

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):
June 13, 2011**

BANK OF AMERICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-6523
(Commission File Number)

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

**100 North Tryon Street
Charlotte, North Carolina 28255**
(Address of principal executive offices)

28255
(Zip Code)

(704) 386-5681
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 9.01. Financial Statements and Exhibits.

In connection with the issuance by Bank of America Corporation (the “Registrant”) of its senior and subordinated debt securities (the “Notes”), from time to time, pursuant to the Registrant’s Registration Statement on Form S-3 (Registration No. 333-152418), an updated version of the opinion as to the legality of the Notes is being filed as Exhibit 5.1 to this report. This updated version supersedes and replaces the opinion previously filed as to the legality of the Notes.

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of McGuireWoods LLP as to the legality of the Notes.
23.1	Consent of McGuireWoods LLP (contained in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANK OF AMERICA CORPORATION

By: /s/ Teresa M. Brenner

Teresa M. Brenner

Associate General Counsel

Dated: June 13, 2011

EXHIBIT INDEX

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[LETTERHEAD OF MCGUIREWOODS LLP]

June 13, 2011

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

Ladies and Gentlemen:

We have acted as counsel to Bank of America Corporation, a Delaware corporation (the "Corporation"), in connection with the Registration Statement on Form S-3 (File No. 333-152418) (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), and the Prospectus dated July 21, 2008 constituting a part thereof (the "Prospectus"), relating to the issuance and sale from time to time by the Corporation of its senior or subordinated debt securities (collectively referred to herein as the "Notes"). The Notes are to be issued and sold from time to time as set forth in the Prospectus and amendments or supplements thereto.

The Notes to be issued under the terms of (a) the Amended and Restated Senior Indenture dated July 1, 2001 between the Corporation and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A., the successor trustee to The Bank of New York) as trustee, as supplemented by a First Supplemental Indenture dated as of February 23, 2011 (as so supplemented, and as further supplemented or amended from time to time, the "Senior Indenture") or (b) the Amended and Restated Subordinated Indenture dated July 1, 2001 between the Corporation and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A., the successor trustee to The Bank of New York) as trustee, as supplemented by a First Supplemental Indenture dated as of February 23, 2011 (as so supplemented, and as further supplemented or amended from time to time, the "Subordinated Indenture" and, together with the Senior Indenture, the "Indentures").

As such counsel to the Corporation, we have examined and are familiar with such originals, 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 opinion 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. As to certain factual matters relevant to this opinion, we have relied upon certificates or other comparable documents of public officials, certain representations of the Corporation and statements and certifications of officers or other appropriate representatives of the Corporation and its subsidiaries.

Based solely upon the foregoing, and in reliance thereon, and subject to the limitations, qualifications and exceptions set forth below, we are of the opinion that when the terms of the Notes have been duly authorized and established by the Corporation, the trustee under the applicable indenture has made an appropriate entry on Schedule 1 to the Master Registered Global Senior Note, dated July 21, 2008 (the "Master Senior Note") or to the Master Registered Global Subordinated Note, dated July 21, 2008 (the "Master Subordinated Note"), as applicable, identifying the Notes as supplemental obligations thereunder in accordance with the instructions of the Corporation, and the Notes have been delivered against payment of the consideration therefor as contemplated by the Prospectus and the pricing supplement thereto relating to the Notes, all in accordance with the (i) terms of the Senior Indenture or the Subordinated Indenture, as applicable, and (ii) applicable underwriting or distribution agreement, the Notes will constitute legal, valid and binding obligations of the Corporation, subject to applicable bankruptcy, reorganization, insolvency, 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 any bank regulatory powers now or hereafter in effect and to the application of principles of public policy.

In connection with the opinion expressed above, we have assumed that, at or prior to the time of the delivery of any Note: (i) the Board of Directors or a duly authorized committee appointed thereby shall have duly authorized the issuance and sale of such Note and duly established the terms of such Note and such terms shall have been established by action taken pursuant to the authority of the Board of Directors or such committee and such authorization shall not have been modified or rescinded; (ii) the Corporation shall remain validly existing as a corporation in good standing under the laws of the State of Delaware; (iii) the effectiveness of the Registration Statement shall not have been terminated or rescinded; (iv) the Indentures and the Notes have been duly authorized, completed, executed and delivered by, and are each valid, binding and enforceable agreements or obligations, as applicable, of each party thereto (other than as expressly covered above in respect of the Corporation); (v) there shall not have occurred any change in law affecting the validity or enforceability of such Note and (vi) the trustee's certificate of authentication of the Master Senior Note or the Master Subordinated Note, as applicable, has been manually signed by one of the trustee's authorized officers. We have also assumed that none of the terms of any Note to be established subsequent to the date hereof, nor the issuance and delivery of such Note, nor the compliance by the Corporation with the terms of such Note will violate any applicable law or public policy or will result in a violation of any provision of any instrument or agreement then binding upon the Corporation, or any restriction imposed by any court or governmental body having jurisdiction over the Corporation.

In rendering this opinion, we are not 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.

We hereby consent to be named in the Registration Statement as attorneys who passed upon the legality of the Notes and to the filing of a copy of this opinion as part of the Corporation's Current Report on Form 8-K to be filed for the purpose of including this opinion as part of the Registration Statement. In addition, if a supplement to the Prospectus relating to the offer and sale of any particular Note or Notes is prepared and filed by the Corporation with the Commission on a future date, and the supplement contains a reference to us and our opinion substantially in the form set forth below, this consent shall apply to such reference to us and our opinion in substantially such form:

"In the opinion of McGuireWoods LLP, as counsel to Bank of America Corporation (the "Corporation"), when the trustee has made an appropriate entry on Schedule 1 to the Master Registered Global [Senior] [Subordinated] Note, dated July 21, 2008 (the "Master Note") identifying the notes offered hereby as supplemental obligations thereunder in accordance with the instructions of the Corporation and the notes have been delivered against payment therefor as contemplated in this pricing supplement and the related prospectus, all in accordance with the provisions of the indenture governing the notes, such notes will be legal, valid and binding obligations of the Corporation, subject to applicable bankruptcy, reorganization, insolvency, 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 any bank regulatory powers now or hereafter in effect and to the application of principles of public policy. This opinion is given as of the date hereof and is limited to 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). In addition, this opinion is subject to the assumption that the trustee's certificate of authentication of the Master Note has been manually signed by one of the trustee's authorized officers and to customary assumptions about the trustee's authorization, execution and delivery of the indenture governing the notes, the validity, binding nature and enforceability of the indenture governing the notes with respect to the trustee, the legal capacity of natural persons, the genuineness of signatures, the authenticity of all documents submitted to McGuireWoods LLP as originals, the conformity to original documents

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of all documents submitted to McGuireWoods LLP as photocopies thereof, the authenticity of the originals of such copies and certain factual matters, all as stated in the letter of McGuireWoods LLP dated June 13, 2011, which has been filed as an exhibit to a Current Report on Form 8-K of the Corporation dated June 13, 2011.”

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 Act.

Very truly yours,

/s/ MCGUIREWOODS LLP