BANK OF AMERICA

December 2, 2019

Ms. Vanessa A. Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Request for Comment on Update of Statistical Disclosures for Bank and Savings and Loan Registrants
File No. S7-02-17

Dear Ms. Countryman:

Bank of America Corporation ("Bank of America") appreciates the opportunity to respond to the Securities and Exchange Commission's ("SEC" or "Commission") request for comment on the Proposing Release, *Update of Statistical Disclosures for Bank and Savings and Loan Registrants* ("the Release"). The Release seeks feedback on the proposed rules to update the SEC's statistical disclosures for banking registrants. The proposed rules would update the disclosures that investors receive, codify certain Guide 3 disclosures and eliminate other Guide 3 disclosures that overlap with the Commission's rules, U.S. Generally Accepted Accounting Principles ("U.S. GAAP"), or International Financial Reporting Standards ("IFRS"). In addition, the Commission is proposing to relocate the codified disclosures to a new subpart of Regulation S-K and to rescind Guide 3.

Bank of America provides a diverse range of banking and non-banking financial services and products domestically and internationally. As one of the world's largest financial institutions, we support the efforts of the Commission to improve, simplify, and enhance Guide 3 disclosures. We have broadly described our views regarding the Release in the body of this letter.

We commend and support the Commission's efforts to simplify and enhance its disclosure requirements for banks and savings and loans registrants ("Registrants"). We believe that the Release largely eliminates Guide 3 disclosures that overlap with other disclosures in U.S. GAAP, IFRS, and other SEC rules, which will streamline compliance efforts and lessen reporting burdens for Registrants, as well as positively contribute to the Commission's disclosure simplification initiative. We also support the codification of the proposed Guide 3 disclosures in a new Subpart 1400 of Regulation S-K, which will elevate it from CorpFin disclosure policies and procedures to official SEC rules. Additionally, we applaud the Commission for reducing the number of reporting periods in the proposed Guide 3 disclosures and aligning them with the relevant annual periods required by SEC rules for financial statement presentation purposes. We also agree with the Commission that additional reporting periods are required for initial registration statements and initial Regulation A offering statements given the lack of available prior period information for these reporting entities.

We agree that the scope of the Release, which would apply to a bank, bank holding company, savings and loan association, or savings and loan holding company, would largely capture a majority of the registrants who currently provide Guide 3 disclosures. While we agree that the proposed Guide 3 disclosures should apply to both domestic

and foreign registrants, the Commission should consider carve-outs and other exceptions that align with the Registrants' applicable accounting rules in their domicile countries.

While the Release has largely eliminated overlapping disclosures, we note the following additional areas where duplicate disclosure requirements would continue to exist. We recommend that the Commission review these areas and consider eliminating any residual disclosure overlaps in the final update:

- The proposed rules would require interim period Guide 3 disclosures if there is a material change in the information or a trend is evidenced. This threshold was included in Guide 3 to discuss when a registrant should provide interim period disclosure to keep the information from being misleading. We would encourage the Commission to evaluate the interaction of this requirement with the interim financial statement requirements of Regulation S-X. Specifically, Regulation S-X 10-01(5) requires interim period information to be disclosed on the face or in the notes to the financials that is sufficient so as to keep the interim disclosures from being misleading. Given the proposed elimination of other Guide 3 requirements in order to align with Regulation S-X, we believe further consideration should be given to these interim requirements to ensure all possible redundancies are eliminated.
- The proposed rules require the disclosure of amount of outstanding time deposits in uninsured accounts by maturity, while ASC-942-405-50-1 also requires disclosure of the aggregate amount of time deposit accounts (including CDs) in denominations that meet or exceed the FDIC insurance limit and ASC 470-10-50-1 requires disclosure of time deposits having a remaining term of more than one year and the aggregate amount of maturities for each of the five years following the balance sheet date. Since U.S. GAAP disclosure requirements largely addresses the deposit disclosures in the proposed update, we urge the Commission to eliminate this overlap and not codify it in the final update.

We would not be supportive of any requirement to present the proposed Guide 3 disclosures using a structured format. Many preparers include existing Guide 3 disclosures in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") in conjunction with other required MD&A disclosures to help investors understand significant changes in financial instruments, while others include the information within their financial statements. Requiring a structured format could result in some MD&A disclosures with XBRL tagging and others without. Such an approach could be confusing for users and reduce comparability among registrants.

Our summarized responses to the Commission's questions for the various sections of the Statistical Disclosures for Bank and Savings and Loan Registrants are as follows:

Item 1402 – Distribution of Assets, Liabilities, and Stockholder's Equity and Interest Differential

- We support the proposal to codify the average balance and rate section of the proposal as we believe these disclosures are unique to Guide 3 and that users of our financial statements, including investors, find useful.

Item 1403 – Investment in Debt Securities

- We support the Commission's proposal to eliminate overlap with U.S. GAAP, such as book value information, maturity analysis of book value information, and disclosure related to investments exceeding 10% of stockholders' equity. In addition, we are supportive of moving away from bright-line thresholds. We also support the requirement to disclose weighted average yields of each category of debt securities not carried at fair value through earnings by specified range of maturities as decision-useful for investors.

Item 1404 – Loan Portfolio

- We commend the Commission for moving away from bright-line thresholds and instead leveraging the existing U.S. GAAP and IFRS requirements that call for the disclosure of significant concentrations of credit risk. We do not believe that the use of the "significant" threshold in U.S. GAAP and IFRS will result in the loss of information that is material to the investor.

- While we generally support the Commission's efforts to align loan categories under existing SEC rules, U.S. GAAP and IFRS for the purpose of presenting maturities and sensitivities to changes in interest rates, we believe the Commission should allow registrants to exclude any loan categories from the maturity and sensitivity to interest rate changes disclosure that are not material to the registrant. Similar to disclosure requirements for U.S. GAAP, we also believe registrants should have the ability to aggregate certain loan categories for purposes of this disclosure on the basis of relevance, materiality and other considerations.

Item 1405 – Allowance for Credit Losses

- We support the elimination of duplicate disclosure such as the five-year analysis of loan loss experience as we believe U.S. GAAP and IFRS provide sufficient disclosures for credit losses.

Item 1406 – Deposits

- We agree that adopting Item 1406 of the Release would provide transparency with respect to a registrant's sources of funding and liquidity risk profile. We also commend the Commission for making needed improvements to Item V of Guide 3 by removing the $100,000 threshold for uninsured deposits and replacing it with the requirement to disclose uninsured deposits in excess of FDIC insurance limits for U.S. registrants and providing foreign registrants with the flexibility to disclose the definition of uninsured deposits appropriate for their country of domicile. We do not believe additional disclosures for deposits are needed beyond the proposed Item 1406 updates, other liquidity disclosures called for by SEC rules and matters required by other U.S regulatory agencies.

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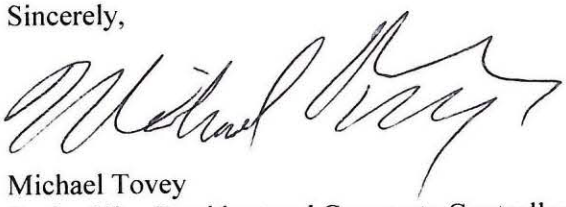
We appreciate the opportunity to express our views in this letter. Should you have any questions, please feel free to contact Christopher Ackerlund ([redacted]) or me [redacted]).

Sincerely,



Michael Tovey
Senior Vice President and Corporate Controller

cc: Rudolf Bless, Chief Accounting Officer
Christopher Ackerlund, Accounting Policy Executive