

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) Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under the Bank of America Corporation 401(k) Plan.

(3) 35,287 shares previously owned by the reporting person were transferred to a GRAT.

(4) 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.

(5) Each restricted stock unit represents a contingent right to receive one share of Bank of America common stock.

(6) These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third 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.