UNITED STATES
SECURITES AND EXCHANGE COMMISSION
Washington, D.C. 20549

NOTICE OF EXEMPT SOLICITATION

1. Name of the Registrant:

   BANK OF AMERICA CORPORATION

2. Name of the person relying on exemption:

   FINGER INTERESTS NUMBER ONE, LTD.

3. Address of person relying on exemption:

   520 Post Oak Blvd., Suite 750, Houston, TX 77027

4. Written Materials. Attach written material required to be submitted pursuant to Rule 14a-6(g)(1).

We are writing to urge you to VOTE AGAINST three directors that are standing for re-election at the Annual Meeting of Bank of America on April 29, 2009:

WE URGE YOU TO VOTE:

AGAINST the election of KENNETH D. LEWIS to the board of directors
AGAINST the election of O. TEMPLE SLOAN, JR. to the board of directors
AGAINST the election of JACKIE M. WARD to the board of directors

ON OTHER MATTERS, WE URGE YOU TO VOTE:

FOR PROPOSAL 8 - independent board chairman

FOR PROPOSAL 3 - advisory (non-binding) vote approving executive compensation
FOR PROPOSAL 5 – advisory vote on executive compensation
FOR PROPOSAL 11 – limits on executive compensation

Bank of America's stock price has declined over 80% since the September 15, 2008 announcement that Bank of America had agreed to acquire Merrill Lynch at a 60% premium to the closing price on the last trading day prior to the offer. We are asking shareholders to vote for a change in the corporate governance and the culture of Bank of America. We seek to change the culture away from a mentality that emphasizes size, market share and geographic footprint, toward a focus on risk-reward with respect to allocating shareholder capital and toward protecting and building shareholder value. Part of this change would include disciplined transparency and full disclosure to shareholders and regulatory authorities.

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To the Shareholders of Bank of America Corporation:

We are writing to ask you to vote for a change in the governance at Bank of America ("BAC" or the "Company"), and to advise you that we intend to withhold our support from three directors of the Company by voting "**AGAINST**" their re-election as directors of the Company. The three directors we intend to vote **against** are:

1. Kenneth D. Lewis - Chairman and CEO
2. O. Temple Sloan, Jr. – Lead director, Chair Compensation Committee, Chair Executive Committee, Corporate Governance Committee Member
3. Jackie M. Ward – Chair Asset Quality Committee

Finger Interests Number One, Ltd. is the owner of approximately 1.1 million shares of Bank of America. The shares were acquired upon the sale of Charter Bancshares, Inc. to NationsBank in 1996. NationsBank subsequently merged with Bank of America in 1998, and took the name Bank of America. We are long-term investors focused on improving shareholder value for all BAC shareholders by pursuing changes in the corporate governance of the Company.

In addition to our opposition to the three directors named above, we are also advising shareholders that we intend to vote in support of four other items that are presented on the proxy card for voting at the annual meeting on April 29, 2009. We believe approval of these measures at the annual meeting will improve the corporate governance of the Company and that approval would be favorable for increasing shareholder value in the long run. These proxy items are:

VOTE "FOR" PROPOSAL 8 - independent board chairman

VOTE "FOR" PROPOSAL 3 - advisory (non-binding) vote approving executive compensation
VOTE "FOR" PROPOSAL 5 – advisory vote on executive compensation
VOTE "FOR" PROPOSAL 11 – limits on executive compensation

Why we are pursuing an exempt solicitation seeking changes:

1. We believe that the current management and board of directors of the Company are focused on increasing size, market share and geographic footprint rather than protecting and building long-term shareholder value, as evidenced by their willingness to enter into an agreement to acquire Merrill Lynch on September 15, 2008 at a purchase price that represented a 60% premium to the prior closing price of Merrill Lynch. Note that this premium was offered to the shareholders of Merrill Lynch despite the fact that Lehman Brothers was about to fail on that weekend, despite the fact that credit and fixed income markets were frozen, and despite the fact that broker-dealers were having difficulty funding their operations.

2. We believe the management and board acted recklessly and without regard for shareholders by agreeing to offer such a premium price to Merrill Lynch despite the fact that, according to the proxy statement filed by the Company on October 31, 2008, the total time allowed for negotiation of and due diligence on this transaction was approximately 48 hours. Thus, we believe that the management and board of directors exercised limited due diligence and provided little structural protection for the common stockholders of BAC by approving a transaction whose value ($50 BN) was approximately 1/3rd the market value of BAC prior to the offer. Based on its size alone, even with sufficient time for due diligence, this transaction carried significant risk if not properly vetted and executed.
3. We believe that management and the board of directors were so intent on completing this transaction that they failed to notify shareholders of the material changes in the financial condition of Merrill Lynch during the months of October and November leading up to the date of the shareholder vote to approve the merger on December 5, 2008. It has been widely reported in the press that following the failure of Lehman Brothers, credit and fixed income markets suffered the two worst months in the history of Wall Street. On November 12, 2008, Treasury Secretary Paulson announced that the TARP plan would not be purchasing assets, sending assets prices sharply downward. *The Wall Street Journal* reported on 2/5/09 that Merrill Lynch had suffered pretax quarterly losses of approximately $13.34 BN by the end of November, prior to the December 5, 2008 shareholder meeting. This $13.34 BN loss represented approximately 25% of the purchase price that BAC agreed to pay on September 15th. However, management and the board of directors did not seek to protect the interests of shareholders by altering the terms of the transaction with Merrill Lynch. Nor did management or the board of directors amend the original proxy statement dated October 31, 2008 to allow shareholders to consider this new information on how to vote for the merger with Merrill Lynch. Based on these alleged losses, we believe the proxy statement no longer accurately reflected the financial condition of Merrill Lynch. We believe that the board and management were focused on closing the Merrill Lynch transaction regardless of its impact on shareholders.
4. On January 16, 2009, at its quarterly earnings conference call, BAC announced that Merrill Lynch had suffered a $21.5 BN pre-tax loss from operations during the fourth quarter of 2008, the time period when BAC shareholders voted to approve the merger transaction with Merrill Lynch. Management stated that most of the losses occurred after the December 5, 2008 shareholder vote. The Company also announced that, because of the losses at Merrill Lynch, it was compelled to seek financial assistance from the U.S. Treasury in the form of an additional $20 BN of preferred stock at an 8% (after tax) coupon, plus a $4 BN insurance policy from the government to backstop possible future losses on a portfolio of $118 BN in assets. Thus, in the face of dismal results at Merrill Lynch, not only had management and the board of BAC failed to renegotiate a more favorable deal for their shareholders, they actually negotiated a far worse deal for the common stockholders of BAC by accepting $24 BN in financing that was SENIOR in dividend and liquidation preference to the common stock. The cost of the Merrill deal rose from $29.1 BN to $53 BN as a result of the new TARP financing. Again, management and the board of directors did not offer the shareholders the opportunity to vote on the material change in the terms of this transaction.
5. In addition to failing to protect BAC shareholders against the fallout from the Merrill Lynch transaction, the management stated on this same conference call on January 16, 2009 that it had known about the losses on December 15, 2008, but failed to disclose this information to shareholders until January 16, 2009. By our calculations, approximately 47% of the weighted average common shares outstanding traded during that time period. We must ask what potential liability was incurred on behalf of the Company and its shareholders by the failure of

management and the board of directors to disclose this material information to shareholders and the market during this time period?

6. Shortly after the January 16, 2009 conference call disclosing the results of Merrill Lynch, the board of directors of Bank of America expressed their full support for the Chairman and CEO. One must assume that the board was at all times informed and in agreement with the events that occurred over this time period, otherwise one might wonder why there would not have been some reprimand or other action taken against management, rather than an expression of support, as was the case.

As a result of these events surrounding the Merrill Lynch transaction, and what we believe to be a total disregard for protecting the interests of shareholders demonstrated by management and the board of directors, we have decided to pursue this exempt solicitation, entirely at our cost.

Our Goal

Our goal is to change the corporate governance and culture of Bank of America away from a company that is focused on increasing size, market share and geographic footprint toward a culture that is focused on the risk – reward relationship with respect to allocating shareholder capital, and toward a focus on protecting and building shareholder value. Part of this change in culture would emphasize disciplined transparency, including full disclosure to shareholders and regulatory authorities.

Request Your Support

With the advent of proportional voting and the majority standard for the election of directors, all shareholder votes are important. Please vote at the annual meeting and remind the board of directors who they represent and who they should be working for – us, the shareholders.

We would respectfully request that you carefully consider the proxy items that are being voted upon at the Bank of America annual meeting to be held on April 29, 2009. Please consider the information presented in this letter as well as all of the additional information that is attached to this filing. We will also publish this letter and all attachments on www.bacProxyVote.com. We urge you to vote for change at the upcoming annual meeting. Please support our recommendations.

Please note, the cost of this solicitation is being borne entirely by Finger Interests Number One, Ltd. and is being done through use of one or more of the following forms of communication: mail, e-mail, website, and/or telephone communication. Finger Interests Number One, Ltd. is not asking for and will not accept your proxy card. To vote your proxy, please follow the instructions on your proxy card.

Respectfully submitted,

Jerry E. Finger
Managing Partner

Jonathan S. Finger
Partner