

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each restricted stock unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- (2) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock units which is exempt under Rule 16b-3(e).
- (3) Each restricted stock unit is the economic equivalent of one share of Bank of America Corporation common stock.

Award of performance restricted stock units (PRSUs) on February 14, 2014 pursuant to the terms of a Performance Restricted Stock Units Agreement, which is exempt under Rule 16b-3(d) subject to the attainment of pre-established performance goals. One-half of the PRSUs reported have performance goals based on the Company's three year average return on assets and one-half of the PRSUs

- (4) reported have performance goals based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2014 and ending December 31, 2016. To the extent earned, the award shall be settled 100% in cash based on the closing price of Bank of America Corporation common stock on the settlement date. The reported number of PRSUs represents the "target" amount of the award; the actual award upon vesting may range between 0% and 125% of the target, depending upon satisfaction of the performance goals.

- (5) Award of restricted stock units on February 14, 2014 pursuant to the terms of a Restricted Stock Unit Award Agreement, which is exempt under rule 16b-3(d). These units vest in three equal annual installments commencing with the first anniversary of the February 14, 2014 grant date.
- (6) On February 15, 2013, the reporting person was granted restricted stock units, vesting in three equal annual installments commencing with the first anniversary of the grant date.

Remarks:

darnell.txt

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Evelyn King, Michael Hoes, Knut Nodeland, Amanda Daniel and Michael Pressman as the undersigned's true and lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules thereunder of Bank of America Corporation (the Company), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and the New York Stock Exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such

form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney also serves to revoke as of the date hereof, any Power of Attorney previously filed for the purpose of executing filings pursuant to Section 16 of the Exchange Act on behalf of the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2014.

Signature: _____/S/David C. Darnell

Name: David C. Darnell