



Information Circular: Bank of America Corporation STARS

To: Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

From: NASDAQ Listing Qualifications Department
BX Listing Qualifications Department

DATE: February 5, 2009

Index-Linked Notes

Symbol

CUSIP Number

Bank of America Corporation Strategic Accelerated Redemption Securities Linked to the S&P 500 Index

SKC

060900123

Information on the Notes

Bank of America Corporation (the "Issuer") has issued Strategic Accelerated Redemption Securities ("STARS") linked to the S&P 500 Index (the "Index"). The Notes were priced at \$10 each and mature on February 1, 2011.

The STARS are senior unsecured debt securities and are not guaranteed or insured by the Federal Deposit Insurance Corporation ("FDIC") or secured by collateral. The STARS will rank equally with all of the Issuer's other unsecured and unsubordinated debt, and any payments due on the STARS, including any repayment of principal, will be subject to the credit risk of the Issuer.

The STARS provide for an automatic call if the Observation Level of the Index on any Observation Date is equal to or greater than the Call Level. If the STARS are called on any Observation Date, investors will receive on the Call Settlement Date an amount per unit (the "Call Amount") equal to the \$10 Original Offering Price of the notes plus the applicable Call Premium. If the STARS are not called, the amount investors receive on the maturity date (the "Redemption Amount") will not be greater than the Original Offering Price per unit and will be based on the direction of and percentage change in the value of the Index from the Starting Value, as determined on January 29, 2009, the pricing date, to the Ending Value, as determined on the final Observation Date.

Investors must be willing to forgo interest payments on the STARS and be willing to accept a repayment that may be less, and potentially significantly less, than the Original Offering Price of the notes. Investors also must be prepared to have the STARS called by the Issuer on any Observation Date.

The call amounts and Observation Dates:

- 1) \$11.8350 if called on February 1, 2010;
- 2) \$12.7525 if called on July 27, 2010; or
- 3) \$13.6700 if called on January 25, 2011.

If held to maturity, investors will receive:

- If the Ending Value of the Index is equal to or greater than the Threshold Value:

\$10

- If the Ending Value of the Index is less than the Threshold Value:

$\$10 + [\$10 \times ((\text{Ending Value} - \text{Threshold Value}) / \text{Starting Value})]$

The Starting Value for the Index is 845.14. The Threshold Value is 760.63. The Ending Value will be determined on the final Observation Date.

Please see the prospectus for the Notes for more details regarding the calculations and details regarding the Index.

It is expected that the market value of the Notes will depend substantially on the value of the Index and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yield of the stocks comprising the Index, and the credit ratings of the Issuer.

Trading in the Notes on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading rules. Trading in the Notes on BX is on a UTP basis and is subject to BX equity trading rules. The Notes will trade on NASDAQ from 7:00 a.m. until 8:00 p.m. Eastern Time. The Notes will trade on BX from 8:00 a.m. until 7:00 p.m. Eastern Time. For trading during Nasdaq's and BX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the Notes during these sessions, when the underlying index's value or similar value may not be disseminated.

NASDAQ will halt trading in the Notes in accordance with NASDAQ Rule 4120. BX will halt trading in the Notes in accordance with BX Equity Rule 4120. The grounds for a halt under these rules include a halt by the primary market because the value of the underlying index or a similar value is not being disseminated as required, or a halt for other regulatory reasons. In addition, NASDAQ and BX will also stop trading the Shares Notes if the primary market de-lists the Notes.

Trading of the Notes on NASDAQ is subject to the provisions of NASDAQ Rule 2310. Trading of the Notes on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the Notes to customers should make a determination that the securities are suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in the NASDAQ Conduct Rules and BX Conduct Rules.

Nasdaq members and BX members also should review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

This Information Circular is not a statutory prospectus. NASDAQ members and BX members should consult the registration statement or prospectus for the Notes for additional information.

Inquiries regarding this Information Circular should be directed to:

- Will Slattery, NASDAQ Listing Qualifications / BX Listing Qualifications, at 301.978.8088
- NASDAQ Market Sales / BX Market Sales at 800.846.0477