

Neil Cotty/Roger C. McClary POA	02/20/2008
 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) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).
- (2) These options, which are exempt under Rule 16b3-(d), fully vest on February 15, 2011. The proceeds must be held for a three year period after exercise.
- (3) Each restricted stock unit represents a contingent right to receive one share of Bank of America common stock.
- (4) These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.
- (5) These units, which are exempt under Rule 16b-3(d), vest in three equal installments commencing on the first anniversary of the grant date.

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.