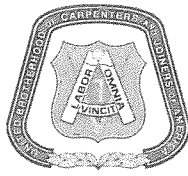


SAMPLE LETTER



UNITED BROTHERHOOD OF CARPENTERS AND JOINERS OF AMERICA

Douglas J. McCarron

General President

December 19, 2012

Lauren A. Mogensen
Corporate Secretary
Bank of America Corporation
Bank of America Corporate Center
100 N. Tryon Street
Charlotte, NC 28255

Dear Ms. Mogensen:

I am writing on behalf of the pension funds of the United Brotherhood of Carpenters ("Funds") in the United States and Canada that hold a cumulative position of 2,682,772 shares of Bank of America Corporation ("Company") common stock. Last proxy season, the Funds submitted shareholder proposals on the topics of audit firm rotation and auditor independence disclosure to numerous companies. The proposals were the subject of no-action letters issued by the Staff of the U.S. Securities and Exchange Commission, but our discussions with many companies on the respective topics were informative and productive. In those discussions, companies generally made persuasive arguments against mandated audit firm rotation, while the arguments against enhanced auditor independence disclosure were measured and unpersuasive.

In response to the disclosure proposal, a number of companies agreed with the proposition that shareholders are due additional proxy statement disclosure regarding their independent audit firm engagement. The companies added proxy statement disclosure on key aspects of their audit firm relationship that provided shareholders insight into the Audit Committee's role in important aspects of the relationship designed to protect audit firm independence (see attached examples). The elements of the new auditor independence statement are as follows:

- (1) The Board of Director's Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent external audit firm retained to audit the Company's financial statements. The Audit Committee has appointed [audit firm name] as [corporation name]'s independent external auditor for fiscal [year].
- (2) [Audit firm name] has been retained as [corporation name]'s external auditor continuously since fiscal [year].



(3) The Audit Committee is responsible for the audit fee negotiations associated with the retention of [audit firm].

(4) In order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the independent external audit firm.

(5) Further, in conjunction with the mandated rotation of the audit firm's lead engagement partner, the Audit Committee and its chairperson are directly involved in the selection of [audit firm]'s new lead engagement partner.

(6) The members of the Audit Committee and the Board believe that the continued retention of [audit firm name] to serve as the Company's independent external auditor is in the best interests of the Company and its investors.

The enhanced 2012 corporate disclosure was an important good-faith effort to address investors' audit firm independence concerns related to long-tenured audit firm relationships. The Funds urge the Company's Board and its Audit Committee to review the auditor independence disclosure outlined above and move to include it in the Company's forthcoming proxy statement.

Thank you for your consideration of this request. If you would like to discuss this matter, please contact me at (202)546-6206 x221 or edurkin@carpenters.org.

Sincerely,

A handwritten signature in black ink, appearing to read "Ed Durkin". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Edward J. Durkin

cc. Douglas J. McCarron, Carpenter Fund Chair
Enclosure