

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Securities and Exchange Commission,

Plaintiff,

Case Nos.: 09 Civ. 6829 (JSR)

10 Civ. 0215 (JSR)

v.

Bank of America Corporation,

Defendant.

PROOF OF CLAIM FORM

I. GENERAL INSTRUCTIONS

1. To participate in the Bank of America Corporation ("BAC") Fair Fund established in connection with the actions entitled *Securities and Exchange Commission v. Bank of America Corporation*, Case Nos.: 09 Civ. 6829 (JSR) and 10 Civ. 0215 (JSR) (collectively, the "Action"), you must complete this Proof of Claim Form. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim Form, your claim may be rejected and you may be precluded from any recovery from the Fair Fund.

2. Submission of this Proof of Claim Form, however, does not guarantee that you will share in the distribution of the Fair Fund.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM POSTMARKED NO LATER THAN NOVEMBER 12, 2010, ADDRESSED AS FOLLOWS:

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

If you are NOT a Potentially Eligible Claimant as defined in the Notice for Distribution of the SEC v. Bank of America Corporation Fair Fund ("Notice") DO NOT submit a Proof of Claim Form.

II. CLAIMANT IDENTIFICATION

1. If you held shares of BAC common stock as of the close of trading on January 16, 2009 other than BAC shares you received as a result of the exchange of shares of Merrill Lynch & Co., Inc. ("Merrill") common stock for shares of BAC common stock in connection with BAC's acquisition of Merrill and held the certificate(s) in your name, you are the beneficial owner (holder) as well as the record owner. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

2. Use Part I of this form entitled "Claimant Identification, Section A: Name of IRA Custodian OR other Nominee filing on behalf of the Beneficial Owner, if applicable," to identify the Nominee filing on behalf of the Beneficial Owner for shares of BAC common stock which form the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER OR OWNERS, OR THE LEGAL REPRESENTATIVE OF SUCH OWNER OR OWNERS OF THE SHARES OF BAC COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

NOTE: Separate Proof of Claim Forms must be submitted for each separate legal entity (for example, a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name).

3. All joint owners must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons and/or entities represented by them and proof of their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. PROOF OF CLAIM FORM

1. Use Part II of this form entitled "Schedule of Shares of Bank of America Corporation ("BAC") and Merrill Lynch & Co., Inc. ("Merrill") Common Stock Holdings" to supply all required details of your transaction(s).

2. Please provide all of the requested information with respect to *all* of your holdings and shares of Merrill exchanged for BAC shares in connection with BAC's acquisition of Merrill. Failure to report all such holdings may result in the rejection of your claim.

3. Broker confirmations or other documentation of your holdings in shares of BAC common stock and shares of Merrill common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

4. A Proof of Claim Form received by the Distribution Agent shall be deemed to have been submitted when posted, if mailed by **November 12, 2010** and if such postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim Form shall be deemed to have been submitted when actually received by the Distribution Agent.

5. You should be aware that it will take a significant amount of time to process fully all of the Proof of Claim Forms and to administer the Fair Fund. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim Form.

6. The Proof of Claim Form is designed to require the minimum amount of information necessary to process the claims. The Distribution Agent may request additional information as required to efficiently and reliably calculate your loss. In cases where the Distribution Agent cannot perform the calculation accurately or at a reasonable cost to the Fair Fund with the information provided, the Distribution Agent may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the claimant's cost.

IV. ELECTRONIC FILING OF PROOF OF CLAIM FORM

Electronic filing is intended for institutions, brokers and nominees with large numbers of transactions. These claimants may be requested to submit information regarding their transactions in electronic files in the required file layout and mail it to the Distribution Agent as a CD or to upload the file to the secured FTP site. **Do not email the data. Claimants MUST also submit a manually signed paper Proof of Claim Form.**

If you wish to file your claim electronically, you must contact the Distribution Agent at info@secbacfairfund.com or visit www.secbacfairfund.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Distribution Agent issues to the Claimant a report listing all transactions contained on the electronic file.

If you file electronically, you **must include**: (1) First and Last Name of Beneficial Owner and Co-Owner, if any; Entity Name; Representative Name; (2) Account Number; (3) Tax Identification; and (4) CUSIP (see file layout). In the event that you do not submit all the required information, your file may be **rejected**.

REMINDER CHECKLIST

1. Please sign the Certification section on page 2 of the Proof of Claim Form. If this Proof of Claim Form is submitted on behalf of Joint Claimants, then both Claimants must sign.
2. This form, with your supporting documentation, must be postmarked no later than **November 12, 2010** and mailed to:
SEC v. BAC Fair Fund
c/o Rust Consulting, Inc.
Distribution Agent
P.O. Box 2357
Faribault, MN 55021-9057
3. Remember to attach supporting documentation. Do NOT provide originals of stock certificates or any other documentation.
4. Keep a copy of your Proof of Claim Form and all documents submitted for your records.
5. Do NOT use highlighter on the Proof of Claim Form or any supporting documents.
6. If you move after submitting this Proof of Claim Form, please notify the Distribution Agent of the change in your address.

CONTACT INFORMATION

If you have any questions, contact the Distribution Agent at:

Toll-Free: 1-877-788-4952
Email: info@secbacfairfund.com
Website: www.secbacfairfund.com

SEC v. BAC FAIR FUND

Case Nos.: 09 Civ. 6829 (JSR) and 10 Civ. 0215 (JSR)
United States District Court for the Southern District of New York

MUST BE POSTMARKED
NO LATER THAN
NOVEMBER 12, 2010

For Official Use Only

PROOF OF CLAIM FORM

Use Blue or Black Ink Only

PART I. — CLAIMANT IDENTIFICATION - Complete either Section A or B and then proceed to C. Please type or print.

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, or IRA account. Otherwise, proceed to B.

Last Name (Beneficial Owner)	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	First Name (Joint Beneficial Owner)
<input type="text"/>	<input type="text"/>
Name of IRA Custodian OR other Nominee filing on behalf of the Beneficial Owner, if applicable	
<input type="text"/>	
If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).	

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to C.

Entity Name
<input type="text"/>
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.)
<input type="text"/>

C. Claimant (Investor) Mailing Address and Account Information:

Specify one of the following that describes the type of account:		
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Corporation	<input type="checkbox"/> UGMA Custodian
<input type="checkbox"/> Other:	<input type="checkbox"/> IRA	<input type="checkbox"/> Partnership
<input type="checkbox"/> Estate	<input type="checkbox"/> Trust	
Number and Street or P.O. Box		
<input type="text"/>		
City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province and Postal Code	Foreign Country	
<input type="text"/>	<input type="text"/>	
Telephone Number (Day)	Telephone Number (Evening)	
<input type="text"/>	<input type="text"/>	
E-mail Address	Account Number	
<input type="text"/>	<input type="text"/>	
Enter Taxpayer Identification Number below for the Beneficial Owner(s).		
Social Security No. (for individuals)	or	Taxpayer Identification No.
<input type="text"/>		<input type="text"/>



PART II. — SCHEDULE OF SHARES OF BANK OF AMERICA CORPORATION (“BAC”) AND MERRILL LYNCH & CO., INC. (“MERRILL”) COMMON STOCK HOLDINGS

YOU MUST SUBMIT DOCUMENTATION SUPPORTING THE REPORTED SHARES BELOW. IF NO SHARES WERE HELD AS OF THE DATES BELOW, THEN WRITE “ZERO” OR “0”.

BEGINNING HOLDINGS

A. Number of shares of BAC common stock (NYSE: BAC) *held as of the close of trading on December 31, 2008:*

Number of Shares

B. Number of shares of Merrill common stock (NYSE: MER) *held as of the close of trading on December 31, 2008:*

Number of Shares

ENDING HOLDINGS

C. Number of shares of BAC common stock *held at the close of trading on January 16, 2009:*

Number of Shares

DID YOU COMPLETE EACH HOLDING POSITION?

PART III — CERTIFICATION

Enter your Tax Identification Number (“TIN”) in the appropriate box below.

- Individuals use your Social Security Number (“SSN”). (Resident alien, sole proprietor, or disregarded entity, see Part I of W-9 instructions.)
- For sole proprietors, you must show your individual name, but you may also enter your business or “doing business as” name. You may enter either your SSN or your Employer Identification Number (“EIN”).
- For other entities, it is your SSN or EIN.

SSN

OR

EIN

If you are exempt from backup withholding, enter your current TIN above and write “exempt” on the following line: _____

I (We) declare UNDER PENALTY OF PERJURY under the laws of the United States of America that:

1. The number shown on this form is my current TIN; and
2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

3. I am (We are) not a current or former BAC or Merrill officer(s) or director(s) who had access to the allegedly undisclosed information that is the subject of the Action (or an assign, heir, distributee, spouse, parent, child, or controlled entity of theirs);
4. I (We) have not (i) assigned my (our) rights to a payment from the Fair Fund to a third party; or (ii) been assigned a third party’s rights to any such payment (other than by right of inheritance or devise).

Executed this _____ day of _____, 2010 in _____, _____ (City) (State/Country)

Signature of Claimant

(Type or print name of Claimant)

Signature of Joint Claimant, if any

(Type or print name of Joint Claimant, if any)

Signature of person signing on behalf of Claimant

(Type or print name of person signing on behalf of Claimant)

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Administrator, Executor, Trustee, President, Custodian, POA, etc.)

