

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Bank of America Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**Bank of America Corporate Center**  
**100 North Tryon Street**  
**Charlotte, North Carolina 28255**  
(Address of principal executive offices, including zip code)

**56-0906609**  
(I.R.S. Employer  
Identification No.)

**Bank of America 401(k) Restoration Plan**  
(as amended and restated effective January 1, 2009)  
(Full title of the plan)

**EDWARD P. O'KEEFE**  
General Counsel  
**Bank of America Corporation**  
**Bank of America Corporate Center**  
**100 North Tryon Street**  
**Charlotte, North Carolina 28255**  
**(704) 386-5681**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*  
**BOYD C. CAMPBELL, JR.**  
**McGuireWoods LLP**  
**201 North Tryon Street**  
**Charlotte, North Carolina 28202**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Deferred Compensation Obligations	\$300,000,000	100%	\$300,000,000	\$16,740

- (1) The Deferred Compensation Obligations to which this Registration Statement relates (the "Deferred Compensation Obligations") arise under the Bank of America 401(k) Restoration Plan, as amended and restated effective January 1, 2009 (the "Plan") and are general unsecured obligations to pay deferred compensation in the future in accordance with the terms of the Plan. The amount to be registered represents the dollar amount of the compensation deferred and deemed invested in accordance with the Plan.
- (2) Estimated solely for the purpose of determining the registration fee.
- (3) Calculated pursuant to Rule 457(h).

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. These document(s) and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus (the "Prospectus") that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and in the Prospectus constituting a part of this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2008;

(b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009; and

(c) The Registrant'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, June 8, 2009, June 19, 2009, June 29, 2009, July 17, 2009, July 23, 2009, July 28, 2009, July 31, 2009, August 4, 2009, August 21, 2009, September 21, 2009, September 22, 2009, October 1, 2009, October 16, 2009 and October 21, 2009 (in each case, other than information that is furnished but that is deemed not to have been filed).

All documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than any information that is furnished but that is deemed not to have been filed) prior to the filing of a post-effective amendment hereto that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and the Prospectus and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement and the Prospectus to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities**

Under the Plan, the Registrant will provide eligible employees with the opportunity to agree to the deferral of a specified percentage of their cash compensation. The following summary of the Plan is qualified in its entirety by reference to the Plan document, a copy of which has been filed as an exhibit to this Registration Statement.

The Deferred Compensation Obligations are general unsecured obligations of the Registrant to pay the deferred compensation in the future in accordance with the terms of the Plan from the general assets of the Registrant and rank *pari passu* with other unsecured and unsubordinated indebtedness of the Registrant from time to time outstanding. The Deferred Compensation Obligations include compensation deferred by participants, any matching contributions made to participants' accounts by the Registrant and investment earnings (or losses) thereon. The Registrant is under no obligation and does not intend to fully fund the Deferred Compensation Obligations. Because the Registrant is a holding company, the right of the Registrant, and consequently the right of the creditors of the Registrant (including participants in the Plan), to participate in a distribution of the assets of a subsidiary upon its liquidation or reorganization or otherwise, necessarily is subject to the claims of creditors of the subsidiary, except to the extent that claims of the Registrant as a creditor may be recognized.

The amount of compensation to be deferred by each participant is determined in accordance with each participant's deferral election and the provisions of the Plan. The Plan provides the investment of each participant's deferral account in such investments as the participant may have elected from among various election options in each Plan year. Currently, a participant's deferral account is indexed to the investment elections made by such participant in accordance with the Plan. The Deferred Compensation Obligations are bookkeeping accounts, the returns on which are measured by the performance of certain investment vehicles. Participants cannot sell, assign, hypothecate, alienate, encumber or in any way transfer or convey in advance of receipt any Deferred Compensation Obligations. All deferral accounts together with earnings thereon will be payable upon the termination of the deferral period, retirement, death, total disability or termination of employment in a single lump sum or in installments in accordance with the terms of the Plan.

The Registrant reserves the right to amend or terminate the Plan at any time, except that no amendment may adversely affect the rights of any participant with respect to amounts to which the participant is entitled prior to the date of amendment or termination.

The Deferred Compensation Obligations are not convertible into any other security of the Registrant. The Deferred Compensation Obligations will not have the benefit of a negative pledge or any other affirmative or negative covenant of the Registrant. No trustee has been appointed having the authority to take action with respect to the Deferred Compensation Obligations and each participant will be responsible for acting independently with respect to the enforcement of any rights he or she may have.

**Item 6. Indemnification of Directors and Officers.**

Section 145(a) of the General Corporation Law of the State of Delaware ("Delaware Corporation Law") provides, in general, that a corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise. Such indemnity may be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and if, with respect to any criminal action or proceeding, the person did not have reasonable cause to believe the person's conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any expenses (including

attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145(g) of the Delaware Corporation Law provides, in general, that a corporation has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any liability asserted against the person in any such capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify the person against such liability under the provisions of Section 145 of the Delaware Corporation Law.

Article VIII of the Registrant's bylaws provides for indemnification to the fullest extent authorized by the Delaware Corporation Law for any person who is or was a director or officer of the Registrant who is or was involved or threatened to be made involved in any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was serving as a director, officer, manager or employee of the Registrant or is or was serving at the request of the Registrant as a director, officer, manager or employee of any other enterprise. Such indemnification is provided only if the director, officer, manager or employee acted in good faith and in a manner that the director, officer, manager or employee reasonably believed to be in, or not opposed to, the best interests of the Registrant, and with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

The foregoing is only a general summary of certain aspects of the Delaware Corporation Law and the Registrant's bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Section 145 of the Delaware Corporation Law and Article VIII of the bylaws of the Registrant.

Pursuant to the Registrant's bylaws, the Registrant may maintain a directors' and officers' insurance policy which insures the directors and officers of the Registrant against liability asserted against such persons in such capacity whether or not the Registrant would have the power to indemnify such person against such liability under the Delaware Corporation Law.

**Item 8. Exhibits.**

The following exhibits are filed with or incorporated by reference in this Registration Statement.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(a)	Bank of America 401(k) Restoration Plan, as amended and restated effective January 1, 2009, incorporated herein by reference to Exhibit 10(a) of the Registrant's Quarterly Report on Form 10-Q (File No. 1-6523) for the quarter ended September 30, 2009
5(a)	Opinion of McGuireWoods LLP regarding Deferred Compensation Obligations
23(a)	Consent of McGuireWoods LLP (included in Exhibit 5(a))
23(b)	Consent of PricewaterhouseCoopers LLP as to Bank of America Corporation
23(c)	Consent of Deloitte & Touche LLP as to Merrill Lynch & Co., Inc.
24(a)	Power of Attorney
24(b)	Certified Resolutions

**Item 9. Undertakings**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act"); (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement (notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement); and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended, that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934, as amended) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on this 9<sup>th</sup> day of November, 2009.

BANK OF AMERICA CORPORATION

By: \_\_\_\_\_  
\*  
Kenneth D. Lewis  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Kenneth D. Lewis	President, Chief Executive Officer and Director (Principal Executive Officer)	November 9, 2009
_____ * Joe L. Price	Chief Financial Officer (Principal Financial Officer)	November 9, 2009
_____ * Neil A. Cotty	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 9, 2009
_____ * Susan S. Bies	Director	November 9, 2009
_____ * William P. Boardman	Director	November 9, 2009
_____ * Frank P. Bramble, Sr.	Director	November 9, 2009
_____ * Virgis W. Colbert	Director	November 9, 2009
_____ * Charles K. Gifford	Director	November 9, 2009
_____ * Charles O. Holliday, Jr.	Director	November 9, 2009
_____ * D. Paul Jones	Director	November 9, 2009

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Monica C. Lozano	Director	November 9, 2009
* _____ Walter E. Massey	Chairman and Director	November 9, 2009
* _____ Thomas J. May	Director	November 9, 2009
* _____ Donald E. Powell	Director	November 9, 2009
* _____ Charles O. Rossotti	Director	November 9, 2009
* _____ Thomas M. Ryan	Director	November 9, 2009
* _____ Robert W. Scully	Director	November 9, 2009
*By: _____ /S/ TERESA M. BRENNER Teresa M. Brenner Attorney-in-Fact		November 9, 2009

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**INDEX TO EXHIBITS**

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[LETTERHEAD OF MCGUIREWOODS LLP]

November 9, 2009

Bank of America Corporation  
Bank of America Corporate Center  
100 North Tryon Street  
Charlotte, North Carolina 28255

Re: Registration Statement on Form S-8  
\$300,000,000 Deferred Compensation Obligations of Bank of America Corporation  
Pursuant to the Bank of America 401(k) Restoration Plan, as amended  
and restated effective January 1, 2009

Ladies and Gentlemen:

We have acted as counsel to Bank of America Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), relating to the registration by the Company of up to \$300,000,000 of Deferred Compensation Obligations (the "Deferred Compensation Obligations"), which represent unsecured obligations of the Company to pay deferred compensation in the future in accordance with the terms of the Bank of America 401(k) Restoration Plan, as amended and restated effective January 1, 2009 (the "Plan").

In rendering the opinion set forth below, we have examined such corporate records and other documents, including the Registration Statement, and the Company's Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws, and the Plan included in the Company's periodic reports filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, or otherwise identified to our satisfaction, and such other documents and records as we have considered relevant and necessary as a basis for this opinion.

Based on the foregoing, it is our opinion that, when issued in accordance with the terms of the Plan, the Deferred Compensation Obligations will be valid and binding obligations of the Company, enforceable in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency or other laws of general application relating to or affecting enforcement of creditors' remedies or by general principles of equity, or by 12 U.S.C. § 1818(b)(6)(D) (or any successor statute) or any similar bank regulatory powers now or hereafter in effect or by the application of principles of public policy.

We hereby consent to be named in the Registration Statement as the attorneys who passed upon the legality of the Deferred Compensation Obligations, and to the filing of a copy of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ MCGUIREWOODS LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2009, except with respect to our opinion on the Consolidated Financial Statements insofar as it relates to the effects on the changes in segments discussed in Note 22, for which the date is May 27, 2009, relating to the financial statements and the effectiveness on internal control over financial reporting, which appears in Bank of America Corporation's Form 8-K filed on May 28, 2009.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina  
November 9, 2009

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2009, relating to the consolidated financial statements of Merrill Lynch & Co., Inc. (which report expresses an unqualified opinion on those financial statements, and includes explanatory paragraphs regarding (1) the changes in accounting methods in 2007 relating to the adoption of Statement of Financial Accounting Standards No. 157, "*Fair Value Measurements*," Statement of Financial Accounting Standards No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*," and FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*" and (2) Merrill Lynch becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009), appearing as an exhibit to the Bank of America Corporation Current Report on Form 8-K filed on February 25, 2009.

/s/ Deloitte & Touche LLP

New York, New York  
November 9, 2009

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of Bank of America Corporation and the several undersigned Officers and Directors thereof whose signatures appear below, hereby makes, constitutes and appoints Edward P. O'Keefe, Alice A. Herald and Teresa M. Brenner, and each of them acting individually, its, his and her true and lawful attorneys with power to act without any other and with full power of substitution, to execute, deliver and file in its, his and her name and on its, his and her behalf, and in each of the undersigned Officer's and Director's capacity or capacities as shown below, (a) one or more Registration Statements of Bank of America Corporation on Form S-8 relating to the issuance of Deferred Compensation Obligations pursuant to the Bank of America 401(k) Restoration Plan, as amended, and any and all documents in support thereof or supplemental thereto and any and all amendments, including any and all post-effective amendments, to the foregoing (hereinafter called the "Registration Statements"), and (b) such registration statements, petitions, applications, consents to service of process or other instruments, any and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, as may be necessary or advisable to qualify or register the securities covered by said Registration Statements under such securities laws, regulations or requirements as may be applicable; and each of Bank of America Corporation and said Officers and Directors hereby grants to said attorneys, and to each of them, full power and authority to do and perform each and every act and thing whatsoever as said attorneys or attorney may deem necessary or advisable to carry out fully the intent of this power of attorney to the same extent and with the same effect as Bank of America Corporation might or could do, and as each of said Officers and Directors might or could do personally in his or her capacity or capacities as aforesaid, and each of Bank of America Corporation and said Officers and Directors hereby ratifies and confirms all acts and things which said attorneys or attorney might do or cause to be done by virtue of this power of attorney and its, his or her signature as the same may be signed by said attorneys or attorney, or any of them, to any or all of the following (and/or any and all amendments and supplements to any or all thereof): such Registration Statements under the Securities Act of 1933, as amended, and all such registration statements, petitions, applications, consents to service of process and other instruments, and any and all documents in support thereof or supplemental thereto, under such securities laws, regulations and requirements as may be applicable.

IN WITNESS WHEREOF, Bank of America Corporation has caused this power of attorney to be signed on its behalf, and each of the undersigned Officers and Directors in the capacity or capacities noted has hereunto set his or her hand as of the date indicated below.

### BANK OF AMERICA CORPORATION

/s/ KENNETH D. LEWIS

Kenneth D. Lewis  
Chief Executive Officer and President

Dated: October 28, 2009

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ <u>KENNETH D. LEWIS</u> Kenneth D. Lewis	President, Chief Executive Officer and Director (Principal Executive Officer)	October 28, 2009
/s/ <u>JOE L. PRICE</u> Joe L. Price	Chief Financial Officer (Principal Financial Officer)	October 28, 2009
/s/ <u>NEIL A. COTTY</u> Neil A. Cotty	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	October 28, 2009

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<u>/s/ SUSAN S. BIES</u> Susan S. Bies	Director	October 28, 2009
<u>/s/ WILLIAM P. BOARDMAN</u> William P. Boardman	Director	October 28, 2009
<u>/s/ FRANK P. BRAMBLE, SR.</u> Frank P. Bramble, Sr.	Director	October 28, 2009
<u>/s/ VIRGIS W. COLBERT</u> Virgis W. Colbert	Director	October 28, 2009
<u>/s/ CHARLES K. GIFFORD</u> Charles K. Gifford	Director	October 28, 2009
<u>/s/ CHARLES O. HOLLIDAY, JR.</u> Charles O. Holliday, Jr.	Director	October 28, 2009
<u>/s/ D. PAUL JONES</u> D. Paul Jones	Director	October 28, 2009
<u>/s/ MONICA C. LOZANO</u> Monica C. Lozano	Director	October 28, 2009
<u>/s/ WALTER E. MASSEY</u> Walter E. Massey	Chairman and Director	October 28, 2009
<u>/s/ THOMAS J. MAY</u> Thomas J. May	Director	October 28, 2009
<u>/s/ DONALD E. POWELL</u> Donald E. Powell	Director	October 28, 2009
<u>/s/ CHARLES O. ROSSOTTI</u> Charles O. Rossotti	Director	October 28, 2009
<u>/s/ THOMAS M. RYAN</u> Thomas M. Ryan	Director	October 28, 2009
<u>/s/ ROBERT W. SCULLY</u> Robert W. Scully	Director	October 28, 2009

**BOARD OF DIRECTORS OF  
BANK OF AMERICA CORPORATION**

**RESOLUTIONS**

October 28, 2009

FURTHER RESOLVED, that Edward P. O'Keefe, Alice A. Herald and Teresa M. Brenner, and each of them with full power to act without the other, be, and they hereby are, authorized and empowered to sign the aforesaid Registration Statement and any amendment or amendments (including post-effective amendments) thereto on behalf of and as attorneys for the Corporation and on behalf of and as attorneys for any of the principal executive officer, the principal financial officer, the principal accounting officer, and any other officer or director of the Corporation;

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CERTIFICATE OF ASSISTANT SECRETARY

I, Allison L. Gilliam, Assistant Secretary of Bank of America Corporation, a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that attached to this certificate is a true and correct copy of resolutions duly adopted by the Board of Directors of the Corporation at a properly called meeting of the Board of Directors held on October 28, 2009, at which meeting a quorum was present and acting throughout and that those resolutions are in full force and effect and have not been amended or rescinded.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of the Corporation as of November 9, 2009.

/s/ ALLISON L. GILLIAM

Allison L. Gilliam, Assistant Secretary

(CORPORATE SEAL)