K or Form 8-K/A filed January 2, 2009, January 7, 2009, January 13, 2009, January 16, 2009, January 22, 2009, January 28, 2009, February 3, 2009 (two filings), February 25, 2009, March 3, 2009, March 12, 2009, April 20, 2009 (two filings), May 8, 2009 (two filings), May 20, 2009, May 27, 2009, May 28, 2009, May 29, 2009, June 2, 2009, June 4, 2009 (two filings), June 5, 2009 and June 8, 2009 (in each case, other than information that is furnished but deemed not to have been filed); and

(3) The information set forth in Annex A to the Offer to Exchange is hereby amended to delete it in its entirety and replace it with the following:

Annex A

Below is a list of our directors and executive officers. The address and telephone number of each director and executive officer listed below is: c/o Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255; (704) 386-5681.

<u>Name</u>	<u>Position</u>
William Barnett, III	Director
Susan S. Bies	Director
William P. Boardman	Director
Frank P. Bramble, Sr.	Director
Virgis W. Colbert	Director
John T. Collins	Director
Gary L. Countryman	Director
Tommy R. Franks	Director
Charles K. Gifford	Director
D. Paul Jones	Director
Kenneth D. Lewis	Director, Chief Executive Officer and President
Monica C. Lozano	Director
Walter E. Massey	Director and Chairman of the Board
Thomas J. May	Director
Donald E. Powell	Director
Joseph W. Prueher	Director
Charles O. Rossotti	Director
Thomas M. Ryan	Director
Joe L. Price	Chief Financial Officer
Gregory L. Curl	Chief Risk Officer
Barbara J. Desoer	President, Bank of America Home Loans and Insurance
Liam E. McGee	President, Bank of America Consumer and Small Business Bank
Brian T. Moynihan	President, Global Banking and Wealth Management
Richard K. Struthers	President, Bank of America Global Card Services

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BANK OF AMERICA CORPORATION

By: /s/ Joe L. Price

Joe L. Price

Chief Financial Officer

Dated: June 9, 2009

EXHIBIT INDEX

(a)(1)(A)(i)	Offer to Exchange, dated May 28, 2009.*
(a)(1)(A)(ii)	Letter of Transmittal.*
(a)(1)(B)	Form of Letter to The Depository Trust Company Participants.*
(a)(1)(C)	Form of Letter to Clients.*
(a)(1)(D)	Press Release issued on May 28, 2009.*
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press Release issued on June 2, 2009 (incorporated by reference to Exhibit 99.1 of the Company's current report on Form 8-K filed with the SEC on June 2, 2009).*
(b)	Not applicable.
(d)(1)	Deposit Agreement, dated as of October 30, 2006, by and among the Company, Computershare Shareholder Services, Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series E Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on November 6, 2006).*
(d)(2)	Deposit Agreement, dated as of September 20, 2007, by and among the Company, Computershare Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series I Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on September 26, 2007).*
(d)(3)	Deposit Agreement, dated as of November 14, 2007, by and among the Company, Computershare Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series J Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on November 20, 2007).*
(d)(4)	Deposit Agreement, dated as of May 20, 2008, by and among the Company, Computershare Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series H Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on May 23, 2008).*
(d)(5)	Assignment, Assumption and Amendment Agreement by and among the Company, Merrill Lynch, and the Bank of New York Mellon Corporation, as Depository, dated December 31, 2008 (incorporated herein by reference to Exhibit 4.25 of the Company's registration statement on Form 8-A filed with the SEC on January 2, 2009).*
(d)(6)	Deposit Agreement, dated as of March 20, 2007, by and among Merrill Lynch, The Bank of New York Mellon (as successor to The Bank of New York, N.A.) and the Holders from Time to Time of Depository Receipts (relating to the Series 5 Preferred Stock) (incorporated by reference to Exhibit 4(m) of the Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*
(d)(7)	Deposit Agreement, dated as of November 1, 2004, by and among Merrill Lynch, The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.), as depository, and the Holders from Time to Time of Depository Receipts (relating to the Series 1 Preferred Stock) (incorporated by reference to Exhibit 4(i) of the Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*

- (d)(8) Deposit Agreement, dated as of March 14, 2005, by and among Merrill Lynch, 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 Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*
- (d)(9) Deposit Agreement, dated as of November 17, 2005, by and among Merrill Lynch, 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 Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*
- (d)(10) Deposit Agreement, dated as of April 29, 2008, by and among Merrill Lynch, 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 Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.