

FLEMING GREGORY J C/O MERRILL LYNCH & CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			President	
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Signatures

Gregory J. Fleming (By Pia K. Thompson, as agent)		01/05/2009
**Signature of Reporting Person		Date

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) The reporting person received 121,358 restricted shares under a performance-based plan established by the issuer in 2006 tied to a return on equity. Pursuant to the plan, these shares were converted at a ratio of 2.5 to 1 immediately prior to the merger between the issuer and a subsidiary of Bank of America Corporation ("BAC").
- (2) This total reflects the acquisition of shares of issuer common stock as a result of contributions, allocations or dividend reinvestments through issuer plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.
- (3) Disposed of pursuant to merger agreement between issuer and BAC in exchange for 0.8595 of a common share of BAC for each share of issuer common stock, as set forth in the merger agreement. The closing price of BAC common stock on December 31, 2008 was \$14.08. These transactions are exempt under Rule 16b-3.
- (4) These options, which provided for 100% vesting upon the completion of the merger between the issuer and a subsidiary of BAC, were assumed by BAC in the merger and replaced with options to purchase 1,020,397 shares of BAC common stock with an exercise price of \$64.69 per share.
- (5) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 50,546 shares of BAC common stock with an exercise price of \$69.64 per share.
- (6) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 43,311 shares of BAC common stock with an exercise price of \$41.97 per share.
- (7) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 96,992 shares of BAC common stock with an exercise price of \$62.54 per share.
- (8) These options, which were 100% vested prior to the merger, were assumed by BAC in the merger and replaced with options to purchase 28,146 shares of BAC common stock with an exercise price of \$90.25 per share.

Remarks:

All reported positions have been rounded down to the nearest whole number.

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.