



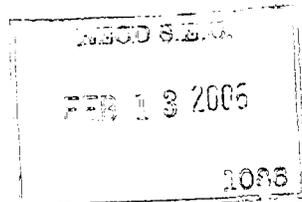
DIVISION OF CORPORATION FINANCE

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549-3010

DC No Act



06024883



January 31, 2006

Thomas D. Carney Vice President and General Counsel Borders Group, Inc. 100 Phoenix Drive Ann Arbor, MI 48108

Act: 1934 Section: Rule: 14A-8 Public Availability: 1/31/2006

Re: Borders Group, Inc. Incoming letter dated January 6, 2006

Dear Mr. Carney:

This is in response to your letter dated January 6, 2006 concerning the shareholder proposal submitted to Borders by the Massachusetts State Carpenters Pension Fund. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

PROCESSED

MAR 01 2006

THOMSON FINANCIAL

Eric Finseth Attorney-Adviser

Enclosures

cc: Mark Erlich Fund Chairman Massachusetts State Carpenters Pension Fund 350 Fordham Road Wilmington, MA 01887

940510

PINE STREET INN  
44 HARRISON AVENUE  
BOSTON MA 02118  
Bed No. 3100  
Date 4/16/05  
OP

PINE STREET INN  
44 HARRISON AVENUE  
BOSTON MA 02118  
Bed No. 3105  
Date 4/16/05  
OP

PINE STREET INN  
44 HARRISON AVENUE  
BOSTON MA 02118  
Bed No. 3106  
Date 4/16/05  
OP

PINE STREET INN  
44 HARRISON AVENUE  
BOSTON MA 02118  
Bed No. 3107  
Date 4/16/05  
OP

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118  
*VINE ST. Pk 3095*  
Bed No. 3095  
Date Permanent

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118  
Bed No. 3061-119  
Date 11/16/05

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118  
Bed No. 3102  
Date 11/16/05

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118

Bed No. \_\_\_\_\_  
Date \_\_\_\_\_

8057-205-7090

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118

Bed No. 306

Date 11/16/05

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118

Bed No. 302

Date 11/16/05

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118

8057-205-7096

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118

Bed No. 3001

Date 11/16/05

PINE STREET INN  
444 HARRISON AVENUE  
BOSTON, MA 02118

Bed No. 3002

Date 11/16/05

National World War II Memorial

With this stamp, the U.S. Postal Service honors millions of Americans who served overseas and on the home front during World War II. This issuance is scheduled to coincide with the dedication of the National World War II Memorial, currently under construction on the National Mall in Washington, D.C. The memorial will be located just east of the Reflecting Pool, between the Lincoln Memorial and the Washington Monument. Its principal design features are the Rainbow Pool, being reconstructed, and a memorial plaza. Tom Engeman's computer-generated artwork shows one of two arches that flank the plaza.



John J. CRAPO, Homeless Senior  
CITIZEN & US ARMY VETERAN, ETC  
PINE STREET INN Homeless Men's  
Shelter PO Box 400151  
CAMBRIDGE MA 02140-0002

Dear MSTR RECEPTIONIST  
Please INFORM MR THIEN C  
NGUYEN who does doctoring up  
me. I plan to be there 9 AM Fri-  
day. I'M BRIEF

Sincerely

John J. CRAPO  
(MR) Q Dr Jim Junning Crafo  
Disabled Homeless  
Veteran, Army Unit  
States of America  
JJC11's



Trademarks and copyrights used herein are property of the United States Postal Service and are used under license to U.S. Alltagance, Inc. www.jpilodge.com

TUFTS UNIVERSITY School  
OF DENTAL MEDICINE  
RECEPTIONIST FLR FOUR

1 KNEELAND ST FL 4

BOSTON MA 02111-1527  
ZIP + 4

COA

National World War II Memorial

With this stamp, the U.S. Postal Service honors millions of Americans who served overseas and on the home front during World War II. This issuance is scheduled to coincide with the dedication of the National World War II Memorial, currently under construction on the National Mall in Washington, D.C. The memorial will be located just east of the Reflecting Pool, between the Lincoln Memorial and the Washington Monument. Its principal design features are the Rainbow Pool, being reconstructed, and a memorial plaza. Tom Engeman's computer-generated artwork shows one of two arches that flank the plaza.



OPY

JOHN J. CRAPO, Homeless Senior  
CITIZEN + US ARMY VETERAN, ETC  
FINE STRAT INN Homeless Men's  
Shelter PO Box 400151  
CAMBRIDGE MA 02140-0002

Dear MSTR RECEPTIONIST  
Please inform MR THIEN C  
NGUYEN who does doctoring for  
me. I plan to be there 9 AM Fri.  
day. I'M BRIEF

Sincerely

John J. CRAPO  
(M) O'Don Junning Crapo  
Disabled Homeless  
Veteran, Army United  
States of America  
JJC/11c

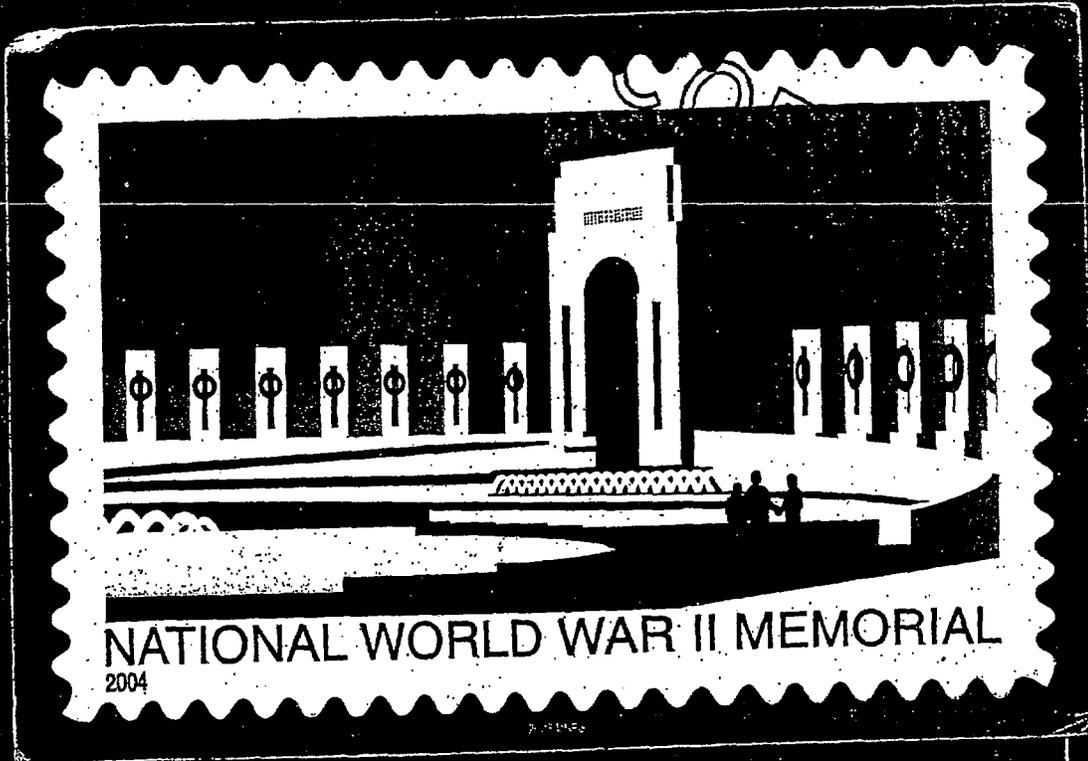


Trademarks and copyrights used herein are properties of the United States Postal Service and are used under license to U.S. Alliances, Inc. www.jpfdge.com

TUFTS UNIVERSITY School  
OF DENTAL MEDICINE  
RECEPTIONIST FLR FOUR

1 KNEELAND ST FL 4

BOSTON MA 02111-1527  
ZIP + 4.



**EXHIBIT B**

---

Bank of America



William J. Mostyn, III  
Deputy General Counsel and  
Corporate Secretary

Bank of America  
NC1-007-20-01  
100 North Tryon Street  
Charlotte, NC 28255

Tel 704.386.5083  
Fax 704.386.9330  
william.mostyn@bankofamerica.com

November 30, 2005

**VIA CERTIFIED MAIL/  
RETURN RECEIPT REQUESTED**

Mr. John Jennings Crapo  
P.O. Box 400151  
Cambridge, MA 02140-0002

Re: **Bank of America Corporation (the "Corporation")**

Dear Mr. Crapo:

On November 22, 2005, we received your request to include a stockholder proposal in the Corporation's 2006 annual proxy statement. In order to properly consider your proposal for inclusion in the Corporation's proxy statement, you must meet certain eligibility requirements. We were able to verify that you have continuously held at least \$2,000 in market value of the Corporation's common stock and had held such stock continuously for at least one year by the date you submitted your request to include a stockholder proposal in the Corporation's 2006 annual proxy statement. However, in accordance with Rule 14a-8(b) of the Securities and Exchange Commission ("SEC"), we need for you to provide a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders.

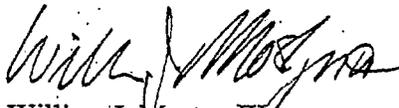
Furthermore, under SEC Rule 14a-8(d), a stockholder proposal and the accompanying statement may not exceed 500 words. Although your proposal and the supporting statement exceed this limit, you may submit a revised proposal under SEC Rule 14a-8(f). Please note, however, if you do not provide a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders and you do not submit a revised proposal that complies with the 500 word limitation **within 14 calendar days** of your receipt of this letter, we may properly exclude your proposal from our 2006 proxy statement. For your convenience, I have attached a copy of the relevant SEC provisions, Rule 14a-8(b)(d) and (f).



Notwithstanding the foregoing, the Corporation does not relinquish its right to later object to including your proposal on related or different grounds pursuant to applicable SEC rules.

Please send any future correspondence to my attention: William J. Mostyn III, Corporate Secretary, Bank of America Corporation, NC1-007-20-01, 100 North Tryon Street, Charlotte, NC 28255.

Very truly yours,

A handwritten signature in black ink, appearing to read "William J. Mostyn III". The signature is written in a cursive style with a large, sweeping initial "W".

William J. Mostyn III  
General Deputy Counsel and  
Corporate Secretary

Attachment

copy of proxy materials to a shared address in accordance with Exchange Act Rule 14a-3(c)(1), it shall exclude from the number of record holders those to whom it does not have to deliver a separate proxy statement.

#### Rule 14a-8: Shareholder Proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

##### (a) Question 1: What is a proposal?

A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

##### (b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or update forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) Question 3: How many proposals may I submit?

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) Question 4: How long can my proposal be?

The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) Question 5: What is the deadline for submitting a proposal?

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q or 10-QSB, or in shareholder reports of investment companies under Rule 30d-1 under the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this Rule 14a-8?

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should

**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

**John J. Crapo**  
[Redacted]  
P.O. Box 400151  
Cambridge, MA 02140-0002

2. Article Number

(Transfer from service label)

7001 2510 0003 4222 5974

**COMPLETE THIS SECTION ON DELIVERY**

A. Signature

*John J. Crapo*

- Agent
- Addressee

B. Received by (Printed Name)

JOHN CRAPO

C. Date of Delivery

08/26/05

D. Is delivery address different from item 1?  Yes

If YES, enter delivery address below:  No

*John J. Crapo*  
*Shareholder S&P Corp*

3. Service Type

- Certified Mail
- Express Mail
- Registered
- Return Receipt for Merchandise
- Insured Mail
- C.O.D.

4. Restricted Delivery? (Extra Fee)

Yes

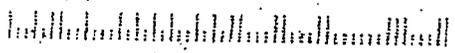
UNITED STATES POSTAL SERVICE



First-Class Mail  
Postage & Fees Paid  
USPS  
Permit No. G-10

• Sender: Please print your name, address, and ZIP+4 in this box •

**Kristin Oberheu**  
Bank of America Legal Department  
100 North Tryon Street  
NC1-007-20-01  
Charlotte, NC 28255-0001



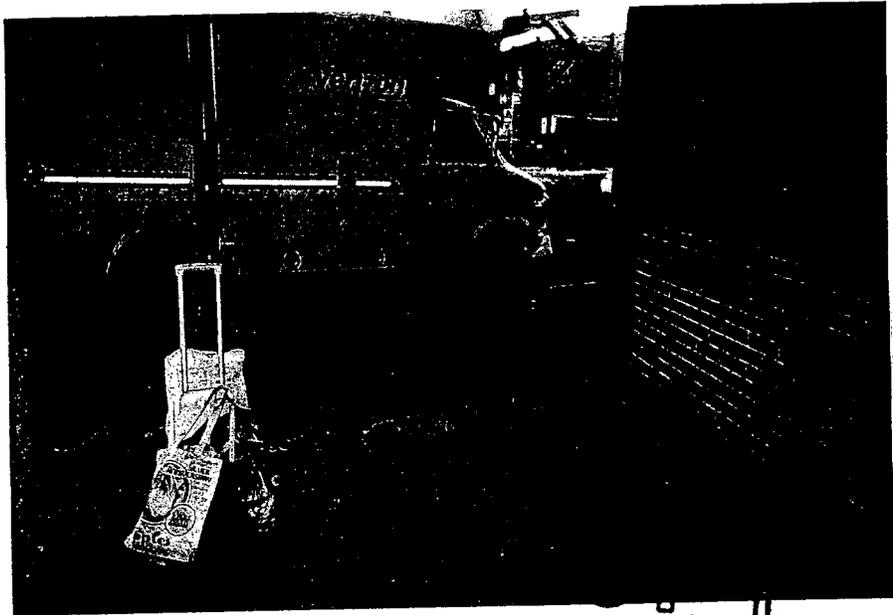
RECEIVED

2005 JAN 13 PM 4:32

WILEY STREET COUNSEL  
CORPORATION FINANCE

(1) (1)

(1) (1)

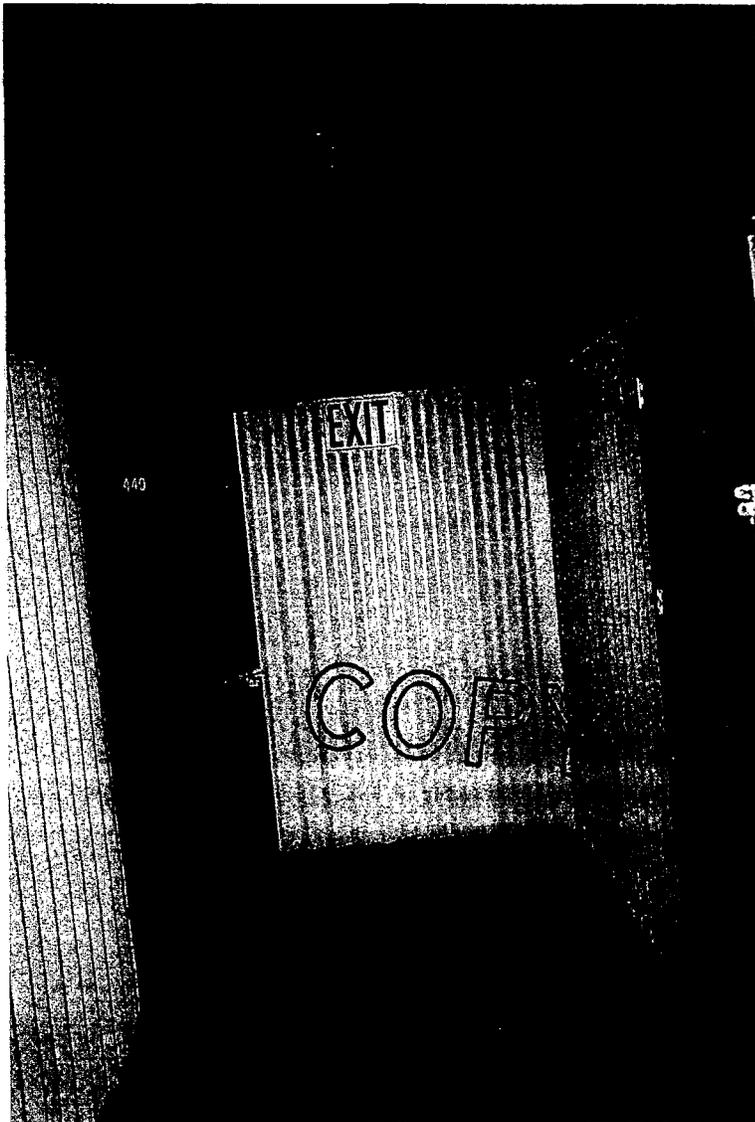


29 December 2005  
 Via Certified mail  
 return receipt requested  
 USA Securities and Exchange  
 COMMISSION  
 Office of Division of Corporation  
 Finance Dir. Director Mr. Allan Beller  
 Washington DC 20549-0213  
 Re: objections of said Bank Corporation to  
 my shareholder proposal.  
 cc and copies of exhibits  
 via certified mail return receipt requested  
 USA Securities and Exchange Commission  
 office of Don Chirk  
 United States Administration Law Judge  
 450 5th Street NW  
 Washington DC 20549-0213

MORE

(211)

pan/mo/021  
29 Dec  
2009



MR Crapo to USA Securities & Exchange  
COMMISSION ("SEC")

BANKS AMERICA  
MSTR William J. Mostyn, Esquire  
Officer & Corporate Secretary

~~NET 000~~

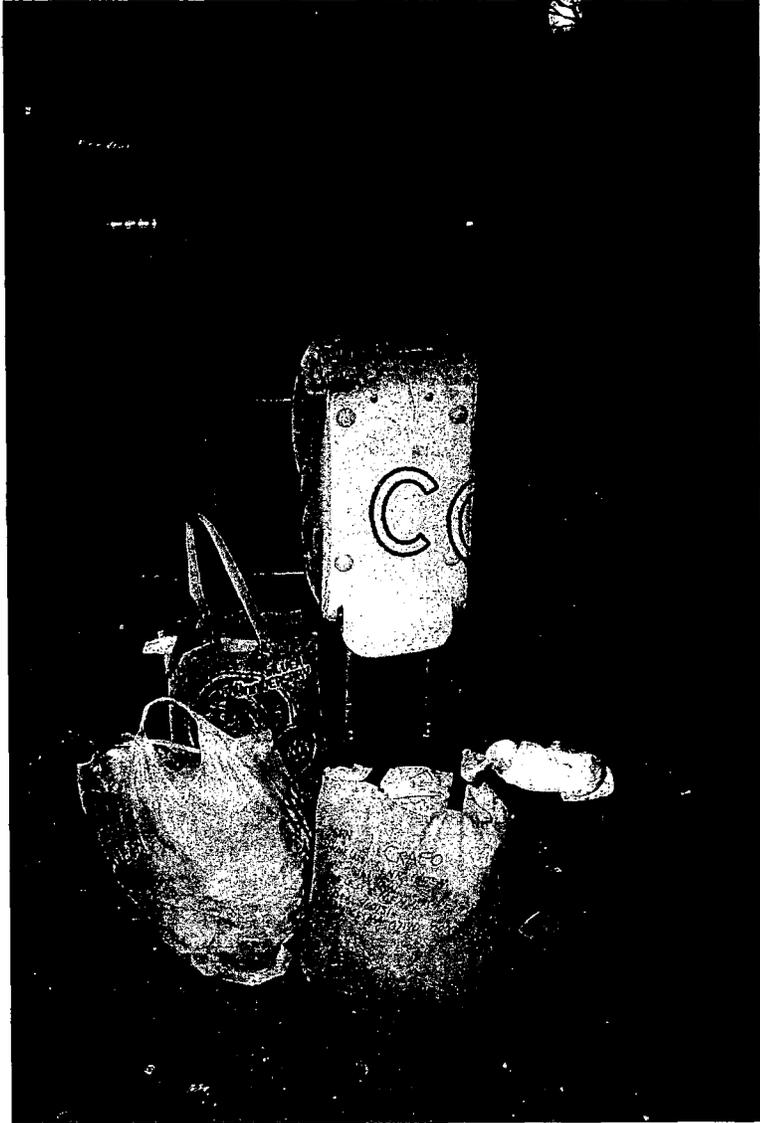
NCI 007 20 01  
100 N TRYON ST  
CHARLOTTE NC

28255 0001

MORE

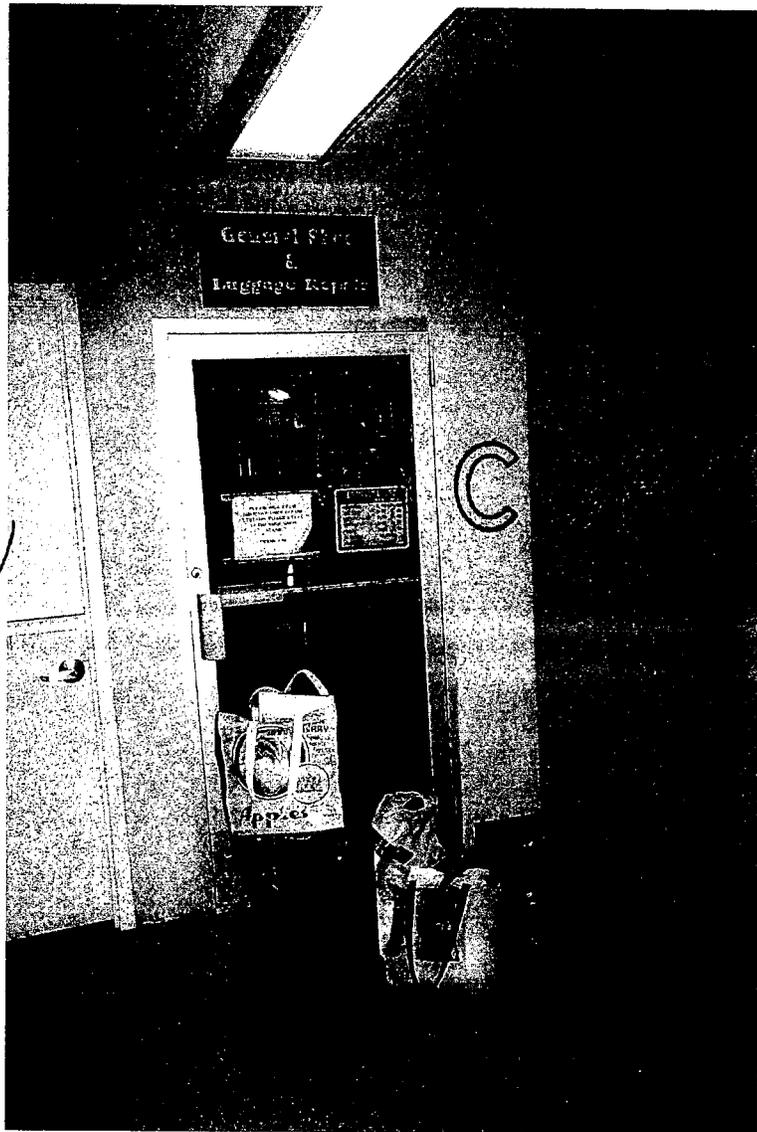
(3)(11)

Pass thru (03)  
OF



29 Dec 2003  
MR Crapo to SEC  
I ask in event your decision  
is negative re: my share holder  
proposal we have a conference  
you inform by letter in advance  
to give me time to get to it  
more

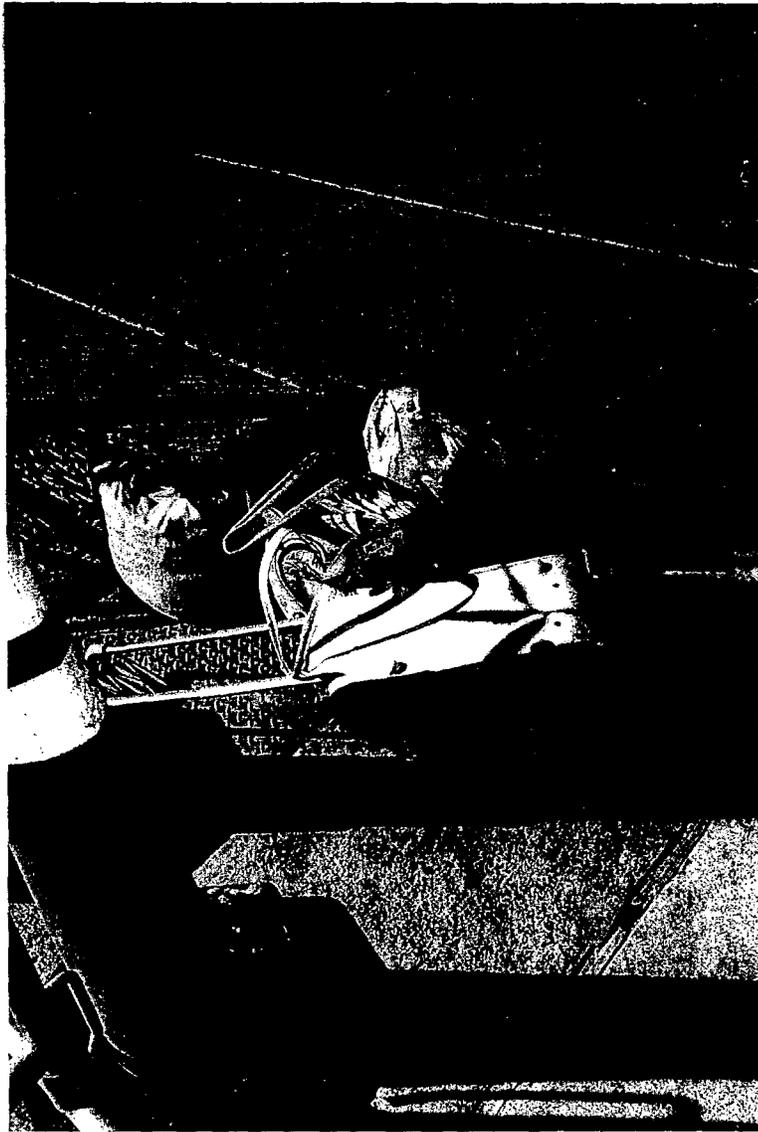
pass from (04)  
411



29 Dec 2005 to SEC  
Shareholder Craho to SEC  
I'm carrying a heavy  
load of live medical bundles  
More

pass fire lost

(5) (11)



29 Dec 2005  
Shareholder Crafo to SEC

1 list exhibits

(1) sidewalk - crossings etc

(2) light out etc

(3) Luggage etc

(4) Shoppe etc

MORE

611

OVERNIGHT COURIER

Mr. John Jennings Crapo  
P.O. Box 400151  
Cambridge, MA 02140-0002

OVERNIGHT COURIER

COPY

6110

William J. Mostyn III  
Bank of America  
NC1-007-20-01  
100 N. Tryon Street  
Charlotte, NC 28255-0001

William J. Mostyn III  
Bank of America  
NC1-007-20-01  
100 N. Tryon Street  
Charlotte, NC 28255-0001

Mr. John Jennings Crapo  
P.O. Box 400151  
Cambridge, MA 02140-0002

COPY

711

811

United States Postal Service

Sorry, We Missed You! We'll Deliver for You

Item is at: \_\_\_\_\_

Post Office (See back) \_\_\_\_\_

Available for Pick-up After \_\_\_\_\_

Time: \_\_\_\_\_

Days: \_\_\_\_\_

For Delivery of Express Mail (number of items)

For Notice (Large Envelope, Magazine, etc.)

Registered

Insured

Return Receipt for Merchandise

Delivery Confirmation

Signature Confirmation

Amount Due

Article Requiring Payment

Postage Due  COD  Customs \$

Final Notice: Article will be returned to sender on \_\_\_\_\_

PS Form 3849, November 1998

Today's Date

29 Dec 2008

Sender's Name

237

We will redeliver or pick up. See reverse.

If checked, you or your agent must be present at time of delivery to sign for item

Article Number(s)

EA 2514667774

Notice Left Section

Customer Name and Address

Empo

X151

Delivered by and Date

Delivery Notice/Reminder/Receipt

COPIED

We will redeliver OR you or your agent can pick up your mail at the post office. (Bring this form and proper ID. If your agent will pick up, sign below in item 2, and print agent's name here):

1.  Check all that apply in section 3.
  - a. Sign in section 2 below
  - b. Leave this notice where the carrier can see it.

2. Sign Here to Authorize Redelivery or to Authorize an Agent to Sign for You

3.  Redeliver (Enter day of week)

(Allow at least two delivery days for redelivery, or call your post office to arrange delivery.)

Leave item at my address.

(Specify where to leave. Example: "porch", "side door". This option is not available if box is checked on the front requiring your signature at time of delivery.)

Refused  Forward  Return

**PORTER VAN REEPOST OFFICE**

100 WASHINGTON AVENUE

CALEDONIA MI 49601-9998

MONDAY - SATURDAY 9:30AM - 5:00PM SUNDAY 10:00AM - 2:00PM

PHONE (616) 777-5399

**COPY**

Delivery Section

Signature

*[Handwritten Signature]*

Printed Name

John J. Craft

Delivery Address

USPO  
02190-9998  
Caledonia MI



5293 0112 7704 9381

**USPS COPY**

PS Form 3849, November 1999 (Reverse)

(2) (11)

10 (11)

pan my 100  
Shareholder Craps to  
SEC

(5) Loggan

(6) receipt

(7) Bank of  
America  
letter

(8) Front piece  
said Bank letter

~~(9) same as (9)~~

~~(9) same as (10)~~

(11) front

(12) piece  
of letter

(13) (14) ORN  
3849



\*\*\*\* WELCOME TO \*\*\*\*  
PORTER SQUARE POST OFFICE  
CAMBRIDGE, MA 02140-9998

12/29/05 11:30AM  
J.J. CRAPO.

Store USPS Trans 42  
Wkstn sys5003 Cashier RQ2ND  
Cashier's Name Charles  
Stock Unit Id SIACHARLES  
PO Phone Number 617-876-5599  
USPS # 2407980140

COPY

1. Express Mail Pickup 0.00  
Event Code: Delivered

Subtotal 0.00  
Total 0.00

Pickup Date/Time: 12/29/05 11:31AM  
Number of Mailpieces Processed: 1

Number of Items Sold: 1

Thank You  
We have Post Office Boxes available  
Inquire at the window

Fatigued I AM

Sincerely Share-

holder John Jennings Craps

JJCLIC

11 11

Bank of America



William J. Mostyn, III  
Deputy General Counsel and  
Corporate Secretary

Bank of America  
NC1-007-20-01  
100 North Tryon Street  
Charlotte, NC 28255

Tel 704.386.5083  
Fax 704.386.9330  
william.mostyn@bankofamerica.com

December 19, 2005

BY OVERNIGHT DELIVERY

COPY  
COPY

Securities and Exchange Commission  
Office of Chief Counsel  
Division of Corporation Finance  
100 F. Street, N.E.  
Washington, DC 20549

Re: Stockholder Proposal Submitted by John Jennings Crapo

Ladies and Gentlemen:

Bank of America Corporation (the "Corporation") received a letter on November 22, 2005 (the "Crapo Letter") from John Jennings Crapo. The Crapo Letter was addressed to multiple parties, including the U.S. Court of Appeals for the First Circuit, the City of Boston Inspectional Service Department, the Securities and Exchange Commission (the "Commission") and the Commonwealth [Co-operative] Bank. The Crapo Letter is generally illegible and, as discussed in more detail below, does not appear to include a proposal for inclusion in the proxy materials for the Corporation's 2006 Annual Meeting of Stockholders (the "2006 Annual Meeting"). The Crapo Letter also includes multiple exhibits, none of which appear related to any shareholder proposal. The Crapo Letter is attached hereto as **Exhibit A**. Under the portion of the Crapo Letter addressed to the Commission, there appears to be some reference to a possible shareholder proposal (for the purposes of this letter, the "Proposal"). While the Corporation does not believe that the Crapo Letter contains a shareholder proposal, the Corporation nevertheless, hereby requests confirmation that the staff of the Division of Corporation Finance (the "Division") will not recommend enforcement action if the Corporation omits the Proposal from its proxy materials for the 2006 Annual Meeting for the reasons set forth herein.

**GENERAL**

The 2006 Annual Meeting is scheduled to be held on or about April 26, 2006. The Corporation intends to file its definitive proxy materials with the Commission on or about March 20, 2006 and to commence mailing to its stockholders on or about such date.

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), enclosed are:



**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

February 17, 2006

**Response of the Office of Chief Counsel  
Division of Corporation Finance**

Re: Bank of America Corporation  
Incoming letter dated February 13, 2006

The submission relates to limiting salary increases of the company's directors.

To the extent that the submission involves a rule 14a-8 issue, there appears to be some basis for your view that Bank of America may exclude the proposal under rule 14a-8(i)(3), as vague and indefinite. Accordingly, we will not recommend enforcement action to the Commission if Bank of America omits the submission from its proxy materials in reliance on rule 14a-8(i)(3). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which Bank of America relies.

We note that Bank of America did not file its statement of objections to including the proposal in its proxy materials at least 80 days before the date on which it will file definitive proxy materials as required by rule 14a-8(j)(1). Noting the circumstances of the delay, we grant Bank of America's request that the 80-day requirement be waived.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark F. Vilaro', with a stylized flourish at the end.

Mark F. Vilaro  
Special Counsel