

**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):
September 21, 2009**

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
(IRS Employer
Identification No.)

**100 North Tryon Street
Charlotte, North Carolina**
(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))

ITEM 1.02. TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT

On September 21, 2009, Bank of America Corporation (the “Registrant”) announced that it has reached an agreement with the United States Department of the Treasury (the “Treasury”), the Federal Reserve Board (the “Federal Reserve”), and the Federal Deposit Insurance Corporation (the “FDIC,” and together with the Treasury and the Federal Reserve, the “USG”) to terminate its term sheet (the “Term Sheet”) with the USG under which the USG agreed in principle to provide protection against the possibility of unusually large losses on a pool of up to \$118 billion of the Registrant’s assets. The Term Sheet previously was agreed to on January 15, 2009 in connection with the Registrant’s acquisition of Merrill Lynch & Co., Inc. The parties were negotiating the definitive documentation at the time the Registrant notified the USG of its desire to end negotiations and terminate the Term Sheet on May 6, 2009. The Term Sheet provided that the USG would cover losses from January 15, 2009 and that the parties would negotiate a fee in good faith in the event the Registrant terminated the guarantee contemplated by the Term Sheet. Under the terms of the agreement reached on September 21, 2009, the Registrant will pay a total of \$425 million to the USG in connection with the termination of the Term Sheet which is equal to: (a) the out-of-pocket expenses of the USG in negotiating and entering into the Term Sheet and the negotiations concerning the definitive documentation, consisting of the expenses of its advisors; and (b) the fee that would have been payable under the Term Sheet but pro-rated for the period commencing on January 16, 2009 and ending on May 6, 2009 and adjusted for certain exclusions from the asset pool.

A copy of the news release announcing the event described above is attached as Exhibit 99.1 and is incorporated in this report by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibit is filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
99.1	Bank of America Corporation News Release dated September 21, 2009 Regarding Termination of Asset Guarantee Term Sheet

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: September 22, 2009

INDEX TO EXHIBITS

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September 21, 2009

Investors May Contact:

Kevin Stitt, Bank of America, 1.704.386.5667
Lee McEntire, Bank of America, 1.704.388.6780
Grace Yoon, Bank of America, 1.212.449.7323

Reporters May Contact:

Robert Stickler, Bank of America, 1.704.386.8465
robert.stickler@bankofamerica.com

Bank of America Terminates Asset Guarantee Term Sheet

CHARLOTTE – Bank of America Corporation today announced that it has reached an agreement with the U.S. Government to terminate its term sheet with respect to the guarantee of up to \$118 billion in assets by the U.S. Government. The term sheet was executed in connection with Bank of America's acquisition of Merrill Lynch in January 2009.

Under terms of the agreement, Bank of America will pay \$425 million to the Treasury Department, Federal Reserve and Federal Deposit Insurance Corporation.

"We are pleased to resolve this matter and move forward," said Kenneth D. Lewis, chief executive officer and president.

Bank of America also announced that it had received FDIC approval to exit the debt guarantee program under the FDIC's Temporary Liquidity Guarantee Program (TLGP).

The decisions to terminate the asset guarantee term sheet and exit the debt guarantee program are the latest in a series of steps taken by Bank of America to reduce its reliance on government support and return to normal market funding.

Other steps include:

- Increasing Tier 1 common capital by \$40 billion through several steps, including a \$15.5 billion common stock offering, \$10.9 billion in preferred stock exchanges and asset sales
- Issuing \$10 billion in nongovernment-backed debt in the public markets
- Reducing borrowings under the government's Term Auction Facility (TAF)
- Eliminating borrowings from the Federal Reserve's Term Securities Lending Facility (TSLF) and Primary Dealer Credit Facility (PDCF)
- Maintaining no governmental common stock ownership in the company, including converting no TARP preferred shares to common stock

Said Lewis, “We are a stronger company than we were even a few months ago, and while we continue to face challenges from rising credit costs, we believe we have all the pieces in place to emerge from this current economic crisis as one of the leading financial services firms in the world.”

Bank of America

Bank of America is one of the world’s largest financial institutions, serving individual consumers, small- and middle-market businesses and large corporations with a full range of banking, investing, asset management and other financial and risk management products and services. The company provides unmatched convenience in the United States, serving approximately 53 million consumer and small business relationships with more than 6,100 retail banking offices, more than 18,500 ATMs and award-winning online banking with nearly 29 million active users. Bank of America is among the world’s leading wealth management companies and is a global leader in corporate and investment banking and trading across a broad range of asset classes serving corporations, governments, institutions and individuals around the world. Bank of America offers industry-leading support to more than 4 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients in more than 150 countries. Bank of America Corporation stock (NYSE: BAC) is a component of the Dow Jones Industrial Average and is listed on the New York Stock Exchange.

www.bankofamerica.com

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