

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Bank of America Corporation	Delaware	56-0906609
BAC Capital Trust I	Delaware	56-6589379
BAC Capital Trust II	Delaware	56-6589381
BAC Capital Trust III	Delaware	56-6589382
BAC Capital Trust IV	Delaware	56-6589383
BAC Capital Trust V	Delaware	03-6104159
BAC Capital Trust VI	Delaware	03-6104157
BAC Capital Trust VII	Delaware	73-6345874
BAC Capital Trust VIII	Delaware	20-6633721
BAC Capital Trust X	Delaware	20-6867123
BAC Capital Trust XI	Delaware	20-7336759
BAC Capital Trust XII	Delaware	20-7020697
BAC Capital Trust XIII	Delaware	20-7020707
BAC Capital Trust XIV	Delaware	20-7020714
BAC Capital Trust XV	Delaware	26-6201018
BAC Capital Trust XVI	Delaware	26-6844426
BAC Capital Trust XVII	Delaware	26-6844429
BAC Capital Trust XVIII	Delaware	26-6844432
BAC Capital Trust XIX	Delaware	26-6844434
BAC Capital Trust XX	Delaware	26-6844436
NB Capital Trust II	Delaware	56-6490301
NB Capital Trust III	Delaware	56-6490302
NB Capital Trust IV	Delaware	56-6492031
(Exact Name of Registrant as Specified in Charter)	(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5681

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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)

BOYD C. CAMPBELL, JR.
RICHARD W. VIOLA
McGuireWoods LLP
201 North Tryon Street
Charlotte, North Carolina 28202
(704) 343-2000

Copies to:

JAMES R. TANENBAUM
ANNA T. PINEDO
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
(212) 468-8000

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Approximate date of commencement of the proposed sale to the public:

From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 each class of securities to be registered	Amount to be registered/ Proposed maximum offering price per unit/ Proposed maximum aggregate offering price/ Amount of registration fee
Debt Securities	(1)(2)(7)
Warrants	
Purchase Contracts	
Units(3)	
Guarantees	
Preferred Stock	
Depository Shares(4)	
Common Stock, par value \$0.01 per share	
Junior Subordinated Notes	
Trust Securities of BAC Capital Trusts I, II, III, IV, V, VI, VII, VIII, X, XI, XII, XIII, XIV, XV, XVI, XVII, XVIII, XIX, and XX and NB Capital Trusts II, III and IV(5)	
Bank of America Corporation Guarantees with respect to Trust Securities(6)	

(1) An unspecified aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at unspecified prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion, or exchange of other securities or that are issued in units or represented by depository shares. In accordance with Rules 456(b) and 457(r), Bank of America Corporation is deferring payment of the entire registration fee.

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- (2) This Registration Statement also covers an indeterminate amount of the registered securities that may be reoffered and resold on an ongoing basis after their initial sale in market-making transactions by affiliates of the Registrants. These securities consist of an indeterminate amount of such securities that are initially being registered, and will initially be offered and sold, under this Registration Statement and an indeterminate amount of such securities that were initially registered, and were initially offered and sold under, registration statements previously filed by the Registrants. All such market-making transactions with respect to these securities that are made pursuant to a registration statement after the effectiveness of this Registration Statement are being made solely pursuant to this Registration Statement.
 - (3) Each unit will be issued under a unit agreement, indenture, or other agreement and will represent an interest in one or more debt securities, warrants, purchase contracts, shares of preferred stock, depositary shares, common stock, and trust securities, as well as debt or equity securities of third parties, in any combination, which may or may not be separable from one another.
 - (4) Each depositary share will be issued under a deposit agreement, will represent a fractional interest in a share or multiple shares of preferred stock and will be evidenced by a depositary receipt.
 - (5) This Registration Statement covers the securities that may be issued by any of the capital trust Registrants (collectively, the "BAC Trusts") from time to time, including but not limited to capital securities, preferred income trust securities, treasury income trust securities, and corporate income trust securities.
 - (6) Bank of America Corporation also is registering the guarantees and other obligations that it may have with respect to trust securities to be issued by any of the BAC Trusts, or with respect to similar securities that may be issued by similar entities formed in the future. No separate consideration will be received for any of the guarantees or other obligations. Pursuant to Rule 457(n) under the Securities Act, no separate registration fee will be paid in respect of any such guarantees or any other obligations.
 - (7) Pursuant to Rule 457(q) under the Securities Act of 1933, no filing fee is required for the registration of an indeterminate amount of securities to be offered in market-making transactions by affiliates of the Registrants as described in Note (2) above.
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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement (File No. 333-158663) is being filed by Bank of America Corporation (“Bank of America”) and the affiliated trusts on the cover page of this Post-Effective Amendment No. 1 for the purpose of (1) adding BAC Capital Trusts I, II, III, IV, V, VI, VII, VIII, X, XI, XII, XIII, XIV and XV, and NB Capital Trusts II, III and IV, as issuers and co-registrants to the Registration Statement, with respect to certain of their trust preferred securities pursuant to Rule 413(b) of the Securities Act of 1933, as amended (the “Securities Act”) solely with respect to market-making transactions, (2) filing an additional prospectus relating to such additional securities and other securities of Bank of America solely with respect to market-making transactions in such securities, and (3) filing additional exhibits and updating other relevant items in Part II of the Registration Statement to reflect the additional registrants. No changes or additions are being made hereby to the existing prospectuses dated April 29, 2009 relating to Bank of America’s debt securities, warrants, units, purchase contracts, preferred stock, depository shares and common stock, and the capital securities of certain capital trusts and related Bank of America guarantees. Therefore such existing prospectuses have been omitted. This Post-Effective Amendment No. 1 shall become effective immediately upon filing with the Securities and Exchange Commission.

The additional prospectus contained in this Post-Effective Amendment No. 1 to the Registration Statement is a market-maker prospectus intended for use by Bank of America’s direct or indirect wholly-owned subsidiaries, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, in connection with offers and sales related to secondary market transactions in debt securities, preferred stock, depository shares, junior subordinated notes, purchase contracts, trust securities or guarantees previously registered under the Securities Act. The market-maker prospectus does not substitute or replace the original prospectuses relating to securities offered hereby, which are on file with the Securities and Exchange Commission.

PROSPECTUS

Bank of America



Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5681

Debt Securities, Preferred Stock, Depositary Shares, Purchase Contracts and Junior Subordinated Notes

BAC Capital Trust I
BAC Capital Trust II
BAC Capital Trust III
BAC Capital Trust IV
BAC Capital Trust V
BAC Capital Trust VI
BAC Capital Trust VII
BAC Capital Trust VIII
BAC Capital Trust X
BAC Capital Trust XI
BAC Capital Trust XII
BAC Capital Trust XIII
BAC Capital Trust XIV
BAC Capital Trust XV
NB Capital Trust II
NB Capital Trust III
NB Capital Trust IV

Trust Securities
guaranteed as set forth herein by

Bank of America Corporation

Affiliates of Bank of America Corporation, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, may use this prospectus in connection with offers and sales in the secondary market of outstanding debt securities, preferred stock, depositary shares, junior subordinated notes, purchase contracts, trust securities or guarantees referenced herein. These affiliates may act as principal or agent in those transactions. Secondary market sales made by them will be made at prices related to market prices at the time of sale.

Our securities are unsecured and are not savings accounts, deposits, or other obligations of a bank. Our securities are not guaranteed by Bank of America, N.A. or any other bank, are not insured by the Federal Deposit Insurance Corporation or any other governmental agency, and may involve investment risks.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be offered under this prospectus or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Prospectus dated September 30, 2011

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement filed with the Securities and Exchange Commission, or the SEC, and is intended to describe certain outstanding securities previously issued by us and our predecessor companies and affiliated trusts.

This prospectus may be used by our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, in connection with offers and sales in the secondary market of the securities referenced in this prospectus. Any of our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, may act as a principal or agent in these transactions. Any affiliate that is a member of the Financial Industry Regulatory Authority, Inc., will conduct these offers and sales in compliance with the requirements of Rule 2720 of the NASD Conduct Rules regarding the offer and sale of securities of an affiliate. The transactions in the secondary market by our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, may occur in the open market or may be privately negotiated at prevailing market prices at the time of sale. Our affiliates do not have any obligation to make a market in the securities and may discontinue their market-making activities at any time without notice, in their sole discretion.

We will not receive any proceeds from the sale of securities offered by this prospectus.

In considering an investment in the securities offered by this prospectus, you should rely only on the information included or incorporated by reference in this prospectus or any supplement to this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The delivery of this prospectus, at any time, does not create any implication that there has been no change in our affairs since the date of this prospectus or that the information in this prospectus is correct as of any time subsequent to the date of this prospectus.

We are offering to sell these securities only in places where sales are permitted. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy these securities in any jurisdiction in which such offer or solicitation is unlawful.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus to “we,” “us,” “our,” or similar references are to Bank of America Corporation.

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BANK OF AMERICA CORPORATION

General

Bank of America Corporation is a Delaware corporation, a bank holding company, and a financial holding company under the Gramm-Leach-Bliley Act. Our principal executive offices are located in the Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255 and our telephone number is (704) 386-5681.

Acquisitions and Sales

As part of our operations, we regularly evaluate the potential acquisition of, and hold discussions with, various financial institutions and other businesses of a type eligible for financial holding company ownership or control. In addition, we regularly analyze the values of, and submit bids for, the acquisition of customer-based funds and other liabilities and assets of such financial institutions and other businesses. We also regularly consider the potential disposition of certain of our assets, branches, subsidiaries, or lines of businesses. As a general rule, we publicly announce any material acquisitions or dispositions when a definitive agreement has been reached.

THE TRUSTS

Each of the trusts listed on the cover page of this prospectus, which we refer to as the Trusts, is a statutory trust organized under Delaware law. Additional information with respect to the Trusts may be found in the prospectuses and supplements thereto with respect to the capital securities issued by the Trusts referred to below and incorporated herein by reference.

DESCRIPTION OF THE SECURITIES

The outstanding securities being offered by use of this prospectus consist of debt securities, preferred stock, depositary shares, junior subordinated notes, purchase contracts, trust securities and guarantees previously issued and registered under the following registration statements: 333-175599; 333-158663; 333-155381; 333-153771; 333-152418; 333-133852; 333-130821; 333-123714; 333-112708; 333-104151; 333-97197; 333-97157; 333-83503; 333-70984; 333-65750; 333-51367; 333-47222; 333-18273; 333-16189; 333-15375; 333-13811; 333-07229; 33-63097; 33-57533; 33-49881; and 33-30717. The descriptions of the securities being offered hereby are contained in the prospectuses and supplements thereto that are included in the registration statements referred to above pursuant to which such securities initially were offered. The disclosure information in the prospectuses and all supplements thereto constituting part of the registration statements referred to above is incorporated by reference into this prospectus, except that information contained in such prospectuses and supplements thereto that (1) constitutes a description of Bank of America, or (2) incorporates by reference any information contained in our current or periodic reports filed with the SEC, are superseded by the information in this prospectus.

WHERE YOU CAN FIND MORE INFORMATION

We and the Trusts have filed a registration statement on Form S-3 with the SEC covering the securities to be offered and sold using this prospectus. You should refer to this registration statement and its exhibits for additional information about us, the Trusts and the securities being offered.

We also file annual, quarterly, and special reports, proxy statements, and other information with the SEC. You may read and copy any document that we file with the SEC at the Public Reference Room of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You also may inspect our filings over the Internet at the SEC's website, www.sec.gov. The reports and other information we file with the SEC also are available at our website, www.bankofamerica.com.

We have included the SEC's web address and our web address as inactive textual references only. Except as specifically incorporated by reference into this prospectus, information on those websites is not part of this prospectus.

You also can inspect reports and other information we file at the offices of The New York Stock Exchange, Inc., 20 Broad Street, 17th Floor, New York, New York 10005.

The SEC allows us to incorporate by reference the information we file with it. This means:

- incorporated documents are considered part of this prospectus;
- we can disclose important information to you by referring you to those documents; and
- information that we file with the SEC automatically will update and supersede this incorporated information and information in this prospectus.

We incorporate by reference the documents listed below which were filed with the SEC under the Securities Exchange Act of 1934:

- our annual report on Form 10-K for the year ended December 31, 2010;
- our quarterly reports on Form 10-Q for the periods ended March 31, 2011 and June 30, 2011; and
- our current reports on Form 8-K or Form 8-K/A filed on January 3, 2011, January 21, 2011, January 31, 2011, March 16, 2011, March 17, 2011, March 23, 2011, April 15, 2011 (two filings), May 2, 2011, May 11, 2011, June 13, 2011, June 29, 2011, July 6, 2011, July 19, 2011, August 25, 2011, August 29, 2011, September 1, 2011 and September 7, 2011 (in each case, other than information that is furnished but deemed not to have been filed).

We also incorporate by reference reports that we will file under Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, on or after the date of this prospectus, but not any information that we may furnish but that is not deemed to be filed.

You should assume that the information appearing in this prospectus is accurate only as of the date of this prospectus. Our business, financial position, and results of operations may have changed since that date.

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You may request a copy of any filings referred to above (excluding exhibits), at no cost, by contacting us at the following address:

Bank of America Corporation
Corporate Treasury Division
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5681

There are no separate financial statements of the Trusts in this prospectus. We and the Trusts do not believe these financial statements would be material to holders of the trust securities because each Trust is a special purpose entity that does not have any independent operations other than issuing capital securities and common securities, holding our corresponding junior subordinated notes as trust assets, and other necessary or incidental activities as described in this prospectus or the original prospectuses and prospectus supplements for the offering of such trust securities. Furthermore, taken together, our obligations under each series of corresponding junior subordinated notes, the junior subordinated indenture under which the corresponding junior subordinated notes have been issued, the related declaration of trust, and the related guarantee provide, in the aggregate, a full, irrevocable and unconditional guarantee of payments of distributions and other amounts due on the related capital securities of a Trust. None of the Trusts are subject to the reporting requirements of the Securities Exchange Act of 1934.

FORWARD-LOOKING STATEMENTS

We have included or incorporated by reference statements in this prospectus that may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You may find these statements by looking for words such as “plan,” “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” “potential,” “possible,” or other similar expressions, or future or conditional verbs such as “will,” “should,” “would,” and “could.”

All forward-looking statements, by their nature, are subject to risks and uncertainties. Our actual results may differ materially from those set forth in our forward-looking statements. As a large, international financial services company, we face risks that are inherent in the businesses and market places in which we operate. Information regarding important factors that could cause our future financial performance to vary from that described in our forward-looking statements is contained in our annual report on Form 10-K for the year ended December 31, 2010, which is incorporated by reference in this prospectus, under the captions “Item 1A. Risk Factors,” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in our quarterly report on Form 10-Q for the quarter ended June 30, 2011, which is incorporated by reference in this prospectus, under the captions “Item 1A. Risk Factors” and “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as those discussed in our subsequent filings that are incorporated in this prospectus by reference. See “Where You Can Find More Information” above for information about how to obtain a copy of our SEC filings.

You should not place undue reliance on any forward-looking statements, which speak only as of the dates they are made.

All subsequent written and oral forward-looking statements attributable to us or any person on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

LEGAL MATTERS

The legality of Bank of America's securities being registered will be passed upon for us by McGuireWoods LLP, Charlotte, North Carolina. Certain matters of Delaware law relating to the validity of the trust securities being registered will be passed upon on behalf of the Trusts by Richards, Layton & Finger, P.A., special Delaware counsel to the Trusts. McGuireWoods LLP regularly performs legal services for us. Some members of McGuireWoods LLP performing these legal services for us own shares of our common stock.

EXPERTS

The consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to our Annual Report on Form 10-K for the year ended December 31, 2010 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The estimated expenses, other than underwriting or broker-dealer fees, discounts and commissions in connection with the offering are as follows:

Securities Act Registration Fee		*
FINRA Fee	\$	75,500
Printing and Engraving Expenses		1,300,000
Legal Fees and Expenses		500,000
Accounting Fees and Expenses		500,000
Blue Sky Fees and Expenses		50,000
Trustee Fees		475,000
Rating Agency Fees and Expenses		1,200,000
Listing Fees and Expenses		500,000
Miscellaneous		30,000
	\$	4,630,500

* The registration fee has been deferred in accordance with Rules 456(b) and 457(r) of the Securities Act of 1933, as amended (the "Securities Act").

Item 15. 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 will be made in respect of any claim, issue or matter as to which such person has been adjudged 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 determines 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 has deemed 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,

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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 Bank of America's bylaws provides for indemnification to the fullest extent authorized by the Delaware Corporation Law for any person who is or was made a party, or threatened to be made a party, to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was serving as a director, officer, or employee of Bank of America, or is or was serving at the request of Bank of America as a director, officer, manager or employee of another enterprise. Such indemnification is provided only if the person acted in good faith and in a manner that the person reasonably believed to be in, or not opposed to, the best interests of Bank of America, 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 Bank of America'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 Bank of America.

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

The respective Declarations of Trust (the "Declarations of Trust") of BAC Capital Trusts I, II, III, IV, V, VI, VII, VIII, X, XI, XII, XV, XVI, XVII, XVIII, XIX, and XX and NB Capital Trusts II, III and IV (each a "Trust" and together the "Trusts") provide that to the fullest extent permitted by applicable law, Bank of America shall indemnify each of the regular trustees of the respective Trust, any affiliate of any such regular trustee, any officer, director, shareholder, member, partner, employee, representative or agent of any such regular trustee, or any employee or agent of the Trust or its affiliates (each a "Company Indemnified 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 Trust) by reason of the fact that he is or was a Company Indemnified Person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Declarations of Trust also provide that, to the fullest extent permitted by applicable law, expenses (including reasonable attorneys' fees and expenses) incurred by a Company Indemnified Person in defending such a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by Bank of America in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Company Indemnified Person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Bank of America as authorized in the Declaration of Trust. The Declarations of Trust further provide that no Company Indemnified Person, the Delaware Trustee (as defined therein), the Property Trustee (as defined therein), any affiliate of the Delaware Trustee or the Property Trustee, and any officers, directors, shareholders, members, partners, employees, representatives, nominees, custodians or agents of the Delaware Trustee or the Property Trustee (collectively, with a Company Indemnified Person, an "Indemnified Person"),

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shall be liable, responsible or accountable in damages or otherwise to the Trust or any Covered Person (as defined therein) for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Indemnified Persons in good faith on behalf of the Trust and in a manner such Indemnified Person reasonably believed to be within the scope of the authority conferred on such Indemnified Person by the Declaration of Trust, except that an Indemnified Person shall be liable for any such loss, damage or claim incurred by reason of such Indemnified Person's gross negligence (or negligence in the case of the Property Trustee) or willful misconduct with respect to such acts or omissions.

The respective Declarations of Trust of BAC Capital Trusts XIII and XIV (each, a "Trust") provide that, to the fullest extent permitted by applicable law, Bank of America shall indemnify and hold harmless each Trustee (as defined therein); any affiliate of a Trustee, any officer, director, shareholder, employee, representative or agent of any Trustee; and any employee or agent of the Trust (referred to as an "Indemnified Person") from and against any loss, damage, liability, action, suit, tax, penalty, expense or claim of any kind or nature whatsoever incurred by such Indemnified Person by reason of the creation, operation or dissolution of the Trust or any act or omission performed or omitted by such Indemnified Person in good faith on behalf of the Trust and in a manner such Indemnified Person reasonably believed to be within the scope of authority conferred on such Indemnified Person by the Declaration of Trust, except that no Indemnified Person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such Indemnified Person by reason of negligence, bad faith or willful misconduct with respect to such acts or omissions.

In addition, certain sections of the forms of underwriting or distribution agreements filed or to be filed as exhibits to this registration statement provide for indemnification of Bank of America and its directors and officers and the Trusts and each of the Property Trustee, Delaware Trustee and Regular Trustees by the underwriters or agents against certain liabilities, including certain liabilities under the Securities Act. From time to time similar provisions have been contained in other agreements relating to other securities of Bank of America.

Item 16. List of Exhibits.

- 1.1 Form of Underwriting Agreement for Debt Securities, incorporated herein by reference to Exhibit 1.1 of the Bank of America Corporation's (the "Company") Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 1.2 Form of Underwriting Agreement for Preferred Stock, incorporated herein by reference to Exhibit 1.2 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 1.3 Form of Underwriting Agreement for Common Stock, incorporated herein by reference to Exhibit 1.3 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 1.4 Form of Underwriting Agreement for Depositary Shares*
- 1.5 Form of Underwriting Agreement for Warrants and Units, incorporated herein by reference to Exhibit 1.4 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 1.6 Form of Underwriting Agreement for Purchase Contracts**
- 1.7 Form of Underwriting Agreement for Trust Securities, incorporated herein by reference to Exhibit 1.6 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 1.8 Distribution Agreement dated as of April 10, 2008, between Bank of America Corporation, Banc of America Securities LLC, and Banc of America Investment Services, Inc., incorporated herein by reference to Exhibit 1.1 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 15, 2008

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- 1.9 Letter agreement dated January 2, 2009, between Bank of America Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and First Republic Securities Company, LLC*
- 1.10 Form of Supplement to Series L Distribution Agreement, between Bank of America Corporation, Banc of America Securities LLC, Banc of America Investment Services, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and First Republic Securities Company, LLC*
- 4.1 Amended and Restated Certificate of Incorporation of Bank of America Corporation, including Certificates of Designation and other descriptions of outstanding series of Preferred Stock, incorporated herein by reference to Exhibit 3(a) of the Company's Quarterly Report on Form 10-Q (File No. 1-6523) for the quarter ended March 31, 2010
- 4.2 Amended and Restated Bylaws of Bank of America Corporation, incorporated herein by reference to Exhibit 3(b) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
- 4.3 Indenture dated as of January 1, 1995 (for senior debt securities), between NationsBank Corporation and BankAmerica National Trust Company, as trustee (the "Senior Indenture"), incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3 (Registration No. 33-57533)
- 4.4 Successor Trustee Agreement effective December 15, 1995, between NationsBank Corporation and First Trust of New York, National Association (now U.S. Bank Trust National Association), as successor trustee to BankAmerica National Trust Company, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-07229)
- 4.5 First Supplemental Indenture dated as of September 18, 1998, among NationsBank Corporation, NationsBank (DE) Corporation and U.S. Bank Trust National Association, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 18, 1998
- 4.6 Second Supplemental Indenture dated as of May 7, 2001, among Bank of America Corporation, U.S. Bank Trust National Association, as Prior Trustee, and The Bank of New York, as Successor Trustee, incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 14, 2001
- 4.7 Third Supplemental Indenture dated as of July 28, 2004, between Bank of America Corporation (successor to NationsBank Corporation) and The Bank of New York (successor to U.S. Bank Trust National Association), incorporated herein by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 27, 2004
- 4.8 Fourth Supplemental Indenture dated as of April 28, 2006, between Bank of America Corporation and The Bank of New York Trust Company, N.A. (successor to The Bank of New York), incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
- 4.9 Agreement of Appointment and Acceptance dated as of December 29, 2006, between Bank of America Corporation and The Bank of New York Trust Company, N.A. (successor trustee to The Bank of New York), incorporated herein by reference to Exhibit 4(aaa) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2006
- 4.10 Fifth Supplemental Indenture dated as of December 1, 2008, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York), incorporated herein by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 5, 2008
- 4.11 Form of Senior Registered Note, incorporated herein by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.12 Form of Global Senior Medium-Term Note, Series L*

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- 4.13 Indenture dated as of January 1, 1995 (for subordinated debt securities), between NationsBank Corporation and The Bank of New York, as trustee (the “Subordinated Indenture”), incorporated herein by reference to Exhibit 4.5 of the Company’s Registration Statement on Form S-3 (Registration No. 33-57533)
- 4.14 First Supplemental Indenture dated as of August 28, 1998, among NationsBank Corporation, NationsBank (DE) Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.8 of the Company’s Current Report on Form 8-K (File No. 1-6523) filed November 18, 1998
- 4.15 Second Supplemental Indenture dated as of January 25, 2007, between Bank of America Corporation and The Bank of New York Trust Company, N.A., incorporated herein by reference to Exhibit 4.3 of the Company’s Registration Statement on Form S-4 (Registration No. 333-141361)
- 4.16 Form of Subordinated Registered Note, incorporated herein by reference to Exhibit 4.10 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.17 Form of Global Subordinated Medium-Term Note, Series L*
- 4.18 Form of Certificate for Preferred Stock, incorporated herein by reference to Exhibit 4.14 of the Corporation’s Registration Statement on Form S-3 (Registration No. 333-112708)
- 4.19 Specimen Common Stock Certificate, incorporated herein by reference to Exhibit 4.15 of the Corporation’s Registration Statement on Form S-3 (Registration No. 333-112708)
- 4.20 Form of Deposit Agreement*
- 4.21 Form of Depositary Receipt (included in Exhibit 4.20)
- 4.22 Form of Warrant Agreement for Universal Warrant**
- 4.23 Form of Warrant Agreement for Warrants Sold Alone**
- 4.24 Form of Warrant Agreement for Warrants Sold Attached to Debt Securities**
- 4.25 Form of Prepaid Unit Agreement, including form of prepaid unit certificate**
- 4.26 Form of Non-Prepaid Unit Agreement**
- 4.27 Form of Put Warrant (included in Exhibit 4.23)
- 4.28 Form of Call Warrant (included in Exhibit 4.23)
- 4.29 Form of Prepaid Purchase Contract**
- 4.30 Form of Non-Prepaid Purchase Contract**
- 4.31 Certificate of Trust of BAC Capital Trust XVI, incorporated herein by reference to Exhibit 4.28 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.32 Certificate of Trust of BAC Capital Trust XVII, incorporated herein by reference to Exhibit 4.29 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.33 Certificate of Trust of BAC Capital Trust XVIII, incorporated herein by reference to Exhibit 4.30 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.34 Certificate of Trust of BAC Capital Trust XIX, incorporated herein by reference to Exhibit 4.31 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.35 Certificate of Trust of BAC Capital Trust XX, incorporated herein by reference to Exhibit 4.32 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.36 Declaration of Trust of BAC Capital Trust XVI, incorporated herein by reference to Exhibit 4.37 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.37 Declaration of Trust of BAC Capital Trust XVII, incorporated herein by reference to Exhibit 4.38 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.38 Declaration of Trust of BAC Capital Trust XVIII, incorporated herein by reference to Exhibit 4.39 of the Company’s Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006

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- 4.39 Declaration of Trust of BAC Capital Trust XIX, incorporated herein by reference to Exhibit 4.40 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.40 Declaration of Trust of BAC Capital Trust XX, incorporated herein by reference to Exhibit 4.41 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.41 Form of Amended and Restated Declaration of Trust for each BAC Capital Trust*
- 4.42 Restated Indenture dated as of November 1, 2001 (for junior subordinated debt securities) between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.10 of Amendment No. 1 to the Company's Registration Statement on Form S-3 (File No. 333-70984)
- 4.43 Form of Supplemental Indenture to be used in connection with the issuance of the Corporation's Junior Subordinated Notes, incorporated herein by reference to Exhibit 4.44 of the Corporation's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.44 Form of Capital Security (included in 4.41 above)
- 4.45 Form of Junior Subordinated Note (included in 4.43 above)
- 4.46 Form of Guarantee with respect to Capital Securities issued by the respective BAC Capital Trusts, incorporated herein by reference to Exhibit 4.47 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
- 4.47 Indenture dated as of November 1, 1992, between NationsBank Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company's Amendment No. 1 to Current Report on Form 8-K (File No. 1-6523) filed March 1, 1993
- 4.48 First Supplemental Indenture dated as of July 1, 1993, between NationsBank Corporation and The Bank of New York, as Trustee, to the Indenture dated as of November 1, 1992 between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K (File No. 1-6523) filed July 7, 1993
- 4.49 Second Supplemental Indenture dated as of August 28, 1998, among NationsBank Corporation, NationsBank (DE) Corporation and The Bank of New York, as Trustee, to the Indenture dated as of November 1, 1992 between NationsBank Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4(i) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
- 4.50 Indenture dated as of September 1, 1989 between NCNB Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 33-30717)
- 4.51 First Supplemental Indenture dated as of August 28, 1998, among NationsBank Corporation (successor to NCNB Corporation), NationsBank (DE) Corporation and The Bank of New York, as Trustee, to the Indenture dated as of September 1, 1989 between NCNB Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4(f) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
- 4.52 Indenture dated as of November 1, 1991, between BankAmerica Corporation and Manufacturers Hanover Trust Company of California, as Trustee, incorporated herein by reference to Exhibit 4(w) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
- 4.53 First Supplemental Indenture dated as of September 8, 1992, between BankAmerica Corporation and Chemical Trust Company of California (formerly known as Manufacturers Hanover Trust Company of California), as Trustee, to the Indenture dated as of November 1, 1991 between BankAmerica Corporation and Manufacturers Hanover Trust Company of California, as Trustee, incorporated herein by reference to Exhibit 4(w) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998

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- 4.54 Second Supplemental Indenture dated as of September 15, 1998, among BankAmerica Corporation, NationsBank (DE) Corporation and J.P. Morgan Trust Company, N.A. (formerly known as Chase Manhattan Bank and Trust Company, N.A. and successor to Chemical Trust Company of California), as Trustee, to the Indenture dated as of November 1, 1991 between BankAmerica Corporation and Manufacturers Hanover Trust Company of California, as Trustee, incorporated herein by reference to Exhibit 4(w) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
- 4.55 Indenture dated as of October 1, 1992, between Fleet Financial Group, Inc. and The First National Bank of Chicago, as Trustee, incorporated herein by reference to Exhibit 4(d) to the Registration Statement on Form S-3/A (Registration No. 33-50216) of Fleet Financial Group, Inc.
- 4.56 First Supplemental Indenture dated as of November 30, 1992, between Fleet Financial Group, Inc. and The First National Bank of Chicago, as Trustee, incorporated herein by reference to Exhibit 4 to Fleet Financial Group, Inc.'s Current Report on Form 8-K (File No. 1-06366) dated November 30, 1992 and filed December 2, 1992
- 4.57 Second Supplemental Indenture dated as of March 18, 2004, among Bank of America Corporation, FleetBoston Financial Corporation (successor to Fleet Financial Group, Inc.), and J.P. Morgan Trust Company, N.A. (successor to The First National Bank of Chicago), as Trustee, incorporated herein by reference to Exhibit 4.59 to the Company's Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-112708)
- 4.58 Indenture dated as of September 29, 1992, between MBNA Corporation and Bankers Trust Company, as Trustee, incorporated herein by reference to Exhibit 4(a) to the Registration Statement on Form S-3 (Registration No. 33-95600) of MBNA Corporation
- 4.59 First Supplemental Indenture dated as of December 21, 2005, among Bank of America Corporation, MBNA Corporation and Deutsche Bank Trust Company Americas (successor to Bankers Trust Company), as Trustee, incorporated herein by reference to Exhibit 4.32 to the Company's Registration Statement on Form S-3ASR (Registration No. 333-130821)
- 4.60 Indenture dated as of February 1, 2005, among Countrywide Financial Corporation, Countrywide Home Loans, Inc. and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.58 of Countrywide Financial Corporation's Quarterly Report on Form 10-Q (File No. 1-12331-01) for the quarter ended March 31, 2006
- 4.61 First Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Financial Corporation, Countrywide Home Loans, Inc., and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Financial Corporation, Countrywide Home Loans, Inc., and The Bank of New York, as Trustee, dated as of February 1, 2005, incorporated herein by reference to Exhibit 4.2 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008
- 4.62 Second Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation), Countrywide Home Loans, Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Financial Corporation, Countrywide Home Loans, Inc., and The Bank of New York, as Trustee, dated as of February 1, 2005, incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
- 4.63 Third Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Home Loans, Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation), Countrywide Home Loans, Inc., and The Bank of New York, as Trustee, dated as of February 1, 2005, incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
- 4.64 Indenture dated as of May 16, 2006, between Countrywide Financial Corporation and The Bank of New York, as Trustee, relating to the 6.25% Subordinated Notes due May 15, 2016, incorporated herein by reference to Exhibit 4.27 to Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed May 16, 2006

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- 4.65 First Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Financial Corporation and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture between Countrywide Financial Corporation and The Bank of New York, as Trustee, dated as of May 16, 2006, incorporated herein by reference to Exhibit 4.1 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008
- 4.66 Second Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture between Countrywide Financial Corporation and The Bank of New York, as Trustee, dated as of May 16, 2006, incorporated herein by reference to Exhibit 4.7 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
- 4.67 Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Registration Statement on Form S-3 (Registration Nos. 33-50661 and 33-50661-01) of Countrywide Home Loans, Inc. and Countrywide Financial Corporation
- 4.68 Supplemental Indenture No. 1 dated as of June 15, 1995, among Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.), and The Bank of New York, as Trustee, to the Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.9 to Amendment No. 2 to the Registration Statement on Form S-3 (Registration Nos. 33-59559 and 33-59559-01) of Countrywide Financial Corporation and Countrywide Home Loans, Inc.
- 4.69 Second Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.), and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, dated as of January 1, 1992, incorporated herein by reference to Exhibit 4.3 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008
- 4.70 Third Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.11 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
- 4.71 Fourth Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.12 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
- 4.72 Indenture dated as of December 1, 2001, among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.25 to Countrywide Financial Corporation's Annual Report on Form 10-K (File No. 1-12331-01) for the year ended December 31, 2003

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- 4.73 First Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.), and The Bank of New York, as Trustee, dated as of December 1, 2001, incorporated herein by reference to Exhibit 4.4 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008
- 4.74 Second Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of December 1, 2001, among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.15 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
- 4.75 Third Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of December 1, 2001, among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.16 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
- 4.76 Agreement of Resignation, Appointment and Acceptance dated as of December 10, 2008, among Bank of America Corporation, The Bank of New York Mellon (formerly The Bank of New York) and The Bank of New York Mellon Trust Company, N.A.
- 4.77 Certificate of Trust of BAC Capital Trust I, incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
- 4.78 Certificate of Trust of BAC Capital Trust II, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
- 4.79 Certificate of Trust of BAC Capital Trust III, incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
- 4.80 Certificate of Trust of BAC Capital Trust IV, incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
- 4.81 Certificate of Trust of BAC Capital Trust V, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
- 4.82 Certificate of Trust of BAC Capital Trust VI, incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
- 4.83 Certificate of Trust of BAC Capital Trust VII, incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
- 4.84 Certificate of Trust of BAC Capital Trust VIII, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
- 4.85 Certificate of Trust of BAC Capital Trust X, incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
- 4.86 Certificate of Trust of BAC Capital Trust XI, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
- 4.87 Certificate of Trust of BAC Capital Trust XII, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
- 4.88 Certificate of Trust of BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.25 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
- 4.89 Certificate of Trust of BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.26 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)

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4.90	Certificate of Trust of BAC Capital Trust XV, incorporated herein by reference to Exhibit 4.27 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.91	Certificate of Trust of NB Capital Trust II, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.92	Certificate of Trust of NB Capital Trust III, incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.93	Certificate of Trust of NB Capital Trust IV, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-18273)
4.94	Declaration of Trust of BAC Capital Trust I, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.95	Declaration of Trust of BAC Capital Trust II, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.96	Declaration of Trust of BAC Capital Trust III, incorporated herein by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.97	Declaration of Trust of BAC Capital Trust IV, incorporated herein by reference to Exhibit 4.8 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.98	Declaration of Trust of BAC Capital Trust V, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.99	Declaration of Trust of BAC Capital Trust VI, incorporated herein by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.100	Declaration of Trust of BAC Capital Trust VII, incorporated herein by reference to Exhibit 4.8 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.101	Declaration of Trust of BAC Capital Trust VIII, incorporated herein by reference to Exhibit 4.8 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.102	Declaration of Trust of BAC Capital Trust X, incorporated herein by reference to Exhibit 4.10 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.103	Declaration of Trust of BAC Capital Trust XI, incorporated herein by reference to Exhibit 4.11 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.104	Declaration of Trust of BAC Capital Trust XII, incorporated herein by reference to Exhibit 4.12 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.105	Declaration of Trust of BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.34 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.106	Declaration of Trust of BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.35 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.107	Declaration of Trust of BAC Capital Trust XV, incorporated herein by reference to Exhibit 4.36 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.108	Declaration of Trust of NB Capital Trust II, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.109	Declaration of Trust of NB Capital Trust III, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.110	Declaration of Trust of NB Capital Trust IV, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-18273)
4.111	Amended and Restated Declaration of Trust of BAC Capital Trust I dated as of December 6, 2001 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 14, 2001

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- 4.112 Amended and Restated Declaration of Trust of BAC Capital Trust II dated as of January 24, 2002 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed January 31, 2002
- 4.113 Amended and Restated Declaration of Trust of BAC Capital Trust III dated as of August 2, 2002 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 9, 2002
- 4.114 Amended and Restated Declaration of Trust of BAC Capital Trust IV dated as of April 23, 2003 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 30, 2003
- 4.115 Amended and Restated Declaration of Trust of BAC Capital Trust V dated as of October 21, 2004 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 3, 2004
- 4.116 Amended and Restated Declaration of Trust of BAC Capital Trust VI dated as of February 24, 2005 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 9, 2005
- 4.117 Amended and Restated Declaration of Trust of BAC Capital Trust VII dated as of August 4, 2005 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 11, 2005
- 4.118 Amended and Restated Declaration of Trust of BAC Capital Trust VIII dated as of August 17, 2005 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 26, 2005
- 4.119 Amended and Restated Declaration of Trust of BAC Capital Trust X dated as of March 21, 2006 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 29, 2006
- 4.120 Amended and Restated Declaration of Trust of BAC Capital Trust XI dated as of May 15, 2006 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed May 23, 2006
- 4.121 Amended and Restated Declaration of Trust of BAC Capital Trust XII dated as of July 26, 2006 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 2, 2006
- 4.122 Amended and Restated Declaration of Trust of BAC Capital Trust XIII dated as of February 16, 2007 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
- 4.123 Amended and Restated Declaration of Trust of BAC Capital Trust XIV dated February 16, 2007 (including form of capital security), incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
- 4.124 Amended and Restated Declaration of Trust of BAC Capital Trust XV dated May 23, 2007 (including form of capital security), incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 1, 2007
- 4.125 Amended and Restated Declaration of Trust of NB Capital Trust II dated December 10, 1996 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 17, 1996
- 4.126 Amended and Restated Declaration of Trust of NB Capital Trust III dated January 22, 1997 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 3, 1997
- 4.127 Amended and Restated Declaration of Trust of NB Capital Trust IV dated April 15, 1997 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 22, 1997

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- 4.128 First Supplemental Indenture dated as of December 14, 2001 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 14, 2001
- 4.129 Second Supplemental Indenture dated as of January 31, 2002 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed January 31, 2002
- 4.130 Third Supplemental Indenture dated as of August 9, 2002 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 9, 2002
- 4.131 Fourth Supplemental Indenture dated as of April 30, 2003 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 30, 2003
- 4.132 Fifth Supplemental Indenture dated as of November 3, 2004 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 3, 2004
- 4.133 Sixth Supplemental Indenture dated as of March 8, 2005 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 9, 2005
- 4.134 Seventh Supplemental Indenture dated as of August 10, 2005 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 11, 2005
- 4.135 Eighth Supplemental Indenture dated as of August 25, 2005 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 26, 2005
- 4.136 Tenth Supplemental Indenture dated as of March 28, 2006 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 29, 2006

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- 4.137 Eleventh Supplemental Indenture dated as of May 23, 2006 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed May 23, 2006
- 4.138 Twelfth Supplemental Indenture dated as of August 2, 2006 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 2, 2006
- 4.139 Thirteenth Supplemental Indenture dated as of February 16, 2007 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York Trust Company, N.A., as successor Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
- 4.140 Fourteenth Supplemental Indenture dated as of February 16, 2007 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York Trust Company, N.A., as successor Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.7 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
- 4.141 Fifteenth Supplemental Indenture dated as of May 31, 2007 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York Trust Company, N.A., as successor Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 1, 2007
- 4.142 Indenture dated as of November 27, 1996 between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.10 of the Company's Amendment No. 2 to Registration Statement on Form S-3 (Registration No. 333-15375)
- 4.143 Second Supplemental Indenture dated as of December 17, 1996 (including form of junior subordinated note) between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 17, 1996
- 4.144 Third Supplemental Indenture dated as of February 3, 1997 (including form of junior subordinated note) between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 3, 1997
- 4.145 Fourth Supplemental Indenture dated as of April 22, 1997 (including form of junior subordinated note) between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 22, 1997
- 4.146 Capital Securities Guarantee Agreement with respect to BAC Capital Trust I, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 14, 2001
- 4.147 Capital Securities Guarantee Agreement with respect to BAC Capital Trust II, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed January 31, 2002
- 4.148 Capital Securities Guarantee Agreement with respect to BAC Capital Trust III, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 9, 2002

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- 4.149 Capital Securities Guarantee Agreement with respect to BAC Capital Trust IV, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 30, 2003
- 4.150 Capital Securities Guarantee Agreement with respect to BAC Capital Trust V, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 3, 2004
- 4.151 Capital Securities Guarantee Agreement with respect to BAC Capital Trust VI, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 9, 2005
- 4.152 Capital Securities Guarantee Agreement with respect to BAC Capital Trust VII, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 11, 2005
- 4.153 Capital Securities Guarantee Agreement with respect to BAC Capital Trust VIII, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 26, 2005
- 4.154 Capital Securities Guarantee Agreement with respect to BAC Capital Trust X, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 29, 2006
- 4.155 Capital Securities Guarantee Agreement with respect to BAC Capital Trust XI, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed May 23, 2006
- 4.156 Capital Securities Guarantee Agreement with respect to BAC Capital Trust XII, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 2, 2006
- 4.157 HITS Guarantee Agreement with respect to BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.12 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
- 4.158 HITS Guarantee Agreement with respect to BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.13 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
- 4.159 Capital Securities Guarantee Agreement with respect to BAC Capital Trust XV, incorporated herein by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 1, 2007
- 4.160 Form of Guarantee Agreement with respect to NB Capital Trust II, incorporated herein by reference to Exhibit 4.15 of the Company's Amendment No. 2 to Registration Statement on Form S-3 (Registration No. 333-15375)
- 4.161 Form of Guarantee Agreement with respect to NB Capital Trust III and NB Capital Trust IV, incorporated herein by reference to Exhibit 4.12 of the Company's Registration Statement on Form S-3 (Registration No. 333-18273)
- 4.162 Amended and Restated Senior Indenture dated as of July 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee (the "Amended and Restated Senior Indenture"), incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 333-65750)
- 4.163 Amended and Restated Subordinated Indenture dated as of July 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee (the "Amended and Restated Subordinated Indenture"), incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (Registration No. 333-65750)
- 4.164 Restated Senior Indenture dated as of January 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee, incorporated herein by reference to Exhibit 4.1 of the Company's Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-47222)
- 4.165 Restated Subordinated Indenture dated as of January 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee, incorporated herein by reference to Exhibit 4.2 of the Company's Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-47222)

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4.166	Stock Purchase Contract Agreement, dated as of February 16, 2007 with respect to capital securities of BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.8 to the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.167	Stock Purchase Contract Agreement, dated as of February 16, 2007 with respect to capital securities of BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.9 to the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.168	Sixth Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A.(successor to The Bank of New York), supplementing the Senior Indenture, incorporated herein by reference to Exhibit 4(ee) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.169	Third Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A.(successor to The Bank of New York), supplementing the Subordinated Indenture, incorporated herein by reference to Exhibit 4(ff) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.170	First Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York), supplementing the Amended and Restated Senior Indenture, incorporated herein by reference to Exhibit 4(gg) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.171	First Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York), supplementing the Amended and Restated Subordinated Indenture, incorporated herein by reference to Exhibit 4(hh) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.172	Agreement of Resignation, Appointment and Acceptance, dated as of January 1, 2009, among Bank of America Corporation (successor in interest to Countrywide Financial Corporation), as issuer; the Bank of New York Mellon, as the resigning trustee, and Deutsche Bank Trust Company Americas, as successor trustee, relating to the Indenture dated as of May 16, 2006, as supplemented by the First Supplemental Indenture dated July 1, 2008, among Countrywide Financial Corporation, Bank of America Corporation and The Bank of New York Mellon, as further supplemented by the Second Supplemental Indenture dated November 7, 2008, among Countrywide Financial Corporation, Bank of America Corporation and The Bank of New York Mellon
4.173	Certificate of Designations with respect to the 6% Cumulative Perpetual Preferred Stock, Series T, incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 1-6523) filed September 1, 2011
5.1	Opinion of McGuireWoods LLP, regarding legality of securities being registered*
5.2	Opinion of Richards, Layton & Finger, P.A.*
5.3	Opinion of McGuireWoods LLP, regarding legality of securities of Bank of America Corporation being registered
5.4	Opinion of Richards, Layton & Finger, P.A. regarding legality of securities of BAC Capital Trust I, BAC Capital Trust II, BAC Capital Trust III, BAC Capital Trust IV, BAC Capital Trust V, BAC Capital Trust VI, BAC Capital Trust VII, BAC Capital Trust VIII, BAC Capital Trust X, BAC Capital Trust XI, BAC Capital Trust XII, BAC Capital Trust XIII, BAC Capital Trust XIV, BAC Capital Trust XV, NB Capital Trust II, NB Capital Trust III and NB Capital Trust IV
8.1	Opinion of Morrison & Foerster LLP*
12.1	Calculation of Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Fixed Charges and Preferred Dividends, incorporated herein by reference to Exhibit 12 of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2008
12.2	Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Fixed Charges and Preferred Dividends, incorporated herein by reference to Exhibit 12 of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010

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12.3	Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Fixed Charges and Preferred Dividends, incorporated herein by reference to Exhibit 12 of each of the Company's Quarterly Reports on Form 10-Q (File No. 1-6523) for the quarters ended March 31, 2011 and June 30, 2011
23.1	Consent of McGuireWoods LLP (included in Exhibit 5.1)
23.2	Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.2)
23.3	Consent of Morrison & Foerster LLP (included in Exhibit 8.1)
23.4	Consent of PricewaterhouseCoopers LLP
23.5	Consent of Deloitte & Touche LLP*
23.6	Consent of McGuireWoods LLP (included in Exhibit 5.3)
23.7	Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.4)
24.1	Power of Attorney*
24.2	Certified Resolutions*
25.1	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.3*
25.2	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.13*
25.3	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee under the Restated Indenture (Junior Subordinated Notes), on Form T-1, with respect to the Indenture described above in Exhibit 4.42*
25.4	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XVI, on Form T-1*
25.5	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XVII, on Form T-1*
25.6	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XVIII, on Form T-1*
25.7	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XIX, on Form T-1*
25.8	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XX, on Form T-1*
25.9	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XVI, on Form T-1*
25.10	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XVII, on Form T-1*
25.11	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XVIII, on Form T-1*
25.12	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XIX, on Form T-1*
25.13	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XX, on Form T-1*

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25.14	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.47
25.15	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.50
25.16	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.52
25.17	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.55
25.18	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.60
25.19	Statement of Eligibility of Deutsche Bank Trust Company Americas, as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.64
25.20	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.67
25.21	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.72
25.22	Statement of Eligibility of Deutsche Bank Trust Company Americas, as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.58
25.23	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.142
25.24	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust I
25.25	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust II
25.26	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust III
25.27	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust IV
25.28	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust V
25.29	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust VI
25.30	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust VII
25.31	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust VIII
25.32	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust X
25.33	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust XI

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25.53	Statement of Eligibility of The Bank of New York Mellon, as Guarantee Trustee, on Form T-1, with respect to the HITS Guarantee Agreement for the benefit of the holders of capital securities of BAC Capital Trust XIV
25.54	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee, on Form T-1, with respect to the Capital Securities Guarantee Agreement for the benefit of the holders of capital securities of BAC Capital Trust XV
25.55	Statement of Eligibility of The Bank of New York Mellon, as Guarantee Trustee, on Form T-1, with respect to the Guarantee Agreement for the benefit of the holders of capital securities of NB Capital Trust II
25.56	Statement of Eligibility of The Bank of New York Mellon, as Guarantee Trustee, on Form T-1, with respect to the Guarantee Agreement for the benefit of the holders of capital securities of NB Capital Trust III
25.57	Statement of Eligibility of The Bank of New York Mellon, as Guarantee Trustee, on Form T-1, with respect to the Guarantee Agreement for the benefit of the holders of capital securities of NB Capital Trust IV
25.58	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.162
25.59	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.163
25.60	Statement of Eligibility of The Bank of New York Mellon, as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.164
25.61	Statement of Eligibility of The Bank of New York Mellon, as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.165

* Previously filed

** To be filed as an exhibit to a Current Report on Form 8-K at the time of a particular offering and incorporated herein by reference.

Item 17. Undertakings.

We hereby undertake:

(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;

(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 Securities and Exchange Commission (the "SEC") pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent 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 (i), (ii) and (iii) above do not apply if 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 (the "Exchange Act") that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

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- (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.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
- (i) each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of this registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) any free writing prospectus relating to the offering prepared by or on behalf of an undersigned Registrant or used or referred to by the undersigned Registrant;
 - (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
 - (iv) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.
- We hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of our annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

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Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers, and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC 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 our payment for expenses incurred or paid by one of our directors, officers, or controlling persons 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, we 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.

We hereby undertake to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"), in accordance with the rules and regulations prescribed by the SEC under Section 305(b)(2) of the Trust Indenture Act.

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
*	Director	September 30, 2011
_____ Monica C. Lozano		
*	Director	September 30, 2011
_____ Thomas J. May		
	Director	September , 2011
_____ Donald E. Powell		
*	Director	September 30, 2011
_____ Charles O. Rossotti		
	Director	September , 2011
_____ Robert W. Scully		

*By: _____ /s/ TERESA M. BRENNER
Teresa M. Brenner
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST I

By: / S / TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: / S / LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: / S / ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST II

By: / S / TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: / S / LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: / S / ANGELA C. JONES
Angela C. Jones
Regular Trustee

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST III

By: _____ /s/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: _____ /s/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: _____ /s/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST IV

By: _____ /s/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: _____ /s/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: _____ /s/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST V

By: _____ /s/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: _____ /s/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: _____ /s/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST VI

By: /S/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: /S/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: /S/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST VII

By: /S/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: /S/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: /S/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST VIII

By: /S/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: /S/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: /S/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST X

By: /S/ **TIMOTHY L. PRATT**
Timothy L. Pratt
Regular Trustee

By: /S/ **LEONOR SUAREZ**
Leonor Suarez
Regular Trustee

By: /S/ **ANGELA C. JONES**
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST XI

By: /S/ **TIMOTHY L. PRATT**
Timothy L. Pratt
Regular Trustee

By: /S/ **LEONOR SUAREZ**
Leonor Suarez
Regular Trustee

By: /S/ **ANGELA C. JONES**
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST XII

By: /S/ **TIMOTHY L. PRATT**
Timothy L. Pratt
Regular Trustee

By: /S/ **LEONOR SUAREZ**
Leonor Suarez
Regular Trustee

By: /S/ **ANGELA C. JONES**
Angela C. Jones
Regular Trustee

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST XVI

By: /S/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: /S/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: /S/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST XVII

By: /S/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: /S/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: /S/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST XVIII

By: /S/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: /S/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: /S/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST XIX

By: _____ /s/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: _____ /s/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: _____ /s/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

BAC CAPITAL TRUST XX

By: _____ /s/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: _____ /s/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: _____ /s/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

NB CAPITAL TRUST II

By: _____ /s/ TIMOTHY L. PRATT
Timothy L. Pratt
Regular Trustee

By: _____ /s/ LEONOR SUAREZ
Leonor Suarez
Regular Trustee

By: _____ /s/ ANGELA C. JONES
Angela C. Jones
Regular Trustee

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

NB CAPITAL TRUST III

By: /s/ **TIMOTHY L. PRATT**
Timothy L. Pratt
Regular Trustee

By: /s/ **LEONOR SUAREZ**
Leonor Suarez
Regular Trustee

By: /s/ **ANGELA C. JONES**
Angela C. Jones
Regular Trustee

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on September 30, 2011.

NB CAPITAL TRUST IV

By: /s/ **TIMOTHY L. PRATT**
Timothy L. Pratt
Regular Trustee

By: /s/ **LEONOR SUAREZ**
Leonor Suarez
Regular Trustee

By: /s/ **ANGELA C. JONES**
Angela C. Jones
Regular Trustee

EXHIBIT INDEX

Exhibit Number	Description
1.1	Form of Underwriting Agreement for Debt Securities, incorporated herein by reference to Exhibit 1.1 of the Bank of America Corporation's (the "Company") Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
1.2	Form of Underwriting Agreement for Preferred Stock, incorporated herein by reference to Exhibit 1.2 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
1.3	Form of Underwriting Agreement for Common Stock, incorporated herein by reference to Exhibit 1.3 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
1.4	Form of Underwriting Agreement for Depositary Shares*
1.5	Form of Underwriting Agreement for Warrants and Units, incorporated herein by reference to Exhibit 1.4 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
1.6	Form of Underwriting Agreement for Purchase Contracts**
1.7	Form of Underwriting Agreement for Trust Securities, incorporated herein by reference to Exhibit 1.6 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
1.8	Distribution Agreement dated as of April 10, 2008, between Bank of America Corporation, Banc of America Securities LLC, and Banc of America Investment Services, Inc., incorporated herein by reference to Exhibit 1.1 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 15, 2008
1.9	Letter agreement dated January 2, 2009, between Bank of America Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and First Republic Securities Company, LLC*
1.10	Form of Supplement to Series L Distribution Agreement, between Bank of America Corporation, Banc of America Securities LLC, Banc of America Investment Services, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and First Republic Securities Company, LLC*
4.1	Amended and Restated Certificate of Incorporation of Bank of America Corporation, including Certificates of Designation and other descriptions of outstanding series of Preferred Stock, incorporated herein by reference to Exhibit 3(a) of the Company's Quarterly Report on Form 10-Q (File No. 1-6523) for the quarter ended March 31, 2010
4.2	Amended and Restated Bylaws of Bank of America Corporation, incorporated herein by reference to Exhibit 3(b) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.3	Indenture dated as of January 1, 1995 (for senior debt securities), between NationsBank Corporation and BankAmerica National Trust Company, as trustee (the "Senior Indenture"), incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3 (Registration No. 33-57533)
4.4	Successor Trustee Agreement effective December 15, 1995, between NationsBank Corporation and First Trust of New York, National Association (now U.S. Bank Trust National Association), as successor trustee to BankAmerica National Trust Company, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-07229)
4.5	First Supplemental Indenture dated as of September 18, 1998, among NationsBank Corporation, NationsBank (DE) Corporation and U.S. Bank Trust National Association, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 18, 1998

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<u>Exhibit Number</u>	<u>Description</u>
4.6	Second Supplemental Indenture dated as of May 7, 2001, among Bank of America Corporation, U.S. Bank Trust National Association, as Prior Trustee, and The Bank of New York, as Successor Trustee, incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 14, 2001
4.7	Third Supplemental Indenture dated as of July 28, 2004, between Bank of America Corporation (successor to NationsBank Corporation) and The Bank of New York (successor to U.S. Bank Trust National Association), incorporated herein by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 27, 2004
4.8	Fourth Supplemental Indenture dated as of April 28, 2006, between Bank of America Corporation and The Bank of New York Trust Company, N.A. (successor to The Bank of New York), incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.9	Agreement of Appointment and Acceptance dated as of December 29, 2006, between Bank of America Corporation and The Bank of New York Trust Company, N.A. (successor trustee to The Bank of New York), incorporated herein by reference to Exhibit 4(aaa) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2006
4.10	Fifth Supplemental Indenture dated as of December 1, 2008, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York), incorporated herein by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 5, 2008
4.11	Form of Senior Registered Note, incorporated herein by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.12	Form of Global Senior Medium-Term Note, Series L*
4.13	Indenture dated as of January 1, 1995 (for subordinated debt securities), between NationsBank Corporation and The Bank of New York, as trustee (the "Subordinated Indenture"), incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 33-57533)
4.14	First Supplemental Indenture dated as of August 28, 1998, among NationsBank Corporation, NationsBank (DE) Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.8 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 18, 1998
4.15	Second Supplemental Indenture dated as of January 25, 2007, between Bank of America Corporation and The Bank of New York Trust Company, N.A., incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-4 (Registration No. 333-141361)
4.16	Form of Subordinated Registered Note, incorporated herein by reference to Exhibit 4.10 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.17	Form of Global Subordinated Medium-Term Note, Series L*
4.18	Form of Certificate for Preferred Stock, incorporated herein by reference to Exhibit 4.14 of the Corporation's Registration Statement on Form S-3 (Registration No. 333-112708)
4.19	Specimen Common Stock Certificate, incorporated herein by reference to Exhibit 4.15 of the Corporation's Registration Statement on Form S-3 (Registration No. 333-112708)
4.20	Form of Deposit Agreement*
4.21	Form of Depositary Receipt (included in Exhibit 4.20)
4.22	Form of Warrant Agreement for Universal Warrant**
4.23	Form of Warrant Agreement for Warrants Sold Alone**
4.24	Form of Warrant Agreement for Warrants Sold Attached to Debt Securities**
4.25	Form of Prepaid Unit Agreement, including form of prepaid unit certificate**
4.26	Form of Non-Prepaid Unit Agreement**

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<u>Exhibit Number</u>	<u>Description</u>
4.27	Form of Put Warrant (included in Exhibit 4.23)
4.28	Form of Call Warrant (included in Exhibit 4.23)
4.29	Form of Prepaid Purchase Contract**
4.30	Form of Non-Prepaid Purchase Contract**
4.31	Certificate of Trust of BAC Capital Trust XVI, incorporated herein by reference to Exhibit 4.28 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.32	Certificate of Trust of BAC Capital Trust XVII, incorporated herein by reference to Exhibit 4.29 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.33	Certificate of Trust of BAC Capital Trust XVIII, incorporated herein by reference to Exhibit 4.30 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.34	Certificate of Trust of BAC Capital Trust XIX, incorporated herein by reference to Exhibit 4.31 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.35	Certificate of Trust of BAC Capital Trust XX, incorporated herein by reference to Exhibit 4.32 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.36	Declaration of Trust of BAC Capital Trust XVI, incorporated herein by reference to Exhibit 4.37 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.37	Declaration of Trust of BAC Capital Trust XVII, incorporated herein by reference to Exhibit 4.38 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.38	Declaration of Trust of BAC Capital Trust XVIII, incorporated herein by reference to Exhibit 4.39 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.39	Declaration of Trust of BAC Capital Trust XIX, incorporated herein by reference to Exhibit 4.40 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.40	Declaration of Trust of BAC Capital Trust XX, incorporated herein by reference to Exhibit 4.41 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.41	Form of Amended and Restated Declaration of Trust for each BAC Capital Trust*
4.42	Restated Indenture dated as of November 1, 2001 (for junior subordinated debt securities) between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.10 of Amendment No. 1 to the Company's Registration Statement on Form S-3 (File No. 333-70984)
4.43	Form of Supplemental Indenture to be used in connection with the issuance of the Corporation's Junior Subordinated Notes, incorporated herein by reference to Exhibit 4.44 of the Corporation's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.44	Form of Capital Security (included in 4.41 above)
4.45	Form of Junior Subordinated Note (included in 4.43 above)
4.46	Form of Guarantee with respect to Capital Securities issued by the respective BAC Capital Trusts, incorporated herein by reference to Exhibit 4.47 of the Company's Registration Statement on Form S-3 (Registration Statement No. 333-133852), filed on May 5, 2006
4.47	Indenture dated as of November 1, 1992, between NationsBank Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company's Amendment No. 1 to Current Report on Form 8-K (File No. 1-6523) filed March 1, 1993

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<u>Exhibit Number</u>	<u>Description</u>
4.48	First Supplemental Indenture dated as of July 1, 1993, between NationsBank Corporation and The Bank of New York, as Trustee, to the Indenture dated as of November 1, 1992 between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K (File No. 1-6523) filed July 7, 1993
4.49	Second Supplemental Indenture dated as of August 28, 1998, among NationsBank Corporation, NationsBank (DE) Corporation and The Bank of New York, as Trustee, to the Indenture dated as of November 1, 1992 between NationsBank Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4(i) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
4.50	Indenture dated as of September 1, 1989 between NCNB Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 33-30717)
4.51	First Supplemental Indenture dated as of August 28, 1998, among NationsBank Corporation (successor to NCNB Corporation), NationsBank (DE) Corporation and The Bank of New York, as Trustee, to the Indenture dated as of September 1, 1989 between NCNB Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4(f) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
4.52	Indenture dated as of November 1, 1991, between BankAmerica Corporation and Manufacturers Hanover Trust Company of California, as Trustee, incorporated herein by reference to Exhibit 4(w) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
4.53	First Supplemental Indenture dated as of September 8, 1992, between BankAmerica Corporation and Chemical Trust Company of California (formerly known as Manufacturers Hanover Trust Company of California), as Trustee, to the Indenture dated as of November 1, 1991 between BankAmerica Corporation and Manufacturers Hanover Trust Company of California, as Trustee, incorporated herein by reference to Exhibit 4(w) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
4.54	Second Supplemental Indenture dated as of September 15, 1998, among BankAmerica Corporation, NationsBank (DE) Corporation and J.P. Morgan Trust Company, N.A. (formerly known as Chase Manhattan Bank and Trust Company, N.A. and successor to Chemical Trust Company of California), as Trustee, to the Indenture dated as of November 1, 1991 between BankAmerica Corporation and Manufacturers Hanover Trust Company of California, as Trustee, incorporated herein by reference to Exhibit 4(w) to the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 1998
4.55	Indenture dated as of October 1, 1992, between Fleet Financial Group, Inc. and The First National Bank of Chicago, as Trustee, incorporated herein by reference to Exhibit 4(d) to the Registration Statement on Form S-3/A (Registration No. 33-50216) of Fleet Financial Group, Inc.
4.56	First Supplemental Indenture dated as of November 30, 1992, between Fleet Financial Group, Inc. and The First National Bank of Chicago, as Trustee, incorporated herein by reference to Exhibit 4 to Fleet Financial Group, Inc.'s Current Report on Form 8-K (File No. 1-06366) dated November 30, 1992 and filed December 2, 1992
4.57	Second Supplemental Indenture dated as of March 18, 2004, among Bank of America Corporation, FleetBoston Financial Corporation (successor to Fleet Financial Group, Inc.), and J.P. Morgan Trust Company, N.A. (successor to The First National Bank of Chicago), as Trustee, incorporated herein by reference to Exhibit 4.59 to the Company's Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-112708)

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<u>Exhibit Number</u>	<u>Description</u>
4.58	Indenture dated as of September 29, 1992, between MBNA Corporation and Bankers Trust Company, as Trustee, incorporated herein by reference to Exhibit 4(a) to the Registration Statement on Form S-3 (Registration No. 33-95600) of MBNA Corporation
4.59	First Supplemental Indenture dated as of December 21, 2005, among Bank of America Corporation, MBNA Corporation and Deutsche Bank Trust Company Americas (successor to Bankers Trust Company), as Trustee, incorporated herein by reference to Exhibit 4.32 to the Company's Registration Statement on Form S-3ASR (Registration No. 333-130821)
4.60	Indenture dated as of February 1, 2005, among Countrywide Financial Corporation, Countrywide Home Loans, Inc. and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.58 of Countrywide Financial Corporation's Quarterly Report on Form 10-Q (File No. 1-12331-01) for the quarter ended March 31, 2006
4.61	First Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Financial Corporation, Countrywide Home Loans, Inc., and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Financial Corporation, Countrywide Home Loans, Inc., and The Bank of New York, as Trustee, dated as of February 1, 2005, incorporated herein by reference to Exhibit 4.2 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008
4.62	Second Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation), Countrywide Home Loans, Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Financial Corporation, Countrywide Home Loans, Inc., and The Bank of New York, as Trustee, dated as of February 1, 2005, incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
4.63	Third Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Home Loans, Inc. and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation), Countrywide Home Loans, Inc., and The Bank of New York, as Trustee, dated as of February 1, 2005, incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
4.64	Indenture dated as of May 16, 2006, between Countrywide Financial Corporation and The Bank of New York, as Trustee, relating to the 6.25% Subordinated Notes due May 15, 2016, incorporated herein by reference to Exhibit 4.27 to Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed May 16, 2006
4.65	First Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Financial Corporation and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture between Countrywide Financial Corporation and The Bank of New York, as Trustee, dated as of May 16, 2006, incorporated herein by reference to Exhibit 4.1 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008
4.66	Second Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture between Countrywide Financial Corporation and The Bank of New York, as Trustee, dated as of May 16, 2006, incorporated herein by reference to Exhibit 4.7 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008

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<u>Exhibit Number</u>	<u>Description</u>
4.67	Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Registration Statement on Form S-3 (Registration Nos. 33-50661 and 33-50661-01) of Countrywide Home Loans, Inc. and Countrywide Financial Corporation
4.68	Supplemental Indenture No. 1 dated as of June 15, 1995, among Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.), and The Bank of New York, as Trustee, to the Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.9 to Amendment No. 2 to the Registration Statement on Form S-3 (Registration Nos. 33-59559 and 33-59559-01) of Countrywide Financial Corporation and Countrywide Home Loans, Inc.
4.69	Second Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.), and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, dated as of January 1, 1992, incorporated herein by reference to Exhibit 4.3 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008
4.70	Third Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Home Loans, Inc. (formerly known as Countrywide Funding Corporation), Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.11 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
4.71	Fourth Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of January 1, 1992, among Countrywide Home Loans, Inc., Countrywide Financial Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.12 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
4.72	Indenture dated as of December 1, 2001, among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.25 to Countrywide Financial Corporation's Annual Report on Form 10-K (File No. 1-12331-01) for the year ended December 31, 2003
4.73	First Supplemental Indenture dated as of July 1, 2008, among Red Oak Merger Corporation, Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.), and The Bank of New York, as Trustee, dated as of December 1, 2001, incorporated herein by reference to Exhibit 4.4 of Countrywide Financial Corporation's Current Report on Form 8-K (File No. 1-12331-01) filed July 8, 2008

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<u>Exhibit Number</u>	<u>Description</u>
4.74	Second Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of December 1, 2001, among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.15 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
4.75	Third Supplemental Indenture dated as of November 7, 2008, among Bank of America Corporation, Countrywide Financial Corporation (formerly known as Red Oak Merger Corporation) and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee, to the Indenture dated as of December 1, 2001, among Countrywide Home Loans, Inc., Countrywide Financial Corporation (formerly known as Countrywide Credit Industries, Inc.) and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.16 to the Company's Current Report on Form 8-K (File No. 1-6523) filed November 10, 2008
4.76	Agreement of Resignation, Appointment and Acceptance dated as of December 10, 2008, among Bank of America Corporation, The Bank of New York Mellon (formerly The Bank of New York) and The Bank of New York Mellon Trust Company, N.A.
4.77	Certificate of Trust of BAC Capital Trust I, incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.78	Certificate of Trust of BAC Capital Trust II, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.79	Certificate of Trust of BAC Capital Trust III, incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.80	Certificate of Trust of BAC Capital Trust IV, incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.81	Certificate of Trust of BAC Capital Trust V, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.82	Certificate of Trust of BAC Capital Trust VI, incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.83	Certificate of Trust of BAC Capital Trust VII, incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.84	Certificate of Trust of BAC Capital Trust VIII, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.85	Certificate of Trust of BAC Capital Trust X, incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.86	Certificate of Trust of BAC Capital Trust XI, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.87	Certificate of Trust of BAC Capital Trust XII, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.88	Certificate of Trust of BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.25 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)

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<u>Exhibit Number</u>	<u>Description</u>
4.89	Certificate of Trust of BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.26 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.90	Certificate of Trust of BAC Capital Trust XV, incorporated herein by reference to Exhibit 4.27 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.91	Certificate of Trust of NB Capital Trust II, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.92	Certificate of Trust of NB Capital Trust III, incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.93	Certificate of Trust of NB Capital Trust IV, incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 (Registration No. 333-18273)
4.94	Declaration of Trust of BAC Capital Trust I, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.95	Declaration of Trust of BAC Capital Trust II, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.96	Declaration of Trust of BAC Capital Trust III, incorporated herein by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.97	Declaration of Trust of BAC Capital Trust IV, incorporated herein by reference to Exhibit 4.8 of the Company's Registration Statement on Form S-3 (Registration No. 333-70984)
4.98	Declaration of Trust of BAC Capital Trust V, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.99	Declaration of Trust of BAC Capital Trust VI, incorporated herein by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.100	Declaration of Trust of BAC Capital Trust VII, incorporated herein by reference to Exhibit 4.8 of the Company's Registration Statement on Form S-3 (Registration No. 333-104151)
4.101	Declaration of Trust of BAC Capital Trust VIII, incorporated herein by reference to Exhibit 4.8 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.102	Declaration of Trust of BAC Capital Trust X, incorporated herein by reference to Exhibit 4.10 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.103	Declaration of Trust of BAC Capital Trust XI, incorporated herein by reference to Exhibit 4.11 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.104	Declaration of Trust of BAC Capital Trust XII, incorporated herein by reference to Exhibit 4.12 of the Company's Registration Statement on Form S-3 (Registration No. 333-123714)
4.105	Declaration of Trust of BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.34 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.106	Declaration of Trust of BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.35 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)
4.107	Declaration of Trust of BAC Capital Trust XV, incorporated herein by reference to Exhibit 4.36 of the Company's Registration Statement on Form S-3 (Registration No. 333-133852)

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<u>Exhibit Number</u>	<u>Description</u>
4.108	Declaration of Trust of NB Capital Trust II, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.109	Declaration of Trust of NB Capital Trust III, incorporated herein by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-3 (Registration No. 333-15375)
4.110	Declaration of Trust of NB Capital Trust IV, incorporated herein by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-3 (Registration No. 333-18273)
4.111	Amended and Restated Declaration of Trust of BAC Capital Trust I dated as of December 6, 2001 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 14, 2001
4.112	Amended and Restated Declaration of Trust of BAC Capital Trust II dated as of January 24, 2002 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed January 31, 2002
4.113	Amended and Restated Declaration of Trust of BAC Capital Trust III dated as of August 2, 2002 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 9, 2002
4.114	Amended and Restated Declaration of Trust of BAC Capital Trust IV dated as of April 23, 2003 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 30, 2003
4.115	Amended and Restated Declaration of Trust of BAC Capital Trust V dated as of October 21, 2004 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 3, 2004
4.116	Amended and Restated Declaration of Trust of BAC Capital Trust VI dated as of February 24, 2005 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 9, 2005
4.117	Amended and Restated Declaration of Trust of BAC Capital Trust VII dated as of August 4, 2005 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 11, 2005
4.118	Amended and Restated Declaration of Trust of BAC Capital Trust VIII dated as of August 17, 2005 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 26, 2005
4.119	Amended and Restated Declaration of Trust of BAC Capital Trust X dated as of March 21, 2006 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 29, 2006
4.120	Amended and Restated Declaration of Trust of BAC Capital Trust XI dated as of May 15, 2006 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed May 23, 2006
4.121	Amended and Restated Declaration of Trust of BAC Capital Trust XII dated as of July 26, 2006 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 2, 2006

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<u>Exhibit Number</u>	<u>Description</u>
4.122	Amended and Restated Declaration of Trust of BAC Capital Trust XIII dated as of February 16, 2007 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.123	Amended and Restated Declaration of Trust of BAC Capital Trust XIV dated February 16, 2007 (including form of capital security), incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.124	Amended and Restated Declaration of Trust of BAC Capital Trust XV dated May 23, 2007 (including form of capital security), incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 1, 2007
4.125	Amended and Restated Declaration of Trust of NB Capital Trust II dated December 10, 1996 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 17, 1996
4.126	Amended and Restated Declaration of Trust of NB Capital Trust III dated January 22, 1997 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 3, 1997
4.127	Amended and Restated Declaration of Trust of NB Capital Trust IV dated April 15, 1997 (including form of capital security), incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 22, 1997
4.128	First Supplemental Indenture dated as of December 14, 2001 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 14, 2001
4.129	Second Supplemental Indenture dated as of January 31, 2002 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed January 31, 2002
4.130	Third Supplemental Indenture dated as of August 9, 2002 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 9, 2002
4.131	Fourth Supplemental Indenture dated as of April 30, 2003 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 30, 2003
4.132	Fifth Supplemental Indenture dated as of November 3, 2004 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 3, 2004

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<u>Exhibit Number</u>	<u>Description</u>
4.133	Sixth Supplemental Indenture dated as of March 8, 2005 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 9, 2005
4.134	Seventh Supplemental Indenture dated as of August 10, 2005 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 11, 2005
4.135	Eighth Supplemental Indenture dated as of August 25, 2005 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 26, 2005
4.136	Tenth Supplemental Indenture dated as of March 28, 2006 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 29, 2006
4.137	Eleventh Supplemental Indenture dated as of May 23, 2006 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed May 23, 2006
4.138	Twelfth Supplemental Indenture dated as of August 2, 2006 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York, as Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 2, 2006
4.139	Thirteenth Supplemental Indenture dated as of February 16, 2007 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York Trust Company, N.A., as successor Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.140	Fourteenth Supplemental Indenture dated as of February 16, 2007 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York Trust Company, N.A., as successor Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.7 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.141	Fifteenth Supplemental Indenture dated as of May 31, 2007 (including form of junior subordinated note) between Bank of America Corporation and The Bank of New York Trust Company, N.A., as successor Trustee, to the Restated Indenture dated as of November 1, 2001 between Bank of America Corporation and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 1, 2007

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<u>Exhibit Number</u>	<u>Description</u>
4.142	Indenture dated as of November 27, 1996 between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.10 of the Company's Amendment No. 2 to Registration Statement on Form S-3 (Registration No. 333-15375)
4.143	Second Supplemental Indenture dated as of December 17, 1996 (including form of junior subordinated note) between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 17, 1996
4.144	Third Supplemental Indenture dated as of February 3, 1997 (including form of junior subordinated note) between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 3, 1997
4.145	Fourth Supplemental Indenture dated as of April 22, 1997 (including form of junior subordinated note) between NationsBank Corporation and The Bank of New York, incorporated herein by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 22, 1997
4.146	Capital Securities Guarantee Agreement with respect to BAC Capital Trust I, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed December 14, 2001
4.147	Capital Securities Guarantee Agreement with respect to BAC Capital Trust II, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed January 31, 2002
4.148	Capital Securities Guarantee Agreement with respect to BAC Capital Trust III, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 9, 2002
4.149	Capital Securities Guarantee Agreement with respect to BAC Capital Trust IV, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed April 30, 2003
4.150	Capital Securities Guarantee Agreement with respect to BAC Capital Trust V, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed November 3, 2004
4.151	Capital Securities Guarantee Agreement with respect to BAC Capital Trust VI, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 9, 2005
4.152	Capital Securities Guarantee Agreement with respect to BAC Capital Trust VII, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 11, 2005
4.153	Capital Securities Guarantee Agreement with respect to BAC Capital Trust VIII, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 26, 2005
4.154	Capital Securities Guarantee Agreement with respect to BAC Capital Trust X, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed March 29, 2006
4.155	Capital Securities Guarantee Agreement with respect to BAC Capital Trust XI, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed May 23, 2006
4.156	Capital Securities Guarantee Agreement with respect to BAC Capital Trust XII, incorporated herein by reference to Exhibit 4.5 of the Company's Current Report on Form 8-K (File No. 1-6523) filed August 2, 2006
4.157	HITS Guarantee Agreement with respect to BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.12 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.158	HITS Guarantee Agreement with respect to BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.13 of the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007

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<u>Exhibit Number</u>	<u>Description</u>
4.159	Capital Securities Guarantee Agreement with respect to BAC Capital Trust XV, incorporated herein by reference to Exhibit 4.6 of the Company's Current Report on Form 8-K (File No. 1-6523) filed June 1, 2007
4.160	Form of Guarantee Agreement with respect to NB Capital Trust II, incorporated herein by reference to Exhibit 4.15 of the Company's Amendment No. 2 to Registration Statement on Form S-3 (Registration No. 333-15375)
4.161	Form of Guarantee Agreement with respect to NB Capital Trust III and NB Capital Trust IV, incorporated herein by reference to Exhibit 4.12 of the Company's Registration Statement on Form S-3 (Registration No. 333-18273)
4.162	Amended and Restated Senior Indenture dated as of July 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee (the "Amended and Restated Senior Indenture"), incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 333-65750)
4.163	Amended and Restated Subordinated Indenture dated as of July 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee (the "Amended and Restated Subordinated Indenture"), incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (Registration No. 333-65750)
4.164	Restated Senior Indenture dated as of January 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee, incorporated herein by reference to Exhibit 4.1 of the Company's Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-47222)
4.165	Restated Subordinated Indenture dated as of January 1, 2001 between Bank of America Corporation and The Bank of New York, as trustee, incorporated herein by reference to Exhibit 4.2 of the Company's Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 333-47222)
4.166	Stock Purchase Contract Agreement, dated as of February 16, 2007 with respect to capital securities of BAC Capital Trust XIII, incorporated herein by reference to Exhibit 4.8 to the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.167	Stock Purchase Contract Agreement, dated as of February 16, 2007 with respect to capital securities of BAC Capital Trust XIV, incorporated herein by reference to Exhibit 4.9 to the Company's Current Report on Form 8-K (File No. 1-6523) filed February 16, 2007
4.168	Sixth Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A.(successor to The Bank of New York), supplementing the Senior Indenture, incorporated herein by reference to Exhibit 4(ee) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.169	Third Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A.(successor to The Bank of New York), supplementing the Subordinated Indenture, incorporated herein by reference to Exhibit 4(ff) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.170	First Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York), supplementing the Amended and Restated Senior Indenture, incorporated herein by reference to Exhibit 4(gg) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
4.171	First Supplemental Indenture dated as of February 23, 2011, between Bank of America Corporation and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York), supplementing the Amended and Restated Subordinated Indenture, incorporated herein by reference to Exhibit 4(hh) of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010

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Exhibit Number	Description
4.172	Agreement of Resignation, Appointment and Acceptance, dated as of January 1, 2009, among Bank of America Corporation (successor in interest to Countrywide Financial Corporation), as issuer; the Bank of New York Mellon, as the resigning trustee, and Deutsche Bank Trust Company Americas, as successor trustee, relating to the Indenture dated as of May 16, 2006, as supplemented by the First Supplemental Indenture dated July 1, 2008, among Countrywide Financial Corporation, Bank of America Corporation and The Bank of New York Mellon, as further supplemented by the Second Supplemental Indenture dated November 7, 2008, among Countrywide Financial Corporation, Bank of America Corporation and The Bank of New York Mellon
4.173	Certificate of Designations with respect to the 6% Cumulative Perpetual Preferred Stock, Series T, incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 1-6523) filed September 1, 2011
5.1	Opinion of McGuireWoods LLP, regarding legality of securities being registered*
5.2	Opinion of Richards, Layton & Finger, P.A.*
5.3	Opinion of McGuireWoods LLP, regarding legality of securities of Bank of America Corporation being registered
5.4	Opinion of Richards, Layton & Finger, P.A. regarding legality of securities of BAC Capital Trust I, BAC Capital Trust II, BAC Capital Trust III, BAC Capital Trust IV, BAC Capital Trust V, BAC Capital Trust VI, BAC Capital Trust VII, BAC Capital Trust VIII, BAC Capital Trust X, BAC Capital Trust XI, BAC Capital Trust XII, BAC Capital Trust XIII, BAC Capital Trust XIV, BAC Capital Trust XV, NB Capital Trust II, NB Capital Trust III and NB Capital Trust IV
8.1	Opinion of Morrison & Foerster LLP*
12.1	Calculation of Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Fixed Charges and Preferred Dividends, incorporated herein by reference to Exhibit 12 of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2008
12.2	Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Fixed Charges and Preferred Dividends, incorporated herein by reference to Exhibit 12 of the Company's Annual Report on Form 10-K (File No. 1-6523) for the year ended December 31, 2010
12.3	Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Fixed Charges and Preferred Dividends, incorporated herein by reference to Exhibit 12 of each of the Company's Quarterly Reports on Form 10-Q (File No. 1-6523) for the quarters ended March 31, 2011 and June 30, 2011
23.1	Consent of McGuireWoods LLP (included in Exhibit 5.1)
23.2	Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.2)
23.3	Consent of Morrison & Foerster LLP (included in Exhibit 8.1)
23.4	Consent of PricewaterhouseCoopers LLP
23.5	Consent of Deloitte & Touche LLP*
23.6	Consent of McGuireWoods LLP (included in Exhibit 5.3)
23.7	Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.4)
24.1	Power of Attorney*
24.2	Certified Resolutions*
25.1	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.3*
25.2	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.13*
25.3	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee under the Restated Indenture (Junior Subordinated Notes), on Form T-1, with respect to the Indenture described above in Exhibit 4.42*
25.4	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XVI, on Form T-1*

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<u>Exhibit Number</u>	<u>Description</u>
25.5	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XVII, on Form T-1*
25.6	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XVIII, on Form T-1*
25.7	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XIX, on Form T-1*
25.8	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee under the Amended and Restated Declaration of Trust of BAC Capital Trust XX, on Form T-1*
25.9	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XVI, on Form T-1*
25.10	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XVII, on Form T-1*
25.11	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XVIII, on Form T-1*
25.12	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XIX, on Form T-1*
25.13	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Guarantee Trustee under the Capital Securities Guarantee of Bank of America Corporation for the benefit of the holders of Capital Securities of BAC Capital Trust XX, on Form T-1*
25.14	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.47
25.15	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.50
25.16	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.52
25.17	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.55
25.18	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.60
25.19	Statement of Eligibility of Deutsche Bank Trust Company Americas, as Subordinated Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.64
25.20	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.67
25.21	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.72

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<u>Exhibit Number</u>	<u>Description</u>
25.22	Statement of Eligibility of Deutsche Bank Trust Company Americas, as Senior Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.58
25.23	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.142
25.24	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust I
25.25	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust II
25.26	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust III
25.27	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust IV
25.28	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust V
25.29	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust VI
25.30	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust VII
25.31	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust VIII
25.32	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust X
25.33	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust XI
25.34	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust XII
25.35	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust XIII
25.36	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust XIV
25.37	Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A., as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of BAC Capital Trust XV
25.38	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of NB Capital Trust II
25.39	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of NB Capital Trust III
25.40	Statement of Eligibility of The Bank of New York Mellon, as Property Trustee, on Form T-1, with respect to the Amended and Restated Declaration of Trust of NB Capital Trust IV

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<u>Exhibit Number</u>	<u>Description</u>
25.60	Statement of Eligibility of The Bank of New York Mellon, as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.164
25.61	Statement of Eligibility of The Bank of New York Mellon, as Trustee, on Form T-1, with respect to the Indenture described above in Exhibit 4.165

* Previously filed
** To be filed as an exhibit to a Current Report on Form 8-K at the time of a particular offering and incorporated herein by reference.

AGREEMENT OF RESIGNATION, APPOINTMENT AND ACCEPTANCE

This Agreement of Resignation, Appointment and Acceptance (this "Agreement"), dated as of December 10, 2008, is made by and among Bank of America Corporation, a Delaware corporation (the "Issuer"), The Bank of New York Mellon (formerly The Bank of New York), a New York banking corporation (the "Bank") and The Bank of New York Mellon Trust Company, N.A., a national banking association duly organized and existing under the laws of the United States and having its principal office in Los Angeles, California ("Trust Company").

RECITALS

WHEREAS, Countrywide Financial Corporation, a Delaware corporation ("CFC"), Countrywide Home Loans, Inc., a New York corporation ("CHL") and the Bank entered into those indentures as are more particularly described in Exhibit A (each an "Indenture" and collectively the "Indentures") under which the Bank was appointed to act as trustee, paying agent, and securities registrar (collectively referred to herein as the "Trustee") in connection with the debt securities issued pursuant to the terms of the applicable Indenture (the "Securities");

WHEREAS, CFC and the Issuer entered into a Stock Purchase Agreement dated November 7, 2008, pursuant to which CFC sold to the Issuer substantially all of CFC's assets (the "Stock Purchase");

WHEREAS, CHL and the Issuer entered into an Asset Purchase Agreement dated November 7, 2008, pursuant to which CHL sold to the Issuer substantially all of CHL's assets (the "Asset Purchase", and together with the Stock Purchase, the "Acquisitions");

WHEREAS, the Acquisitions were consummated on November 7, 2008;

WHEREAS, in connection with the Acquisitions, the Issuer assumed by supplemental indentures all of CFC's and CHL's obligations pursuant to each Indenture;

WHEREAS, as required by the terms of the Indentures, the Bank provided notice to the Issuer of its desire to resign as Trustee under each Indenture and its recommendation that Trust Company be appointed as successor Trustee under each Indenture; and

WHEREAS, the Board of Directors of the Issuer has authorized and directed the authorized officers of the Issuer to appoint Trust Company as the successor to the Bank as Trustee under each Indenture, and Trust Company desires to accept such appointment as the successor to the Bank as Trustee under each Indenture.

NOW, THEREFORE, the Issuer, the Bank and Trust Company, for and in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, hereby consent and agree as follows:

ARTICLE

RESIGNATION OF THE BANK

SECTION 1.01. Pursuant to the terms of each Indenture, the Bank has provided written notice to the Issuer that the Bank is resigning as the Trustee under the Indentures. The Bank hereby relinquishes and surrenders all obligations, duties, rights and interests with respect to all series of Securities issued under the terms of the each Indenture and outstanding as of the date hereof, including any obligations, duties, rights or interests arising in connection with the Bank's role as paying agent, registrar or other agent of the Issuer with respect to any such series of Securities.

SECTION 1.02. The Bank hereby assigns, transfers, delivers and confirms to the Trust Company all right, title and interest of the Bank under the Indentures and all the rights, powers, duties, obligations and trusts of the Trustee pursuant to the Indentures. The Bank shall execute and deliver such further instruments and shall do such other things as the Trust Company may reasonably require so as to more fully and certainly vest and confirm in the Trust Company all the rights, powers, duties, obligations and trusts hereby assigned, transferred, delivered and confirmed to the Trust Company as the Trustee.

SECTION 1.03. The Bank hereby agrees that, on behalf of the Corporation, it will provide notice of its resignation as Trustee under each of the Indentures to all holders of the Securities outstanding under each Indenture and will provide copies of such notices to the Issuer.

ARTICLE II

APPOINTMENT OF SUCCESSOR TRUSTEE

SECTION 2.01. The Issuer hereby appoints Trust Company to serve as Trustee under the terms of each Indenture with like effect as if originally named as Trustee under each Indenture.

SECTION 2.02. Trust Company hereby accepts the Issuer's appointment to serve as Trustee under the terms of each Indenture and accepts and assumes the rights, powers, duties, obligations and trusts of the Bank under each Indenture, upon the terms and conditions set forth therein, with like effect as if originally named as Trustee under each Indenture.

SECTION 2.03. The Issuer and Trust Company acknowledge that all conditions relating to the appointment of Trust Company as the successor to the Bank as Trustee under each Indenture have been met by the Issuer, except that the Bank has agreed to deliver notice of its resignation to all securities holders, on behalf of the Issuer, as required under the terms of the Indentures.

ARTICLE III

REPRESENTATIONS AND WARRANTIES

SECTION 3.01. The Issuer represents and warrants that it is a corporation duly organized and validly existing under the laws of Delaware and that it has the corporate power and authority to enter into and perform this Agreement.

SECTION 3.02. Trust Company represents and warrants that it is a national association duly organized and validly existing under the applicable laws of the United States of America and that it has the corporate power and authority to enter into and perform this Agreement. Trust Company further represents and warrants that it is qualified to perform the duties and services as Trustee under each Indenture and has no reason to believe that it will be or become unqualified to act in any such capacity.

SECTION 3.03. The Bank represents and warrants that it is a banking corporation duly organized and validly existing under the laws of New York and that it has the corporate power and authority to enter into and perform this Agreement.

ARTICLE IV

MISCELLANEOUS

SECTION 4.01. This Agreement shall be effective as of 12:01 A.M. Eastern Standard Time on the date first written above; provided however, that the resignation of the Bank as Trustee under the Indentures and the appointment of Trust Company as Trustee under the Indentures, shall be effective ten (10) business days after the date first written above.

SECTION 4.02. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

SECTION 4.03. This Agreement may be executed in any number of counterparts each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

SECTION 4.04. The persons signing this Agreement on behalf of the Issuer, the Bank and Trust Company are duly authorized to execute it on behalf of the relevant party.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and acknowledged all as of the day and year first above written.

Bank of America Corporation

By: /s/ B. KENNETH BURTON, JR.
Name: B. Kenneth Burton, Jr.
Title: Senior Vice President

The Bank of New York Trust Company, N.A.

By: /s/ TINA GONZALEZ
Name: Tina Gonzalez
Title: Assistant Vice President

The Bank of New York Mellon

By: /s/ RAFAEL E. MIRANDA
Name: Rafael E. Miranda
Title: Vice President

EXHIBIT A

Indentures

1. Indenture between Issuer (as successor in interest to CFC and CHL) and the Bank, as trustee, dated as of February 1, 2005, as supplemented by the First Supplemental Indenture dated July 1, 2008, the Second Supplemental Indenture dated November 7, 2008 and the Third Supplemental Indenture dated November 7, 2008.
2. Indenture between Issuer (as successor in interest to CFC and CHL) and the Bank, as trustee, dated as of January 1, 1992, as supplemented by First Supplemental Indenture dated as of June 15, 1995, the Second Supplemental Indenture dated July 1, 2008, the Third Supplemental Indenture dated November 7, 2008 and the Fourth Supplemental Indenture dated November 7, 2008.
3. Indenture between Issuer (as successor in interest to CFC and CHL) and the Bank, as trustee, dated as of December 1, 2001, as supplemented by the First Supplemental Indenture dated July 1, 2008, the Second Supplemental Indenture dated November 7, 2008 and the Third Supplemental Indenture dated November 7, 2008.

AGREEMENT OF RESIGNATION, APPOINTMENT AND ACCEPTANCE, dated as of January 12, 2009 (the "Agreement") by and among BANK OF AMERICA CORPORATION (successor in interest to Countrywide Financial Corporation, a Delaware corporation ("CFC")), a Delaware corporation (the "Company"), in its capacity as issuer under the Indenture (as hereinafter defined), THE BANK OF NEW YORK MELLON, a New York banking corporation (the "Resigning Trustee"), in its capacity as the Trustee under the Indenture, and DEUTSCHE BANK TRUST COMPANY AMERICAS, a New York banking corporation (the "Successor Trustee"), in its capacity as successor Trustee under the Indenture.

RECITALS:

WHEREAS, there are authorized and issued \$1,000,000,000 in aggregate liquidation amount of the 6.25% Subordinated Debt Securities due May 15, 2016 (the "Securities") under an Indenture dated as of May 16, 2006, as supplemented by the First Supplemental Indenture dated July 1, 2008, among CFC, the Company and the Resigning Trustee, as further supplemented by the Second Supplemental Indenture dated as of November 7, 2008 by and among CFC, the Company and the Resigning Trustee (collectively, the "Indenture");

WHEREAS, Section 609(b) of the Indenture provides that the Trustee may at any time resign by giving written notice of such resignation to the Company;

WHEREAS, Section 609(a) of the Indenture provides that the Trustee's resignation shall be effective upon the acceptance by a successor Trustee of its appointment as a successor Trustee;

WHEREAS, Section 610(a) of the Indenture provides that any successor Trustee appointed in accordance with the Indenture shall execute, acknowledge and deliver to the Company and to its predecessor Trustee an instrument accepting such appointment under the Indenture, and thereupon the resignation of the predecessor Trustee shall become effective and such successor Trustee, without any further act, deed or conveyance, shall become vested with all rights, powers, trusts and duties of the predecessor Trustee;

WHEREAS, the Resigning Trustee served as the Trustee, the Security Registrar and the Paying Agent under the Indenture;

WHEREAS, the Resigning Trustee gave notice to the Company on September 20, 2008 of its intent to resign as Trustee under the Indenture a copy of which notice is attached hereto as Exhibit A;

WHEREAS, the Resigning Trustee has notified the Company that the Resigning Trustee is resigning as the Trustee, Security Registrar and Paying Agent under the Indenture;

WHEREAS, the Company desires to appoint the Successor Trustee as the Trustee pursuant to Section 609(e) of the Indenture and intends that the Successor Trustee assume the capacities of Trustee, Security Registrar and Paying Agent under the Indenture and succeed the Resigning Trustee under the Indenture; and

WHEREAS, the Successor Trustee is willing to accept such appointment as the successor Trustee, including the capacities of Security Registrar and Paying Agent under the Indenture;

NOW, THEREFORE, the Company, the Resigning Trustee and the Successor Trustee, for and in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby consent and agree as follows:

ARTICLE ONE
THE RESIGNING TRUSTEE

Section 101. Pursuant to Section 609(b) of the Indenture, the Resigning Trustee has notified the Company that the Resigning Trustee is resigning as the Trustee, Security Registrar and Paying Agent under the Indenture.

Section 102. The Resigning Trustee hereby represents and warrants to the Successor Trustee that:

- (a) No covenant or condition contained in the Indenture has been waived by the Resigning Trustee or, to the best of the knowledge of the responsible officers of the Resigning Trustee's corporate trust department, by the Holders of the percentage in aggregate principal amount of the Securities required by the Indenture to effect any such waiver.
- (b) There is no action, suit or proceeding pending or, to the best of the knowledge of the responsible officers assigned to the Resigning Trustee's corporate trust department, threatened against the Resigning Trustee before any court or any governmental authority arising out of any action or omission by the Resigning Trustee as the Trustee under the Indenture.
- (c) The Resigning Trustee has not received any notice of an Event of Default, and to the best of the knowledge of the responsible officers assigned to the Resigning Trustee's corporate trust department, there exists no Event of Default, nor event which with the passage of time, or giving of notice, or both, would constitute an Event of Default.
- (d) Pursuant to Section 303 of the Indenture, the Resigning Trustee duly authenticated and delivered \$1,000,000,000 aggregate principal amount of Securities, all of which are outstanding as of the Effective Date (as defined in Section 402 hereof).
- (e) The Resigning Trustee has not received any and, to the best of the knowledge of the responsible officers assigned to the Resigning Trustee's corporate trust department, no Reset Notice has been issued as contemplated by Section 307(b) of the Indenture.
- (f) Each person who so authenticated the Securities was duly elected, qualified and acting as an officer of the Resigning Trustee and empowered to authenticate the Securities at the respective times of such authentication and the signature of such

person or persons appearing on such Securities is each such person's genuine signature.

(g) The Resigning Trustee has not received any notice of redemption as set forth in Section 1104 of the Indenture.

(h) This Agreement has been duly authorized, executed and delivered on behalf of the Resigning Trustee.

Section 103. The Resigning Trustee hereby assigns, transfers, delivers and confirms to the Successor Trustee all right, title and interest of the Resigning Trustee in and to the trust under the Indenture and all the rights, powers and trusts of the Trustee, the Security Registrar and the Paying Agent under the Indenture. The Resigning Trustee shall execute and deliver such further instruments and shall do such other things as the Successor Trustee may reasonably require so as to more fully and certainly vest and confirm in the Successor Trustee all the rights, trusts and powers hereby assigned, transferred, delivered and confirmed to the Successor Trustee as the Trustee, Security Registrar and Paying Agent.

Section 104. The Resigning Trustee shall deliver to the Successor Trustee, as of or immediately after the Effective Date, all of the documents listed on Exhibit B attached hereto.

Section 105. The Resigning Trustee agrees to investigate from time to time as the Successor Trustee may reasonably request, at the expense of the Company, the completeness or accuracy of any information in the Securities Register which relates to any transaction occurring prior to the appointment of the Successor Trustee as Security Registrar for the Securities.

ARTICLE TWO
THE COMPANY

Section 201. The Company hereby accepts the resignation of Resigning Trustee as Trustee, Paying Agent and Security Registrar under the Indenture with respect to all Securities heretofore or hereafter authenticated and delivered pursuant thereto.

Section 202. The Company hereby appoints the Successor Trustee as Trustee, Paying Agent and Security Registrar under the Indenture with respect to all Securities heretofore authenticated and delivered pursuant thereto, to succeed to, and hereby vests the Successor Trustee with, all the rights, powers, trusts and duties of the Resigning Trustee under the Indenture as Trustee, Paying Agent and Security Registrar from the effective date of its appointment forward. The Company shall execute and deliver such further instruments and shall do such other things as the Successor Trustee may reasonably require so as to more fully and shall certainly vest and confirm in the Successor Trustee all the rights, trusts and powers hereby assigned, transferred, delivered and confirmed to the Successor Trustee.

Section 203. Attached as Exhibit C is a Certification of the Secretary or Assistant Secretary of the Company certifying as to the resolutions adopted by the Board of Directors of the Company relating to this Agreement and the transactions relating hereto and which are in full force and effect on the date hereof.

Section 204. The Company acknowledges that in accordance with Section 326 of the USA Patriot Act, the Successor Trustee, like all financial institutions and in order to help fight the funding of terrorism and money laundering, it is required to obtain, verify, and record information that identifies each person or legal entity that establishes a relationship or opens an account with the Successor Trustee. The Company agrees that it will provide the Successor Trustee with such information as it may request in order for the Successor Trustee to satisfy the requirements of the USA Patriot Act.

Section 205. The Company hereby represents and warrants to the Resigning Trustee and Successor Trustee that:

- (a) The Company is a corporation duly and validly organized and existing pursuant to the laws of Delaware.
- (b) The Indenture was validly and lawfully executed and delivered by the Company; the Indenture is in full force and effect, and the Securities are validly issued securities of the Company.
- (c) The Company has performed or fulfilled prior to the date hereof, and will continue to perform and fulfill after the date hereof, each covenant, agreement, condition, obligation and responsibility under the Indenture.
- (d) The next Interest Payment Date is May 15, 2009, covering a full 180-day interest period beginning on November 15, 2008 and ending on May 14, 2008, and such payment is not subject to an Extension Period.
- (e) No event has occurred and is continuing which is, or after notice or lapse of time would become, a Default or an Event of Default under Sections 503 and 501, respectively, of the Indenture.
- (f) No Interest Rate Reset Notice has been issued as contemplated by Section 307(b) of the Indenture.
- (g) No covenant or condition contained in the Indenture has been waived by either the Company or, to the best of the Company's knowledge, by Holders of the percentage in aggregate principal amount of the Securities required to effect any such waiver.
- (h) There is no action, suit or proceeding pending or, to the best of the Company's knowledge, threatened against the Company before any court or any governmental authority arising out of any action or omission by the Company under the Indenture.
- (i) The Resigning Trustee is the sole Paying Agent under the Indenture.
- (j) This Agreement has been duly authorized, executed and delivered on behalf of the Company and constitutes its legal, valid and binding obligation.
- (k) The Company has not given and not requested the Resigning Trustee to give any notice of redemption, as set forth in Section 1104 of the Indenture.

(l) No Exchange Rate Agent has been appointed pursuant to the Indenture.

(m) All conditions precedent relating to the appointment of the Successor Trustee, as successor Trustee, Paying Agent and Security Registrar under the Indenture have been complied with by the Company.

Section 206. The Company hereby covenants and agrees that it shall, promptly upon the Effective Date, deliver to each Holder, a Notice of Appointment of Successor Trustee, in the form attached hereto as Exhibit D.

ARTICLE THREE
THE SUCCESSOR TRUSTEE

Section 301. The Successor Trustee hereby represents and warrants to the Resigning Trustee that:

(a) The Successor Trustee is qualified under the provisions of Section 608 of the Indenture to act as the Trustee under the Indenture.

(b) This Agreement has been duly authorized, executed and delivered on behalf of the Successor Trustee.

Section 302. The Successor Trustee hereby accepts its appointment as the successor Trustee, including the attendant capacities of Security Registrar and Paying Agent under the Indenture and accepts the rights, powers, trusts and duties of the Resigning Trustee as the Trustee under the Indenture, upon the terms and conditions set forth therein, with like effect as if originally named as the Trustee under the Indenture.

Section 303. References in the Indenture to “Corporate Trust Office” or other similar terms shall be deemed to refer to the Corporate Trust Office of the Successor Trustee at 60 Wall Street, 27th Floor, New York, New York 10005, Attention: Trust and Securities Services, or any other office of the Successor Trustee at which, at any particular time, its corporate trust business shall be administered.

Section 304. Promptly after the execution and delivery of this Agreement, the Successor Trustee, on behalf of the Company, shall cause a notice to be sent to all Holders in the manner provided in Section 1506 of the Indenture.

ARTICLE FOUR
MISCELLANEOUS

Section 401. Except as otherwise expressly provided herein or unless the context otherwise requires, all capitalized terms used herein but not defined which are defined in the Indenture shall have the meaning assigned to them in the Indenture.

Section 402. This Agreement and the resignation, appointment and acceptance effected hereby shall be effective as of the opening of business on the date first written above; provided however, that the resignation of the Resigning Trustee as Trustee, Security Registrar and Paying Agent under the Indenture and the appointment of the Successor Trustee as Trustee, Security

Registrar and Paying Agent under the Indenture shall be effective ten (10) days after the date first written above (the “Effective Date”).

Section 403. The Successor Trustee hereby requests that all notices to the Successor Trustee hereunder or under the Indenture be delivered to the Corporate Trust Office and also be delivered to the Successor Trustee at Deutsche Bank National Trust Company, Trust & Securities Services, 25 DeForest Avenue, 2nd Floor, Mail Stop SUM01-0105, Summit, New Jersey 07901; Telecopy: (732) 578-4635.

Section 404. It is understood and agreed by the parties hereto that the Successor Trustee does not assume responsibility for or any liability in connection with the Resigning Trustee’s or its agents’ performance of the respective trusts, duties and obligations under the Indenture.

Section 405. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

Section 406. This Agreement may be executed in any number of counterparts each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Section 407. The Company, the Resigning Trustee and the Successor Trustee hereby acknowledge receipt of an executed counterpart of this Agreement and the effectiveness thereof.

Section 408. The Company, in its capacity as issuer, acknowledges and reaffirms its obligations to reimburse, indemnify and compensate the Resigning Trustee and the Successor Trustee as set forth in Section 607 of the Indenture, which obligations shall survive the execution hereof.

[THE REMAINDER OF THE PAGE IS INTENTIONALLY LEFT BLANK WITH THE SIGNATURES TO FOLLOW]

IN WITNESS WHEREOF, the parties hereby have caused this Agreement to be duly executed as of the day and year first above written.

BANK OF AMERICA CORPORATION, as Company

By: /s/ B. KENNETH BURTON, JR.
Name: B. Kenneth Burton, Jr.
Title: Senior Vice President

THE BANK OF NEW YORK MELLON, as
Resigning Trustee

By: /s/ RAFAEL E. MIRANDA
Name: Rafael E. Miranda
Title: Vice President

DEUTSCHE BANK TRUST COMPANY AMERICAS, as
Successor Trustee

By: Deutsche Bank National Trust Company

By: /s/ CYNTHIA J. POWELL
Name: Cynthia J. Powell
Title: Vice President

By: /s/ KENNETH R. RING
Name: Kenneth R. Ring
Title: Vice President

Signature Page 1 of 1

[McGuireWoods LLP Letterhead]

September 30, 2011

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

Re: Bank of America Corporation Post-Effective Amendment No. 1 to Registration Statement on
Form S-3 (Registration Statement No. 333-158663)

Ladies and Gentlemen:

We have acted as counsel to Bank of America Corporation, a Delaware corporation (the "Corporation") in connection with the Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration Statement No. 333-158663) (the "Registration Statement") that is being filed on the date hereof with the Securities and Exchange Commission by the Corporation pursuant to the Securities Act of 1933, as amended. The Registration Statement includes a market-maker prospectus intended for use by the Corporation's direct or indirect wholly-owned subsidiaries in connection with offers and sales related to secondary market transactions in debt securities (the "Debt Securities"), preferred stock (the "Preferred Stock"), depositary shares (the "Depositary Shares"), purchase contracts (the "Purchase Contracts"), junior subordinated notes (the "Junior Subordinated Notes") and guarantees (the "Guarantees," and together with the Debt Securities, the Preferred Stock, the Depositary Shares, the Purchase Contracts and the Junior Subordinated Notes, the "Securities"), in each case previously issued by the Corporation and its predecessors.

As such counsel, we have examined and are familiar with such original or photocopies or certified copies of such records of the Corporation and its subsidiaries, certificates of officers of the Corporation and its subsidiaries and of public officials and such other documents as we have deemed relevant or necessary as the basis for the opinions set forth below. In such examinations, we have assumed the legal capacity of natural persons, the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as photocopies thereof and the authenticity of the originals of such copies. We have also relied upon statements of fact contained in documents that we have examined in connection with our representation of the Corporation.

Based on the foregoing, we are of the opinion that (i) the Debt Securities, the Depositary Shares, the Purchase Contracts, the Junior Subordinated Notes and the Guarantees were validly authorized and issued by the Corporation, or assumed by the Corporation, as the case may be, and are binding obligations of the Corporation, subject to applicable bankruptcy, reorganization, insolvency, receivership, conservatorship, moratorium, fraudulent conveyance or other similar laws affecting the rights of creditors now or hereafter in effect, and to equitable principles that may limit the right to specific enforcement of remedies, and further subject to 12 U.S.C. §1818(b)(6)(D) (or any successor statute) and similar bank regulatory powers and to the application of principles of public policy, and (ii) the shares of Preferred Stock were validly authorized and legally issued by the Corporation and are fully paid and non-assessable.

With respect to any Securities denominated or payable in a currency other than U.S. dollars, we call your attention to the fact that, as of the date of this opinion, a judgment for money in an action based on securities or instruments denominated in foreign currencies in a federal or state court in the United States ordinarily would be enforced in the United States only in U.S. dollars. The date used to determine the rate of conversion of the foreign currency in which a particular security or instrument is denominated into U.S. dollars will depend upon various factors, including the court in which the judgment is entered. We express no opinion as to whether a court would award a judgment in a currency other than U.S. dollars or the particular data or rate of exchange that would be used by such court in the entry of a judgment.

In rendering this opinion, we are now expressing an opinion as to any matters governed by the laws of any jurisdiction other than the Federal laws of the United States, the laws of the State of New York and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing), as in effect on the date hereof, and we express no opinion as to the applicability of the laws of any other jurisdiction or as of any other date. This opinion is rendered to you and for your benefit solely in connection with the registration of the Securities to be offered and sold by the Corporation's subsidiaries in market-making transactions. This opinion may not be relied on by you for any other purpose and may not be relied upon by, nor may copies thereof be provided to, any other person, firm, corporation, or entity for any purposes whatsoever without our prior written consent. Notwithstanding the foregoing, we hereby consent to be named in the Prospectus as attorneys who passed upon the legality of the Securities and to the filing of a copy of this opinion as Exhibit 5.3 to the Registration Statement. In giving this consent, we do not admit thereby that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ MCGUIREWOODS LLP

MCGUIREWOODS LLP

[Letterhead of Richards, Layton & Finger, P.A.]

September 30, 2011

The Trusts Listed On Schedule I
Attached Hereto
c/o Bank of America Corporation
Bank of America Corporate Center
Charlotte, North Carolina 28255

Re: The Trusts Listed On Schedule I Attached Hereto

Ladies and Gentlemen:

We have acted as special Delaware counsel for the Trusts listed on Schedule I attached hereto, each a Delaware statutory trust (collectively referred to as the "Trusts" and sometimes hereinafter individually referred to as a "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

We have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below, including the following documents:

- (a) The Certificate of Trust of each Trust listed on Exhibit A attached hereto as filed with the Secretary of State of the State of Delaware (the "Secretary of State") (collectively referred to as the "Certificates of Trust" and sometimes hereinafter individually referred to as the "Certificate of Trust");
- (b) The Declaration of Trust of each Trust listed on Exhibit B attached hereto;
- (c) The Amended and Restated Declaration of Trust of each Trust listed on Exhibit C attached hereto (collectively referred to as the "Declarations of Trust" and sometimes hereinafter individually referred to as the "Declaration of Trust") (including all attachments and exhibits thereto);
- (d) Post-Effective Amendment No. 1 to Registration Statement No. 333-158663 (the "Registration Statement") on Form S-3, including a prospectus (the "Prospectus") of Bank of America Corporation, a

Delaware corporation (the "Company") and the Trusts with respect to, among other things, the capital securities of the Trusts representing preferred beneficial interests in the assets of the Trusts (each, a "Capital Security" and collectively, the "Capital Securities"), to be filed by the Company and the Trusts with the Securities and Exchange Commission on or about September 30, 2011; and

- (e) A Certificate of Good Standing for each of the Trusts, dated September 30, 2011, obtained from the Secretary of State.

Initially capitalized terms used herein and not otherwise defined are used as defined in the Declarations of Trust.

As to various questions of fact material to our opinion, we have relied upon the representations made in the foregoing documents. With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Declaration of Trust and the Certificate of Trust of each Trust is in full force and effect and has not been amended, (ii) except to the extent provided in paragraph 1 below, the due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its organization or formation, (iii) the legal capacity of natural persons who are parties to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the due authorization, execution and delivery by all parties thereto of all documents examined by us, (vi) the receipt by each Person to whom a Capital Security has been issued by the Trusts (collectively, the "Capital Security Holders") of a Capital Security Certificate for such Capital Security and the payment for such Capital Security, in accordance with the applicable Declaration of Trust, and (vii) that the Capital Securities have been authenticated, issued and sold to the Capital Security Holders in accordance with the applicable Declaration of Trust. We have not participated in the preparation of the Registration Statement (except for providing this opinion) or the Prospectus and assume no responsibility for their contents, other than this opinion.

This opinion is limited to the law of the State of Delaware, including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder which are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. Each of the Trusts has been duly formed and is validly existing in good standing as a statutory trust under the Statutory Trust Act.
2. The Capital Securities of each Trust represent valid and, subject to the qualifications set forth in paragraph 3 below, legally issued, fully paid and nonassessable undivided preferred beneficial interests in the assets of the applicable Trust.
3. The Capital Security Holders, as beneficial owners of the applicable Trust, are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Capital Security Holders may be obligated to make payments as set forth in the applicable Declaration of Trust.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. We hereby consent to the use of our name under the heading "Legal Matters" in the Prospectus. In giving the foregoing consents, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ RICHARDS, LAYTON & FINGER, P.A.

EAM/syh

Schedule I

BAC Capital Trust I

BAC Capital Trust II

BAC Capital Trust III

BAC Capital Trust IV

BAC Capital Trust V

BAC Capital Trust VI

BAC Capital Trust VII

BAC Capital Trust VIII

BAC Capital Trust X

BAC Capital Trust XI

BAC Capital Trust XII

BAC Capital Trust XIII

BAC Capital Trust XIV

BAC Capital Trust XV

NB Capital Trust II

NB Capital Trust III

NB Capital Trust IV

Exhibit A

The Certificate of Trust of BAC Capital Trust I, as filed with the Secretary of State on September 27, 2001;
The Certificate of Trust of BAC Capital Trust II, as filed with the Secretary of State on September 27, 2001;
The Certificate of Trust of BAC Capital Trust III, as filed with the Secretary of State on September 27, 2001;
The Certificate of Trust of BAC Capital Trust IV, as filed with the Secretary of State on September 27, 2001;
The Certificate of Trust of BAC Capital Trust V, as filed with the Secretary of State on March 14, 2003;
The Certificate of Trust of BAC Capital Trust VI, as filed with the Secretary of State on March 14, 2003;
The Certificate of Trust of BAC Capital Trust VII, as filed with the Secretary of State on March 14, 2003;
The Certificate of Trust of BAC Capital Trust VIII, as filed with the Secretary of State on March 30, 2005;
The Certificate of Trust of BAC Capital Trust X, as filed with the Secretary of State on March 30, 2005;
The Certificate of Trust of BAC Capital Trust XI, as filed with the Secretary of State on March 30, 2005;
The Certificate of Trust of BAC Capital Trust XII, as filed with the Secretary of State on March 30, 2005;
The Certificate of Trust of BAC Capital Trust XIII, as filed with the Secretary of State on May 3, 2006;
The Certificate of Trust of BAC Capital Trust XIV, as filed with the Secretary of State on May 3, 2006;
The Certificate of Trust of BAC Capital Trust XV, as filed with the Secretary of State on May 3, 2006;
The Certificate of Trust of NB Capital Trust II, as filed with the Secretary of State on November 1, 1996;
The Certificate of Trust of NB Capital Trust III, as filed with the Secretary of State on November 1, 1996; and
The Certificate of Trust of NB Capital Trust IV, as filed with the Secretary of State on December 13, 1996.

Exhibit B

The Declaration of Trust of BAC Capital Trust I, dated as of September 26, 2001, among the Company and the trustees of BAC Capital Trust I named therein;

The Declaration of Trust of BAC Capital Trust II, dated as of September 26, 2001, among the Company and the trustees of BAC Capital Trust II named therein;

The Declaration of Trust of BAC Capital Trust III, dated as of September 26, 2001, among the Company and the trustees of BAC Capital Trust III named therein;

The Declaration of Trust of BAC Capital Trust IV, dated as of September 26, 2001, among the Company and the trustees of BAC Capital Trust IV named therein;

The Declaration of Trust of BAC Capital Trust V, dated as of March 14, 2003, among the Company and the trustees of BAC Capital Trust V named therein;

The Declaration of Trust of BAC Capital Trust VI, dated as of March 14, 2003, among the Company and the trustees of BAC Capital Trust VI named therein;

The Declaration of Trust of BAC Capital Trust VII, dated as of March 14, 2003, among the Company and the trustees of BAC Capital Trust VII named therein;

The Declaration of Trust of BAC Capital Trust VIII, dated as of March 30, 2005, among the Company and the trustees of BAC Capital Trust VIII named therein;

The Declaration of Trust of BAC Capital Trust X, dated as of March 30, 2005, among the Company and the trustees of BAC Capital Trust X named therein;

The Declaration of Trust of BAC Capital Trust XI, dated as of March 30, 2005, among the Company and the trustees of BAC Capital Trust XI named therein;

The Declaration of Trust of BAC Capital Trust XII, dated as of March 30, 2005, among the Company and the trustees of BAC Capital Trust XII named therein;

The Declaration of Trust of BAC Capital Trust XIII, dated as of May 3, 2006, among the Company and the trustees of BAC Capital Trust XIII named therein;

The Declaration of Trust of BAC Capital Trust XIV, dated as of May 3, 2006, among the Company and the trustees of BAC Capital Trust XIV named therein;

The Declaration of Trust of BAC Capital Trust XV, dated as of May 3, 2006, among the Company and the trustees of BAC Capital Trust XV named therein;

The Declaration of Trust of NB Capital Trust II, dated as of October 29, 1996, among the Company, as successor to NationsBank Corporation, and the trustees of NB Capital Trust II named therein;

The Declaration of Trust of NB Capital Trust III, dated as of October 29, 1996, among the Company, as successor to NationsBank Corporation, and the trustees of NB Capital Trust III named therein; and

The Declaration of Trust of NB Capital Trust IV, dated as of December 12, 1996, among the Company, as successor to NationsBank Corporation, and the trustees of NB Capital Trust IV named therein.

Exhibit C

The Amended and Restated Declaration of Trust of BAC Capital Trust I, dated as of December 6, 2001, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust II, dated as of January 24, 2002, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust III, dated as of August 2, 2002, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust IV, dated as of April 23, 2003, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust V, dated as of October 21, 2004, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust VI, dated as of February 24, 2005, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust VII, dated as of August 4, 2005, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust VIII, dated as of August 17, 2005, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust X, dated as of March 21, 2006, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust XI, dated as of May 15, 2006, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust XII, dated as of July 26, 2006, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust XIII, dated as of February 16, 2007, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust XIV, dated as of February 16, 2007, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of BAC Capital Trust XV, dated as of May 23, 2007, among the Company, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of NB Capital Trust II, dated as of December 10, 1996, among the Company, as successor to NationsBank Corporation, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust;

The Amended and Restated Declaration of Trust of NB Capital Trust III, dated as of January 22, 1997, among the Company, as successor to NationsBank Corporation, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust; and

The Amended and Restated Declaration of Trust of NB Capital Trust IV, dated as of April 15, 1997, among the Company, as successor to NationsBank Corporation, the trustees of the Trust named therein, and the holders, from time to time, of the undivided beneficial interests in the assets of such Trust.

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-158663) of our report, dated February 25, 2011, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Bank of America Corporation's Annual Report on Form 10-K for the year ended December 31, 2010. We also consent to the reference to us under the heading " Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Charlotte, NC
September 30, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

<u>ASSETS</u>	<u>Dollar Amounts in Thousands</u>
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

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

28255
(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
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3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
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Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
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Other liabilities	227,247
Total liabilities	496,444
Not applicable	

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Perpetual preferred stock and related surplus	0
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Surplus (exclude all surplus related to preferred stock)	1,121,520
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Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

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

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**DEUTSCHE BANK TRUST COMPANY AMERICAS
(formerly BANKERS TRUST COMPANY)**

(Exact name of trustee as specified in its charter)

NEW YORK
(Jurisdiction of Incorporation or
organization if not a U.S. national bank)

13-4941247
(I.R.S. Employer
Identification no.)

**60 WALL STREET
NEW YORK, NEW YORK**
(Address of principal executive offices)

10005
(Zip Code)

**Deutsche Bank Trust Company Americas
Attention: Lynne Malina
Legal Department
60 Wall Street, 37th Floor
New York, New York 10005
(212) 250 – 0677**

(Name, address and telephone number of agent for service)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

North Carolina
(State or other jurisdiction of
incorporation or organization)

56-0906609
(IRS Employer
Identification No.)

**Bank of America Corporate Center
100 North Tyron Street, Charlotte**
(Address of principal executive offices)

28255
(Zip Code)

Subordinated Debt Securities
(Title of the Indenture securities)

Item 1. General Information.

Furnish the following information as to the trustee.

- (a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Federal Reserve Bank (2nd District) Federal Deposit Insurance Corporation New York State Banking Department	New York, NY Washington, D.C. Albany, NY

- (b) Whether it is authorized to exercise corporate trust powers.
Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the Trustee, describe each such affiliation.

None.

Item 3. -15. Not Applicable**Item 16. List of Exhibits.**

- Exhibit 1 -** Restated Organization Certificate of Bankers Trust Company dated August 6, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 25, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 16, 1998, and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated February 27, 2002 - Incorporated herein by reference to Exhibit 1 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 2 -** Certificate of Authority to commence business - Incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 3 -** Authorization of the Trustee to exercise corporate trust powers - Incorporated herein by reference to Exhibit 3 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 4 -** Existing By-Laws of Deutsche Bank Trust Company Americas, as amended on April 15, 2002 business - Incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 333-157637-01.

-
- Exhibit 5 -** Not applicable.
- Exhibit 6 -** Consent of Bankers Trust Company required by Section 321(b) of the Act. - business - Incorporated herein by reference to Exhibit 6 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 7 -** The latest report of condition of Deutsche Bank Trust Company Americas dated as of June 30, 2011. Copy attached.
- Exhibit 8 -** Not Applicable.
- Exhibit 9 -** Not Applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on this 29th day of September, 2011.

DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ CAROL NG
CAROL NG
VICE PRESIDENT

Legal Title of Bank

Page RC-1

NEW YORK

15

City

NY 10005

State

Zip Code

FDIC Certificate Number: 00623

Printed on 8/4/2011 at 1:23 PM

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for June 30, 2011

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCFD	Tril Bil Mil Thou	
ASSETS						
1.	Cash and balances due from depository institutions (from Schedule RC-A):					
	a. Noninterest-bearing balances and currency and coin (1)			0081	426,000	1.a
	b. Interest-bearing balances (2)			0071	20,737,000	1.b
2.	Securities:					
	a. Held-to-maturity securities (from Schedule RC-B, column A)			1754	0	2.a
	b. Available-for-sale securities (from Schedule RC-B, column D)			1773	1,865,000	2.b
3.	Federal funds sold and securities purchased under agreements to resell:			RCON		
	a. Federal funds sold in domestic offices			B987	161,000	3.a
				RCFD		
	b. Securities purchased under agreements to resell (3)			B989	6,000	3.b
4.	Loans and lease financing receivables (from Schedule RC-C):					
	a. Loans and leases held for sale					
	b. Loans and leases, net of unearned income	B528	14,422,000	5369	0	4.a
	c. LESS: Allowance for loan and lease losses	3123	78,000			4.c
	d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)			B529	14,344,000	4.d
5.	Trading assets (from Schedule RC-D)			3545	4,428,000	5
6.	Premises and fixed assets (including capitalized leases)			2145	56,000	6
7.	Other real estate owned (from Schedule RC-M)			2150	22,000	7
8.	Investments in unconsolidated subsidiaries and associated companies			2130	0	8
9.	Direct and indirect investments in real estate ventures			3656	0	9
10.	Intangible assets:					
	a. Goodwill			3163	0	10.a
	b. Other intangible assets (from Schedule RC-M)			0426	46,000	10.b
11.	Other assets (from Schedule RC-F)			2160	5,355,000	11
12.	Total assets (sum of items 1 through 11)			2170	47,446,000	12

(1)Includes cash items in process of collection and unposted debits.

(2)Includes time certificates of deposit not held for trading.

(3)Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule RC—Continued

LIABILITIES	Dollar Amounts in Thousands		Tril Bil Mil Thou				
13. Deposits:			RCON				
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)			2200			19,286,000	13.a
(1) Noninterest-bearing (1)	6631	11,995,000					13.a.1
(2) Interest-bearing	6636	7,291,000					13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)			RCFN				
(1) Noninterest-bearing	6631	7,429,000	2200			11,805,000	13.b
(2) Interest-bearing	6636	4,376,000					13.b.1 13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:			RCON				
a. Federal funds Purchased in domestic offices (2)			B993			4,151,000	14.a
b. Securities sold under agreements to repurchase (3)			RCFD				
15. Trading liabilities (from Schedule RC-D)			B995			0	14.b
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M) and 18. Not applicable			3548			253,000	15
17. Subordinated notes and debentures (4)			3190			260,000	16
19. Other liabilities (from Schedule RC-G)			3200			0	19
20. Total liabilities (sum of items 13 through 20)			2930			1,860,000	20
21. Not applicable			2948			37,615,000	21

(1)Includes total demand deposits and noninterest-bearing time and savings deposits.
 (2)Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
 (3)Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
 (4)Includes limited-life preferred stock and related surplus.

DEUTSCHE BANK TRUST COMPANY AMERICAS

Legal Title of Bank
 FDIC Certificate Number: 00623
 Printed on 8/4/2011 at 1:23 PM

EQUITY CAPITAL

	RCFD	Tril Bil Mil Thou	
Bank Equity Capital			
23. Perpetual preferred stock and related surplus	3838	1,500,000	23
24. Common stock	3230	2,127,000	24
25. Surplus (excludes all surplus related to preferred stock)	3839	588,000	25
26. a. Retained earnings	3632	5,218,000	26.a
b. Accumulated other comprehensive income (5)	B530	13,000	26.b
c. Other equity capital components (6)	A130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)	3210	9,446,000	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	385,000	27.b
28. Total equity capital (sum of items 27.a and 27.b)	G105	9,831,000	28
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	47,446,000	29

Memoranda

To be reported with the March Report of Condition.

	RCFD	Number	
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2010	6724	N/A	M.1
1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank	4 =	Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)	
2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)	5 =	Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)	
3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm.	6 =	Review of the bank's financial statements by external auditors	
	7 =	Compilation of the bank's financial statements by external auditors	
	8 =	Other audit procedures (excluding tax preparation work)	
	9 =	No external audit work	

To be reported with the March Report of Condition.

	RCON	MM / DD	
2. Bank's fiscal year-end date	8678	N/A	M.2
(5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.			
(6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.			

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

<u>ASSETS</u>	<u>Dollar Amounts in Thousands</u>
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE
PURSUANT TO SECTION 305(b)(2)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(formerly BANKERS TRUST COMPANY)

(Exact name of trustee as specified in its charter)

NEW YORK

(Jurisdiction of Incorporation or
organization if not a U.S. national bank)

13-4941247

(I.R.S. Employer
Identification no.)

60 WALL STREET

NEW YORK, NEW YORK

(Address of principal
executive offices)

10005

(Zip Code)

Deutsche Bank Trust Company Americas
Attention: Lynne Malina
Legal Department
60 Wall Street, 37th Floor
New York, New York 10005
(212) 250 - 0677

(Name, address and telephone number of agent for service)

Bank of America Corporation

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

(56-0906609)

(IRS Employer Identification No.)

Copies To:

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

MBNA CORPORATION SENIOR MEDIUM TERM NOTES, SERIES F

(Title of the Indenture securities)

Item 1. General Information.

Furnish the following information as to the trustee.

- (a) Name and address of each examining or supervising authority to which it is subject.

Name

Address

Federal Reserve Bank (2nd District)
Federal Deposit Insurance Corporation
New York State Banking Department

New York, NY
Washington, D.C.
Albany, NY

- (b) Whether it is authorized to exercise corporate trust powers.
Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the Trustee, describe each such affiliation.

None.

Item 3. -15. Not Applicable

Item 16. List of Exhibits.

- Exhibit 1 -** Restated Organization Certificate of Bankers Trust Company dated August 6, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated September 25, 1998, Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated December 16, 1998, and Certificate of Amendment of the Organization Certificate of Bankers Trust Company dated February 27, 2002 - Incorporated herein by reference to Exhibit 1 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 2 -** Certificate of Authority to commence business - Incorporated herein by reference to Exhibit 2 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 3 -** Authorization of the Trustee to exercise corporate trust powers - Incorporated herein by reference to Exhibit 3 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 4 -** Existing By-Laws of Deutsche Bank Trust Company Americas, as amended on April 15, 2002 business - Incorporated herein by reference to Exhibit 4 filed with Form T-1 Statement, Registration No. 333-157637-01.

-
- Exhibit 5 -** Not applicable.
- Exhibit 6 -** Consent of Bankers Trust Company required by Section 321(b) of the Act. - business - Incorporated herein by reference to Exhibit 6 filed with Form T-1 Statement, Registration No. 333-157637-01.
- Exhibit 7 -** The latest report of condition of Deutsche Bank Trust Company Americas dated as of March 31, 2011. Copy attached.
- Exhibit 8 -** Not Applicable.
- Exhibit 9 -** Not Applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Deutsche Bank Trust Company Americas, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on this 23rd day of September, 2011.

DEUTSCHE BANK NATIONAL TRUST COMPANY for
DEUTSCHE BANK TRUST COMPANY AMERICAS

By: /s/ Michele H.Y. Voon
Name: Michele H.Y. Voon
Title: Vice President

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for March 31, 2011

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCFD	Tril	Bil	Mil	Thou	
ASSETS									
1.	Cash and balances due from depository institutions (from Schedule RC-A):								
	a. Noninterest-bearing balances and currency and coin (1)			0081			404,000		1.a
	b. Interest-bearing balances (2)			0071			17,626,000		1.b
2.	Securities:								
	a. Held-to-maturity securities (from Schedule RC-B, column A)			1754			0		2.a
	b. Available-for-sale securities (from Schedule RC-B, column D)			1773			1,946,000		2.b
3.	Federal funds sold and securities purchased under agreements to resell:			RCON					
	a. Federal funds sold in domestic offices			B987			163,000		3.a
				RCFD					
	b. Securities purchased under agreements to resell (3)			B989			12,000		3.b
4.	Loans and lease financing receivables (from Schedule RC-C):								
	a. Loans and leases held for sale						5369	0	4.a
	b. Loans and leases, net of unearned income	B528	13,710,000						4.b
	c. LESS: Allowance for loan and lease losses	3123	104,000						4.c
	d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)						B529	13,606,000	4.d
5.	Trading assets (from Schedule RC-D)						3545	5,533,000	5
6.	Premises and fixed assets (including capitalized leases)						2145	52,000	6
7.	Other real estate owned (from Schedule RC-M)						2150	26,000	7
8.	Investments in unconsolidated subsidiaries and associated companies						2130	0	8
9.	Direct and indirect investments in real estate ventures						3656	0	9
10.	Intangible assets:								
	a. Goodwill						3163	0	10.a
	b. Other intangible assets (from Schedule RC-M)						0426	51,000	10.b
11.	Other assets (from Schedule RC-F)						2160	5,469,000	11
12.	Total assets (sum of items 1 through 11)						2170	44,888,000	12

(1)Includes cash items in process of collection and unposted debits.

(2)Includes time certificates of deposit not held for trading.

(3)Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule RC—Continued

		Dollar Amounts in Thousands		Tril Bil Mil Thou				
LIABILITIES								
13.	Deposits:			RCON				
	a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)			2200	14,932,000			13.a
	(1) Noninterest-bearing (1)	6631	7,934,000					13.a.1
	(2) Interest-bearing	6636	6,998,000					13.a.2
	b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)			RCFN				
	(1) Noninterest-bearing	6631	5,327,000	2200	10,237,000			13.b
	(2) Interest-bearing	6636	4,910,000					13.b.1 13.b.2
14.	Federal funds purchased and securities sold under agreements to repurchase:			RCON				
	a. Federal funds Purchased in domestic offices (2)			B993	7,513,000			14.a
	b. Securities sold under agreements to repurchase (3)			RCFD				
15.	Trading liabilities (from Schedule RC-D)			B995	0			14.b
16.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)			3548	247,000			15
17.	and 18. Not applicable			3190	260,000			16
19.	Subordinated notes and debentures (4)			3200	0			19
20.	Other liabilities (from Schedule RC-G)			2930	1,955,000			20
21.	Total liabilities (sum of items 13 through 20)			2948	35,144,000			21
22.	Not applicable							

(1)Includes total demand deposits and noninterest-bearing time and savings deposits.
 (2)Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
 (3)Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
 (4)Includes limited-life preferred stock and related surplus.

DEUTSCHE BANK TRUST COMPANY AMERICAS

Legal Title of Bank
FDIC Certificate Number: 00623

EQUITY CAPITAL

- Bank Equity Capital
- 23. Perpetual preferred stock and related surplus
- 24. Common stock
- 25. Surplus (excludes all surplus related to preferred stock)
- 26. a. Retained earnings
 - b. Accumulated other comprehensive income (5)
 - c. Other equity capital components (6)
- 27. a. Total bank equity capital (sum of items 23 through 26.c)
 - b. Noncontrolling (minority) interests in consolidated subsidiaries
- 28. Total equity capital (sum of items 27.a and 27.b)
- 29. Total liabilities and equity capital (sum of items 21 and 28)

RCFD	Tril	Bil	Mil	Thou	
3838			1,500,000		23
3230			2,127,000		24
3839			586,000		25
3632			5,108,000		26.a
B530			37,000		26.b
A130			0		26.c
3210			9,358,000		27.a
3000			386,000		27.b
G105			9,744,000		28
3300			44,888,000		29

Memoranda

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2010

- | | |
|---|---|
| <p>1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank</p> <p>2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)</p> <p>3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm.</p> | <p>4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)</p> <p>5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)</p> <p>6 = Review of the bank's financial statements by external auditors</p> <p>7 = Compilation of the bank's financial statements by external auditors</p> <p>8 = Other audit procedures (excluding tax preparation work)</p> <p>9 = No external audit work</p> |
|---|---|

RCFD	Number
6724	1

M.1

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date

RCON	MM / DD
8678	12/31

M.2

- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Junior Subordinated Notes
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: /S/ Craig A. Kaye

Name: Craig A. Kaye

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

<u>ASSETS</u>	<u>Dollar Amounts in Thousands</u>
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	<u>1,608,354</u>
Total liabilities and equity capital	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust I
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-6589379
(I.R.S. employer
identification no.)

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

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices .	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust II
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-6589381
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust III
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-6589382
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
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Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust IV
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-6589383
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices .	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust V
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

03-6104159
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices .	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust VI
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

03-6104157
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust VII
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

73-6345874
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

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Direct and indirect investments in real estate ventures	0
Intangible assets:	
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Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
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Interest-bearing	86,538,000
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Trading liabilities	
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Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust VIII
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-6633721
(I.R.S. employer
identification no.)

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

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Timothy W. Casey
Name: Timothy W. Casey
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust X
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-6867123
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Timothy W. Casey
Name: Timothy W. Casey
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices .	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust XI
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-7336759
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /s/ Timothy W. Casey
Name: Timothy W. Casey
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust XII
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-7020697
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
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Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

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 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Timothy W. Casey
Name: Timothy W. Casey
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

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Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust XIII
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-7020707
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
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(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /s/ Timothy W. Casey
Name: Timothy W. Casey
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices .	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

BAC Capital Trust XIV
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-7020714
(I.R.S. employer
identification no.)

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

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Timothy W. Casey

Name: Timothy W. Casey

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

**700 South Flower Street Suite 500
Los Angeles, California**
(Address of principal executive offices)

90017
(Zip code)

BAC Capital Trust XV
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-6201018
(I.R.S. employer
identification no.)

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

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

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4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: /S/ Christie Leppert

Name: Christie Leppert

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	227,247
Total liabilities	496,444
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,608,354
Total liabilities and equity capital	<u>2,104,798</u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

NB Capital Trust II
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-6490301
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Timothy W. Casey

Name: Timothy W. Casey

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

NB Capital Trust III
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-6490302
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Timothy W. Casey
Name: Timothy W. Casey
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

NB Capital Trust IV
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-6492031
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Trust Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Timothy W. Casey

Name: Timothy W. Casey

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	1,950,000
(includes mortgage indebtedness and obligations under capitalized leases)	
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust I
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS

Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust II
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust III
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust IV
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust V
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust VI
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust VII
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust VIII
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas
Name: Sherma Thomas
Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust X
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas
Name: Sherma Thomas
Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust XI
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas
Name: Sherma Thomas
Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust XII
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas
Name: Sherma Thomas
Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
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Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
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Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
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Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
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Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust XIII
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas
Name: Sherma Thomas
Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust XIV
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

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

28255
(Zip code)

Guarantee of Trust Securities of BAC Capital Trust XV
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

	<u>Name</u>	<u>Address</u>
Comptroller of the Currency United States Department of the Treasury		Washington, DC 20219
Federal Reserve Bank		San Francisco, CA 94105
Federal Deposit Insurance Corporation		Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: /S/ Geraldine Creswell

Name: Geraldine Creswell

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of NB Capital Trust II
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	4,910,000
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	1,020,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of NB Capital Trust III
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	5,930,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Guarantee of Trust Securities of NB Capital Trust IV
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

-
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Sherma Thomas

Name: Sherma Thomas

Title: Senior Associate

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
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Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	<u>9,943,000</u>
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

]

Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

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

28255
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Geraldine Creswell

Name: Geraldine Creswell

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES	
Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	
	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	
	0
Other liabilities	
	227,247
Total liabilities	
	496,444
Not applicable	
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	
	0
Common stock	
	1,000
Surplus (exclude all surplus related to preferred stock)	
	1,121,520
Not available	
Retained earnings	482,674
Accumulated other comprehensive income	3,160
Other equity capital components	
	0
Not available	
Total bank equity capital	1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	
	<u>1,608,354</u>
Total liabilities and equity capital	
	<u><u>2,104,798</u></u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

**700 South Flower Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

95-3571558
(I.R.S. employer
identification no.)

90017
(Zip code)

Bank of America Corporation
(Exact name of obligor 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**
(Address of principal executive offices)

56-0906609
(I.R.S. employer
identification no.)

28255
(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

	<u>Name</u>	<u>Address</u>
Comptroller of the Currency United States Department of the Treasury		Washington, DC 20219
Federal Reserve Bank		San Francisco, CA 94105
Federal Deposit Insurance Corporation		Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Jacksonville, and State of Florida, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /S/ Geraldine Creswell

Name: Geraldine Creswell

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2011, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,624
Interest-bearing balances	186
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	828,663
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	60,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	8,561
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	201,961
Other assets	146,990
Total assets	<u>\$ 2,104,798</u>

LIABILITIES

Deposits:		
In domestic offices		506
Noninterest-bearing		506
Interest-bearing		0
Not applicable		
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		0
Trading liabilities		0
Other borrowed money:		
(includes mortgage indebtedness and obligations under capitalized leases)		268,691
Not applicable		
Not applicable		
Subordinated notes and debentures		0
Other liabilities		227,247
Total liabilities		496,444
Not applicable		

EQUITY CAPITAL

Perpetual preferred stock and related surplus		0
Common stock		1,000
Surplus (exclude all surplus related to preferred stock)		1,121,520
Not available		
Retained earnings		482,674
Accumulated other comprehensive income		3,160
Other equity capital components		0
Not available		
Total bank equity capital		1,608,354
Noncontrolling (minority) interests in consolidated subsidiaries		0
Total equity capital		1,608,354
Total liabilities and equity capital		<u>2,104,798</u>

I, Karen Bayz, CFO and Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) CFO and Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Timothy Vara, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
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(Address of principal executive offices)

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Senior Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
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SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

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Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
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Other assets	13,804,000
Total assets	<u>236,330,000</u>
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(includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
Retained earnings	7,532,000
Accumulated other comprehensive income	-584,000
Other equity capital components	0
Total bank equity capital	16,739,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	<u>17,089,000</u>
Total liabilities and equity capital	<u>236,330,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

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Directors

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

Bank of America Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0906609
(I.R.S. employer
identification no.)

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

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4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 28th day of September, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Scott Klein

Name: Scott Klein

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,600,000
Interest-bearing balances	112,412,000
Securities:	
Held-to-maturity securities	4,081,000
Available-for-sale securities	60,446,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	528,000
Loans and lease financing receivables:	
Loans and leases held for sale	16,000
Loans and leases, net of unearned income	25,506,000
LESS: Allowance for loan and lease losses	421,000
Loans and leases, net of unearned income and allowance	25,085,000
Trading assets	
Premises and fixed assets (including capitalized leases)	1,224,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,439,000
Other intangible assets	1,719,000

Other assets	13,804,000
Total assets	<u>236,330,000</u>
LIABILITIES	
Deposits:	
In domestic offices	105,635,000
Noninterest-bearing	66,246,000
Interest-bearing	39,389,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	88,801,000
Noninterest-bearing	2,263,000
Interest-bearing	86,538,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,355,000
Securities sold under agreements to repurchase	1,122,000
Trading liabilities	
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	1,950,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,505,000
Other liabilities	9,943,000
Total liabilities	<u>219,241,000</u>
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,656,000
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I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

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Directors