

Signatures

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 represents a contingent right to receive one share of Bank of America Corporation common stock.

(2) Disposition of shares to the issuer to satisfy a tax withholding obligation.

(3) On February 15, 2012, the reporting person was granted units that vest subject to the Company's attainment of return on asset performance goals measured each quarter based on a twelve-month rolling period. Represents vesting and settlement of units based on the attainment of goals for the four quarters ending December 31, 2013.

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.