

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

BANK OF AMERICA CORPORATION,

Defendant.

CASE NOS.: 09 Civ. 6829 (JSR)

10 Civ. 0215 (JSR)

NOTICE FOR DISTRIBUTION OF THE SEC v. BANK OF AMERICA CORPORATION FAIR FUND

If you held shares of Bank of America Corporation common stock as of the close of trading on January 16, 2009, you may be eligible to share in the distribution of the \$150,000,000 Fair Fund.

A federal court authorized this Notice. This is not a solicitation from a lawyer.

The United States Securities and Exchange Commission (“SEC”) filed enforcement actions against Bank of America Corporation (“BAC”) alleging that BAC violated the federal proxy regulations in the merger between BAC and Merrill Lynch & Co., Inc. (“Merrill”) that closed on January 1, 2009. As part of a settlement of those actions approved by the Honorable Jed S. Rakoff of the United States District Court for the Southern District of New York on February 22, 2010, BAC paid approximately \$150 million into a Fair Fund that will be distributed to investors injured by the alleged misconduct. The purpose of this Notice is to advise you of your rights and of the eligibility criteria that may entitle you to participate in the benefits of distribution from the Fund described in this Notice. This Notice describes the steps you must take to file a Proof of Claim Form in order to be eligible for these benefits. Claim Forms are also available for download on the Fair Fund website at www.secbacfairfund.com, or you may write to or email Rust Consulting, Inc. (the “Distribution Agent”) and request a Proof of Claim Form. The Fund will be distributed to eligible BAC investors who submit valid Proof of Claim Forms.

YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENTS	
SUBMIT A CLAIM	This is the only way to be considered for payment. If you submit a claim you will also keep your right to sue Bank of America.
DO NOTHING	You will not be considered for payment, and you will keep your right to sue Bank of America.
DEADLINE	Claim Forms must be postmarked no later than November 12, 2010.

PLEASE DIRECT ALL QUESTIONS REGARDING THIS NOTICE TO		
Call: 1-877-788-4952	Email: info@secbacfairfund.com	Write: SEC v. Bank of America Corp. Fair Fund c/o Rust Consulting, Inc. Distribution Agent P.O. Box 2357 Faribault, MN 55021-9057

Please read this Notice carefully.

FREQUENTLY ASKED QUESTIONS

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BASIC INFORMATION

1. Why did I receive this Notice?

You or someone in your family may have held shares of BAC common stock as of the close of trading on January 16, 2009.

This Notice package describes the SEC’s enforcement actions, your legal rights, what benefits are available, who is eligible for them, and how to get them.

2. What are the details of the SEC’s settlement with Bank of America?

Following BAC’s merger with Merrill, the SEC filed two actions, SEC v. Bank of America Corp., 09-cv-6829 (JSR) (“Bonuses Action”) and SEC v. Bank of America Corp., 10-cv-0215 (JSR) (“Q4 Losses Action”) (collectively, the “Actions”). In the Bonuses Action, initially filed on August 3, 2009, the SEC charged BAC with violating Section 14(a) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rules 14a-3 and 14a-9 thereunder based on BAC’s failure to disclose, in proxy materials soliciting shareholder votes for approval of the merger, its authorization for Merrill to pay year-end bonuses of up to \$5.8 billion to its employees prior to the closing of the merger.

In the Q4 Losses Action, filed on January 12, 2010, the SEC charged BAC with violating Section 14(a) of the Exchange Act and Rule 14a-9 thereunder based on BAC’s failure to disclose, prior to the December 5, 2008 shareholder meeting to approve the merger, extraordinary losses that Merrill sustained in October and November 2008.

On February 22, 2010, the United States District Court for the Southern District of New York (the “Court”) entered a Final Consent Judgment, pursuant to which BAC was required to pay a civil penalty of \$150,000,000 and disgorgement of \$1. On or about March 10, 2010, the funds paid by BAC were deposited into an interest bearing account with the Court Registry Investment System. The Court established a Fair Fund

in accordance with Section 308(a) of the Sarbanes-Oxley Act of 2002. These funds, together with any interest and income earned thereon (collectively, the “Distribution Fund”), calculated after deductions expended or to be expended for taxes and fees (the “Net Distribution Fund”), will be distributed in accordance with the provisions of the Plan of Allocation to the Eligible Claimants as defined below who file timely and valid Proof of Claim Forms following the procedures set forth in this Notice and on the Proof of Claim Form (the “Distribution”). The Plan of Allocation is further explained below in the Answer to Question No. 7.

WHO IS ELIGIBLE

3. Who is eligible to participate in the Distribution Fund?

In order to determine whether you will receive a distribution from the Distribution Fund, you first must determine whether you are an Eligible Claimant. An Eligible Claimant is any of the following individuals and entities, subject to certain exceptions (*see* Question No. 4):

All persons and entities who held shares of BAC common stock as of the close of trading on January 16, 2009 other than shares of BAC common stock that were received as a result of the exchange of shares of Merrill common stock for shares of BAC common stock in connection with BAC’s acquisition of Merrill.

If you have questions about the tax consequences of participating in the Distribution Fund, you should consult with your own tax advisor.

4. Who is excluded from the Distribution Fund?

You are not an Eligible Claimant if you are:

- a) a current or former BAC or Merrill officer or director who had access to the allegedly undisclosed information that is the subject of the Actions (or an assign, heir, distributee, spouse, parent, child, or controlled entity of theirs);
- b) any Person who: (i) assigned its rights to a recovery in the SEC’s lawsuit against BAC to a third party; or (ii) is the assignee of a third party’s rights to any such recovery (other than by right of inheritance or devise); or
- c) any Person who is not entitled to receive at least \$10.00 in distribution funds under the terms set forth in the Plan of Allocation.

HOW TO SUBMIT A PROOF OF CLAIM FORM FOR CONSIDERATION

5. What do I need to do to receive a payment?

To qualify for a distribution payment, you **must** file a signed Proof of Claim Form with the Distribution Agent on or before the Claims Filing Deadline, November 12, 2010. A Proof of Claim Form is included with this Notice. If you require additional information or forms, you may also obtain them from the Fair Fund website at www.secbacfairfund.com. You may also request them by calling 1-877-788-4952 or you may submit a written request or email to the Distribution Agent at the address below.

Be sure to complete all information requested on the Proof of Claim Form that applies to you, sign the Form and include sufficient documentation reflecting your holdings of BAC shares as requested on the Claim Form. If you do not provide all required information and sign the Proof of Claim Form, your claim may be rejected.

Do not file a claim if you held shares of BAC common stock by participating in a tax qualified retirement plan (e.g. 401(k) plan). Claims made on behalf of a tax qualified retirement plan and its plan’s participants must be made by the custodian or fiduciary of the plan and not by the plan’s individual participants.

6. When is the deadline for sending in my Claim Form?

Your completed Proof of Claim Form must be postmarked no later than the Claims Filing Deadline of November 12, 2010 and mailed to the following address:

SEC v. Bank of America Corp. Fair Fund
c/o Rust Consulting, Inc.
Distribution Agent
P.O. Box 2357
Faribault, MN 55021-9057

7. How much will I receive if my claim is eligible?

The SEC has prepared a Plan of Allocation that provides a mathematical formula for the Distribution Agent to determine each Eligible Claimant's Approved Claim based upon the number of each Eligible Claimant's eligible shares of BAC common stock ("Claim Amount"). No Approved Claim from an Eligible Claimant will result in a paid distribution of less than \$10.00. The Net Distribution Fund will be allocated to the Eligible Claimant's *pro rata* based upon the ratio of the Approved Claim of each Eligible Claimant to the aggregate Approved Claims of all Eligible Claimants.

Each Eligible Claimant's Claim Amount is calculated based on the number of: (1) shares of BAC common stock the Eligible Claimant held as of the close of trading on December 31, 2008; (2) shares of BAC common stock the Eligible Claimant received in exchange for Merrill shares in the merger as of January 1, 2009; and (3) shares of BAC common stock the Eligible Claimant held as of the close of trading on January 16, 2009. You must have held BAC shares as of January 16, 2009 to calculate a Claim Amount.

For more specific information regarding the methodology utilized to determine each Eligible Claimant's distribution (the "Approved Claim"), please review the Plan of Allocation, which is attached to this Notice as Exhibit A, and which is available at www.secbacfairfund.com.

8. When would I receive my payment?

Processing of the Claim Forms will require significant time. The Distribution Agent estimates that distributions from the Distribution Fund will be made by the end of 2011, although that estimate is subject to change, depending on various factors.

Everyone who sends in a Claim Form can receive information about the progress of the Distribution by visiting the website at www.secbacfairfund.com, or by calling 1-877-788-4952, or sending an email to info@secbacfairfund.com, or writing to: SEC v. Bank of America Corp. Fair Fund, c/o Rust Consulting, Inc., Distribution Agent, P.O. Box 2357, Faribault, MN 55021-9057.

9. Do I give up any legal rights by submitting a claim?

An Eligible Claimant will be bound by all orders and judgments entered by the Court regarding the Distribution. By participating in the distribution of the Distribution Fund, Eligible Claimants **will not** be releasing any rights or claims they may have against any party, including but not limited to BAC and BAC's present or former officers and directors.

IF YOU DO NOTHING

10. What happens if I do nothing at all?

If you do not submit a Proof of Claim Form, you will not receive any payment in connection with the Distribution, regardless of whether you are otherwise an Eligible Claimant.

GETTING MORE INFORMATION

11. Are there more details about the Actions?

This Notice summarizes the Distribution. You may obtain copies of the SEC's Complaints and other relevant documents from the website for free at www.secbacfairfund.com or you may request copies by writing to SEC v. Bank of America Corp. Fair Fund, c/o Rust Consulting, Inc., Distribution Agent, P.O. Box 2357, Faribault, MN 55021-9057. The SEC's complaints and the Court's orders are also filed in the *Securities and Exchange Commission v. Bank of America Corporation*, Case Nos. 09 Civ. 6829 (JSR) and 10 Civ. 0215 (JSR). If you elect to obtain copies from a source other than the free website, there may be a charge for copying and mailing such documents.

12. How do I get more information?

You can visit the website at www.secbacfairfund.com, where you will find answers to common questions about the Distribution, the Claim Form, plus other information to help you determine whether you are an Eligible Claimant and whether you are eligible for payment. You can also call 1-877-788-4952 toll-free, write to the SEC v. Bank of America Corp. Fair Fund, c/o Rust Consulting, Inc., Distribution Agent, P.O. Box 2357, Faribault, MN 55021-9057, or send an email to info@secbacfairfund.com.

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you held shares of BAC common stock as of January 16, 2009 as nominee for a beneficial owner, then within ten (10) calendar days after you receive this Notice, you must either: (a) send a copy of this Notice and the accompanying Proof of Claim by first class mail to all such beneficial owners; or (b) provide a list of the names and addresses of such beneficial owners to the Distribution Agent so that the Distribution Agent can provide them with a copy of this Notice and a Proof of Claim.

If you chose option (a) above, you may request enough forms from the Distribution Agent (at no charge) to complete your mailing. You may seek reimbursement of your reasonable expenses actually incurred in complying with these directives, subject to approval of the SEC or the Court. All communications concerning this matter should be addressed to the Distribution Agent.

INQUIRIES

All inquiries concerning this Notice, the Proof of Claim Form, or any other questions by shareholders should be directed to the Distribution Agent as follows:

SEC v. Bank of America Corp. Fair Fund
c/o Rust Consulting, Inc.
Distribution Agent
P.O. Box 2357
Faribault, MN 55021-9057
Toll-Free: 1-877-788-4952
Website: www.secbacfairfund.com
Email: info@secbacfairfund.com

**PLEASE DO NOT CONTACT THE COURT
WITH YOUR QUESTONS REGARDING THIS NOTICE.**

Dated: July 15, 2010

EXHIBIT A
SEC v. BAC FAIR FUND PLAN OF ALLOCATION

1. The following Plan of Allocation is designed to fairly and equitably allocate the proceeds of the \$150,000,001 Fair Fund, less all taxes, approved costs, fees and expenses (the “Net Distribution Fund”). The Net Distribution Fund shall be distributed to Eligible Claimants.

2. This Plan of Allocation reflects that after the close of trading on January 16, 2009, Bank of America Corporation (“BAC”) publicly disclosed Merrill Lynch & Co., Inc.’s (“Merrill”) financial results for the fourth quarter of 2008, among other matters. On the following trading day, the price of shares of BAC’s common stock declined by approximately 29 percent. The Plan of Allocation applies the close of trading on January 16, 2009 as the date for determining the class of Potentially Eligible Claimants due to this substantial decline in the stock price (the “Recovery Date”) and excludes shares of BAC common stock that were obtained in exchange for shares of Merrill common stock in connection with the merger between BAC and Merrill that closed on January 1, 2009.

3. The Distribution Agent shall determine each Eligible Claimant’s *pro rata* share of the Net Distribution Fund based upon each Potentially Eligible Claimant’s “Eligible Claim Amount” from the number of eligible shares of BAC common stock held as of January 16, 2009. The Eligible Claim Amount formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Eligible Claimants.

4. A Potentially Eligible Claimant’s total “Eligible Claim Amount” shall constitute the number of eligible shares of BAC common stock. The Eligible Claim Amount will be calculated as follows:

Quantification of Eligible Claim Amount

For all shares of BAC common stock held on the Recovery Date, the Eligible Claim Amount shall be equal to the sum of (a) the number of shares of BAC common stock held as of the close of trading on December 31, 2008 and (b) the Change in Net Shares as of the Recovery Date (the number of shares of BAC common stock held as of the Recovery Date *less* the sum of the number of BAC common stock shares held as of the close of trading on December 31, 2008 and the number of shares of BAC common stock received in exchange for shares of Merrill common stock in connection with the merger between the two companies that closed on January 1, 2009).

5. Other Instructions and Guidelines Applicable to All Eligible Claim Amounts:

a. Shares of BAC common stock shall be deemed to have been held as of the “contract” or “trade” date as opposed to as of the “settlement” or “payment” date.

b. Potentially Eligible Claimants must submit documentation evidencing their holding positions of Eligible Securities to be considered eligible to participate in the distribution.

c. If one of your mutual funds holds an Eligible Security, that alone does not make you an Eligible Claimant.

d. Do not file a claim if you held shares of BAC common stock by participating in a tax qualified retirement plan (e.g. 401(k) plan). Claims made on behalf of a tax qualified retirement plan and its plan’s participants must be made by the custodian or fiduciary of the plan and not by the plan’s individual participants.

e. Each Eligible Claimant shall be allocated a *pro rata* share of the Net Distribution Fund based on his, her or its Eligible Claim Amount compared to the sum of all Eligible Claim Amounts of all Eligible Claimants. Each Eligible Claimant shall be paid an amount determined by multiplying the Net Distribution Fund by a fraction the numerator of which shall be his, her or its “Eligible Claim Amount” and the denominator of which shall be the sum of all Eligible Claim Amounts of all Eligible Claimants. However, no Eligible Claim Amount of a Potentially Eligible Claimant in an amount determined to result in a distribution of less than \$10.00 will be paid. The Distribution Agent may aggregate the accounts held by an individual or entity to reach the minimum distribution requirement.

f. Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Potentially Eligible Claimants. All Potentially Eligible Claimants who fail to complete and file a valid and timely Proof of Claim Form may be denied from participating in distributions from the Net Distribution Fund.

g. Checks (bank drafts) will be distributed to Eligible Claimants after all claims have been processed in accordance with the Plan of Distribution. To the extent that any monies remain in the Net Distribution Fund after the Distribution Agent has caused distributions to be made to all Eligible Claimants, whether by reason of un-cashed distributions or otherwise, then, after the Distribution Agent has made reasonable and diligent efforts to have Eligible Claimants cash their distributions, any balance remaining in the Distribution Fund within one (1) year after the distribution of such funds shall be re-distributed to Eligible Claimants who have cashed their initial distributions and who would receive at least \$10.00 from such re-distribution, after payment of any unpaid costs or fees incurred in administering the Net Distribution Fund for such re-distribution. If six (6) months after such re-distribution, funds remain in the Net Distribution Fund, then such funds shall be further re-distributed to Eligible Claimants who have cashed their most recent re-distribution and who would receive at least \$10.00 from such further re-distribution, after payment of any unpaid costs or fees incurred in administering the Net Distribution Fund for such re-distribution. The re-distributions shall continue until it becomes economically unfeasible to continue re-distributions based upon the costs associated with such re-distributions, after which the remaining funds shall be distributed to the United States Treasury.

h. The Court may modify the Plan of Allocation in connection with a ruling, and has reserved jurisdiction to allow, disallow, or adjust the claim of any Potentially Eligible Claimant on equitable grounds.