

EXHIBIT 17

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2010

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number:
1-6523

Exact name of registrant as specified in its charter:

Bank of America Corporation

State or other jurisdiction of incorporation or organization:

Delaware

IRS Employer Identification No.:

56-0906609

Address of principal executive offices:

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255

Registrant's telephone number, including area code:

(704) 386-5681

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	New York Stock Exchange London Stock Exchange Tokyo Stock Exchange
Depository Shares, each Representing a 1/1,000 th interest in a share of 6.204% Non-Cumulative Preferred Stock, Series D	New York Stock Exchange
Depository Shares, each Representing a 1/1,000 th interest in a share of Floating Rate Non-Cumulative Preferred Stock, Series E	New York Stock Exchange
Depository Shares, each Representing a 1/1,000 th Interest in a Share of 8.20% Non-Cumulative Preferred Stock, Series H	New York Stock Exchange
Depository Shares, each Representing a 1/1,000 th interest in a share of 6.625% Non-Cumulative Preferred Stock, Series I	New York Stock Exchange
Depository Shares, each Representing a 1/1,000 th interest in a share of 7.25% Non-Cumulative Preferred Stock, Series J	New York Stock Exchange
7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L	New York Stock Exchange
Depository Shares, each representing a 1/1,200 th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 1	New York Stock Exchange
Depository Shares, each representing a 1/1,200 th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 2	New York Stock Exchange
Depository Shares, each representing a 1/1,200 th interest in a share of Bank of America Corporation 6.375% Non-Cumulative Preferred Stock, Series 3	New York Stock Exchange
Depository Shares, each representing a 1/1,200 th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 4	New York Stock Exchange
Depository Shares, each representing a 1/1,200 th interest in a share of Bank of America Corporation Floating Rate	New York Stock Exchange

Non-Cumulative Preferred Stock, Series 5	
Depository Shares, each representing a 1/40 th interest in a share of Bank of America Corporation 6.70% Non-cumulative Perpetual Preferred Stock, Series 6	New York Stock Exchange
Depository Shares, each representing a 1/40 th interest in a share of Bank of America Corporation 6.25% Non-cumulative Perpetual Preferred Stock, Series 7	New York Stock Exchange
Depository Shares, each representing a 1/1,200 th interest in a share of Bank of America Corporation 8.625% Non-Cumulative Preferred Stock, Series 8	New York Stock Exchange
6.75% Trust Preferred Securities of Countrywide Capital IV (and the guarantees related thereto)	New York Stock Exchange
7.00% Capital Securities of Countrywide Capital V (and the guarantees related thereto)	New York Stock Exchange
Capital Securities of BAC Capital Trust I (and the guarantee related thereto)	New York Stock Exchange
Capital Securities of BAC Capital Trust II (and the guarantee related thereto)	New York Stock Exchange
Capital Securities of BAC Capital Trust III (and the guarantee related thereto)	New York Stock Exchange
5 ^{7/8} % Capital Securities of BAC Capital Trust IV (and the guarantee related thereto)	New York Stock Exchange
6% Capital Securities of BAC Capital Trust V (and the guarantee related thereto)	New York Stock Exchange
6% Capital Securities of BAC Capital Trust VIII (and the guarantee related thereto)	New York Stock Exchange
6 ^{1/4} % Capital Securities of BAC Capital Trust X (and the guarantee related thereto)	New York Stock Exchange
6 ^{7/8} % Capital Securities of BAC Capital Trust XII (and the guarantee related thereto)	New York Stock Exchange

Title of each class	Name of each exchange on which registered
Floating Rate Preferred Hybrid Income Term Securities of BAC Capital Trust XIII (and the guarantee related thereto)	New York Stock Exchange
5.63% Fixed to Floating Rate Preferred Hybrid Income Term Securities of BAC Capital Trust XIV (and the guarantee related thereto)	New York Stock Exchange
MBNA Capital A 8.278% Capital Securities, Series A (and the guarantee related thereto)	New York Stock Exchange
MBNA Capital B Floating Rate Capital Securities, Series B (and the guarantee related thereto)	New York Stock Exchange
MBNA Capital D 8.125% Trust Preferred Securities, Series D (and the guarantee related thereto)	New York Stock Exchange
MBNA Capital E 6.10% Trust Originated Preferred Securities, Series E (and the guarantee related thereto)	New York Stock Exchange
Preferred Securities of Fleet Capital Trust VIII (and the guarantee related thereto)	New York Stock Exchange
Preferred Securities of Fleet Capital Trust IX (and the guarantee related thereto)	New York Stock Exchange
1.50% Basket CYCLES™, due July 29, 2011, Linked to an "80/20" Basket of Four Indices and an Exchange Traded Fund	NYSE Amex
1.25% Basket CYCLES™, due September 27, 2011, Linked to a Basket of Four Indices	NYSE Amex
1.50% Index CYCLES™, due December 28, 2011, Linked to a Basket of Health Care Stocks	NYSE Amex
6 1/2% Subordinated InterNotes SM , due 2032	New York Stock Exchange
5 1/2% Subordinated InterNotes SM , due 2033	New York Stock Exchange
5 7/8% Subordinated InterNotes SM , due 2033	New York Stock Exchange
6% Subordinated InterNotes SM , due 2034	New York Stock Exchange
Minimum Return Index EAGLES®, due March 25, 2011, Linked to the Dow Jones Industrial Average SM	NYSE Amex
1.75% Index CYCLES™, due April 28, 2011, Linked to the S&P 500® Index	NYSE Amex
Return Linked Notes, due June 27, 2011, Linked to an "80/20" Basket of Four Indices and an Exchange Traded Fund	NYSE Amex
Return Linked Notes, due August 25, 2011, Linked to the Dow Jones EURO STOXX 50® Index	NYSE Amex
Minimum Return Index EAGLES®, due October 3, 2011, Linked to the S&P 500® Index	NYSE Amex
Minimum Return Index EAGLES®, due October 28, 2011, Linked to the AMEX Biotechnology Index	NYSE Amex
Return Linked Notes, due October 27, 2011, Linked to a Basket of Three Indices	NYSE Amex
Minimum Return Index EAGLES®, due November 23, 2011, Linked to a Basket of Five Indices	NYSE Amex
Minimum Return Index EAGLES®, due December 27, 2011, Linked to the Dow Jones Industrial Average SM	NYSE Amex
0.25% Senior Notes Optionally Exchangeable Into a Basket of Three Common Stocks, due February 2012	NYSE Amex
Return Linked Notes, due December 29, 2011 Linked to a Basket of Three Indices	NYSE Amex
Market-Linked Step Up Notes Linked to the S&P 500® Index, due December 23, 2011	NYSE Arca, Inc.
Market-Linked Step Up Notes Linked to the S&P 500® Index, due November 26, 2012	NYSE Arca, Inc.
Market Index Target-Term Securities® Linked to the Dow Jones Industrial Average SM , due December 2, 2014	NYSE Arca, Inc.
Market-Linked Step Up Notes Linked to the S&P 500® Index, due November 28, 2011	NYSE Arca, Inc.
Market-Linked Step Up Notes Linked to the S&P 500® Index, due October 28, 2011	NYSE Arca, Inc.
Market-Linked Step Up Notes Linked to the Russell 2000® Index, due October 28, 2011	NYSE Arca, Inc.
Notes Linked to the S&P 500® Index, due October 4, 2011	NYSE Arca, Inc.
Market Index Target-Term Securities®, Linked to the S&P 500® Index, due September 27, 2013	NYSE Arca, Inc.
Leveraged Index Return Notes®, Linked to the S&P 500® Index, due July 27, 2012	NYSE Arca, Inc.
Market Index Target-Term Securities®, Linked to the S&P 500® Index, due July 26, 2013	NYSE Arca, Inc.
Leveraged Index Return Notes®, Linked to the S&P 500® Index, due June 29, 2012	NYSE Arca, Inc.
Leveraged Index Return Notes®, Linked to the S&P 500® Index, due June 1, 2012	NYSE Arca, Inc.
Market Index Target-Term Securities®, Linked to the Dow Jones Industrial Average SM , due May 31, 2013	NYSE Arca, Inc.
Market Index Target-Term Securities®, Linked to the S&P 500® Index, due April 25, 2014	NYSE Arca, Inc.
Market Index Target-Term Securities®, Linked to the S&P 500® Index, due March 28, 2014	NYSE Arca, Inc.
Market Index Target-Term Securities®, Linked to the S&P 500®	NYSE Arca, Inc.

Index, due February 28, 2014	
Market-Linked Step Up Notes Linked to the S&P 500 [®] Index, due January 27, 2012	NYSE Arca, Inc.
Accelerated Return Notes [®] , Linked to the S&P 500 [®] Index, due March 25, 2011	
Market Index Target-Term Securities [®] Linked to the Dow Jones Industrial Average SM , due January 30, 2015	NYSE Arca, Inc.
Strategic Accelerated Redemption Securities [®] Linked to the S&P 500 [®] Index, due January 30, 2012	NYSE Arca, Inc.
Market Index Target-Term Securities [®] Linked to the S&P 500 [®] Index, due February 27, 2015	NYSE Arca, Inc.
Capped Leveraged Return Notes [®] Linked to the S&P 500 [®] Index, due February 24, 2012	NYSE Arca, Inc.
Market-Linked Step Up Notes Linked to the S&P 500 [®] Index, due February 25, 2013	NYSE Arca, Inc.
Market Index Target-Term Securities [®] Linked to the Dow Jones Industrial Average SM , due March 27, 2015	NYSE Arca, Inc.
Capped Leveraged Index Return Notes [®] Linked to the S&P 500 [®] Index, due March 30, 2012	NYSE Arca, Inc.
Strategic Accelerated Redemption Securities [®] Linked to the S&P 500 [®] Index, due March 30, 2012	NYSE Arca, Inc.
Market Index Target-Term Securities [®] Linked to the Dow Jones Industrial Average SM , due April 24, 2015	NYSE Arca, Inc.
Capped Leveraged Index Return Notes [®] Linked to the S&P 500 [®] Index, due April 27, 2012	NYSE Arca, Inc.
Strategic Accelerated Redemption Securities [®] Linked to the S&P 500 [®] Index, due April 27, 2012	NYSE Arca, Inc.
Accelerated Return Notes [®] Linked to the S&P 500 [®] Index due July 29, 2011	NYSE Arca, Inc.
Capped Leveraged Index Return Notes [®] Linked to the S&P 500 [®] Index, due May 25, 2012	NYSE Arca, Inc.
Market Index Target-Term Securities [®] Linked to the Dow Jones Industrial Average SM , due May 29, 2015	NYSE Arca, Inc.
Market Index Target-Term Securities [®] Linked to the Dow Jones Industrial Average SM , due June 26, 2015	NYSE Arca, Inc.
Capped Leveraged Index Return Notes [®] Linked to the S&P 500 [®] Index, due June 29, 2012	NYSE Arca, Inc.
Accelerated Return Notes [®] Linked to the S&P 500 [®] Index due September 30, 2011	NYSE Arca, Inc.
Capped Leveraged Index Return Notes [®] Linked to the S&P 500 [®] Index, due July 27, 2012	NYSE Arca, Inc.
Market Index Target-Term Securities [®] Linked to the S&P 500 [®] Index, due July 31, 2015.	NYSE Arca, Inc.
Capped Leveraged Index Return Notes [®] Linked to the S&P 500 [®] Index, due August 31, 2012	NYSE Arca, Inc.

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer	Non-accelerated filer	Smaller reporting company
	(do not check if a smaller reporting company)		

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the registrant's common stock ("Common Stock") held on June 30, 2010 by non-affiliates was approximately \$144,131,140,753 (based on the June 30, 2010 closing price of Common Stock of \$14.37 per share as reported on the New York Stock Exchange). As of February 15, 2011, there were 10,121,154,770 shares of Common Stock outstanding.

Documents Incorporated by reference: Portions of the definitive proxy statement relating to the registrant's annual meeting of stockholders to be held on May 11, 2011 are incorporated by reference in this Form 10-K in response to items 10, 11, 12, 13 and 14 of Part III.

Mortgage notes, assignments or other documents are often required to be maintained and are often necessary to enforce mortgage loans. We have processes in place to satisfy document delivery and maintenance requirements in accordance with securitization transaction standards. Additionally, there has been significant public commentary regarding the common industry practice of recording mortgages in the name of Mortgage Electronic Registration Systems, Inc. (MERS), as nominee on behalf of the note holder, and whether securitization trusts own the loans purported to be conveyed to them and have valid liens securing those loans. We believe that the process for mortgage loan transfers into securitization trusts is based on a well-established body of law that establishes ownership of mortgage loans by the securitization trusts and we believe that we have substantially executed this process. We currently use the MERS system for a substantial portion of the residential mortgage loans that we originate, including loans that have been sold to investors or securitization trusts. Although the GSEs do not require the use of MERS, the GSEs permit standard forms of mortgages and deeds of trust that use MERS and we believe that loans that employ these forms are considered to be properly documented for the GSEs' purposes. We believe that the use of MERS is a widespread practice in the industry. Certain legal challenges have been made to the process for transferring mortgage loans to securitization trusts asserting that having a mortgagee of record that is different than the holder of the mortgage note could "break the chain of title" and cloud the ownership of the loan. Under the Uniform Commercial Code, a securitization trust or other investor should have good title to a mortgage loan if, among other means, either the note is endorsed in blank or to the named transferee and delivered to the holder or its designee, which may be a document custodian. In order to foreclose on a mortgage loan, in certain cases it may be necessary or prudent for an assignment of the mortgage to be made to the holder of the note, which in the case of a mortgage held in the name of MERS as nominee would need to be completed by MERS. As such, our practice is to obtain assignments of mortgages from MERS prior to instituting foreclosure. If certain required documents are missing or defective, or if the use of MERS is found not to be effective, we could be obligated to cure

certain defects or in some circumstances otherwise be subject to additional costs and expenses, which could have a material adverse effect on our results of operations, cash flows and financial condition.

Private-label Residential Mortgage-backed Securities Matters

On October 18, 2010, Countrywide Home Loans Servicing, LP (which changed its name to BAC Home Loans Servicing, LP), a wholly-owned subsidiary of the Corporation, received a letter, in its capacity as servicer under certain pooling and servicing agreements for 115 private-label residential MBS securitizations (subsequently increased to 225 securitizations) from investors purportedly owning interests in RMBS issued in the securitizations. The letter asserted breaches of certain loan servicing obligations, including an alleged failure to provide notice to the trustee and other parties to the pooling and servicing agreements of breaches of representations and warranties with respect to mortgage loans included in the securitization transactions. On November 4, 2010, the servicer responded in writing to the letter, stating among other things that the letter had identified no facts indicating that the servicer had breached any of its obligations, and asking that the signatories of the letter provide evidence that they met the minimum voting interest requirements for investor action contained in the relevant contracts. BAC Home Loans Servicing, LP and Gibbs & Bruns LLP on behalf of certain investors including those who signed the letter, as well as The Bank of New York Mellon, as trustee, have agreed to a short extension of any time periods commenced by the letter to permit the parties to explore dialogue around the issues raised. There are a number of questions about the validity of the assertions set forth in the letter, including whether these purported investors have standing to bring these claims. The servicer intends to challenge the assertions in the letter and to fully enforce its rights under the relevant contracts.

For additional information about representations and warranties, see *Note 9 – Representations and Warranties Obligations and Corporate Guarantees* to the Consolidated Financial Statements, Representations and Warranties beginning on page 52 and Item 1A. Risk Factors of this Form 10-K.