

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 unit is the economic equivalent of one share of Bank of America Corporation common stock.

Award under the Bank of America Corporation 2003 Key Associate Stock Plan in a transaction that is exempt under Rule 16b-3(d). These units are subject to the attainment of pre-established performance goals. One-half of the units reported have performance goals based on the Company's three year average return on assets and one-half of the units reported have performance

(2) goals based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2015 and ending December 31, 2017. To the extent earned, the award will be settled 100% in cash based on the closing price of Bank of America Corporation common stock on the settlement date. The reported number of units represents the "target" amount of the award; the actual award upon vesting may range between 0% and 125% of the target, depending upon satisfaction of the performance goals.

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

(4) Award under the Bank of America Corporation 2003 Key Associate Stock Plan in a transaction that is exempt under Rule 16b-3(d). These units vest in three equal annual installments commencing on the first anniversary of the February 13, 2015 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.