

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 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 a tax withholding obligation.

On February 12, 2016, the reporting person was granted units, subject to the Company's attainment of performance goals. One-half of the units have performance goals based on the Company's three year average return on assets and one-half of the units have performance goals based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2016 and ending December 31, 2018. For the performance period, an amount equaling 116% of the target was earned. Of the 116% earned, 100% was settled in shares on March 1, 2019 and the remaining 16% will be settled in shares on March 1, 2021.

(4) For the performance period beginning January 1, 2016 and ending December 31, 2018, an amount equaling 116% of the target was earned; the amount earned exceeding 100% resulted in an additional 21,523 units with a settlement date of March 1, 2021.

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.