

William J. Mostyn III  
Deputy General Counsel and  
Corporate Secretary

October 2, 2007

Nancy M. Morris, Secretary  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-1090

**Subject: File Number S7-17-07  
Shareholder Proposals Relating to the Election of Directors  
Securities and Exchange Commission Release No. 34-56161 (the "Release")**

Dear Ms. Morris:

Bank of America Corporation (the "Corporation") appreciates the opportunity to comment on the proposed amendments to Rule 14a-8(i)(8) (the "Rule"), as discussed in the Release. The Corporation is one of the world's largest financial institutions, serving individual consumers, small and middle market businesses and large corporations with a full range of banking, investing, asset management and other financial and risk-management products and services. The Corporation's common stock is listed on the New York Stock Exchange under the trading symbol "BAC." The Corporation has approximately 2,000,000 shareholders.

The Corporation strongly believes in protecting and respecting shareholder rights. However, the Corporation is mindful of its entire shareholder base, not just individual shareholders or activist shareholders. Issues pursued by one shareholder may be of little or no interest to other shareholders and may not be in the best interest of the Corporation or its shareholders generally. The Commission's rules and regulations are designed to protect investors at large. The Corporation believes that the historical application of the Rule by the U.S. Securities and Exchange Commission (the "Commission") and its staff appropriately protects the Corporation's shareholders at large and ensures the delivery of necessary disclosure to investors.

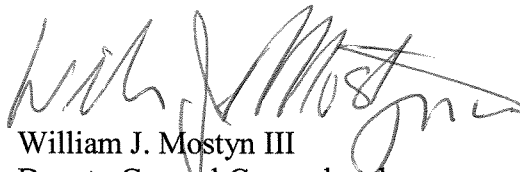
Accordingly, the Corporation fully supports the formalization of the long-standing interpretation of the Commission under the Rule. Further, the Corporation believes the Rule, as historically interpreted by the Commission, is appropriate and provides certainty to both issuers and investors. The critical nature of the additional disclosures triggered by a proxy contest further support the Commission's current proposal. Without the adoption of the proposed amendment to the Rule,

investors will likely be harmed as a result of the absence of this material, contested election related disclosure. Finally, the Corporation believes that there are suitable alternative means outside of the Rule that may be used by investors to nominate their personal candidates. Under the current rules and regulations of the Commission, it is relatively inexpensive for a shareholder to nominate and solicit proxies in favor of any particular candidate. Historically, the Commission has been clear under the Rule, and the proposed amendment only serves to add further certainty to the process made uncertain by creative shareholder activists and a recent court decision.

The Corporation believes that the text of the proposed amendment is sufficiently clear to establish the Rule, but would suggest that a non-exclusive list of proposals that have been historically includable and excludable be added as a note or instruction to the Rule. As an alternative, a staff legal bulletin could be provided on the matter. The Corporation is generally in favor of the clarification provided at the end of Section III of the Release, but also suggests that similar clarification be provided with respect to proposals that are not excludable under the proposed Rule.

Again, we would like to thank the Commission for the opportunity to comment on these important matters and fully support the amendment proposed in the Release.

Respectfully,

A handwritten signature in black ink, appearing to read "William J. Mostyn III". The signature is written in a cursive, flowing style.

William J. Mostyn III  
Deputy General Counsel and  
Corporate Secretary