

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Amendment No. 4

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. 4 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed on May 28, 2009, as amended on June 3, 2009, June 9, 2009 and June 24, 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, which relates to the Company's offers 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 depository shares (the "Depository 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 Depository 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"). The Exchange Offer consists of separate offers for the Depository Shares representing each series of Preferred Stock. The information contained in the Offer to Exchange and the related Letter of Transmittal is amended and supplemented by the information set forth in this Amendment. This Amendment is the final amendment to the Schedule TO and is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended.

Item 4. Terms of the Transaction

Item 4(a) of the Schedule TO is hereby amended and supplemented by inserting the following paragraph at the end thereof:

On June 25, 2009, the Company issued two press releases announcing the preliminary and final results of its Exchange Offer, which expired at 12:00 midnight, New York City time, on June 24, 2009. Copies of the press releases announcing the preliminary and final results of the Exchange Offer are filed herewith as Exhibits (a)(5)(C) and (a)(5)(D), respectively, and are incorporated herein by reference.

Item 12. Exhibits.

Item 12 of Schedule TO is hereby amended and supplemented to add the following exhibit:

- | | |
|-----------|---|
| (a)(5)(C) | Press Release issued on June 25, 2009 announcing the preliminary results of the Exchange Offer. |
| (a)(5)(D) | Press Release issued on June 25, 2009 announcing the final results of the Exchange Offer. |

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 25, 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).*
(a)(5)(B)	Press Release issued on June 23, 2009.*
(a)(5)(C)	Press Release issued on June 25, 2009 announcing the preliminary results of the Exchange Offer.
(a)(5)(D)	Press Release issued on June 25, 2009 announcing the final results of the Exchange Offer.
(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 I 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.



June 25, 2009

Investors May Contact:

Kevin Stitt, Bank of America, 1.704.386.5667
Lee McEntire, Bank of America, 1.704.388.6780
Grace Yoon, Bank of America, 1.212.449.7323

Reporters May Contact:

Scott Silvestri, Bank of America, 1.980.388.9921
scott.silvestri@bankofamerica.com

**Bank of America Announces Preliminary Results of Exchange Offer
For Certain Series of Preferred Stock**

CHARLOTTE – Bank of America Corporation today announced the preliminary results of its offers to exchange up to 200 million shares of common stock for outstanding depositary shares of certain series of preferred stock. The exchange offer expired at midnight, New York City time, on June 24, 2009 and consisted of separate offers for the depositary shares representing each series of preferred stock listed below.

Approximately \$4.3 billion aggregate liquidation preference of depositary shares were validly tendered and not withdrawn in the exchange offer and approximately \$3.9 billion aggregate liquidation preference of depositary shares were accepted. The table below lists on a preliminary basis the number of depositary shares that were validly tendered and not withdrawn as of the expiration date for each series of preferred stock that was subject to the exchange offer, the number that was accepted and the aggregate liquidation preference that was tendered and accepted.

Bank of America also announced that to date it has entered into agreements with certain holders of (non-government) perpetual preferred shares to exchange their holdings of approximately \$10.7 billion aggregate liquidation preference of perpetual preferred stock into approximately 789 million shares of common stock. In total, the exchange offer and these privately negotiated exchanges cover the exchange of approximately \$14.7 billion aggregate liquidation preference of preferred stock into approximately 989 million shares of common stock.

As a result of these exchanges and other previously announced actions, Bank of America will exceed the \$33.9 billion indicated Supervisory Capital Assessment Program (SCAP) buffer set by the Federal Reserve.

Because the exchange offer was oversubscribed, Bank of America has accepted for exchange depositary shares that were validly tendered and not withdrawn based on the acceptance priority levels assigned to each series of preferred stock described below (with priority level 1 being accepted first) and in accordance with the proration procedures described in the Offer to Exchange dated May 28, 2009, as amended.

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The number of depositary shares and the aggregate liquidation preference accepted by Bank of America for each series of preferred stock are listed in the table below. All depositary shares validly tendered and not withdrawn in acceptance priority levels 1 through 7 were accepted. Depositary shares tendered in acceptance priority level 8 were accepted on a pro rata basis. The proration factor of approximately 30.0 percent was applied to tendered depositary shares in that acceptance priority level to determine the number of depositary shares that would be accepted. Depositary shares tendered in acceptance priority level 9 were not accepted.

The transaction will result in the issuance of approximately 200 million new common shares.

Based on the preliminary count by the exchange agent, Computershare Trust Company, N.A., the results of the exchange offer are as follows:

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Acceptance Priority Level	Series of Preferred Stock Represented by Depositary Shares	Number of Depositary Shares Tendered	Number of Depositary Shares Accepted	Aggregate Liquidation Preference Tendered	Aggregate Liquidation Preference Accepted
1	Floating Rate Non-Cumulative Preferred Stock, Series E	61,509,393	61,509,393	\$1,537,734,825	\$1,537,734,825
2	Floating Rate Non-Cumulative Preferred Stock, Series 5	35,772,920	35,772,920	\$894,323,000	\$894,323,000
3	Floating Rate Non-Cumulative Preferred Stock, Series 1	19,367,188	19,367,188	\$484,179,700	\$484,179,700
4	Floating Rate Non-Cumulative Preferred Stock, Series 2	23,344,674	23,344,674	\$583,616,850	\$583,616,850
5	6.375% Non-Cumulative Preferred Stock, Series 3	5,597,672	5,597,672	\$139,941,800	\$139,941,800
6	6.625% Non-Cumulative Preferred Stock, Series I	7,416,397	7,416,397	\$185,409,925	\$185,409,925
7	7.25% Non-Cumulative Preferred Stock, Series J	2,289,034	2,289,034	\$57,225,850	\$57,225,850
8	8.20% Non-Cumulative Preferred Stock, Series H	8,398,240	2,517,818	\$209,956,000	\$62,945,450
9	8.625% Non-Cumulative Preferred Stock, Series 8	8,038,843	0	\$200,971,075	\$0

The preliminary results and the proration factor are subject to verification by Computershare. After completion of the verification process, the final results of the exchange offer and the proration factor will be announced.

Settlement for the exchange offer will occur promptly following the expiration date, and is expected to occur on June 26, 2009.

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The terms and conditions of the exchange offer are more fully described in the Offer to Exchange dated May 28, 2009, as amended, and the related Letter of Transmittal, copies of which may be obtained without charge from the information agent for the exchange offer, D.F. King & Co., Inc., by calling (800) 829-6551 (toll free) or (212) 269-5550 (collect). The Offer to Exchange also is available free of charge on the SEC's website at www.sec.gov as an exhibit to the tender offer schedule.

The exchange offer was made to holders of depositary shares in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), provided by Section 3(a)(9) of the Securities Act. This press release is not an offer to purchase or an offer to exchange or a solicitation of acceptance of an offer to exchange any securities, and the exchange offer is being made only pursuant to the terms of the Offer to Exchange and the related materials.

Bank of America

Bank of America is one of the world's largest financial institutions, serving individual consumers, small- and middle-market businesses and large corporations with a full range of banking, investing, asset management and other financial and risk management products and services. The company provides unmatched convenience in the United States, serving approximately 55 million consumer and small business relationships with more than 6,100 retail banking offices, more than 18,500 ATMs and award-winning online banking with nearly 30 million active users. Bank of America is among the world's leading wealth management companies and is a global leader in corporate and investment banking and trading across a broad range of asset classes serving corporations, governments, institutions and individuals around the world. Bank of America offers industry-leading support to more than 4 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients in more than 150 countries. Bank of America Corporation stock (NYSE: BAC) is a component of the Dow Jones Industrial Average and is listed on the New York Stock Exchange.

www.bankofamerica.com

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June 25, 2009

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**Bank of America Announces Final Results of Exchange Offer
For Certain Series of Preferred Stock**

CHARLOTTE – Bank of America Corporation today announced the final results of its offers to exchange up to 200 million shares of common stock for outstanding depositary shares of certain series of preferred stock. The exchange offer expired at midnight, New York City time, on June 24, 2009 and consisted of separate offers for the depositary shares representing each series of preferred stock listed below.

Information regarding preliminary results in an announcement this morning has not changed.

Approximately \$4.3 billion aggregate liquidation preference of depositary shares were validly tendered and not withdrawn in the exchange offer and approximately \$3.9 billion aggregate liquidation preference of depositary shares were accepted. The table below lists the final number of depositary shares that were validly tendered and not withdrawn as of the expiration date for each series of preferred stock that was subject to the exchange offer, the number that was accepted and the aggregate liquidation preference that was tendered and accepted.

Bank of America also announced that to date it has entered into agreements with certain holders of (non-government) perpetual preferred shares to exchange their holdings of approximately \$10.7 billion aggregate liquidation preference of perpetual preferred stock into approximately 789 million shares of common stock. In total, the exchange offer and these privately negotiated exchanges cover the exchange of approximately \$14.7 billion aggregate liquidation preference of preferred stock into approximately 989 million shares of common stock.

As a result of these exchanges and other previously announced actions, Bank of America will exceed the \$33.9 billion indicated Supervisory Capital Assessment Program (SCAP) buffer set by the Federal Reserve.

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Because the exchange offer was oversubscribed, Bank of America has accepted for exchange depositary shares that were validly tendered and not withdrawn based on the acceptance priority levels assigned to each series of preferred stock described below (with priority level 1 being accepted first) and in accordance with the proration procedures described in the Offer to Exchange dated May 28, 2009, as amended.

The number of depositary shares and the aggregate liquidation preference accepted by Bank of America for each series of preferred stock are listed in the table below. All depositary shares validly tendered and not withdrawn in acceptance priority levels 1 through 7 were accepted. Depositary shares tendered in acceptance priority level 8 were accepted on a pro rata basis. The proration factor of approximately 30.0 percent was applied to tendered depositary shares in that acceptance priority level to determine the number of depositary shares that would be accepted. Depositary shares tendered in acceptance priority level 9 were not accepted.

The transaction will result in the issuance of approximately 200 million new common shares.

Based on the final count by the exchange agent, Computershare Trust Company, N.A., the results of the exchange offer are as follows:

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Settlement for the exchange offer will occur promptly following the expiration date, and is expected to occur on June 26, 2009.

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