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CHARLES K. GIFFORD (66), Former Chairman, Bank of America Corporation, Charlotte, North Carolina. He served as Chairman of the Corporation from April 2004 until January 2005. Prior to that time, he had served as Chairman and Chief Executive Officer of FleetBoston since 2002. He also served as President and Chief Executive Officer of FleetBoston from 2001 to 2002 and President and Chief Operating Officer from 1999 to 2001. He has been a director of the Corporation since April 2004 and is a member of the Asset Quality and Executive Committees. He also serves as a trustee of NSTAR and a director CBS Corporation.

You decide



KENNETH D. LEWIS (61), Chairman, Chief Executive Officer and President, Bank of America Corporation, Charlotte, North Carolina. He has served as Chief Executive Officer since April 2001, President since July 2004 and Chairman since February 2005. He previously served as Chairman from April 2001 to April 2004 and President from January 1999 to April 2004. He also served as Chief Operating Officer from October 1999 to April 2001. He also serves as Chairman, Chief Executive Officer, President and a director of Bank of America, N.A. and as Chairman and a director of Merrill Lynch and Co., Inc. He has been a director of the Corporation since 1999 and is a member of the Executive Committee.

BACproxyVote.com
Says **AGAINST**



MONICA C. LOZANO (52), Publisher and Chief Executive Officer, La Opinion, Los Angeles, California, the largest Spanish-language newspaper in the United States. She has been in her present position since January 2004. In addition, she has served as Senior Vice President of ImpreMedia, LLC, the parent of La Opinion, since January 2004. From 2000 to 2004, Ms. Lozano served as President and Chief Operating Officer of Lozano Enterprises. She also served as a member of the Board of Regents of the University of California since December 2001 and as trustee of the University of Southern California since 1991. She has been a director of the Corporation since April 2006 and is a member of the Asset Quality Committee. She also serves as a director of The Walt Disney Company.

You decide



WALTER E. MASSEY (70), President Emeritus, Morehouse College, Atlanta, Georgia. He served as President of Morehouse College from August 1995 to June 2007. He has been a director of the Corporation since 1998 and is a member of the Audit Committee. He also serves as a director of McDonald's Corporation.

You decide



THOMAS J. MAY (61), Chairman, President and Chief Executive Officer, NSTAR, Boston, Massachusetts, an energy utility company. He has served as President of NSTAR and its subsidiaries since 2002 and as Chairman, Chief Executive Officer and Trustee since 1999. He has been a director of the Corporation since April 2004 and is chairman of the Audit Committee.

You decide



PATRICIA E. MITCHELL (66), President and Chief Executive Officer, The Paley Center for Media, New York, New York, a non-profit organization dedicated to advancing the understanding of the media. She has served in her present position since March 2006. Prior to that time, she had served as President and Chief Executive Officer of Public Broadcasting Service, a private non-profit media enterprise, from March 2000 to March 2006. She also has served as President of CNN Productions and Time Inc. Television, a division of Time Warner, Inc. She has been a director of the Corporation since 2001 and is a member of the Compensation and Benefits and Corporate Governance Committees. She also serves as a director of SunMicro Systems Incorporated.

You decide

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JOSEPH W. PRUEHER (66), Retired Admiral, United States Navy, Virginia Beach, Virginia. Admiral Prueher has served as a Consulting Professor at the Stanford University Center for International Security and Cooperation since 2001 and as a Senior Advisor at the Preventive Defense Project since 2001. He served as United States Ambassador to the People's Republic of China from 1999 to 2001. He also served in the United States Navy from 1964 to 1999 and last served as Commander-in-Chief of the U.S. Pacific Command. He has been a director of the Corporation since January 2009 and is a member of the Audit Committee. He also serves as a director of DynCorp International, Emerson Electric Co., Fluor Corporation and New York Life Insurance Company.

YOU DECIDE



CHARLES O. ROSSOTTI (68), Senior Advisor, The Carlyle Group, Washington D.C., a private global investment firm. He has served in his present position since 2003. From 1997 to 2002, he served as Commissioner of Internal Revenue of the Internal Revenue Service. In 1970, he co-founded American Management Systems, Inc., an international business and information technology consulting firm, and served at various times as President, Chief Executive Officer and Chairman of the Board until 1997. He has been a director of the Corporation since January 2009 and is a member of the Compensation and Benefits and Corporate Governance Committees. He also serves as a director of The AES Corporation.

YOU DECIDE



THOMAS M. RYAN (56), Chairman, President and Chief Executive Officer, CVS/Caremark Corporation, Woonsocket, Rhode Island, an integrated provider of pharmacy and related healthcare services. He has served as President and Chief Executive Officer since May 1998 and as Chairman since April 1999. He has been a director of the Corporation since April 2004 and is chairman of the Corporate Governance Committee and a member of the Compensation and Benefits Committee. He also serves as a director of Yum! Brands, Inc.

YOU DECIDE



O. TEMPLE SLOAN, JR. (70), Chairman, General Parts International, Inc., Raleigh, North Carolina, a distributor of automotive replacement parts. He has served in his present position since 1961. From 1961 to 2008, he also served as Chief Executive Officer. He has been a director of the Corporation since 1996. He is the Corporation's independent Lead Director and is chairman of the Compensation and Benefits and Executive Committees and a member of the Corporate Governance Committee. He also serves as Chairman of the Board of Highwoods Properties, Inc. and as a director of Lowe's Companies, Inc.

BACproxyVote.com
Says AGAINST



ROBERT L. TILLMAN (65), Former Chairman and CEO Emeritus, Lowe's Companies, Inc., Mooresville, North Carolina, a home improvement retailer. He served as Chairman and Chief Executive Officer of Lowe's Companies, Inc. from January 1998 until January 2005. He has been a director of the Corporation since April 2005 and is a member of the Asset Quality and Executive Committees.

YOU DECIDE



JACKIE M. WARD (70), Retired Chairman/CEO, Computer Generation, Inc., Atlanta, Georgia, a telecommunications software company. She served as Chairman of Computer Generation Inc., from May 2000 to December 2000 and as Chairman, President and Chief Executive Officer from October 1968 to May 2000. She has been a director of the Corporation since 1994 and is chairman of the Asset Quality Committee. She also serves as a director of Flowers Foods, Inc., Sanmina-SCI Corporation, SYSCO Corporation and Wellpoint, Inc.

BACproxyVote.com
Says AGAINST

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The Nominees

Set forth below are each nominee's name, principal occupation and five year business history.

The Board recommends a vote "FOR" all of the nominees listed below for election as directors (Item 1 on the proxy card).



WILLIAM BARNET, III (66), Chairman, President and Chief Executive Officer, The Barnett Company, Spartanburg, South Carolina, a real estate and other investments firm. He has been in his present position since 2001 and has been President of Barnett Development Corporation, a real estate investment firm, since 1990. He has also served as Chairman of William Barnett & Son, LLC, a synthetic fiber processing company, from 2001 to 2006, and served as Chief Executive Officer from 2000 to 2001. He served as President and Chief Executive Officer of William Barnett & Son, Inc. from 1976 to 2000. He has been the Mayor of Spartanburg, South Carolina since 2002. He has been a director of the Corporation since April 2004 and is a member of the Audit Committee. He also serves as a director of Duke Energy Corporation.

You decide



FRANK P. BRAMBLE, SR. (60), Former Executive Officer, MBNA Corporation, Wilmington, Delaware. He served as an advisor to the Executive Committee of MBNA Corporation, a financial services company, from April 2005 to December 2005 when it was acquired by the Corporation. Prior to that time, he had served as Vice Chairman of MBNA from July 2002 to April 2005. He also served as a director of Allfirst Financial, Inc. and Allfirst Bank from April 1994 to May 2002, and from December 1999 to May 2002 as Chairman of the Board. He has been a director of the Corporation since January 2006 and is a member of the Asset Quality Committee.

You decide



VIRGIS W. COLBERT (69), Senior Advisor, MillerCoors Company, Milwaukee, Wisconsin, a brewing company. He served as Miller Brewing Company's Executive Vice President of Worldwide Operations from 1997 to 2005; Senior Vice President and Vice President of Operations from 1993 to 1997; and also held other key leadership positions at Miller Brewing Company since 1979. He is Chairman Emeritus of the Thurgood Marshall College Fund and former Chairman of the Board of Trustees of Fisk University. He has been a director of the Corporation since January 2009 and is a member of the Asset Quality Committee. He also serves as a director of Lorillard, Inc., The Manitowoc Company, Inc., Sara Lee Corporation and The Stanley Works.

You decide



JOHN T. COLLINS (62), Chief Executive Officer, The Collins Group, Inc., Boston, Massachusetts, a venture capital, private equity investments and management firm. He has been in his present position since 1995. He has been a director of the Corporation since April 2004 and is a member of the Audit Committee.

You decide



GARY L. COUNTRYMAN (69), Chairman Emeritus and Director, Liberty Mutual Group, Boston, Massachusetts, an international and property and casualty insurance company. He served as Chairman of Liberty Mutual Group from 1986 to 2000. He also served as Chief Executive Officer from 1986 to 1998. He has been a director of the Corporation since April 2004 and is a member of the Compensation and Benefits, Corporate Governance and Executive Committees. He also serves as trustee of NSTAR and a director of CBS Corporation.

You decide



TOMMY R. FRANKS (63), Retired General, United States Army, Roosevelt, Oklahoma. General Franks has operated Franks & Associates, LLC, a private consulting firm, since 2003. He served in the United States Army from 1965 to 2003. In August 2003, he retired as a four star general. He has been a director of the Corporation since January 2006 and is a member of the Audit Committee.

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The table below provides membership information for each of the Board's committees.

2008/2009 Bank of America Committee Composition

Director Name	Asset Quality Committee	Audit Committee	Compensation and Benefits Committee	Corporate Governance Committee	Executive Committee
William Barnet, III		X			
Frank P. Bramble, Sr.	X				
Virgis W. Colbert	X†				
John T. Collins		X			
Gary L. Countryman			X†	X†	X
Tommy R. Franks		X			
Charles K. Gifford	X†				X
Kenneth D. Lewis					X
Monica C. Lozano	X				
Walter E. Massey		X			
Thomas J. May		X*			
Patricia E. Mitchell			X	X	
Joseph W. Prueher		X†			
Charles O. Rossotti			X†	X†	
Thomas M. Ryan			X	X*	
O. Temple Sloan, Jr.**			X*	X	X*
Meredith R. Spangler			X	X	
Robert L. Tillman	X				X†
Jackie M. Ward	X*				

* Committee Chairman

** Independent Lead Director

† Assignment effective January 28, 2009

In addition, the Board has made, subject to election of the director nominees by the stockholders at the Annual Meeting, the following committee assignments to be effective as of the Annual Meeting:

2009/2010 Bank of America Committee Composition

Director Name	Asset Quality Committee	Audit Committee	Compensation and Benefits Committee	Corporate Governance Committee	Executive Committee
William Barnet, III		X			
Frank P. Bramble, Sr.	X				
Virgis W. Colbert	X				
John T. Collins		X			
Gary L. Countryman			X	X	X
Tommy R. Franks		X			
Charles K. Gifford	X				X
Kenneth D. Lewis					X
Monica C. Lozano	X				
Walter E. Massey		X			
Thomas J. May		X*			
Patricia E. Mitchell			X	X	
Joseph W. Prueher		X			
Charles O. Rossotti			X	X	
Thomas M. Ryan			X	X*	
O. Temple Sloan, Jr.**			X*	X	X*
Robert L. Tillman	X				X
Jackie M. Ward	X*				

* Committee Chairman

** Independent Lead Director

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STOCK OWNERSHIP

As of December 31, 2008, we had two classes of voting securities. Common Stock and Series B Preferred Stock. Effective January 1, 2009 with the Merrill Lynch acquisition, eight additional classes of voting preferred stock were added. Our classes of voting securities are the Common stock, Series B Preferred Stock, Series 1 Preferred Stock, Series 2 Preferred Stock, Series 3 Preferred Stock, Series 4 Preferred Stock, Series 5 Preferred Stock, Series 6 Preferred Stock, Series 7 Preferred Stock and Series 8 Preferred Stock. As of February 9, 2009, we did not know of any person who beneficially owned 5% or more of the Common Stock or the Series 1-8 Preferred Stock (collectively, along with the Series B Preferred Stock, the "Preferred Stock"). The following table sets forth as of February 9, 2009, information regarding the sole holder known to us to beneficially own more than 5% of the Series B Preferred Stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class
Carolyn C. Glassman & Albert Irl Dubinsky TR UA Apr 8 82 Carolyn Glassman Trust 1815 Locust Street St. Louis, MO 63103	2,018 shares	26%

(1) All shares of Series B Preferred Stock indicated in the table are subject to the sole investment and voting power of the named individuals.

The following table sets forth information as of February 9, 2009, with respect to the beneficial ownership of Common Stock by: (i) each director and nominee for director; (ii) each executive officer named in the Summary Compensation Table; and (iii) all directors, nominees and executive officers as a group. As of February 9, 2009, no director, nominee or executive officer of the Corporation owned any shares of the Preferred Stock other than as disclosed below.

Name	Amount and Nature of Beneficial Ownership (1)(2)(3)(4)(5)
William Barnet, III (6)	197,130
Frank P. Bramble, Sr.	123,806
Virgis W. Colbert	21,062
John T. Collins (7)	191,859
Gary L. Countryman (8)	73,908
Barbara J. Desoer (9)	1,946,832
Tommy R. Franks	53,105
Charles K. Gifford (10)	325,745
Bruce L. Hammonds (11)	1,198,493
Kenneth D. Lewis (12)	4,697,070
Monica C. Lozano	13,126
Walter E. Massey (13)	56,539
Thomas J. May (14)	69,590
Liam E. McGee (15)	1,063,184
Patricia E. Mitchell	34,334
Joe. L. Price (16)	944,020
Joseph W. Prucher (17)	15,715
Charles O. Rossotti (18)	26,135
Thomas M. Ryan (19)	117,905
O. Temple Sloan, Jr. (20)	310,816
Meredith R. Spangler (21)	32,087,301
Robert L. Tillman	235,993
Jackie M. Ward (22)	169,455
All directors, nominees and executive officers as a group (27 persons) (23)	49,477,929