



DIVISION OF
CORPORATION FINANCE

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

December 26, 2007

Andrew A. Gerber
Hunton & Williams LLP
Bank of America Plaza, Suite 3500
101 South Tryon Street
Charlotte, NC 28280

Re: Bank of America Corporation
Incoming letter dated December 11, 2007

Dear Mr. Gerber:

This is in response to your letter dated December 11, 2007 concerning the submission to Bank of America by William C B Lynch. 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,

Jonathan A. Ingram
Deputy Chief Counsel

Enclosures

cc: William C B Lynch

*** FISMA & OMB Memorandum M-07-16 ***

CFOCC-00028305

December 26, 2007

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Bank of America Corporation
Incoming letter dated December 11, 2007

The submission relates to various matters.

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 submission under rule 14a-8(f). Rule 14a-8(b) requires a proponent to provide a written statement that the proponent intends to hold its common stock through the date of the shareholder meeting. It appears that the proponent did not respond to Bank of America's request for this statement. Accordingly, we will not recommend enforcement action to the Commission if Bank of America omits the submission from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which Bank of America relies.

Sincerely,

Greg Belliston
Special Counsel



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OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

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BANK OF AMERICA PLAZA
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101 SOUTH TRYON STREET
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ANDREW A. GERBER
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FILE NO: 46123.74

December 11, 2007

Rule 14a-8

BY OVERNIGHT DELIVERY

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

Re: Stockholder Proposals Submitted by William C B Lynch

Ladies and Gentlemen:

Pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as counsel to Bank of America Corporation, a Delaware corporation (the "Corporation"), we request confirmation that the staff of the Division of Corporation Finance (the "Division") will not recommend enforcement action if the Corporation omits from its proxy materials for the Corporation's 2008 Annual Meeting of Stockholders (the "2008 Annual Meeting") for the reasons set forth herein, the proposals described below. The statements of fact included herein represent our understanding of such facts.

GENERAL

The Corporation received several proposals on October 12, 2007 (the "Proposals") from William C B Lynch (the "Proponent") for inclusion in the proxy materials for the 2008 Annual Meeting. The Proposals are attached hereto as **Exhibit A**. The 2008 Annual Meeting is scheduled to be held on or about April 23, 2008. The Corporation intends to file its definitive proxy materials with the Securities and Exchange Commission (the "Commission") on or about March 13, 2008.



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December 11, 2007
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Pursuant to Rule 14a-8(j) promulgated under the Exchange Act, enclosed are:

1. Six copies of this letter, which includes an explanation of why the Corporation believes that it may exclude the Proposals; and
2. Six copies of the Proposals.

A copy of this letter is also being sent to the Proponent as notice of the Corporation's intent to omit the Proposals from the Corporation's proxy materials for the 2008 Annual Meeting.

SUMMARY OF PROPOSALS

The Proposals relate to various topics and, in several instances, the Proposals are not clear.

REASONS FOR EXCLUSION OF PROPOSALS

The Corporation believes that the Proposals may be properly omitted from the proxy materials for the 2008 Annual Meeting pursuant to Rule 14a-8(b), 14a-8(c) and Rule 14a-8(f). The Proposals may be excluded under Rule 14a-8(b) and 14a-8(f) because the Proponent has not provided the documentary support necessary to submit the Proposals and has not provided a written statement that he intends to hold his stock in the Corporation through the date of the 2008 Annual Meeting. In addition, the Proposals may be excluded under Rule 14a-8(c) and Rule 14a-8(f) because the Proponent has submitted multiple proposals in violation of the one proposal rule.

1. **The Corporation may omit the Proposals pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent has not provided the documentary support necessary to submit the Proposals and has not provided a written statement that he intends to hold his stock through the date of the 2008 Annual Meeting.**

Rule 14a-8(b) provides that in order for the Proponent to be eligible to submit a shareholder proposal at the 2008 Annual Meeting, the Proponent must have continuously held at least \$2,000 in market value, or 1%, of the Corporation's securities entitled to be voted on the shareholder proposal at the 2008 Annual Meeting for at least one year by the date the Proponent submitted the Proposals, and the Proponent must state that he will continue to hold those securities through the date of the 2008 Annual Meeting. As described below, the Proponent does not satisfy the foregoing securities ownership requirements of Rule 14a-8(b) and, therefore, is not eligible to submit the Proposals.

On October 12, 2007, the Corporation received the Proponent's Proposals. On the bottom of the submission there is a vague reference to "20.1421 shares." The submission makes no further statement regarding the stock ownership of the Proponent. Upon receipt of the Proposals, the

Corporation confirmed that the Proponent was the record owner of 20.1412 shares of the Corporation's common stock, having a market value of approximately \$1,035. At no time during the 60 calendar days preceding October 12, 2007, the date of submission of the Proposals, did the market value of these 20.1421 shares of common stock exceed \$2,000.¹ In addition, there were in excess of 4.4 billion shares of the Corporation's common stock outstanding at all times during the one year period preceding the submission of the Proposals. Thus, the Proponent's 20.1421 shares of the Corporation's common stock represents significantly less than 1% of the Corporation's outstanding shares of common stock. Further, the Proponent did not state that he intends to continue to hold his securities through the date of the 2008 Annual Meeting as required.

Pursuant to Rule 14a-8(f) and SLB 14, Part C, Question 6(c), the Corporation believes that it was not required to provide the Proponent with further notice of his ownership eligibility deficiency. Nevertheless, the Corporation informed the Proponent by letter dated October 16, 2007 (the "Defect Letter") of his ownership eligibility defect and inquired whether the Proponent held any additional shares of the Corporation's common stock other than the approximately 20.142 shares specified in its stockholder records. In addition, the Defect Letter requested a written statement from the Proponent that he intends to hold his securities through the date of the 2008 Annual Meeting. A copy of the Defect Letter is attached as **Exhibit B**. The Defect Letter was sent to the Proponent on October 17, 2007 by Federal Express--within 14 days of the Corporation's receipt of the Proposals. The Defect Letter clearly notified the Proponent that the Proponent had 14 calendar days from receiving the Corporation's letter to demonstrate that he satisfied the ownership eligibility requirements of Rule 14a-8(b) and to provide the requested written statement. In addition, the Corporation provided a copy of Rule 14a-8 with the Defect Letter. According to Federal Express tracking records, a copy of which is attached as **Exhibit C**, the Defect Letter was received by the Proponent on October 18, 2007. As of the date of this letter, the Proponent has not cured his eligibility defects or responded in any way to the Defect Letter. The Division has consistently concluded that shareholder proposals may be properly omitted from a company's proxy materials pursuant to Rule 14a-8(b)(1) where the proponent failed to meet the minimum \$2,000 in market value, or 1%, of the company's securities eligibility requirement or failed to provide the required written statement. See *Torotel, Inc.* (August 29, 2007); *KeySpan Corporation* (March 2, 2006); *Sirius Satellite Radio, Inc.* (March 19, 2007); *Baxter International, Inc.* (February 22, 2006); and *Harleysville Savings Financial Corporation* (October 23, 2007).

In this case, the Proponent has not continuously held at least \$2,000 in market value, or 1%, of the

¹ Market value was determined in according to Staff Legal Bulletin No. 14 "Shareholder Proposals," dated July 13, 2001 ("SLB 14") by multiplying the number of securities owned by the shareholder for the one-year period by the highest selling price during the 60 calendar days before the shareholder submitted the proposal.

Corporation's securities entitled to be voted on the Proposals at the 2008 Annual Meeting for at least one year by the date the Proponent submitted the Proposals. In addition, the Proponent has not provided documentary support evidencing that the Proponent satisfied the minimum ownership requirements of Rule 14a-8(b) or the required written statement. Accordingly, based on the foregoing, the Proposals may be omitted from the proxy materials for the Corporation's 2008 Annual Meeting.

2. The Corporation may omit the Proposals pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1) because the Proponent has submitted more than one proposal for inclusion in the Corporation's proxy materials for the 2008 Annual Meeting.

All of the Proposals may be excluded from the proxy materials for the 2008 Annual Meeting because the Proponent submitted more than one proposal to the Corporation for inclusion in its proxy materials and, when timely notified of the violation of the applicable rules, the Proponent failed to respond. Rule 14a-8(c) states that "each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting." Rule 14a-8(f)(1) permits a company to exclude a proponent's proposals if the company notifies the proponent of the proponent's failure to follow one or more procedural requirements within 14 calendar days of receiving the proposals and the proponent fails to correct the problem within 14 calendar days of receiving the company's notice. The submission clearly presents more than one proposal. The face of the Proponent's submission included eight numbered items to be proposed at the 2008 Annual Meeting. The Proposals include: allowing only the Corporation's president to sit on the Corporation's Board of Directors, selecting auditors based on competitive bids, adopting various mail recording functions, using a certain format for bank communications and other matters that are not entirely clear.

In addition to the matters noted in Part 1 above, the Defect Letter also informed the Proponent of the one proposal requirement set forth in Rule 14a-8(c). The Defect Letter stated that the Proponent would need to revise his submission to include only one proposal, and that the Proponent had 14 calendar days from the date of receipt of the Corporation's letter to correct the deficiency. **See Exhibit B.** As of the date of this letter, the Proponent has not revised his previous submission. On numerous occasions similar to the circumstances at issue here, the Division has relied on Rule 14a-8(c) and (f) to permit a company to omit a shareholder submission containing multiple proposals. *See generally, AmerInst Insurance Group, Ltd.* (April 3, 2007); *Peregrine Pharmaceuticals, Inc.* (July 28, 2006); *Compuware Corporation* (July 3, 2003); *Fotoball USA, Inc.* (April 3, 2001); *American Electric Power Co., Inc.* (January 2, 2001); and *IGEN International, Inc.* (July 3, 2000).

In summary, the Proponent's request contains multiple proposals contrary to Rule 14a-8(c), the Corporation provided timely notice of this deficiency as required by Rule 14a-8(f)(1), and the Proponent failed to correct the deficiency. Accordingly, the Corporation may exclude the Proposals from its proxy materials for the 2008 Annual Meeting.

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CONCLUSION

On the basis of the foregoing and on behalf of the Corporation, we respectfully request the concurrence of the Division that the Proposals may be excluded from the Corporation's proxy materials for the 2008 Annual Meeting. Based on the Corporation's timetable for the 2008 Annual Meeting, a response from the Division by February 3, 2008 would be of great assistance.

If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact the undersigned at 704-378-4718 or, in my absence, William J. Mostyn III, Deputy General Counsel and Corporate Secretary of the Corporation at 704-386-5083.

Please acknowledge receipt of this letter by stamping and returning the enclosed receipt copy of this letter. Thank you for your prompt attention to this matter.

Very truly yours,



Andrew A. Gerber

cc: William C B Lynch

EXHIBIT A

'Be not afraid'

*** FISMA & OMB Memorandum M-07-16 ***

/ 05 10 07

The Bank of America Corporation
 att Corporate secretary
 101 South Tryon Street
 N.C. 28229-0101
 Charlotte North Carolina
 28255

Re-Forthcoming Proposals dor Shareholders meeting

To whom it may concern,

I will ask the below listed proposals are considered and made a part of the existing bank policy or equal:

- 1-Only the president shall be a part of the Directir ship hence 'a conflict' of interest is checked on the applicant or applicants for the noted memebesgip
 - 2-Bids shall be required for the party or partys for auditor or equal
 - 3-Stoaks are merged
 - 4-A merger occur on any and all plans hence no duplication ie.1 stock plan with benefits and say Savings ppans or any other program(s)
 - 5-A record of mail is kept and a copy is maintained by/for the customer(s) to see if bank operation(s) are being done
 - 5-Review mailings(see enclod) before a mailing goes out I am sick and tired of the way my name et/all has been handled
 - 6-The Bank is for the public and so:
 - 1-any document the bank prepares is printed per line ½ ¼ per line
 - 2-The wording sahl be in English
 - 7-Plans of a similiae nature that the bank prepares is merged i.e. Mortgae/ savings etc
 - 8-C O R Y Checks are/is done on any personnel are done by the bank
- Using 'Roberts' these are considered passed.
 May I thank you for your consideration of this institution.

Very Sincerely,

William C B Lynch
 ba cb cho lres rs
 c.c.file

20,1421 shares

EXHIBIT B



Legal Department

October 16, 2007

**Federal Express
Overnight Delivery**Mr. William C B Lynch
BA CB CHO IRES RS

*** FISMA & OMB Memorandum M-07-16 ***

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

Dear Mr. Lynch:

On October 12, we received your request to include several stockholder proposals in the Corporation's 2008 annual proxy statement. In order to properly consider your request, and in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), we hereby inform you of certain eligibility and procedural defects in your submission, as describe below. For your convenience, I have included a copy of Rule 14a-8 with this letter.

Rule 14a-8(c) provides that a shareholder may submit no more than one proposal for a particular shareholder's meeting. Accordingly, as required by Rule 14a-8(c) and Rule 14a-8(f), **within 14 calendar days** after receipt of this letter, please revise your submission so that you are submitting only one proposal.

Our records reflect that you are the "record" holder of 20.142 shares of the Corporation's common stock worth approximately \$1,035. In accordance with Rule 14a-8(b), of the Securities and Exchange Commission ("SEC"), 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 annual meeting." If you hold additional shares in "street name" please send a written statement from the "record" holder of your shares, verifying the number of shares and length of time you have owned them. We must receive such documentation **within 14 calendar days** of your receipt of this letter.

In addition, under Rule 14a-8(b), you must also provide us with a written statement that you intend to continue to hold your securities through the date of the 2008 meeting of shareholders. We must receive your written statement **within 14 calendar days** of your receipt of this letter.

Bank of America, NCI-002-29-01
101 S. Tryon Street, Charlotte, NC 28255

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Again, please note that if we do not receive your revised submission, your ownership documentation or your written statement within 14 calendar days of your receipt of this letter, we may properly exclude your proposal from our 2008 proxy statement.

In asking you to provide the foregoing information, 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 the requested documentation to my attention: Kristin Marie Oberheu, Bank of America Corporation, NC1-002-29-01, 101 South Tryon Street, Charlotte, NC 28255. If you would like to discuss this matter with me, you can call me at 704-386-7483.

Very truly yours,



Kristin Marie Oberheu, NCCP
Vice President/Senior Paralegal
Attachment

*** FISMA & OMB Memorandum M-07-16 ***

EXHIBIT C

Our records indicate that the following shipment has been delivered:

Ship (P/U) date:	Oct 17, 2007
Delivery date:	Oct 18, 2007 2:42 PM
Sign for by:	.LYNCH
Delivered to:	Residence
Service type:	FedEx Standard Overnight
Packaging type:	FedEx Envelope
Number of pieces:	1
Weight:	0.50 lb.
Special handling/Services:	Residential Delivery Direct Signature Required Deliver Weekday

Tracking number: 790361765130

Shipper Information	Recipient Information
Kristin M. Oberheu	William CB Lynch
Bank of America Legal Dept.	BA CB CHO *IRS/MS& OMB Memorandum M-07-16 ***
101 S. Tryon Street; NC1-002-29-01	*** FISMA & OMB Memorandum M-07-16 ***
Charlotte	
NC	US
US	*** FISMA & OMB Memorandum M-07-16 ***
282550001	

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10/22/2007