

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
IN RE BANK OF AMERICA CORP.
SECURITIES, DERIVATIVE, AND
EMPLOYEE RETIREMENT INCOME
SECURITY ACT (ERISA) LITIGATION
----- X

Master File
No. 09 MD 2058 (PKC)
ECF Case

----- X
THIS DOCUMENT RELATES TO
----- X

Consolidated Securities Action
----- X

**OUTSIDE DIRECTORS' JOINDER IN OPPOSITION TO
PLAINTIFFS' MOTION FOR PARTIAL SUMMARY JUDGMENT**

Defendants William Barnet, III, Frank P. Bramble, Sr., John T. Collins, Gary L. Countryman, Tommy R. Franks, Charles K. Gifford, Monica C. Lozano, Walter E. Massey, Thomas J. May, Patricia E. Mitchell, Thomas M. Ryan, O. Temple Sloan, Jr., Meredith R. Spangler, Robert L. Tillman and Jackie M. Ward, by and through their undersigned counsel, respectfully join in the arguments set forth in Bank of America's Memorandum of Law in Opposition to Plaintiffs' Motion for Partial Summary Judgment, dated June 29, 2012, and hereby adopt the accompanying Counterstatement of Material Facts Pursuant to Local Rule 56.1 and Response to Plaintiffs' Statement of Undisputed Material Facts. For the reasons set forth therein, and for the additional reasons set forth in the Memorandum of Law in Support of Outside Directors' Motion for Summary Judgment, dated June 3, 2012, Plaintiffs' motion should be denied.

Dated: New York, New York
June 29, 2012

DAVIS POLK & WARDWELL LLP

/s/ Lawrence Portnoy

Lawrence Portnoy (lawrence.portnoy@davispolk.com)
Charles S. Duggan (charles.duggan@davispolk.com)
Brian M. Burnovski (brian.burnovski@davispolk.com)
450 Lexington Avenue
New York, NY 10017
Telephone: 212-450-4000
Fax: 212-701-5800

*Counsel for Defendants William Barnet, III, Frank P.
Bramble, Sr., John T. Collins, Gary L. Countryman,
Tommy R. Franks, Charles K. Gifford, Monica C. Lozano,
Walter E. Massey, Thomas J. May, Patricia E. Mitchell,
Thomas M. Ryan, O. Temple Sloan, Jr., Meredith R.
Spangler, Robert L. Tillman and Jackie M. Ward*