

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

Award of performance contingent restricted stock units (PRSUs) on February 15, 2011 pursuant to the terms of a Performance Contingent Restricted Stock Unit Agreement and the Bank of America Corporation 2003 Key Associate Stock Plan (KASP), which is exempt under Rule 16b-3(d) subject to the attainment of pre-established performance goals. The PRSU performance goals are based on (2) the Company's return on assets measured each quarter based on the prior 12 month period. Each performance period is comprised of four calendar quarters and occurs on a rolling quarterly basis. The first performance period is the four calendar quarters ending December 31, 2011 and the last performance period is the four calendar quarters ending December 31, 2015. To the extent earned, PRSUs will be settled 40% in cash and 60% in shares.

(3) 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.