

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 phantom stock unit is the economic equivalent of one share of common stock. Phantom stock units may be settled in cash upon death or termination of service as a director.

(2) Represents phantom stock units acquired in dividend reinvestment transactions under the Bank of America Corporation Director Deferral Plan.

(3) Phantom stock units acquired represent payment of annual compensation for services as a director under the Bank of America Corporation Director Deferral Plan in transactions exempt under Rule 16b-3.

(4) Represents phantom stock units acquired in dividend reinvestment transactions under the Fleet BKB Director Retirement Benefit Exchange Program.

(5) Represents phantom stock units acquired in dividend reinvestment transactions under the Fleet Director Stock Unit Plan.

(6) Represents phantom stock units acquired in dividend reinvestment transactions under the Fleet BKB Director Stock Award Unit Plan.

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.