

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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

Master File No. 09 MD 2058 (PKC)

ECF CASE

THIS DOCUMENT RELATES TO:

Consolidated Securities Action

**LEAD PLAINTIFFS' NOTICE OF MOTION
FOR PRELIMINARY APPROVAL OF SETTLEMENT**

Court-appointed Lead Plaintiffs, the State Teachers Retirement System of Ohio; the Ohio Public Employees Retirement System; the Teacher Retirement System of Texas; Stichting Pensioenfond's Zorg en Welzijn, represented by PGGM Vermogensbeheer B.V.; and Fjärde AP-Fonden (collectively, "Lead Plaintiffs"), on behalf of themselves and the Court-certified Class respectfully move the Court, in Courtroom 12C of the Daniel Patrick Moynihan Courthouse at 500 Pearl Street, New York, New York, at a date and time to be set by the Court, for an order preliminarily approving the proposed settlement of the above-captioned securities class action lawsuit (the "Action") for a total of \$2,425,000,000.00 in cash and certain corporate governance enhancements to be implemented and maintained by Bank of America Corporation (the "Settlement") that, if approved, will resolve all claims in the Action, approving the form and manner of providing notice of the Settlement to the Class, and setting a hearing date at which the Court will consider final approval of the Settlement, approval of the proposed Plan of Allocation, and Co-Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses.

This Motion is based upon the accompanying Memorandum of Law in Support of Lead Plaintiffs' Motion for Preliminary Approval of Settlement, the Second Supplemental Affidavit of Jason Zuena dated November 28, 2012 and the Stipulation and Agreement of Settlement and all related exhibits.

Attached hereto as Exhibit 1 is the Stipulation and Agreement of Settlement and its exhibits. Attached hereto as Exhibit 2 is the proposed Order Preliminarily Approving Proposed Settlement and Providing for Notice and its exhibits.

Dated: November 30, 2012
New York, New York

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