

KENNETH L. MILLER
Legal Department
Deputy General Counsel

March 18, 2014

VIA E-MAIL

Ms. Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

**Re: Request for Extension of Comment Period
Re-Opening of Comment Period for Asset-Backed Securities Proposed Rule
Release Nos. 33-9552; 33-9244; File No. S7-08-10**

Dear Ms. Murphy,

Bank of America Corporation ("Bank of America") writes to request a 60-day extension of the deadline for filing comments in the rulemaking proceedings noted above that relate to proposed revisions to Regulation AB.

We appreciate the opportunity provided by the Securities and Exchange Commission (the "Commission") to further evaluate and comment on certain aspects of the Commission's approach to the dissemination of potentially sensitive asset-level data as outlined in the Commission's staff memorandum released on February 25, 2014 (the "Memorandum"). As one of the world's largest financial institutions, actively engaged in facilitating the provision of credit to individual consumers, small and middle market businesses, and large corporations, Bank of America is working in concert with other financial institutions and industry groups to address the issues raised in the Memorandum. We believe, however, that these issues are too significant and complex to resolve in a 30-day comment period.

The approach outlined by the Commission in the Memorandum rests on several assumptions, including, among others:

- that the most effective method of disseminating potentially sensitive asset-level information is through issuer-sponsored websites;
- that issuers can effectively control who obtains access to such information, and subject to what conditions and safeguards, in a way that attenuates significant consumer privacy considerations;
- that applicable federal privacy laws are sufficiently flexible and unambiguous to allay substantial regulatory compliance concerns on the part of issuers; and

Tel: 980.386.6669 Fax: 704.602.3616

Bank of America, NCI-027-20-05
214 N. Tryon Street, Charlotte, NC 28255

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- that each issuer should be at liberty to implement the proposed method of disclosure on the basis of its own estimate as to possible – and potentially considerable – litigation and liability costs stemming from such disclosure, despite the lack of any precedent for such disclosure in the U.S. public ABS market.

We believe that each of these assumptions, as well as a number of others implicit in the Memorandum, should be comprehensively explored and tested before they can form the core of the revised Regulation AB asset-level disclosure regime. Bank of America, like many of its peer institutions and representative industry groups, will require adequate time to assess the implications of the Commission's proposed approach, its costs and benefits, and its potential risks. We agree with the view expressed in the letter, dated March 10, 2014, from the Structured Finance Industry Group, that this assessment is made more challenging by the lack of clarity regarding what types of disclosures the Commission is contemplating.

In view of the foregoing, we respectfully urge the Commission to consider a 60-day extension of the comment period.

Sincerely,



Kenneth L. Miller
Deputy General Counsel