

FEDERAL RESERVE SYSTEM

Bank of America Corporation
Charlotte, North Carolina

Notice of Public Meetings

Los Angeles, California
Chicago, Illinois

Background and Public Meetings Notice

On February 15, 2008, Bank of America Corporation, Charlotte, North Carolina (“Bank of America”), requested the Board’s approval under the Bank Holding Company Act (12 U.S.C. § 1841 *et seq.*) (“BHC Act”) and related statutes to acquire Countrywide Financial Corporation, Calabasas, California (“Countrywide”), and thereby acquire Countrywide’s wholly owned savings association subsidiary, Countrywide Bank, FSB, Alexandria, Virginia, and its other nonbanking subsidiaries. The Board hereby orders that public meetings on the Bank of America/Countrywide proposal be held in Los Angeles, California, and Chicago, Illinois.

The public meeting in Los Angeles will be held at the Los Angeles Branch of the Federal Reserve Bank of San Francisco, 950 South Grand Avenue, Los Angeles, California, on Monday, April 28, and Tuesday, April 29, 2008, beginning at 8:30 a.m. Pacific Daylight Time (“PDT”).

The public meeting in Chicago will be held at the Federal Reserve Bank of Chicago, 230 South LaSalle Street, Chicago, Illinois, on Tuesday, April 22, 2008, beginning at 8:30 a.m. Central Daylight Time (“CDT”).

In addition, the comment period on the application has been extended to close of business on Tuesday, April 29, 2008.

Purpose and Procedures

The public meetings will collect information relating to factors the Board is required to consider under the BHC Act. The factors the BHC Act requires the Board to consider include whether the notificant's performance of the activities can reasonably be expected to produce benefits to the public (such as greater convenience, increased competition, and gains in efficiency) that outweigh possible adverse effects (such as undue concentration of resources, decreased or unfair competition, conflicts of interests, and unsound banking practices).

Consideration of the above factors includes an evaluation of the financial and managerial resources of the notificant, including its subsidiaries, and any company to be acquired; the effect of the proposed transaction on those resources; and the management expertise, internal control and risk-management systems, and capital of the entity conducting the activity. In acting on a notice to acquire a savings association, the Board also reviews the records of performance of the insured depository institutions involved in the proposal under the Community Reinvestment Act, which requires the Board to take into account a relevant institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of the institution. 12 U.S.C. § 2903.

Testimony at the public meetings will be presented to a panel consisting of a Presiding Officer and other panel members appointed by the Presiding Officer. In conducting the public meetings, the Presiding Officer will have the authority and discretion to ensure that the meetings proceed in a fair and orderly manner. In contrast to a formal administrative hearing, the rules for taking evidence will not apply to the public meetings. Panel members may question witnesses but no cross-examination of witnesses will be permitted. The public meetings will be

transcribed, and the transcripts will be posted on the Board's public website within several days after the meetings. Information regarding the procedures for obtaining a copy of the transcript will be announced at the public meetings.

All persons wishing to testify at the public meeting in Los Angeles must submit a written request to Scott Turner, Community Affairs Officer, Federal Reserve Bank of San Francisco, 101 Market Street, San Francisco, California 94105 (facsimile: 415/393-1920) no later than 5:00 p.m. PDT on April 8, 2008. All persons wishing to testify at the public meeting in Chicago must submit a written request to Alicia Williams, Vice President, Federal Reserve Bank of Chicago, 230 South LaSalle Street, Chicago, Illinois 60604 (facsimile: 312/913-2626) no later than 5:00 p.m. CDT on April 8, 2008.

The request to testify must include the following information:

(i) identification of which meeting (and which day for the Los Angeles meeting) the participant wishes to attend; (ii) a brief statement of the nature of the expected testimony (including whether the testimony will support or oppose the proposed transaction or provide other comment on the proposal) and the estimated time required for the presentation; (iii) the address and telephone number (and e-mail address and facsimile number, if available) of the individual testifying; and (iv) identification of any special needs, such as individuals needing translation services, individuals with a physical disability who may need assistance, or individuals requiring visual aids for their presentation. To the extent available, translators will be provided for those wishing to present their views in a language other than English if so requested in the request to testify. Individuals interested only in attending the meeting, but not testifying, need not submit a written request.

On the basis of the requests received, the Presiding Officer will prepare a schedule for participants who will testify and establish the order of presentation.

To ensure an opportunity for all interested commenters to present their views, the Presiding Officer may limit the time for presentation. Individuals not listed on the schedule may be permitted to speak at the public meeting if time permits at the conclusion of the schedule of witnesses, at the discretion of the Presiding Officer. Copies of testimony may, but need not, be filed with the Presiding Officer before a participant's presentation.

By order of the Board of Governors, effective March 27, 2008.

(signed)

Robert deV. Frierson
Deputy Secretary of the Board