

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) Each Stock Unit is the economic equivalent of one share of Bank of America common stock.
- (3) See exhibit ex99
- (4) Each restricted stock unit represents a contingent right to receive one share of Bank of America common stock.
- (5) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal annual installments commencing on the first anniversary of the February 15, 2013 grant date.
- (6) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal annual installments commencing with the first anniversary of the February 15, 2011 grant date.

Remarks:

psu.txt

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.

Grant footnote for PSUs

Award of performance stock units (PSUs) on February 15, 2013 pursuant to the terms of a Performance Stock Units 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. One-half of the PSUs reported have performance goals based on the Company's three year average return on assets and one-half of the PSUs reported have performance goals based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2013 and ending December 31, 2015. To the extent earned, the award shall be settled 100% in cash based on the closing price of Bank of America common stock on the settlement date.