DEPOSITORY AGREEMENT

We hereby offer to pay interest on the deposits of the City of Chicago and the Chicago Board of Education in Fiscal Year 2022 in accordance with the following schedules:

INTEREST-BEARING DEPOSITS

We hereby offer to pay interest on deposit accounts of the City of Chicago and Chicago Board of Education at the following minimum rate(s):

Type of Account	Rate	Minimum Deposit Requirement (if any)

N/A- Accounts were setup as Non-Interest Bearing with Earnings Credit Rate. ECR rate is subject to change based upon market conditions.

TIME DEPOSITS OR CERTIFICATES OF DEPOSIT

We hereby offer to pay interest on single maturity time deposits or certificates of deposit of $100,000 or more at the then current market rate being paid by our institution on similar principal amounts and for similar maturity terms; or at the following other rates:

(Please describe in detail your proposed rate schedule if your institution is offering to pay other than the current market rate. Attach sheets if necessary.)

N/A

The City shall reject the Proposal of any institution that does not offer rates on certificates of deposit or time deposits as prescribed above.

We understand that:

$ Interest on all certificates of deposit shall be computed on a 360-day basis rounded to 3 decimals.

$ Interest shall be paid to the City on the date of maturity.

Furthermore, we understand that any costs incurred in administering the City's account, including any costs incurred in collateralizing and safekeeping the City's investments, will be borne by our institution.

We understand the City's objective to invest its monies with financial institutions that demonstrate a commitment to benefit Chicago's communities and, in accordance with Chapter 2-32-440 of the Municipal Code of Chicago, have provided supplemental information to demonstrate our commitment. It is further understood that all information included in, attached to, or required by this Depository Agreement and related documents responding to the City's Request for Proposal shall become public record upon delivery to the City.

We certify that we have read the terms and conditions of this Request for Proposal and fully understand its intent. We also certify that we have adequate personnel, equipment and facilities to fulfill all requirements and to qualify as a municipal depository. Upon execution by the City below, it is our understanding that the Depository Agreement, along with all the requirements, provisions and stipulations as contained in the Request for Proposal, which is incorporated herein by reference, constitute the agreement between our institution and the City.

Submitted by: **Julie Conenna**

Title: **Vice President**

Date: **11/15/21**

Authorized Signature: Julie Conenna

Name of Institution: **Bank of America N.A.**

Location of Principal Place of Business: **110 N. Wacker Dr, Chicago, Illinois 60606-1511**

If known, please indicate which City Ward the Principal Place of Business is located____________

How many facilities are located within the City of Chicago? **139**

Is your bank a Regularly Organized State Bank, National Bank, or Federal Bank? (Please indicate State, National or Federal) **National Bank**

Is your bank Federally Insured? **Yes** Type of Insurance? **FDIC**

Is your bank Minority Owned? (as defined by the Federal Reserve Board) **No**

What is the Bank's Aggregate Amount of Capital Stock as of 12/31/2020? **$272,924,000,000**
Surplus as of 12/31/2020? **$36 billion** Total Assets as of 12/31/2020? **$2.8 trillion**

Name of Person Preparing the Proposal: **Julie Conenna**

Work Phone: **312-904-8357** Fax: **312-453-4568** Email: **julie.conenna@bofa.com**

Executed for the City of Chicago:

By: ____

Title: ____

Date: ____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Bank of America, National Association

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [x] the Applicant

OR

2. [ ] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: ____________________

OR

3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

____

B. Business address of the Disclosing Party: 100 North Tryon Street
Charlotte, NC 28255

C. Telephone: 312-904-8357 Fax: 312-453-4568 Email: julie.conenna@bofa.com

D. Name of contact person: Julie Conenna

E. Federal Employer Identification No. (if you have one): 94-1687665

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Municipal Depository for City of Chicago and Chicago Board of Education Funds

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # 1231948 and Contract # ____________________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person	[ ] Limited liability company
[ ] Publicly registered business corporation	[ ] Limited liability partnership
[ ] Privately held business corporation	[ ] Joint venture
[ ] Sole proprietorship	[ ] Not-for-profit corporation
[ ] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Limited partnership	[ ] Yes [ ] No
[ ] Trust	[X] Other (please specify) National Banking Association

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

National Banking Association organized under the laws of the United States of America

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [X] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

See Exhibit E

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
BAC North America Holding Company	100 N. Tryon St, Charlotte NC 28255	100% owner of Bank of America, National Association
NB Holdings Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of BAC North America Holding Company
Bank of America Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of NB Holdings Corporation
Berkshire Hathaway	3555 Farnam St, Omaha NE 68131	12% owner of Bank of America Corporation

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x] No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

____

____

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?
[ ] Yes [x] No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

____

____

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [x] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See attached Addendum A for additional information related to certifications

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[x] is [ ] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

Makes the above pledge.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x__1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: **If the Matter is federally funded**, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?
[ ] Yes [ ] No

If “Yes,” answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked “No” to question (1) or (2) above, please provide an explanation:

____

____

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City’s Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

Bank of America, National Association
(Print or type exact legal name of Disclosing Party)

By: ______________________________
(Sign here)

Julie Conenna
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) ___________________,

at _____________ County, ____________ (state).

____
Notary Public

Commission expires: _________________

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [x] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No [ ] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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____
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CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[x] Yes

[ ] No

[ ] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

____

____

____

EXHIBIT E
Bank of America National Association
Bank of America Corporation
Board of Directors

Brian Moynihan
Chairman of the Board and Chief Executive Officer, Bank of America Corporation
Chief Executive Officer, Bank of America, National Association

Sharon L. Allen
Former Chairman, Deloitte

Susan S. Bies
Former Member, Federal Reserve Board of Governors

Frank P. Bramble, Sr.
Former Executive Vice Chairman, MBNA Corporation

Pierre J. P. de Weck
Former Chairman and Global Head of Private Wealth Management, Deutsche Bank

Arnold W. Donald
President and Chief Executive Officer, Carnival

Linda P. Hudson
Former Chairman and Chief Executive Officer, The Cardea Group, LLC ; Former President and Chief Executive Officer, BAE

Monica C. Lozano
Chief Executive Officer, College Futures Foundation; Former Chairman, US Hispanic Media Inc.

Thomas J. May
Former Chairman, President, and Chief Executive Officer, Eversource Energy

Lionel L. Nowell III
Lead Independent Director, Bank of America
Chairman of Bank of America, National Association

Denise L. Ramos
Former Chief Executive Officer and President, ITT Inc.

Clayton S. Rose
President, Bowdoin College

Michael D. White
Former Chairman, President, and Chief Executive Officer, DIRECTV; Lead Director, Kimberly-Clark Corporation

Thomas D. Woods
Former Vice Chairman and Senior Executive Vice President of CIBC; Former Chairman, Hydro One Limited

R. David Yost
Former Chief Executive Officer, AmerisourceBergen

Maria T. Zuber
Vice President for Research and E. A. Griswold Professor of Geophysics, MIT

Bank of America National Association
Executive Officers

Dean C. Athanasia

Cathy P. Bessant

Sheri Bronstein

Paul M. Donofrio

Geoffrey S. Greener

Kathleen A. Knox

David G. Leitch

Thomas K. Montag

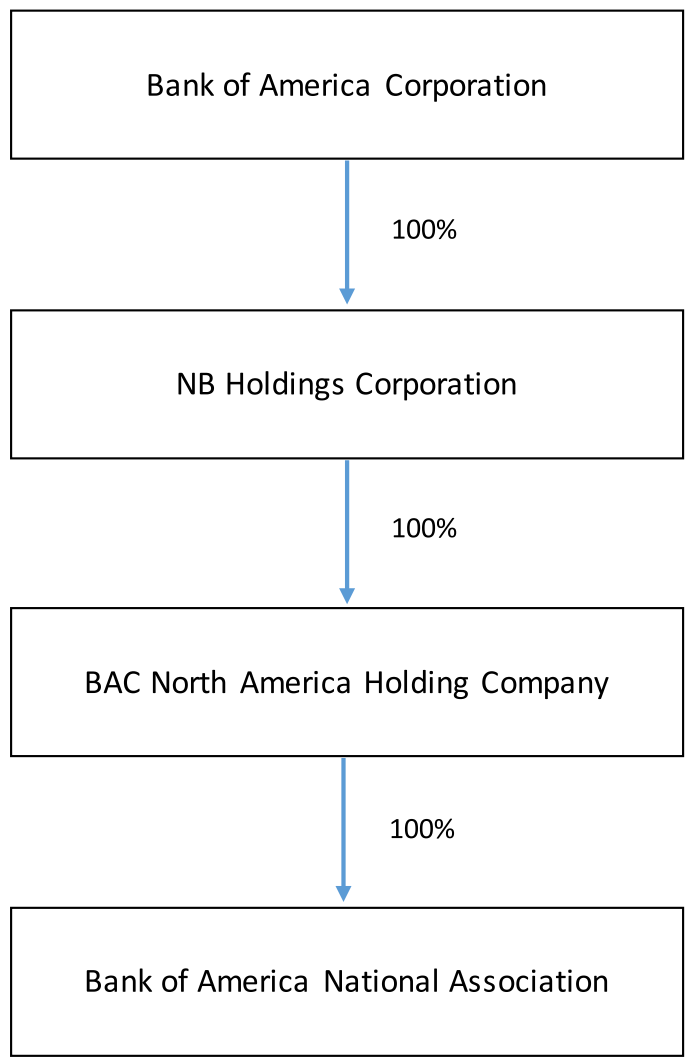
Brian T. Moynihan

Thong M. Nguyen

Andrew M. Sieg

Andrea B. Smith

Exhibit E
Bank of America Corporation Organization Chart



BANK OF AMERICA

Addendum A –

INTRODUCTION

Bank of America, N.A. ("BANA") is a wholly owned subsidiary of BAC North America Holding Company ("BACNA"). BACNAH is a direct, wholly owned subsidiary of NB Holdings Corporation ("NB Holdings"). NB Holdings Corporation is a direct, wholly owned subsidiary of Bank of America Corporation. Bank of America Corporation (the "Corporation") is a publicly held company whose shares are traded on the New York Stock Exchange and has no parent corporation. Based on the U.S. Securities and Exchange Commission Rules regarding beneficial ownership, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131, beneficially owns greater than 10% of Bank of America Corporation's outstanding common stock.

BANA is an indirect, wholly-owned subsidiary of Corporation, which is a large and diversified, publicly-traded institution. The Corporation and its subsidiaries, is a global franchise, serving customers and clients around the world with operations in all 50 U.S. states, the District of Columbia, and more than 40 foreign countries. The Corporation makes all disclosures required by its regulators, including all required disclosures in its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K (collectively, the "Reports"), all of which are filed with the U.S. Securities and Exchange Commission. These Reports include disclosures of investigations and other matters as required by federal law and are publicly available. These Reports can also be accessed at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-irhome. These Reports may contain further information responsive to this certification.

As noted in Section II (Disclosure of Ownership Interest) Subsection B.2 of the Statement, Berkshire Hathaway Inc. ("BRK") currently has an ownership interest in Bank of America Corporation greater than 7.5%. Evidence of their BAC share ownership can be accessed through their SEC 13F public filings at the following links: https://sec.report/CIK/0001067983 and https://sec.report/CIK/0001004244. For reference, New England Asset Management is part of the BRK group but files separately as an asset manager. The information in the links is provided in lieu of a separate submission by BRK of an Economic Disclosure Statement. Note that this Statement is filed on behalf of the Bank of America entities described herein and should not be construed as a filing on behalf of BRK or a certification of any information on BRK's behalf.

To the best knowledge of the individual signatory signing this questionnaire, upon reasonable inquiry, BANA further clarifies its response to this statement, as follows:

B. FURTHER CERTIFICATIONS

Section V, B3 (b-d), 6,8

The Corporation, for itself and its affiliates and subsidiaries including BANA, makes all disclosures required by its regulators in its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K, all of which are filed with the U.S. Securities and Exchange Commission (collectively, the "Reports"). These Reports include all disclosures as required by federal law including

those pertaining to material business matters such as litigation, debarment, criminal convictions, and other legal actions, and may contain information which is further responsive to items addressed in the FIES FORM and this Addendum. These Reports are publicly available at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-sec. Further, BANA has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"), and information which can be publicly disclosed regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://apps.occ.gov/EnforcementActions/. In addition, BANA's registered broker dealer and investment adviser subsidiaries make all required disclosures on their Form BDs as filed with FINRA (formerly the NASD) and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are also publicly available. Outside of such Reports and the publicly available filings as noted above, BANA and the Corporation cannot otherwise disclose such information of material non-public nature except where required by applicable law or legal process.

Bank of America, National Association has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"). Information regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://www.occ.treas.gov/EnforcementActions/

Section V B2

BANA is currently under audit for sales/tax by the City of Chicago for the period of 07/01/2016-06/30/2020. As the result if in the beginning stages, we do not know if there will be any assessed liability.

To the best of my knowledge upon reasonable inquiry to BANA tax associates, BANA is not delinquent in the City of Chicago for any outstanding sales and use tax obligations and is not delinquent on any income or franchise taxes to the City of Chicago.

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Bank of America Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:
1. [ ] the Applicant
OR
2. [x] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Bank of America, National Association
OR
3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

____

B. Business address of the Disclosing Party: 100 North Tryon Street
Charlotte, NC 28255

C. Telephone: 312-904-8357 Fax: 312-453-4568 Email: julie.conenna@bofa.com

D. Name of contact person: Julie Conenna

E. Federal Employer Identification No. (if you have one): 56-0906609

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Municipal Depository for City of Chicago and Chicago Board of Education Funds

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # 1231948 and Contract # ______________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[x] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [x] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
See Exhibit E	

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
BAC North America Holding Company	100 N. Tryon St, Charlotte NC 28255	100% owner of Bank of America, National Association
NB Holdings Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of BAC North America Holding Company
Bank of America Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of NB Holdings Corporation
Berkshire Hathaway	3555 Farnam St, Omaha NE 68131	12% owner of Bank of America Corporation

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x] No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

___

___

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?
[ ] Yes [x] No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

___

___

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [x] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See attached Addendum A for additional information related to certifications

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)
[x] is [ ] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

Makes the above pledge.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x__1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: **If the Matter is federally funded**, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?
[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question (1) or (2) above, please provide an explanation:

___

___

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

Bank of America Corporation
(Print or type exact legal name of Disclosing Party)

By: Julie Conenna
(Sign here)

Julie Conenna
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) ____________________,

at ______________ County, _____________ (state).

____
Notary Public

Commission expires: __________________

BANK OF AMERICA CORPORATION

LIMITED POWER OF ATTORNEY

BANK OF AMERICA CORPORATION, a Delaware corporation (the "Corporation"), hereby appoints **Julie Conenna** as Attorney-in-Fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the limited purpose of authorizing, preparing, revising or signing City of Chicago's Economic Disclosure Statement form (the "Form") related to Bank of America, N.A. ("BANA") participation in the City of Chicago's qualified firms for Municipal Depositories in connection with the **Request for Proposal for Designation as a 2022 Municipal Depository for City of Chicago and Chicago Board of Education Funds.**

Any execution by the Attorney-in-Fact of the Form shall fully bind and commit the Corporation and the City of Chicago may rely upon the execution thereof by the Attorney-in-Fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of the named Attorney-in-Fact upon such Attorney-in-Fact's resignation or termination from BANA or her realignment to a role outside of the Public Sector division of BANA however; such termination or realignment shall have no impact on the Form executed by the above named attorney-in-fact for the Corporation prior to such termination or realignment.

IN WITNESS WHEREOF, this Limited Power of Attorney has been executed and delivered by the Corporation to the Attorney-in-Fact on this _8__ day of November, 2021.

BANK OF AMERICA CORPORATION

By: Ellen A Perrin ______________________________

Ellen A. Perrin
Associate General Counsel, Senior Vice President
and Assistant Secretary

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [x] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No [ ] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[x] Yes

[ ] No

[ ] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

____

____

____

BANK OF AMERICA

EXHIBIT E
Bank of America National Association
Bank of America Corporation
Board of Directors

Brian Moynihan
Chairman of the Board and Chief Executive Officer, Bank of America Corporation
Chief Executive Officer, Bank of America, National Association

Sharon L. Allen
Former Chairman, Deloitte

Susan S. Bies
Former Member, Federal Reserve Board of Governors

Frank P. Bramble, Sr.
Former Executive Vice Chairman, MBNA Corporation

Pierre J. P. de Weck
Former Chairman and Global Head of Private Wealth Management, Deutsche Bank

Arnold W. Donald
President and Chief Executive Officer, Carnival

Linda P. Hudson
Former Chairman and Chief Executive Officer, The Cardea Group, LLC ; Former President and Chief Executive Officer, BAE

Monica C. Lozano
Chief Executive Officer, College Futures Foundation; Former Chairman, US Hispanic Media Inc.

Thomas J. May
Former Chairman, President, and Chief Executive Officer, Eversource Energy

Lionel L. Nowell III
Lead Independent Director, Bank of America
Chairman of Bank of America, National Association

Denise L. Ramos
Former Chief Executive Officer and President, ITT Inc.

Clayton S. Rose
President, Bowdoin College

Michael D. White
Former Chairman, President, and Chief Executive Officer, DIRECTV; Lead Director, Kimberly-Clark Corporation

Thomas D. Woods
Former Vice Chairman and Senior Executive Vice President of CIBC; Former Chairman, Hydro One Limited

R. David Yost
Former Chief Executive Officer, AmerisourceBergen

Maria T. Zuber
Vice President for Research and E. A. Griswold Professor of Geophysics, MIT

Bank of America National Association
Executive Officers

Dean C. Athanasia

Cathy P. Bessant

Sheri Bronstein

Paul M. Donofrio

Geoffrey S. Greener

Kathleen A. Knox

David G. Leitch

Thomas K. Montag

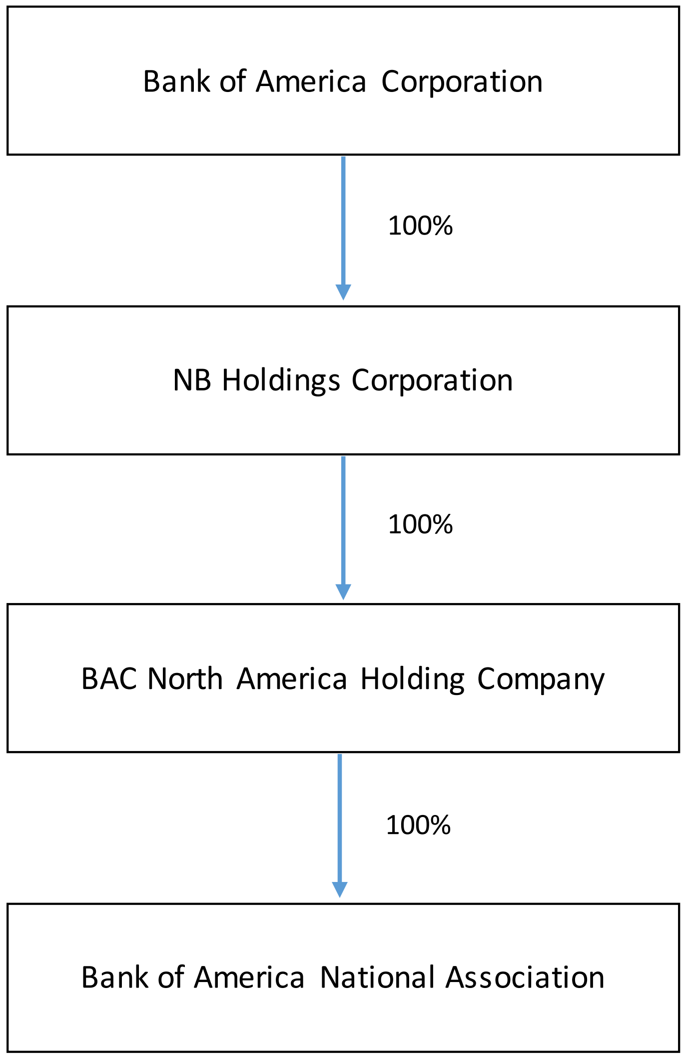
Brian T. Moynihan

Thong M. Nguyen

Andrew M. Sieg

Andrea B. Smith

Exhibit E
Bank of America Corporation Organization Chart



BANK OF AMERICA

Addendum A –

INTRODUCTION

Bank of America, N.A. ("BANA") is a wholly owned subsidiary of BAC North America Holding Company ("BACNA"). BACNAH is a direct, wholly owned subsidiary of NB Holdings Corporation ("NB Holdings"). NB Holdings Corporation is a direct, wholly owned subsidiary of Bank of America Corporation. Bank of America Corporation (the "Corporation") is a publicly held company whose shares are traded on the New York Stock Exchange and has no parent corporation. Based on the U.S. Securities and Exchange Commission Rules regarding beneficial ownership, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131, beneficially owns greater than 10% of Bank of America Corporation's outstanding common stock.

BANA is an indirect, wholly-owned subsidiary of Corporation, which is a large and diversified, publicly-traded institution. The Corporation and its subsidiaries, is a global franchise, serving customers and clients around the world with operations in all 50 U.S. states, the District of Columbia, and more than 40 foreign countries. The Corporation makes all disclosures required by its regulators, including all required disclosures in its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K (collectively, the "Reports"), all of which are filed with the U.S. Securities and Exchange Commission. These Reports include disclosures of investigations and other matters as required by federal law and are publicly available. These Reports can also be accessed at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-irhome. These Reports may contain further information responsive to this certification.

As noted in Section II (Disclosure of Ownership Interest) Subsection B.2 of the Statement, Berkshire Hathaway Inc. ("BRK") currently has an ownership interest in Bank of America Corporation greater than 7.5%. Evidence of their BAC share ownership can be accessed through their SEC 13F public filings at the following links: https://sec.report/CIK/0001067983 and https://sec.report/CIK/0001004244. For reference, New England Asset Management is part of the BRK group but files separately as an asset manager. The information in the links is provided in lieu of a separate submission by BRK of an Economic Disclosure Statement. Note that this Statement is filed on behalf of the Bank of America entities described herein and should not be construed as a filing on behalf of BRK or a certification of any information on BRK's behalf.

To the best knowledge of the individual signatory signing this questionnaire, upon reasonable inquiry, BANA further clarifies its response to this statement, as follows:

B. FURTHER CERTIFICATIONS

Section V, B3 (b-d), 6,8

The Corporation, for itself and its affiliates and subsidiaries including BANA, makes all disclosures required by its regulators in its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K, all of which are filed with the U.S. Securities and Exchange Commission (collectively, the "Reports"). These Reports include all disclosures as required by federal law including

those pertaining to material business matters such as litigation, debarment, criminal convictions, and other legal actions, and may contain information which is further responsive to items addressed in the FIES FORM and this Addendum. These Reports are publicly available at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-sec. Further, BANA has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"), and information which can be publicly disclosed regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://apps.occ.gov/EnforcementActions/. In addition, BANA's registered broker dealer and investment adviser subsidiaries make all required disclosures on their Form BDs as filed with FINRA (formerly the NASD) and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are also publicly available. Outside of such Reports and the publicly available filings as noted above, BANA and the Corporation cannot otherwise disclose such information of material non-public nature except where required by applicable law or legal process.

Bank of America, National Association has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"). Information regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://www.occ.treas.gov/EnforcementActions/

Section V B2

BANA is currently under audit for sales/tax by the City of Chicago for the period of 07/01/2016-06/30/2020. As the result if in the beginning stages, we do not know if there will be any assessed liability.

To the best of my knowledge upon reasonable inquiry to BANA tax associates, BANA is not delinquent in the City of Chicago for any outstanding sales and use tax obligations and is not delinquent on any income or franchise taxes to the City of Chicago.

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

NB Holdings Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant

OR

2. [x] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Bank of America, National Association

OR

3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

____

B. Business address of the Disclosing Party: 100 North Tryon Street
Charlotte, NC 28255

C. Telephone: 312-904-8357 Fax: 312-453-4568 Email: julie.conenna@bofa.com

D. Name of contact person: Julie Conenna

E. Federal Employer Identification No. (if you have one): 56-1857749

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Municipal Depository for City of Chicago and Chicago Board of Education Funds

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # 1231948 and Contract # ______________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[x] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [x] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
See Exhibit E	

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
BAC North America Holding Company	100 N. Tryon St, Charlotte NC 28255	100% owner of Bank of America, National Association
NB Holdings Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of BAC North America Holding Company
Bank of America Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of NB Holdings Corporation
Berkshire Hathaway	3555 Farnam St, Omaha NE 68131	12% owner of Bank of America Corporation

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x] No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

____

____

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?
[ ] Yes [x] No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

____

____

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [x] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any “controlling person” [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any “sister agency”; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article’s permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management (“SAM”).

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See attached Addendum A for additional information related to certifications

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)
[x] is [ ] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

Makes the above pledge.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_x__1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: **If the Matter is federally funded**, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?
[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question (1) or (2) above, please provide an explanation:

____

____

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City’s Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

NB Holdings Corporation
(Print or type exact legal name of Disclosing Party)

By: Julie Conenna
(Sign here)

Julie Conenna
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) ____________________,

at ______________ County, _____________ (state).

____
Notary Public

Commission expires: __________________

NB HOLDINGS CORPORATION

LIMITED POWER OF ATTORNEY

NB HOLDINGS CORPORATION, a Delaware corporation (the "Corporation"), does hereby make, constitute, and appoint **Julie Conenna** as Attorney-in-Fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the limited purpose of authorizing, preparing, revising or signing City of Chicago's Economic Disclosure Statement form (the "Form") related to Bank of America, N.A. ("BANA's") participation in the City of Chicago's qualified firms for Banking Services in connection with the **Request for Proposal for Designation as a 2022 Municipal Depository for City of Chicago and Chicago Board of Education Funds.**

Any execution by the Attorney-in-Fact of the Form shall fully bind and commit the Corporation and the City of Chicago may rely upon the execution thereof by the Attorney-in-Fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of the named Attorney-in-Fact upon such Attorney-in-Fact's resignation or termination from BANA or her realignment to a role outside of the Public Sector division of BANA however; such termination or realignment shall have no impact on the Form executed by the above named attorney-in-fact for the Corporation prior to such termination or realignment.

IN WITNESS WHEREOF, this Power of Attorney has been executed and delivered by the Corporation to each Attorney-in-Fact on this ___8__ day of November, 2021.

NB HOLDINGS CORPORATION

Ellen A Perrin

By: ____
Ellen A. Perrin
Associate General Counsel, Senior Vice President and
Assistant Secretary

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [x] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No [ ] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[x] Yes

[ ] No

[ ] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

____

____

____

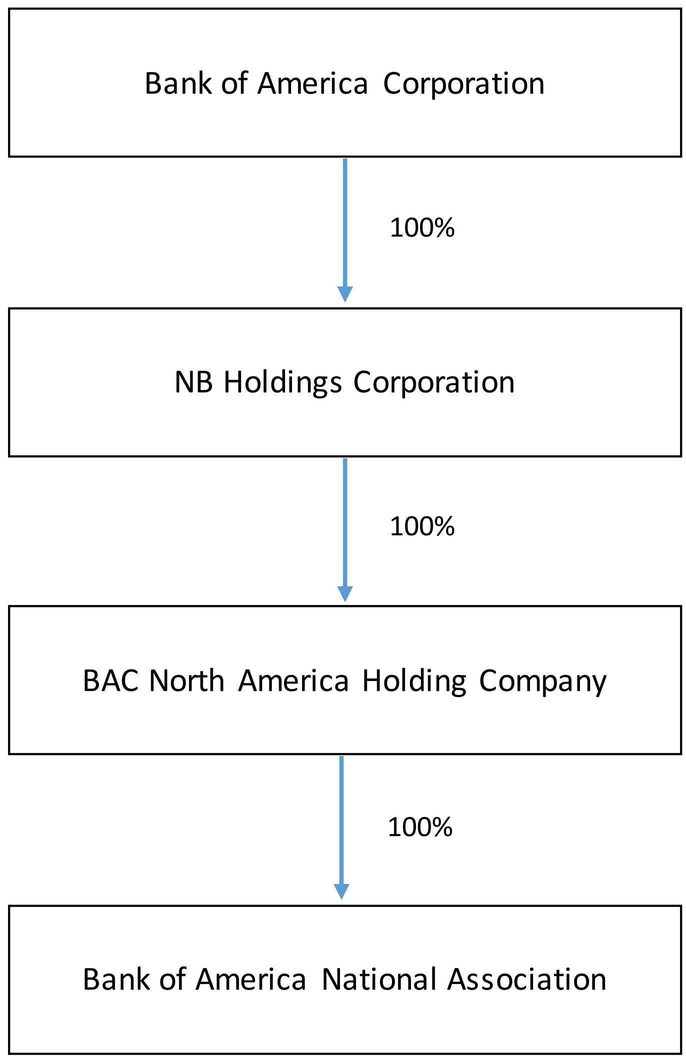
Exhibit E

NB HOLDINGS CORPORATION
BOARD OF DIRECTORS
11/15/2021

PAUL M. DONOFRIO
ANDRI GRISCHA MAGASINER
ANDREA B. SMITH

BANK OF AMERICA

Exhibit E
Bank of America Corporation Organization Chart



BANK OF AMERICA

Addendum A –

INTRODUCTION

Bank of America, N.A. (“BANA”) is a wholly owned subsidiary of BAC North America Holding Company (“BACNA”). BACNAH is a direct, wholly owned subsidiary of NB Holdings Corporation ("NB Holdings”). NB Holdings Corporation is a direct, wholly owned subsidiary of Bank of America Corporation. Bank of America Corporation (the “Corporation”) is a publicly held company whose shares are traded on the New York Stock Exchange and has no parent corporation. Based on the U.S. Securities and Exchange Commission Rules regarding beneficial ownership, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131, beneficially owns greater than 10% of Bank of America Corporation’s outstanding common stock.

BANA is an indirect, wholly-owned subsidiary of Corporation, which is a large and diversified, publicly-traded institution. The Corporation and its subsidiaries, is a global franchise, serving customers and clients around the world with operations in all 50 U.S. states, the District of Columbia, and more than 40 foreign countries. The Corporation makes all disclosures required by its regulators, including all required disclosures in its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K (collectively, the “Reports”), all of which are filed with the U.S. Securities and Exchange Commission. These Reports include disclosures of investigations and other matters as required by federal law and are publicly available. These Reports can also be accessed at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-irhome. These Reports may contain further information responsive to this certification.

As noted in Section II (Disclosure of Ownership Interest) Subsection B.2 of the Statement, Berkshire Hathaway Inc. (“BRK”) currently has an ownership interest in Bank of America Corporation greater than 7.5%. Evidence of their BAC share ownership can be accessed through their SEC 13F public filings at the following links: https://sec.report/CIK/0001067983 and https://sec.report/CIK/0001004244. For reference, New England Asset Management is part of the BRK group but files separately as an asset manager. The information in the links is provided in lieu of a separate submission by BRK of an Economic Disclosure Statement. Note that this Statement is filed on behalf of the Bank of America entities described herein and should not be construed as a filing on behalf of BRK or a certification of any information on BRK’s behalf.

To the best knowledge of the individual signatory signing this questionnaire, upon reasonable inquiry, BANA further clarifies its response to this statement, as follows:

B. FURTHER CERTIFICATIONS

Section V, B3 (b-d), 6,8

The Corporation, for itself and its affiliates and subsidiaries including BANA, makes all disclosures required by its regulators in its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K, all of which are filed with the U.S. Securities and Exchange Commission (collectively, the “Reports”). These Reports include all disclosures as required by federal law including

those pertaining to material business matters such as litigation, debarment, criminal convictions, and other legal actions, and may contain information which is further responsive to items addressed in the FIES FORM and this Addendum. These Reports are publicly available at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-sec. Further, BANA has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"), and information which can be publicly disclosed regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://apps.occ.gov/EnforcementActions/. In addition, BANA's registered broker dealer and investment adviser subsidiaries make all required disclosures on their Form BDs as filed with FINRA (formerly the NASD) and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are also publicly available. Outside of such Reports and the publicly available filings as noted above, BANA and the Corporation cannot otherwise disclose such information of material non-public nature except where required by applicable law or legal process.

Bank of America, National Association has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"). Information regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://www.occ.treas.gov/EnforcementActions/

Section V B2

BANA is currently under audit for sales/tax by the City of Chicago for the period of 07/01/2016-06/30/2020. As the result if in the beginning stages, we do not know if there will be any assessed liability.

To the best of my knowledge upon reasonable inquiry to BANA tax associates, BANA is not delinquent in the City of Chicago for any outstanding sales and use tax obligations and is not delinquent on any income or franchise taxes to the City of Chicago.

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

BAC North America Holding Company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant

OR

2. [x] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Bank of America, National Association

OR

3. [ ] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

____

B. Business address of the Disclosing Party: 100 North Tryon Street
Charlotte, NC 28255

C. Telephone: 312-904-8357 Fax: 312-453-4568 Email: julie.conenna@bofa.com

D. Name of contact person: Julie Conenna

E. Federal Employer Identification No. (if you have one): 36-3737560

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Municipal Depository for City of Chicago and Chicago Board of Education Funds

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # 1231948 and Contract # ______________________

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[x] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes [ ] No
[ ] Other (please specify)

____

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes [x] No [ ] Organized in Illinois

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) **for not-for-profit corporations**, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) **for trusts, estates or other similar entities**, the trustee, executor, administrator, or similarly situated party; (iv) **for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures**, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
See Exhibit E	

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name	Business Address	Percentage Interest in the Applicant
BAC North America Holding Company	100 N. Tryon St, Charlotte NC 28255	100% owner of Bank of America, National Association
NB Holdings Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of BAC North America Holding Company
Bank of America Corporation	100 N. Tryon St, Charlotte NC 28255	100% owner of NB Holdings Corporation
Berkshire Hathaway	3555 Farnam St, Omaha NE 68131	12% owner of Bank of America Corporation

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [ ] Yes [x] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [ ] Yes [x] No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

____

____

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?
[ ] Yes [x] No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner(s) and describe the financial interest(s).

____

____

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) **NOTE:** "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ ] Yes [x] No [ ] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).

5. Certifications (5), (6) and (7) concern:

- the Disclosing Party;
- any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See attached Addendum A for additional information related to certifications

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[x] is [ ] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

Makes the above pledge.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[ ] Yes [x] No

NOTE: If you checked "Yes" to Item D(1), proceed to Items D(2) and D(3). If you checked "No" to Item D(1), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[ ] Yes [x] No

3. If you checked "Yes" to Item D(1), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

_X__1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

____

____

____

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: **If the Matter is federally funded**, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

____

____

____

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(1) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?
[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No [ ] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question (1) or (2) above, please provide an explanation:

____

____

SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to MCC Chapter 1-23, Article I (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable Appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable Appendices, are true, accurate and complete as of the date furnished to the City.

BAC North America Holding Company
(Print or type exact legal name of Disclosing Party)

By: Julie Conenna
(Sign here)

Julie Conenna
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) ____________________,

at ______________ County, _____________ (state).

____
Notary Public

Commission expires: ___________________

BAC NORTH AMERICA HOLDING COMPANY

LIMITED POWER OF ATTORNEY

BAC NORTH AMERICA HOLDING COMPANY, a Delaware corporation (the "Corporation"), does hereby make, constitute, and appoint **Julie Conenna** as Attorney-in-Fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the limited purpose of authorizing, preparing, revising or signing a City of Chicago's Economic Disclosure Statement form ("the Form") related to Bank of America, N.A.("BANA's") participation in the City of Chicago's qualified firms for Municipal Depositories in connection with the **Request for Proposal for Designation as a 2022 Municipal Depository for City of Chicago and Chicago Board of Education Funds.**

Any execution by the Attorney-in-Fact of the Form shall fully bind and commit the Corporation and the City of Chicago may rely upon the execution thereof by the Attorney-in-Fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of the named Attorney-in-Fact upon such Attorney-in-Fact's resignation or termination from BANA or her realignment to a role outside of the Public Sector division of BANA; however; such termination or realignment shall have no impact on the Form executed by the above named attorney-in-fact for the Corporation prior to such termination or realignment.

IN WITNESS WHEREOF, this Power of Attorney has been executed and delivered by the Corporation to each Attorney-in-Fact on this __8___ day of November, 2021.

BAC NORTH AMERICA HOLDING COMPANY

By: Ellen A Perrin
____

Ellen A. Perrin
Associate General Counsel, Senior Vice President and
Assistant Secretary

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes [x] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ ] Yes [x] No [ ] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

____
____
____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX C

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[x] Yes

[ ] No

[ ] N/A – I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

____

____

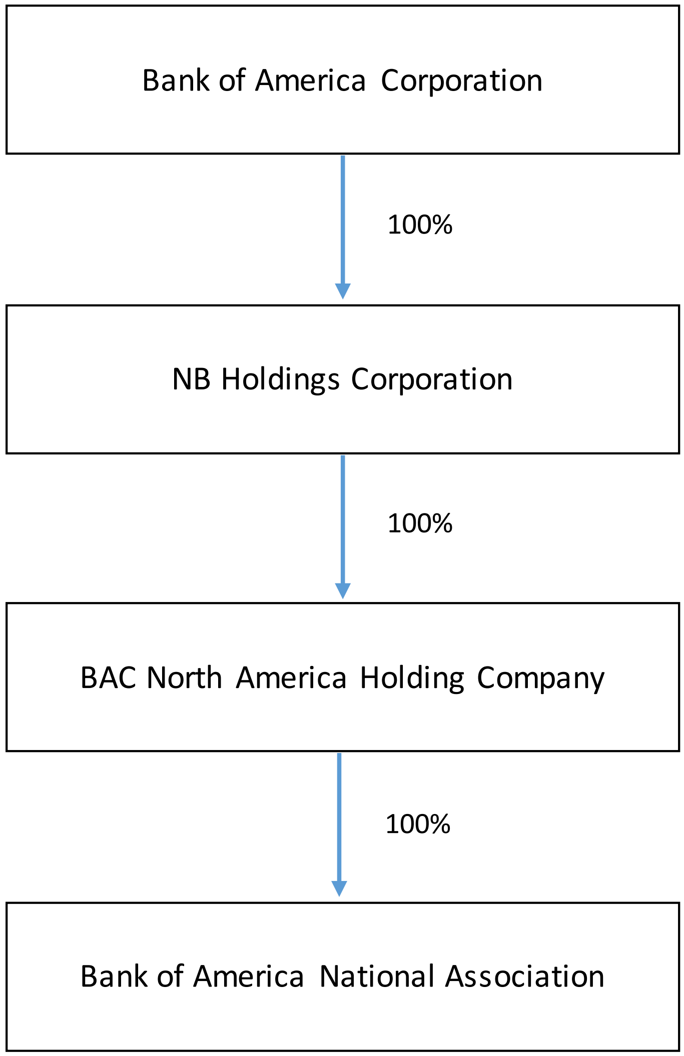
____

Exhibit E

BAC NORTH AMERICA HOLDING COMPANY
BOARD OF DIRECTORS
11/15/2021

DEAN C. ATHANASIA
CATHERINE P. BESSANT
ANDREI GRISCHA MAGASINER

Exhibit E
Bank of America Corporation Organization Chart



BANK OF AMERICA

Addendum A –

INTRODUCTION

Bank of America, N.A. (“BANA”) is a wholly owned subsidiary of BAC North America Holding Company (“BACNA”). BACNAH is a direct, wholly owned subsidiary of NB Holdings Corporation ("NB Holdings”). NB Holdings Corporation is a direct, wholly owned subsidiary of Bank of America Corporation. Bank of America Corporation (the “Corporation”) is a publicly held company whose shares are traded on the New York Stock Exchange and has no parent corporation. Based on the U.S. Securities and Exchange Commission Rules regarding beneficial ownership, Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131, beneficially owns greater than 10% of Bank of America Corporation’s outstanding common stock.

BANA is an indirect, wholly-owned subsidiary of Corporation, which is a large and diversified, publicly-traded institution. The Corporation and its subsidiaries, is a global franchise, serving customers and clients around the world with operations in all 50 U.S. states, the District of Columbia, and more than 40 foreign countries. The Corporation makes all disclosures required by its regulators, including all required disclosures in its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K (collectively, the “Reports”), all of which are filed with the U.S. Securities and Exchange Commission. These Reports include disclosures of investigations and other matters as required by federal law and are publicly available. These Reports can also be accessed at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-irhome. These Reports may contain further information responsive to this certification.

As noted in Section II (Disclosure of Ownership Interest) Subsection B.2 of the Statement, Berkshire Hathaway Inc. (“BRK”) currently has an ownership interest in Bank of America Corporation greater than 7.5%. Evidence of their BAC share ownership can be accessed through their SEC 13F public filings at the following links: https://sec.report/CIK/0001067983 and https://sec.report/CIK/0001004244. For reference, New England Asset Management is part of the BRK group but files separately as an asset manager. The information in the links is provided in lieu of a separate submission by BRK of an Economic Disclosure Statement. Note that this Statement is filed on behalf of the Bank of America entities described herein and should not be construed as a filing on behalf of BRK or a certification of any information on BRK’s behalf.

To the best knowledge of the individual signatory signing this questionnaire, upon reasonable inquiry, BANA further clarifies its response to this statement, as follows:

B. FURTHER CERTIFICATIONS

Section V, B3 (b-d), 6,8

The Corporation, for itself and its affiliates and subsidiaries including BANA, makes all disclosures required by its regulators in its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K, all of which are filed with the U.S. Securities and Exchange Commission (collectively, the “Reports”). These Reports include all disclosures as required by federal law including

those pertaining to material business matters such as litigation, debarment, criminal convictions, and other legal actions, and may contain information which is further responsive to items addressed in the FIES FORM and this Addendum. These Reports are publicly available at the following website: http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-sec. Further, BANA has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"), and information which can be publicly disclosed regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://apps.occ.gov/EnforcementActions/. In addition, BANA's registered broker dealer and investment adviser subsidiaries make all required disclosures on their Form BDs as filed with FINRA (formerly the NASD) and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are also publicly available. Outside of such Reports and the publicly available filings as noted above, BANA and the Corporation cannot otherwise disclose such information of material non-public nature except where required by applicable law or legal process.

Bank of America, National Association has been the subject of certain formal enforcement actions by the Office of the Comptroller of the Currency (the "OCC"). Information regarding these formal enforcement actions may be found on the Legal and Regulatory: Enforcement Actions page on the OCC's website at: http://www.occ.treas.gov/EnforcementActions/

Section V B2

BANA is currently under audit for sales/tax by the City of Chicago for the period of 07/01/2016-06/30/2020. As the result if in the beginning stages, we do not know if there will be any assessed liability.

To the best of my knowledge upon reasonable inquiry to BANA tax associates, BANA is not delinquent in the City of Chicago for any outstanding sales and use tax obligations and is not delinquent on any income or franchise taxes to the City of Chicago.

Anti-Predatory Lending Pledge*
for Municipal Depositories

We pledge that we are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of our designation as a municipal depository.

Bank of America N.A.
Name of Financial Institution

Julie Conenna
Signature of Authorized Officer

Vice President
Title

Julie Conenna
Name of Authorized Officer (Print or Type)

312-904-8357
Business Telephone Number

Subscribed and sworn to before me this

____ day of ________________, 20___

____
Notary Public

Date: ____________________

Name of transaction for which this certificate is submitted: ______________________________

Contact Person: Julie Conenna
Address: 110 N Wacker Dr
Chicago, Illinois 60606-1511

Telephone: 312-904-8357

*The definitions of certain terms set forth in Chapter 2-32 of the Municipal Code of Chicago and used in the Anti-Predatory Lending Pledge are reproduced on the attached pages.

Loan Policy Pledge for Municipal Depositories

We pledge not to arbitrarily reject mortgage loans for residential properties within a specific geographic area in Chicago because of the location and/or age of the property, or in the case of proposed borrower to arbitrarily vary the terms of those loans or the application procedures for those loans on the basis of race, color, religion, national origin, age, sex, marital status, ancestry, sexual orientation, parental status, source of income, disability or military discharge status. In addition, we pledge to make loans available to low- and moderate-income residential property in the neighborhoods of the City of Chicago within the limits of our legal restriction and prudent financial practices.

We understand that arbitrarily rejecting or varying the terms and/or application procedures of mortgage loans on the basis of the factors listed above may result in the lost of our designation as a municipal depository.

Bank of America N.A.
Name of Financial Institution

Julie Conenna
Signature of Authorized Officer

Vice President
Title

Julie Conenna
Name of Authorized Officer (Print or Type)

312-904-8357
Business Telephone Number

Subscribed and sworn to before me this

____ day of ________________, 20___

____
Notary Public

Date: ____________________

Name of transaction for which this certificate is submitted: ____

____

Contact Person: Julie Conenna

Address: 110 N Wacker Dr

Chicago, Illinois 60606-1511

Telephone: 312-904-8357

Compliance with Vacant Buildings Code Pledge
For Municipal Depositories

We are in compliance with the reporting requirements in regard to vacant property as defined in Section 13-12-125 of the Municipal Code of Chicago. We further pledge we will maintain vacant properties in compliance with the Chicago Building Code as defined in Section 13-12-135 of the Municipal Code of Chicago. We understand that failing to adhere to these requirements or becoming an affiliate of an offender of these requirements may result in the loss of our designation as a municipal depository.

Bank of America N.A.
Name of Financial Institution

Signature of Authorized Official

Vice President
Title

Julie Conenna
Name of Authorized Officer
(Print or Type)

312-904-8357
Business Telephone Number

Subscribed and sworn to before me this

_____day of ________________, 20___

____
Notary Public

____
Date

Contact Person: Julie Conenna
Address: 110 N Wacker Dr
Chicago, Illinois 60606-1511

Telephone: 312-904-8357

QUESTIONNAIRE

To facilitate the City's analysis of the data that you have provided on Disclosure Forms A(1) - G, please provide the information requested below:

1. List all credit instruments or types of credit that you have included within or under the following lending categories:

Consumer Lending:

First Mortgages and Home Equity Lines of Credit

Commercial Lending:

Term Loans, Lines of Credit

2. List all types of accounts that you have included as:

Savings Accounts:

Regular Savings, Money Market Savings, CD's, IRA's

Checking Accounts:

Interest Checking, Non-Interest Checking

AFFIDAVIT OF COMMITMENT TO COMMUNITY REINVESTMENT, RESPONSIBILITY AND TRANSPARENCY CITY OF CHICAGO OFFICE OF THE COMPTROLLER

I, **Julie Conenna**, a duly authorized representative of **Bank of America, N.A.** represent and say as follows:

That for the purpose of becoming an eligible depository for active deposits of the City of Chicago, the undersigned Affiant states that it will use reasonable efforts to provide lending, financing, and banking opportunities as a commitment of community reinvestment to Chicago's low and moderate income (LMI) communities; Affiant states that such reasonable efforts shall include, but are not limited to:

A. Assignment of identifiable personnel to answer and respond to questions, concerns and inquiries by the citizens of Chicago, City Treasurer, City Comptroller, and the City Council regarding financial services, investment and lending products, services and related issues, including the Community Reinvestment Act (CRA) of 1977;

B. Cooperate with and support non-profit neighborhood development/redevelopment organizations in the implementation of "neighborhood economic development" strategies that focus on revitalization of communities that are more locally focused where an institution has a branch or market presence;

C. Commit to affirmatively market and make available banking services throughout Chicago's low and moderate income communities, by not meeting this commitment only through the installation of ATM distribution centers, but also by opening and/or maintaining branch locations within those communities;

D. Prepare an annual report of CRA activities, presented to the Comptroller, the Treasurer, and the City Council, that is made publicly available, demonstrating investment in all Chicago Communities, as well as reinvestment in LMI communities of Chicago, by community area that includes the number of loans and amount of loans in the following (6) categories:

   1. Home Purchase within LMI communities;
   2. Refinancing within LMI communities;
   3. Home Improvement;
   4. Small Business Loans (to companies with revenues under $1 Million);
   5. Community Development Loans including multi-family lending; and
   6. Community Development Investments to eligible Community Development Financial Institutions (CDFI) and other community intermediaries to further the goals of an institution to meet its obligations to the Community Reinvestment Act of 1977 and this Affidavit.

   Such a Municipal Depository annual CRA report will include, by community area, the number of mortgage loans originated and other strategies to minimize the impact of foreclosure and neighborhood instability.

E. An institution acknowledges that failure to comply with this Affidavit may result in discontinued status as a municipal depository.

Signed: Julie Conenna

Dated: **11/18/2021**

Print Name: **Julie Conenna**

Title: **Vice President**

DEMOGRAPHICS AFFIDAVIT

Name of Applicant firm: Bank of America N.A.

Description of Matter: **Designation as a 2022 Municipal Depository for City of Chicago and Chicago Board of Education Funds**

Role of Applicant: **Municipal Depository**

Fill out below (and attach additional sheets using the same format, if necessary), the following information for each person in the Applicant's firm who will directly provide professional services to the City in connection with the Matter described above: the individual's position in the Applicant's firm and their role in the Matter, gender, and race or ethnicity. Individuals' names need not be disclosed.

[redacted]

(If needed, please use additional sheets to identify additional personnel.)

By signing below, I represent under penalty of perjury that: (1) I am authorized to act on behalf of the Applicant; (2) the information in this Affidavit (and associated attachment, if applicable) are true, complete, and correct; and (3) failure to accurately and completely provide the information requested herein may result in a declaration of ineligibility to participate in future Matters for the City of Chicago.

Printed Name: Julie Conenna

Signature: ______________________

Title: Vice President

Date: 11/8/2021

FIRMWIDE

PLEASE POPULATE THE HIGHLIGHTED PORTIONS ONLY

Firm Name:	Bank of America Corporation
Primary Representative:	Julie Conenna
Primary Representative Email and Telephone:	julie.conenna@bofa.com/312-904-8357
Headquarters Address:	100 N Tryon St, Charlotte, NC 28255
Chicago Public Finance Office Address:	110 N Wacker Dr, Chicago, Illinois 60606-1511
Total Number of Employees:	167,884
Number of Employees in Illinois:	5,396
Number of Employees in Chicago:	3,589
Capital Position:	
Minority Designation:	

		0					
		Male					
Job Categories	Overall Totals	White (Not Hispanic)	Black (Not Hispanic)	Hispanic	Asian	Native American	Two or More Races
Officials and Managers		9,161	1,032	1,573	1,905	37	205
Professionals		25,634	2,590	3,049	7,029	101	700
Technicians		615	224	200	575	5	34
Sales Workers		427	16	31	95		11
Office and Clerical		8,989	3,799	6,973	1,890	81	679
Craft Workers (Skilled)							
Operatives (Semi-Skilled)		62	77	26	40		4
Laborers							
Service Workers		19	3	2			
Total							

	0					
	Female					
Job Categories	White (Not Hispanic)	Black (Not Hispanic)	Hispanic	Asian	Native American	Two or More Races
Officials and Managers	8,235	1,585	1,908	1,277	52	216
Professionals	13,627	2,748	2,099	4,739	82	444
Technicians	267	136	73	610	2	20
Sales Workers	96	5	5	41		3
Office and Clerical	19,485	10,870	15,270	4,397	208	1,378
Craft Workers (Skilled)						
Operatives (Semi-Skilled)	26	38	26	15	1	2
Laborers						
Service Workers	4		1			
Total						

Job Categories	Overall Totals	White (Not Hispanic)	Black (Not Hispanic)	Hispanic	Asian	Native American	Two or More Races
Officials and Managers	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Professionals	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Technicians	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Sales Workers	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Office and Clerical	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Craft Workers (Skilled)	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Operatives (Semi-Skilled)	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Laborers	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Service Workers	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!

Male	Female	Total
#DIV/0!	#DIV/0!	#DIV/0!

November 18, 2021

Reshma Soni
City Comptroller
City of Chicago
Department of Finance
121 N. LaSalle Street 7th floor
Chicago IL 60602

Dear Reshma:

Bank of America N.A. (the "Bank") appreciates this opportunity to participate in the current Request for Proposal for Designation as a 2022 Municipal Depository for City of Chicago and Chicago Board of Education Funds. We have collected the requested information and we will gladly make ourselves available to answer any questions you might have about the Bank or the data provided.

Please note that the information herein and the enclosed materials are being submitted solely for use by the City of Chicago Department of Finance in connection with the 2022 RFP. Much of the requested information is proprietary customer information and is not available to the general public. We request that this letter and the enclosed documents be treated as proprietary and confidential by the Chicago Department of Finance.

Sincerely,

Julie Conenna

Julie Conenna
Client Manager
312.904.8357
julie.conenna@bofa.com

Board of Governors of the Federal Reserve System
Federal Deposit Insurance Corporation
Office of the Comptroller of the Currency

Federal Financial Institutions Examination Council

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

Institution Name	**BANK OF AMERICA CALIFORNIA, NATIONAL ASSOCIATION**
City	**SAN FRANCISCO**
State	**CA**
Zip Code	**94104**
Call Report Report Date	**6/30/2021**
Report Type	**031**
RSSD-ID	**1443266**
FDIC Certificate Number	**25178**
OCC Charter Number	**24077**
ABA Routing Number	**121141822**
Last updated on	**7/30/2021**

Federal Financial Institutions Examination Council

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

Report at the close of business June 30, 2021

(20210630)
(RCON 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State non member banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations).

Unless the context indicates otherwise, the term "bank" in this report form refers to both banks and savings associations.

This report form is to be filed by (1) banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities, (2) banks with domestic offices only and total consolidated assets of $100 billion or more, and (3) banks that are advanced approaches institutions for regulatory capital purposes.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state non member banks and three directors for state member banks, national banks, and savings associations.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Director (Trustee)

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

(a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for datacollection (https://cdr.ffiec.gov/cdr/), or

(b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data in to the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at CDR.Help@cdr.ffiec.gov.

FDIC Certificate Number **25178** (RSSD 9050)

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

BANK OF AMERICA CALIFORNIA, NATIONAL ASSOCIATION
Legal Title of Bank (RSSD 9017)

SAN FRANCISCO
City (RSSD 9130)

CA — State Abbreviation (RSSD 9200)

94104 — Zip Code (RSSD 9220)

Legal Entity Identifier (LEI)
(RCON 9224)

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

Table of Contents

For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC’s Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter, and (2) the person at the bank—other than the Chief Financial Officer (or equivalent)—to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

CONF
Name (TEXT C490)

CONF
Title (TEXT C491)

CONF
E-mail Address (TEXT C492)

CONF
Area Code / Phone Number / Extension (TEXT C493)

CONF
Area Code / FAX Number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

CONF
Name (TEXT C495)

CONF
Title (TEXT C496)

CONF
E-mail Address (TEXT 4086)

CONF
Area Code / Phone Number / Extension (TEXT 8902)

CONF
Area Code / FAX Number (TEXT 9116)

Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time-sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

CONF
Name (TEXT C366)

CONF
Title (TEXT C367)

CONF
E-mail Address (TEXT C368)

CONF
Area Code / Phone Number / Extension (TEXT C369)

CONF
Area Code / FAX Number (TEXT C370)

Secondary Contact

CONF
Name (TEXT C371)

CONF
Title (TEXT C372)

CONF
E-mail Address (TEXT C373)

CONF
Area Code / Phone Number / Extension (TEXT C374)

CONF
Area Code / FAX Number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering

Contact Information

This information is being requested to identify points-of-contact who are in charge of your bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti- money laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

Primary Contact

CONF
Name (TEXT C437)

CONF
Title (TEXT C438)

CONF
E-mail Address (TEXT C439)

CONF
Area Code / Phone Number / Extension (TEXT C440)

Secondary Contact

CONF
Name (TEXT C442)

CONF
Title (TEXT C443)

CONF
E-mail Address (TEXT C444)

CONF
Area Code / Phone Number / Extension (TEXT 8902)

Third Contact

CONF
Name (TEXT C870)

CONF
Title (TEXT C871)

CONF
E-mail Address (TEXT C368)

CONF
Area Code / Phone Number / Extension (TEXT C873)

Fourth Contact

CONF
Name (TEXT C875)

CONF
Title (TEXT C876)

CONF
E-mail Address (TEXT C877)

CONF
Area Code / Phone Number / Extension (TEXT C878)

Bank Demographic Information(Form Type - 031)

Dollar amounts in thousands			
1. Reporting date	RCON9999	20210630	1.
2. FDIC certificate number	RSSD9050	25178	2.
3. Legal title of bank	RSSD9017	Click here for value	3.
4. City	RSSD9130	Click here for value	4.
5. State abbreviation	RSSD9200	CA	5.
6. Zip code	RSSD9220	94101	6.
7. Legal Entity Identifier (LEI) (Report only if your institution already has an LEI.)	RCON9224	NR	7.

(RSSD9017) Bank of America California, National Association

(RSSD9130) San Francisco

Contact Information(Form Type - 031)

Dollar amounts in thousands			
1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name	TEXTC490	CONF	1.a.1.
2. Title	TEXTC491	CONF	1.a.2.
3. E-mail Address	TEXTC492	CONF	1.a.3.
4. Telephone	TEXTC493	CONF	1.a.4.
5. FAX	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name	TEXTC495	CONF	1.b.1.
2. Title	TEXTC496	CONF	1.b.2.
3. E-mail Address	TEXT4086	CONF	1.b.3.
4. Telephone	TEXT8902	CONF	1.b.4.
5. FAX	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title	TEXTB962	CONF	2.a.
b. E-mail Address	TEXTB926	CONF	2.b.
c. Telephone	TEXTB963	CONF	2.c.
d. FAX	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name	TEXTC366	CONF	3.a.1.
2. Title	TEXTC367	CONF	3.a.2.
3. E-mail Address	TEXTC368	CONF	3.a.3.
4. Telephone	TEXTC369	CONF	3.a.4.
5. FAX	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name	TEXTC371	CONF	3.b.1.
2. Title	TEXTC372	CONF	3.b.2.
3. E-mail Address	TEXTC373	CONF	3.b.3.
4. Telephone	TEXTC374	CONF	3.b.4.
5. FAX	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.

Dollar amounts in thousands			
1. Name	TEXTC437	CONF	4.a.1.
2. Title	TEXTC438	CONF	4.a.2.
3. E-mail Address	TEXTC439	CONF	4.a.3.
4. Telephone	TEXTC440	CONF	4.a.4.
b. Secondary Contact			4.b.
1. Name	TEXTC442	CONF	4.b.1.
2. Title	TEXTC443	CONF	4.b.2.
3. E-mail Address	TEXTC444	CONF	4.b.3.
4. Telephone	TEXTC445	CONF	4.b.4.
c. Third Contact			4.c.
1. Name	TEXTC870	CONF	4.c.1.
2. Title	TEXTC871	CONF	4.c.2.
3. E-mail Address	TEXTC872	CONF	4.c.3.
4. Telephone	TEXTC873	CONF	4.c.4.
d. Fourth Contact			4.d.
1. Name	TEXTC875	CONF	4.d.1.
2. Title	TEXTC876	CONF	4.d.2.
3. E-mail Address	TEXTC877	CONF	4.d.3.
4. Telephone	TEXTC878	CONF	4.d.4.
5. Chief Executive Officer Contact Information			5.
a. Chief Executive Officer			5.a.
1. Name	TEXTFT42	CONF	5.a.1.
2. E-mail Address	TEXTFT44	CONF	5.a.2.
3. Telephone	TEXTFT43	CONF	5.a.3.
4. FAX	TEXTFT45	CONF	5.a.4.

Schedule RI - Income Statement(Form Type - 031)

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Dollar amounts in thousands			
1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. In domestic offices:			1.a.1.
a. Loans secured by real estate:			1.a.1.a.
1. Loans secured by 1-4 family residential properties	RIAD4435	110,000	1.a.1.a.1.
2. All other loans secured by real estate	RIAD4436	0	1.a.1.a.2.
b. Loans to finance agricultural production and other loans to farmers	RIAD4024	0	1.a.1.b.
c. Commercial and industrial loans	RIAD4012	0	1.a.1.c.
d. Loans to individuals for household, family, and other personal expenditures:			1.a.1.d.
1. Credit cards	RIADB485	0	1.a.1.d.1.
2. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	RIADB486	0	1.a.1.d.2.
e. Loans to foreign governments and official institutions	RIAD4056	0	1.a.1.e.
f. All other loans in domestic offices	RIADB487	0	1.a.1.f.
2. In foreign offices, Edge and Agreement subsidiaries, and IBFs	RIAD4059	NR	1.a.2.
3. Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	RIAD4010	110,000	1.a.3.
b. Income from lease financing receivables	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions[1]	RIAD4115	9,000	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	RIADB488	0	1.d.1.
2. Mortgage-backed securities	RIADB489	0	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.)	RIAD4060	0	1.d.3.
e. Interest income from trading assets	RIAD4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	RIAD4020	0	1.f.
g. Other interest income	RIAD4518	0	1.g.
h. Total interest income (sum of items 1.a.(3) through 1.g)	RIAD4107	119,000	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Interest on deposits in domestic offices:			2.a.1.
a. Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	RIAD4508	0	2.a.1.a.
b. Nontransaction accounts:			2.a.1.b.
1. Savings deposits (includes MMDAs)	RIAD0093	1,000	2.a.1.b.1.
2. Time deposits of $250,000 or less	RIADHK03	0	2.a.1.b.2.
3. Time deposits of more than $250,000	RIADHK04	0	2.a.1.b.3.
2. Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	RIAD4172	NR	2.a.2.
b. Expense of federal funds purchased and securities sold under agreements to repurchase	RIAD4180	0	2.b.
c. Interest on trading liabilities and other borrowed money	RIAD4185	0	2.c.
d. Interest on subordinated notes and debentures	RIAD4200	0	2.d.
e. Total interest expense (sum of items 2.a through 2.d)	RIAD4073	1,000	2.e.
3. Net interest income (item 1.h minus 2.e)	RIAD4074	118,000	3.
4. Provision for loan and lease losses[1]	RIADJJ33	-4,000	4.
5. Noninterest income:			5.
a. Income from fiduciary activities[2]	RIAD4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	RIAD4080	0	5.b.

1. Includes interest income on time certificates of deposit not held for trading.
1. Institutions that have adopted ASU 2016-13 should report in item 4, the provisions for credit losses for all financial assets and off-balance-sheet credit exposures that fall within the scope of the standard.
2. For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.

Dollar amounts in thousands			
c. Trading revenue[3]	RIADA220	0	5.c.
d. Income from securities-related and insurance activities:			5.d.
1. Fees and commissions from securities brokerage	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities	RIADC386	0	5.d.4.
5. Income from other insurance activities	RIADC387	0	5.d.5.
e. Venture capital revenue	RIADB491	0	5.e.
f. Net servicing fees	RIADB492	0	5.f.
g. Net securitization income	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases	RIAD5416	0	5.i.
j. Net gains (losses) on sales of other real estate owned	RIAD5415	1,000	5.j.
k. Net gains (losses) on sales of other assets[4]	RIADB496	0	5.k.
l. Other noninterest income*	RIADB497	0	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	RIAD4079	1,000	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale debt securities	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits	RIAD4135	0	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	RIAD4217	0	7.b.
c. Not available			7.c.
1. Goodwill impairment losses	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets	RIADC232	0	7.c.2.
d. Other noninterest expense*	RIAD4092	39,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	RIAD4093	39,000	7.e.
8. Not available			8.
a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)	RIADHT69	84,000	8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading[5]	RIADHT70	0	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	RIAD4301	84,000	8.c.
9. Applicable income taxes (on item 8.c)	RIAD4302	21,000	9.
10. Income (loss) before discontinued operations (item 8.c minus item 9)	RIAD4300	63,000	10.
11. Discontinued operations, net of applicable income taxes (Describe on Schedule RI-E - Explanations)*	RIADFT28	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)	RIADG104	63,000	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	RIADG103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13)	RIAD4340	63,000	14.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	RIAD4513	0	M.1.
Memorandum item 2 is to be completed by banks with $1 billion or more in total assets 2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	RIAD4150	0	M.5.
6. Not applicable			M.6.

3. For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.
4. Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale debt securities.
*. Describe on Schedule RI-E—Explanations.
5. Item 8.b is to be completed by all institutions. See the instructions this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

Dollar amounts in thousands			
7. If the reporting institution has applied pushdown accounting this calendar year, report the date of the institution's acquisition (see instructions)[2]	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c):			M.8.
Memorandum items 8.a through 8.e are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of $2 million or more for any quarter of the preceding calendar year. a. Interest rate exposures	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures	RIAD8758	NR	M.8.b.
c. Equity security and index exposures	RIAD8759	NR	M.8.c.
d. Commodity and other exposures	RIAD8760	NR	M.8.d.
e. Credit exposures	RIADF186	NR	M.8.e.
Memorandum items 8.f through 8.h are to be completed by banks with $100 billion or more in total assets that are required to complete Schedule RI, Memorandum items 8.a through 8.e, above. f. Impact on trading revenue of changes in the creditworthiness of the bank's derivatives counterparties on the bank's derivative assets (year-to-date changes) (included in Memorandum items 8.a through 8.e above):			M.8.f.
1. Gross credit valuation adjustment (CVA)	RIADFT36	NR	M.8.f.1.
2. CVA hedge	RIADFT37	NR	M.8.f.2.
g. Impact on trading revenue of changes in the creditworthiness of the bank on the bank's derivative liabilities (year-to-date changes) (included in Memorandum items 8.a through 8.e above):			M.8.g.
1. Gross debit valuation adjustment (DVA)	RIADFT38	NR	M.8.g.1.
2. DVA hedge	RIADFT39	NR	M.8.g.2.
h. Gross trading revenue, before including positive or negative net CVA and net DVA	RIADFT40	NR	M.8.h.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	RIADC890	0	M.9.b.
10. Credit losses on derivatives (see instructions)	RIADA251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIADA530	No	M.11.
Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, Part I, Memorandum items 8.b and 8.c and is to be completed semiannually in the June and December reports only. 12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)(1))	RIADF228	NR	M.12.
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option. 13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets	RIADF551	NR	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	RIADF552	NR	M.13.a.1.
b. Net gains (losses) on liabilities	RIADF553	NR	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	RIADF554	NR	M.13.b.1.
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities[2]	RIADJ321	NR	M.14.
Memorandum item 15 is to be completed by institutions with $1 billion or more in total assets that answered "Yes" to Schedule RC-E, Part I, Memorandum item 5. 15. Components of service charges on deposit accounts in domestic offices (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b):			M.15.
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	RIADH032	0	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	RIADH033	0	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	RIADH034	0	M.15.c.
d. All other service charges on deposit accounts	RIADH035	0	M.15.d.

2. Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2019, would report 20190301.
2. Memorandum item 14 is to be completed only by institutions that have not adopted ASU 2016-13.

Schedule RI-A - Changes in Bank Equity Capital(Form Type - 031)

Dollar amounts in thousands			
1. Total bank equity capital most recently reported for the December 31, 2020, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	RIAD3217	2,121,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors*	RIADB507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	RIADB508	2,121,000	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	RIAD4340	63,000	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	RIADB509	0	5.
6. Treasury stock transactions, net	RIADB510	0	6.
7. Changes incident to business combinations, net	RIAD4356	0	7.
8. LESS: Cash dividends declared on preferred stock	RIAD4470	0	8.
9. LESS: Cash dividends declared on common stock	RIAD4460	0	9.
10. Other comprehensive income[1]	RIADB511	0	10.
11. Other transactions with stockholders (including a parent holding company) (not included in items 5, 6, 8, or 9 above)*	RIAD4415	0	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a)	RIAD3210	2,184,000	12.

*. Describe on Schedule RI-E—Explanations

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale debt securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases(Form Type - 031)

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar amounts in thousands	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans in domestic offices:					1.a.
1. 1-4 family residential construction loans	RIADC891	0	RIADC892	0	1.a.1.
2. Other construction loans and all land development and other land loans	RIADC893	0	RIADC894	0	1.a.2.
b. Secured by farmland in domestic offices	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RIAD5411	0	RIAD5412	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens	RIADC234	0	RIADC217	1,000	1.c.2.a.
b. Secured by junior liens	RIADC235	0	RIADC218	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties in domestic offices	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RIADC895	0	RIADC896	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RIADC897	0	RIADC898	0	1.e.2.
f. In foreign offices	RIADB512	NR	RIADB513	NR	1.f.
2. Not applicable					2.
3. Loans to finance agricultural production and other loans to farmers	RIAD4655	0	RIAD4665	0	3.
4. Commercial and industrial loans:					4.
a. To U.S. addressees (domicile)	RIAD4645	0	RIAD4617	0	4.a.
b. To non-U.S. addressees (domicile)	RIAD4646	0	RIAD4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards	RIADB514	0	RIADB515	0	5.a.
b. Automobile loans	RIADK129	0	RIADK133	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RIADK205	0	RIADK206	0	5.c.
6. Loans to foreign governments and official institutions	RIAD4643	0	RIAD4627	0	6.
7. All other loans	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables:					8.
a. Leases to individuals for household, family, and other personal expenditures	RIADF185	0	RIADF187	0	8.a.
b. All other leases	RIADC880	0	RIADF188	0	8.b.
9. Total (sum of items 1 through 8)	RIAD4635	0	RIAD4605	1,000	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	RIAD5409	0	RIAD5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	RIAD4652	0	RIAD4662	0	M.2.
3. Not applicable					M.3.

Dollar amounts in thousands			
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes. 4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)[2]	RIADC388	NR	M.4.

2. Institutions that have adopted ASU 2016-13 should report in Memorandum item 4 uncollectible retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for credit losses on loans and leases).

Schedule RI-B Part II - Changes in Allowances for Credit Losses(Form Type - 031)

Dollar amounts in thousands	(Column A) Loans and Leases Held for Investment		(Column B) Held-to-maturity Debt Securities		(Column C) Available-for-sale Debt Securities		
1. Balance most recently reported for the December 31, 2020, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)......	RIADB522	13,000	RIADJH88	0	RIADJH94	0	1.
2. Recoveries (column A must equal Part I, item 9, column B, above)......	RIAD4605	1,000	RIADJH89	0	RIADJH95	0	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule RI-B, Part II, item 4, column A)......	RIADC079	0	RIADJH92	0	RIADJH98	0	3.
4. LESS: Write-downs arising from transfers of financial assets[3]......	RIAD5523	0	RIADJJ00	0	RIADJJ01	0	4.
5. Provisions for credit losses[4]......	RIAD4230	-4,000	RIADJH90	0	RIADJH96	0	5.
6. Adjustments* (see instructions for this schedule)[*]......	RIADC233	0	RIADJH91	0	RIADJH97	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule RC, item 4.c)......	RIAD3123	10,000	RIADJH93	0	RIADJH99	0	7.

Dollar amounts in thousands			
1. Allocated transfer risk reserve included in Schedule RI-B, Part II, item 7, column A, above......	RIADC435	0	M.1.
Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes. 2. Separate valuation allowance for uncollectible retail credit card fees and finance charges......	RIADC389	NR	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges[1]......	RIADC390	NR	M.3.
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, Part II, item 7, column A, above)[2]......	RIADC781	NR	M.4.
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above)[3]...	RIADJJ02	0	M.5.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above)[3]...	RCFDJJ03	0	M.6.
7. Provisions for credit losses on off-balance-sheet credit exposures[3]......	RIADMG93	0	M.7.
8. Estimated amount of expected recoveries of amounts previously written off included within the allowance for credit losses on loans and leases held for investment (included in item 7, column A, "Balance end of current period," above)[3]......	RIADMG94	30,000	M.8.

3. Institutions that have not yet adopted ASU 2016-13 should report write-downs arising from transfers of loans to a held-for-sale account in item 4, column A.
4. Institutions that have not yet adopted ASU 2016-13 should report the provision for loan and lease losses in item 5, column A and the amount reported must equal Schedule RI, item 4.
*. Describe on Schedule RI-E - Explanations.
1. Institutions that have adopted ASU 2016-13 should report in Memorandum item 3 the amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges.
2. Memorandum item 4 is to be completed only by institutions that have not yet adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

Schedule RI-C Part I - Disaggregated Data on the Allowance for Loan and Lease Losses(Form Type - 031)

Schedule RI-C is to be completed by institutions with $1 billion or more in total assets.

Dollar amounts in thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
1. Real estate loans:							1.
a. Construction loans	RCFDM708 NR	RCFDM709 NR	RCFDM710 NR	RCFDM711 NR	RCFDM712 NR	RCFDM713 NR	1.a.
b. Commercial real estate loans	RCFDM714 NR	RCFDM715 NR	RCFDM716 NR	RCFDM717 NR	RCFDM719 NR	RCFDM720 NR	1.b.
c. Residential real estate loans	RCFDM721 NR	RCFDM722 NR	RCFDM723 NR	RCFDM724 NR	RCFDM725 NR	RCFDM726 NR	1.c.
2. Commercial loans[3]	RCFDM727 NR	RCFDM728 NR	RCFDM729 NR	RCFDM730 NR	RCFDM731 NR	RCFDM732 NR	2.
3. Credit cards	RCFDM733 NR	RCFDM734 NR	RCFDM735 NR	RCFDM736 NR	RCFDM737 NR	RCFDM738 NR	3.
4. Other consumer loans	RCFDM739 NR	RCFDM740 NR	RCFDM741 NR	RCFDM742 NR	RCFDM743 NR	RCFDM744 NR	4.
5. Unallocated, if any				RCFDM745 NR			5.
6. Total (for each column, sum of items 1.a through 5)[4]	RCFDM746 NR	RCFDM747 NR	RCFDM748 NR	RCFDM749 NR	RCFDM750 NR	RCFDM751 NR	6.

3. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C.
4. The sum of item 6, columns B, D, and F, must equal Schedule RC, item 4.c. Item 6, column E, must equal Schedule RC-C, Part I, Memorandum item 7.b. Item 6, column F, must equal Schedule RI-B, Part II, Memorandum item 4.

Schedule RI-C Part II - Disaggregated Data on the Allowances for Credit Losses(Form Type - 031)

Dollar amounts in thousands	(Column A) Amortized Cost		(Column B) Allowance Balance		
1. Real estate loans:					1.
a. Construction loans	RCFDJJ04	0	RCFDJJ12	0	1.a.
b. Commercial real estate loans	RCFDJJ05	0	RCFDJJ13	0	1.b.
c. Residential real estate loans	RCFDJJ06	9,974,000	RCFDJJ14	10,000	1.c.
2. Commercial loans[3]	RCFDJJ07	0	RCFDJJ15	0	2.
3. Credit cards	RCFDJJ08	0	RCFDJJ16	0	3.
4. Other consumer loans	RCFDJJ09	0	RCFDJJ17	0	4.
5. Unallocated, if any			RCFDJJ18	0	5.
6. Total (sum of items 1.a. through 5)[4]	RCFDJJ11	9,974,000	RCFDJJ19	10,000	6.

Dollar amounts in thousands			
7. Securities issued by states and political subdivisions in the U.S.	RCFDJJ20	0	7.
8. Mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS)	RCFDJJ21	0	8.
9. Asset-backed securities and structured financial products	RCFDJJ23	0	9.
10. Other debt securities	RCFDJJ24	0	10.
11. Total (sum of items 7 through 10)[5]	RCFDJJ25	0	11.

Schedule RI-D - Income from Foreign Offices(Form Type - 031)

For all banks with foreign offices (including Edge or Agreement subsidiaries and IBFs) and total foreign office assets of $10 billion or more where foreign office revenues, assets, or net income exceed 10 percent of consolidated total revenues, total assets, or net income.

Dollar amounts in thousands			
1. Total interest income in foreign offices	RIADC899	NR	1.
2. Total interest expense in foreign offices	RIADC900	NR	2.
3. Provision for loan and lease losses in foreign offices[1]	RIADKW02	NR	3.
4. Noninterest income in foreign offices:			4.
a. Trading revenue	RIADC902	NR	4.a.
b. Investment banking, advisory, brokerage, and underwriting fees and commissions	RIADC903	NR	4.b.
c. Net securitization income	RIADC904	NR	4.c.
d. Other noninterest income	RIADC905	NR	4.d.
5. Realized gains (losses) on held-to-maturity and available-for-sale debt securities and change in net unrealized holding gains (losses) on equity securities not held for trading in foreign offices	RIADJA28	NR	5.
6. Total noninterest expense in foreign offices	RIADC907	NR	6.
7. Adjustments to pretax income in foreign offices for internal allocations to foreign offices to reflect the effects of equity capital on overall bank funding costs	RIADC908	NR	7.
8. Applicable income taxes (on items 1 through 7)	RIADC909	NR	8.
9. Discontinued operations, net of applicable income taxes, in foreign offices	RIADGW64	NR	9.
10. Net income attributable to foreign offices before internal allocations of income and expense (item 1 plus or minus items 2 through 9)	RIADC911	NR	10.
11. Not applicable			11.
12. Eliminations arising from the consolidation of foreign offices with domestic offices	RIADC913	NR	12.
13. Consolidated net income attributable to foreign offices (sum of items 10 and 12)	RIADC914	NR	13.

3. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in item 1, 3, or 4 of Schedule RI-C, Part II.
4. Item 6, column B must equal schedule RC, item 4.c.
5. Item 11 must equal Schedule RI-B, Part II, item 7, column B.
1. Institutions that have adopted ASU 2016-13 should report the provisions for credit losses in foreign offices for all financial assets and off-balance-sheet credit exposures that fall within the scope of the standard in item 3.

Schedule RI-E - Explanations (Form Type - 031)

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

Dollar amounts in thousands			
1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts greater than $100,000 that exceed 7 percent of Schedule RI, item 5.l:			1.
a. Income and fees from the printing and sale of checks	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance	RIADC014	0	1.b.
c. Income and fees from automated teller machines (ATMs)	RIADC016	0	1.c.
d. Rent and other income from other real estate owned	RIAD4042	0	1.d.
e. Safe deposit box rent	RIADC015	0	1.e.
f. Bank card and credit card interchange fees	RIADF555	0	1.f.
g. Income and fees from wire transfers	RIADT047	0	1.g.
h. Disclose component and the dollar amount of that component:			1.h.
1. Describe component	TEXT4461	NR	1.h.1.
2. Amount of component	RIAD4461	0	1.h.2.
i. Disclose component and the dollar amount of that component:			1.i.
1. Describe component	TEXT4462	NR	1.i.1.
2. Amount of component	RIAD4462	0	1.i.2.
j. Disclose component and the dollar amount of that component:			1.j.
1. Describe component	TEXT4463	NR	1.j.1.
2. Amount of component	RIAD4463	0	1.j.2.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than $100,000 that exceed 7 percent of Schedule RI, item 7.d:			2.
a. Data processing expenses	RIADC017	0	2.a.
b. Advertising and marketing expenses	RIAD0497	0	2.b.
c. Directors' fees	RIAD4136	0	2.c.
d. Printing, stationery, and supplies	RIADC018	0	2.d.
e. Postage	RIAD8403	0	2.e.
f. Legal fees and expenses	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments	RIAD4146	CONF	2.g.
h. Accounting and auditing expenses	RIADF556	0	2.h.
i. Consulting and advisory expenses	RIADF557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses	RIADF558	0	2.j.
k. Telecommunications expenses	RIADF559	0	2.k.
l. Other real estate owned expenses	RIADY923	0	2.l.
m. Insurance expenses (not included in employee expenses, premises and fixed asset expenses, and other real estate owned expenses)	RIADY924	0	2.m.
n. Disclose component and the dollar amount of that component:			2.n.
1. Describe component	TEXT4464	Click here for value	2.n.1.
2. Amount of component	RIAD4464	15,000	2.n.2.
o. Disclose component and the dollar amount of that component:			2.o.
1. Describe component	TEXT4467	Click here for value	2.o.1.
2. Amount of component	RIAD4467	18,000	2.o.2.
p. Disclose component and the dollar amount of that component:			2.p.
1. Describe component	TEXT4468	NR	2.p.1.
2. Amount of component	RIAD4468	0	2.p.2.
3. Discontinued operations and applicable income tax effect (from Schedule RI, item 11) (itemize and describe each discontinued operation):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component	TEXTFT29	NR	3.a.1.
2. Amount of component	RIADFT29	0	3.a.2.

Dollar amounts in thousands			
3. Applicable income tax effect	RIADFT30	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component	TEXTFT31	NR	3.b.1.
2. Amount of component	RIADFT31	0	3.b.2.
3. Applicable income tax effect	RIADFT32	0	3.b.3.
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):			4.
a. Effect of adoption of Current Expected Credit Losses Methodology - ASU 2016-13[1]	RIADJJ26	NR	4.a.
b. Effect of adoption of lease accounting standard - ASC Topic 842	RIADKW17	NR	4.b.
c. Disclose component and the dollar amount of that component:			4.c.
1. Describe component	TEXTB526	NR	4.c.1.
2. Amount of component	RIADB526	0	4.c.2.
d. Disclose component and the dollar amount of that component:			4.d.
1. Describe component	TEXTB527	NR	4.d.1.
2. Amount of component	RIADB527	0	4.d.2.
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component	TEXT4498	NR	5.a.1.
2. Amount of component	RIAD4498	0	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component	TEXT4499	NR	5.b.1.
2. Amount of component	RIAD4499	0	5.b.2.
6. Adjustments to allowances for credit losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):[3]			6.
a. Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets on or after the effective date of ASU 2016-13[1]	RIADJJ27	NR	6.a.
b. Effect of adoption of current expected credit losses methodology on allowances for credit losses[1]	RIADJJ28	NR	6.b.
c. Disclose component and the dollar amount of that component:			6.c.
1. Describe component	TEXT4521	Click here for value	6.c.1.
2. Amount of component	RIAD4521	0	6.c.2.
d. Disclose component and the dollar amount of that component:			6.d.
1. Describe component	TEXT4522	Click here for value	6.d.1.
2. Amount of component	RIAD4522	0	6.d.2.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):			7.
a. Comments?	RIAD4769	No	7.a.
b. Other explanations	TEXT4769	NR	7.b.

(TEXT4464) Legal Entity Shared Services-Expense

(TEXT4467) Commission Expense

(TEXT4521) Write-off of PCI Loans

(TEXT4522) Other adjustments

1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a and 6.b, if applicable.
3. Institutions that have not adopted ASU 2016-13 should report the allowance for loan and lease losses in item 6, where applicable.
1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a and 6.b, if applicable.
1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a and 6.b, if applicable.

Schedule RC - Balance Sheet(Form Type - 031)

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Dollar amounts in thousands			
1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin[1]	RCFD0081	37,000	1.a.
b. Interest-bearing balances[2]	RCFD0071	15,597,000	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A)[3]	RCFDJJ34	0	2.a.
b. Available-for-sale debt securities (from Schedule RC-B, column D)	RCFD1773	0	2.b.
c. Equity securities with readily determinable fair values not held for trading[4]	RCFDJA22	0	2.c.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold in domestic offices	RCONB987	0	3.a.
b. Securities purchased under agreements to resell[5]	RCFDB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale	RCFD5369	0	4.a.
b. Loans and leases held for investment	RCFDB528	9,974,000	4.b.
c. LESS: Allowance for loan and lease losses[7]	RCFD3123	10,000	4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c)	RCFDB529	9,964,000	4.d.
5. Trading assets (from Schedule RC-D)	RCFD3545	0	5.
6. Premises and fixed assets (including capitalized leases)	RCFD2145	0	6.
7. Other real estate owned (from Schedule RC-M)	RCFD2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies	RCFD2130	0	8.
9. Direct and indirect investments in real estate ventures	RCFD3656	0	9.
10. Intangible assets (from Schedule RC-M)	RCFD2143	0	10.
11. Other assets (from Schedule RC-F)[6]	RCFD2160	99,000	11.
12. Total assets (sum of items 1 through 11)	RCFD2170	25,697,000	12.
13. Deposits:			13.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)	RCON2200	23,237,000	13.a.
1. Noninterest-bearing[8]	RCON6631	0	13.a.1.
2. Interest-bearing	RCON6636	23,237,000	13.a.2.
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)	RCFN2200	NR	13.b.
1. Noninterest-bearing	RCFN6631	NR	13.b.1.
2. Interest-bearing	RCFN6636	NR	13.b.2.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased in domestic offices[9]	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase[10]	RCFDB995	0	14.b.
15. Trading liabilities (from Schedule RC-D)	RCFD3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCFD3190	250,000	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures[1]	RCFD3200	0	19.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Institutions that have adopted ASU 2016-13 should report in item 2.a, amounts net of any applicable allowance for credit losses, and should equal to Schedule RC-B, item 8, column A less Schedule RI-B, Part II, item 7, column B.
4. Item 2.c is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
5. Includes all securities resale agreements, regardless of maturity.
7. Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.
6. Institutions that have adopted ASU 2016-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.
8. Includes noninterest-bearing demand, time, and savings deposits.
9. Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
10. Includes all securities repurchase agreements, regardless of maturity.
1. Includes limited-life preferred stock and related surplus.

Dollar amounts in thousands			
20. Other liabilities (from Schedule RC-G)	RCFD2930	26,000	20.
21. Total liabilities (sum of items 13 through 20)	RCFD2948	23,513,000	21.
22. Not applicable			22.
23. Perpetual preferred stock and related surplus	RCFD3838	0	23.
24. Common stock	RCFD3230	22,000	24.
25. Surplus (exclude all surplus related to preferred stock)	RCFD3839	4,000	25.
26. Not available			26.
a. Retained earnings	RCFD3632	2,158,000	26.a.
b. Accumulated other comprehensive income[2]	RCFDB530	0	26.b.
c. Other equity capital components[3]	RCFDA130	0	26.c.
27. Not available			27.
a. Total bank equity capital (sum of items 23 through 26.c)	RCFD3210	2,184,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	RCFD3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	RCFDG105	2,184,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	RCFD3300	25,697,000	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2020	RCFD6724	NR	M.1.
2. Bank's fiscal year-end date (report the date in MMDD format)	RCON8678	NR	M.2.

Schedule RC-A - Cash and Balances Due From Depository Institutions(Form Type - 031)

Exclude assets held for trading.

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
1. Cash items in process of collection, unposted debits, and currency and coin	RCFD0022	0			1.
a. Cash items in process of collection and unposted debits			RCON0020	0	1.a.
b. Currency and coin			RCON0080	0	1.b.
2. Balances due from depository institutions in the U.S.	RCFD0082	37,000	RCON0082	37,000	2.
3. Balances due from banks in foreign countries and foreign central banks	RCFD0070	0	RCON0070	0	3.
4. Balances due from Federal Reserve Banks	RCFD0090	15,597,000	RCON0090	15,597,000	4.
5. Total	RCFD0010	15,634,000	RCON0010	15,634,000	5.

2. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-B - Securities(Form Type - 031)

Exclude assets held for trading.

Dollar amounts in thousands	(Column A) Held-to-maturity Amortized Cost		(Column B) Held-to-maturity Fair Value		(Column C) Available-for-sale Amortized Cost		(Column D) Available-for-sale Fair Value		
1. U.S. Treasury securities	RCFD0211	0	RCFD0213	0	RCFD1286	0	RCFD1287	0	1.
2. U.S. Government agency and sponsored agency obligations (exclude mortgage-backed securities)[1]	RCFDHT50	0	RCFDHT51	0	RCFDHT52	0	RCFDHT53	0	2.
3. Securities issued by states and political subdivisions in the U.S.	RCFD8496	0	RCFD8497	0	RCFD8498	0	RCFD8499	0	3.
4. Mortgage-backed securities (MBS):									4.
a. Residential mortgage pass-through securities:									4.a.
1. Guaranteed by GNMA	RCFDG300	0	RCFDG301	0	RCFDG302	0	RCFDG303	0	4.a.1.
2. Issued by FNMA and FHLMC	RCFDG304	0	RCFDG305	0	RCFDG306	0	RCFDG307	0	4.a.2.
3. Other pass-through securities	RCFDG308	0	RCFDG309	0	RCFDG310	0	RCFDG311	0	4.a.3.
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									4.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDG312	0	RCFDG313	0	RCFDG314	0	RCFDG315	0	4.b.1.
2. Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDG316	0	RCFDG317	0	RCFDG318	0	RCFDG319	0	4.b.2.
3. All other residential MBS	RCFDG320	0	RCFDG321	0	RCFDG322	0	RCFDG323	0	4.b.3.
c. Commercial MBS:									4.c.
1. Commercial mortgage pass-through securities:									4.c.1.
a. Issued or guaranteed by FNMA, FHLMC, or GNMA	RCFDK142	0	RCFDK143	0	RCFDK144	0	RCFDK145	0	4.c.1.a.
b. Other pass-through securities	RCFDK146	0	RCFDK147	0	RCFDK148	0	RCFDK149	0	4.c.1.b.
2. Other commercial MBS:									4.c.2.
a. Issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDK150	0	RCFDK151	0	RCFDK152	0	RCFDK153	0	4.c.2.a.
b. All other commercial MBS	RCFDK154	0	RCFDK155	0	RCFDK156	0	RCFDK157	0	4.c.2.b.
5. Asset-backed securities and structured financial products:									5.
a. Asset-backed securities (ABS)	RCFDC026	0	RCFDC988	0	RCFDC989	0	RCFDC027	0	5.a.
b. Structured financial products	RCFDHT58	0	RCFDHT59	0	RCFDHT60	0	RCFDHT61	0	5.b.
6. Other debt securities:									6.
a. Other domestic debt securities	RCFD1737	0	RCFD1738	0	RCFD1739	0	RCFD1741	0	6.a.
b. Other foreign debt securities	RCFD1742	0	RCFD1743	0	RCFD1744	0	RCFD1746	0	6.b.
7. Not applicable.									7.
8. Total (sum of items 1 through 6.b)[2]	RCFD1754	0	RCFD1771	0	RCFD1772	0	RCFD1773	0	8.

Dollar amounts in thousands			
1. Pledged securities[1]	RCFD0416	0	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):[1]			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:[2]			M.2.a.
1. Three months or less	RCFDA549	0	M.2.a.1.
2. Over three months through 12 months	RCFDA550	0	M.2.a.2.
3. Over one year through three years	RCFDA551	0	M.2.a.3.
4. Over three years through five years	RCFDA552	0	M.2.a.4.
5. Over five years through 15 years	RCFDA553	0	M.2.a.5.
6. Over 15 years	RCFDA554	0	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:[2]			M.2.b.
1. Three months or less	RCFDA555	0	M.2.b.1.
2. Over three months through 12 months	RCFDA556	0	M.2.b.2.
3. Over one year through three years	RCFDA557	0	M.2.b.3.
4. Over three years through five years	RCFDA558	0	M.2.b.4.
5. Over five years through 15 years	RCFDA559	0	M.2.b.5.
6. Over 15 years	RCFDA560	0	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:[5]			M.2.c.
1. Three years or less	RCFDA561	0	M.2.c.1.
2. Over three years	RCFDA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	RCFDA248	0	M.2.d.
Memorandum item 3 is to be completed semiannually in the June and December reports only. 3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	RCFD1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost	RCFD8782	0	M.4.a.
b. Fair value	RCFD8783	0	M.4.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates"; U.S. Maritime Administration obligations; Export-Import Bank participation certificates; and obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

2. For institutions that have adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a, plus Schedule RI-B, Part II, item 7, column B. For institutions that have not adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a. For all institutions, the total reported in column D must equal Schedule RC, item 2.b.

Dollar amounts in thousands	(Column A) Held-to-maturity Amortized Cost		(Column B) Held-to-maturity Fair Value		(Column C) Available-for-sale Amortized Cost		(Column D) Available-for-sale Fair Value		
Memorandum items 5.a through 5.f and 6.a through 6.g are to be completed by banks with $10 billion or more in total assets. 5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):[1]									M.5.
a. Credit card receivables	RCFDB838	0	RCFDB839	0	RCFDB840	0	RCFDB841	0	M.5.a.
b. Home equity lines	RCFDB842	0	RCFDB843	0	RCFDB844	0	RCFDB845	0	M.5.b.
c. Automobile loans	RCFDB846	0	RCFDB847	0	RCFDB848	0	RCFDB849	0	M.5.c.
d. Other consumer loans	RCFDB850	0	RCFDB851	0	RCFDB852	0	RCFDB853	0	M.5.d.
e. Commercial and industrial loans	RCFDB854	0	RCFDB855	0	RCFDB856	0	RCFDB857	0	M.5.e.
f. Other	RCFDB858	0	RCFDB859	0	RCFDB860	0	RCFDB861	0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B item 5.b):									M.6.
a. Trust preferred securities issued by financial institutions	RCFDG348	0	RCFDG349	0	RCFDG350	0	RCFDG351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	RCFDG352	0	RCFDG353	0	RCFDG354	0	RCFDG355	0	M.6.b.
c. Corporate and similar loans	RCFDG356	0	RCFDG357	0	RCFDG358	0	RCFDG359	0	M.6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	RCFDG360	0	RCFDG361	0	RCFDG362	0	RCFDG363	0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	RCFDG364	0	RCFDG365	0	RCFDG366	0	RCFDG367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	RCFDG368	0	RCFDG369	0	RCFDG370	0	RCFDG371	0	M.6.f.
g. Other collateral or reference assets	RCFDG372	0	RCFDG373	0	RCFDG374	0	RCFDG375	0	M.6.g.

1. Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.
1. Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.
2. Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.
2. Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.
5. Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual “Other mortgage-backed securities” included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.
1. The $10 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RC-C Part I - Loans and Leases(Form Type - 031)

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
1. Loans secured by real estate[2]	RCFD1410	NR			1.
a. Construction, land development, and other land loans:					1.a.
1. 1-4 family residential construction loans	RCFDF158	0	RCONF158	0	1.a.1.
2. Other construction loans and all land development and other land loans	RCFDF159	0	RCONF159	0	1.a.2.
b. Secured by farmland (including farm residential and other improvements)	RCFD1420	0	RCON1420	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCFD1797	0	RCON1797	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens	RCFD5367	9,974,000	RCON5367	9,974,000	1.c.2.a.
b. Secured by junior liens	RCFD5368	0	RCON5368	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties	RCFD1460	0	RCON1460	0	1.d.
e. Secured by nonfarm nonresidential properties:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCFDF160	0	RCONF160	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RCFDF161	0	RCONF161	0	1.e.2.
2. Loans to depository institutions and acceptances of other banks:					2.
a. To commercial banks in the U.S.			RCONB531	0	2.a.
1. To U.S. branches and agencies of foreign banks	RCFDB532	0			2.a.1.
2. To other commercial banks in the U.S.	RCFDB533	0			2.a.2.
b. To other depository institutions in the U.S.	RCFDB534	0	RCONB534	0	2.b.
c. To banks in foreign countries			RCONB535	0	2.c.
1. To foreign branches of other U.S. banks	RCFDB536	0			2.c.1.
2. To other banks in foreign countries	RCFDB537	0			2.c.2.
3. Loans to finance agricultural production and other loans to farmers	RCFD1590	0	RCON1590	0	3.
4. Commercial and industrial loans:					4.
a. To U.S. addressees (domicile)	RCFD1763	0	RCON1763	0	4.a.
b. To non-U.S. addressees (domicile)	RCFD1764	0	RCON1764	0	4.b.
5. Not applicable					5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.
a. Credit cards	RCFDB538	0	RCONB538	0	6.a.
b. Other revolving credit plans	RCFDB539	0	RCONB539	0	6.b.
c. Automobile loans	RCFDK137	0	RCONK137	0	6.c.
d. Other consumer loans (includes single payment and installment loans other than automobile loans, and all student loans)	RCFDK207	0	RCONK207	0	6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	RCFD2081	0	RCON2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	RCFD2107	0	RCON2107	0	8.
9. Loans to nondepository financial institutions and other loans	RCFD1563	0			9.
a. Loans to nondepository financial institutions			RCONJ454	0	9.a.
b. Other loans:					9.b.
1. Loans for purchasing or carrying securities (secured and unsecured)			RCON1545	0	9.b.1.
2. All other loans (exclude consumer loans)			RCONJ451	0	9.b.2.
10. Lease financing receivables (net of unearned income)			RCON2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	RCFDF162	0			10.a.
b. All other leases	RCFDF163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	RCFD2123	0	RCON2123	0	11.
12. Total loans and leases held for investment and held for sale (item 12, column A must equal Schedule RC, sum of items 4.a and 4.b)	RCFD2122	9,974,000	RCON2122	9,974,000	12.

2. When reporting "Loans secured by real estate," "large institutions" and "highly complex institutions," as defined for deposit insurance assessment purposes in FDIC regulations, should complete items 1.a.(1) through 1.e.(2) in columns A and B (but not item 1 in column A); all other institutions should complete item 1 in column A and items 1.a.(1) through 1.e.(2) in column B (but not items 1.a.(1) through 1.e.(2) in column A).

Dollar amounts in thousands			
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, part 1, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):			M.1.
a. Construction, land development, and other land loans in domestic offices:			M.1.a.
1. 1-4 family residential construction loans	RCONK158	0	M.1.a.1.
2. Other construction loans and all land development and other land loans	RCONK159	0	M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices	RCONF576	145,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	RCONK160	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:			M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK161	0	M.1.d.1.
2. Loans secured by other nonfarm nonresidential properties	RCONK162	0	M.1.d.2.
e. Commercial and industrial loans:			M.1.e.
1. To U.S. addressees (domicile)	RCFDK163	0	M.1.e.1.
2. To non-U.S. addressees (domicile)	RCFDK164	0	M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	RCFDK165	0	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f): 1. Loans secured by farmland in domestic offices	RCONK166	0	M.1.f.1.
2. Not applicable			M.1.f.2.
3. Loans to finance agricultural production and other loans to farmers	RCFDK168	0	M.1.f.3.
4. Loans to individuals for household, family, and other personal expenditures:			M.1.f.4.
a. Credit cards	RCFDK098	0	M.1.f.4.a.
b. Automobile loans	RCFDK203	0	M.1.f.4.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RCFDK204	0	M.1.f.4.c.
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f)	RCFDHK25	145,000	M.1.g.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less	RCONA564	135,000	M.2.a.1.
2. Over three months through 12 months	RCONA565	568,000	M.2.a.2.
3. Over one year through three years	RCONA566	724,000	M.2.a.3.
4. Over three years through five years	RCONA567	470,000	M.2.a.4.
5. Over five years through 15 years	RCONA568	2,173,000	M.2.a.5.
6. Over 15 years	RCONA569	5,767,000	M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less	RCFDA570	0	M.2.b.1.
2. Over three months through 12 months	RCFDA571	0	M.2.b.2.
3. Over one year through three years	RCFDA572	0	M.2.b.3.
4. Over three years through five years	RCFDA573	0	M.2.b.4.
5. Over five years through 15 years	RCFDA574	0	M.2.b.5.
6. Over 15 years	RCFDA575	0	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	RCFDA247	1,000	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A[4]	RCFD2746	0	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	RCON5370	3,026,000	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, Part I, item 1, column A, or Schedule RC-C, Part I, items 1.a.(1) through 1.e.(2), column A, as appropriate)	RCFDB837	53,000	M.5.
Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes. 6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a, column A	RCFDC391	NR	M.6.

4. Exclude loans secured by real estate that are included in Schedule RC-C, Part I, item 1, column A.

Dollar amounts in thousands			
Memorandum items 7.a and 7.b are to be completed by all banks semiannually in the June and December reports only. 7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):[5]			M.7.
a. Outstanding balance	RCFDC779	NR	M.7.a.
b. Amount included in Schedule RC-C, part I, items 1 through 9	RCFDC780	NR	M.7.b.
Memorandum items 8.a, 8.b, and 8.c are to be completed semiannually in the June and December reports only. 8. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:			M.8.
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b))	RCONF230	1,000	M.8.a.
Memorandum items 8.b and 8.c are to be completed semiannually in the June and December reports only by banks that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule RC-C, Part I, Memorandum item 8.a) as of December 31, 2019, that exceeded the lesser of $100 million or 5 percent of total loans and leases held for investment and held for sale in domestic offices (as reported in Schedule RC-C, Part I, item 12, column B). b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	RCONF231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the amount reported in Memorandum item 8.a above	RCONF232	NR	M.8.c.

5. Memorandum item 7 is to be completed only by institutions that have not yet adopted ASU 2016-13.

Dollar amounts in thousands			
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	RCONF577	28,000	M.9.

Dollar amounts in thousands			
10. Not applicable			M.10.
11. Not applicable			M.11.

Dollar amounts in thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition date		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only. 12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:[1]							M.12.
a. Loans secured by real estate	RCFDG091	0	RCFDG092	0	RCFDG093	0	M.12.a.
b. Commercial and industrial loans	RCFDG094	0	RCFDG095	0	RCFDG096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	RCFDG097	0	RCFDG098	0	RCFDG099	0	M.12.c.
d. All other loans and all leases	RCFDG100	0	RCFDG101	0	RCFDG102	0	M.12.d.

Dollar amounts in thousands			
Memoranda item 13 is to be completed by banks that had construction, land development, and other land loans in domestic offices (as reported in Schedule RC-C, Part I, item 1.a., column B) that exceeded 100 percent of the sum of tier 1 capital (as reported in Schedule RC-R, Part I, item 26) plus the allowance for loan and lease losses or the allowance for credit losses on loans and leases, as applicable (as reported in Schedule RC, item 4.c) as of December 31, 2020. 13. Construction, land development, and other land loans in domestic offices with interest reserves:			M.13.
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B)	RCONG376	0	M.13.a.
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(a)(2))	RIADG377	0	M.13.b.
Memorandum item 14 is to be completed by all banks. 14. Pledged loans and leases	RCFDG378	2,051,000	M.14.
Memorandum item 15 is to be completed for the December report only. 15. Reverse mortgages in domestic offices:			M.15.
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):			M.15.a.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages	RCONJ466	NR	M.15.a.1.
2. Proprietary reverse mortgages	RCONJ467	NR	M.15.a.2.
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:			M.15.b.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages	RCONJ468	NR	M.15.b.1.
2. Proprietary reverse mortgages	RCONJ469	NR	M.15.b.2.
c. Principal amount of reverse mortgage originations that have been sold during the year:			M.15.c.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages	RCONJ470	NR	M.15.c.1.
2. Proprietary reverse mortgages	RCONJ471	NR	M.15.c.2.
Memorandum item 16 is to be completed by all banks. 16. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit in domestic offices that have converted to non-revolving closed-end status (included in item 1.c.(1) above)	RCONLE75	0	M.16.
Amounts reported in Memorandum items 17.a and 17.b will not be made available to the public on an individual institution basis. 17. Eligible loan modifications under Section 4013, Temporary Relief from Troubled Debt Restructurings, of the 2020 Coronavirus Aid, Relief, and Economic Security Act:			M.17.
a. Number of Section 4013 loans outstanding	RCONLG24	CONF	M.17.a.
b. Outstanding balance of Section 4013 loans	RCONLG25	CONF	M.17.b.

1. Institutions that have adopted ASU 2016-13 should report only loans held for investment not considered purchased credit-deteriorated in Memorandum item 12.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms(Form Type - 031)

Report the number and amount currently outstanding as of the report date of business loans with "original amounts" of $1,000,000 or less and farm loans with "original amounts" of $500,000 or less. The following guidelines should be used to determine the "original amount" of a loan:
(1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Dollar amounts in thousands			
1. Not applicable			1.
2. Not applicable			2.

Dollar amounts in thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B:					3.
a. With original amounts of $100,000 or less	RCON5564	0	RCON5565	0	3.a.
b. With original amounts of more than $100,000 through $250,000	RCON5566	0	RCON5567	0	3.b.
c. With original amounts of more than $250,000 through $1,000,000	RCON5568	0	RCON5569	0	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B:					4.
a. With original amounts of $100,000 or less	RCON5570	0	RCON5571	0	4.a.
b. With original amounts of more than $100,000 through $250,000	RCON5572	0	RCON5573	0	4.b.
c. With original amounts of more than $250,000 through $1,000,000	RCON5574	0	RCON5575	0	4.c.

Dollar amounts in thousands			
5. Not applicable			5.
6. Not applicable			6.

Dollar amounts in thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B:					7.
a. With original amounts of $100,000 or less	RCON5578	0	RCON5579	0	7.a.
b. With original amounts of more than $100,000 through $250,000	RCON5580	0	RCON5581	0	7.b.
c. With original amounts of more than $250,000 through $500,000	RCON5582	0	RCON5583	0	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B:					8.
a. With original amounts of $100,000 or less	RCON5584	0	RCON5585	0	8.a.
b. With original amounts of more than $100,000 through $250,000	RCON5586	0	RCON5587	0	8.b.
c. With original amounts of more than $250,000 through $500,000	RCON5588	0	RCON5589	0	8.c.

Schedule RC-D - Trading Assets and Liabilities(Form Type - 031)

Schedule RC-D is to be completed by banks that reported total trading assets of $10 million or more in any of the four preceding calendar quarters, and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes.

Dollar amounts in thousands	Consolidated Bank		
1. U.S. Treasury securities	RCFD3531	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities)	RCFD3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	RCFD3533	0	3.
4. Mortgage-backed securities (MBS):			4.
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	RCFDG379	0	4.a.
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS)[1]	RCFDG380	0	4.b.
c. All other residential MBS	RCFDG381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDK197	0	4.d.
e. All other commercial MBS	RCFDK198	0	4.e.
5. Other debt securities:			5.
a. Structured financial products	RCFDHT62	0	5.a.
b. All other debt securities	RCFDG386	0	5.b.
6. Loans:			6.
a. Loans secured by real estate			6.a.
1. Loans secured by 1-4 family residential properties	RCFDHT63	0	6.a.1.
2. All other loans secured by real estate	RCFDHT64	0	6.a.2.
b. Commercial and industrial loans	RCFDF614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT65	0	6.c.
d. Other loans	RCFDF618	0	6.d.
7. Not appliable			7.
8. Not applicable			8.
9. Other trading assets	RCFD3541	0	9.
10. Not applicable			10.
11. Derivatives with a positive fair value	RCFD3543	0	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule RC, item 5)	RCFD3545	0	12.
13. Not available			13.
a. Liability for short positions	RCFD3546	0	13.a.
b. Other trading liabilities	RCFDF624	0	13.b.
14. Derivatives with a negative fair value	RCFD3547	0	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule RC, item 15)	RCFD3548	0	15.
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):			M.1.
a. Loans secured by real estate			M.1.a.
1. Loans secured by 1-4 family residential properties	RCFDHT66	0	M.1.a.1.
2. All other loans secured by real estate	RCFDHT67	0	M.1.a.2.
b. Commercial and industrial loans	RCFDF632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT68	0	M.1.c.
d. Other loans	RCFDF636	0	M.1.d.
Memorandum items 2 through 10 are to be completed by banks with $10 billion or more in total trading assets. 2. Loans measured at fair value that are past due 90 days or more:[1]			M.2.
a. Fair value	RCFDF639	NR	M.2.a.
b. Unpaid principal balance	RCFDF640	NR	M.2.b.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).
1. The $10 billion trading asset-size test is based on total trading assets reported on the June 30, 2018, Report of Condition.

Dollar amounts in thousands	Consolidated Bank		
Memorandum items 3 through 10 are to be completed by banks with $10 billion or more in total trading assets. 3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):			M.3.
a. Trust preferred securities issued by financial institutions	RCFDG299	NR	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	RCFDG332	NR	M.3.b.
c. Corporate and similar loans	RCFDG333	NR	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	RCFDG334	NR	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	RCFDG335	NR	M.3.e.
f. Diversified (mixed) pools of structured financial products	RCFDG651	NR	M.3.f.
g. Other collateral or reference assets	RCFDG652	NR	M.3.g.
4. Pledged trading assets:			M.4.
a. Pledged securities	RCFDG387	NR	M.4.a.
b. Pledged loans	RCFDG388	NR	M.4.b.

Dollar amounts in thousands			
5. Asset-backed securities:			M.5.
a. Credit card receivables	RCFDF643	NR	M.5.a.
b. Home equity lines	RCFDF644	NR	M.5.b.
c. Automobile loans	RCFDF645	NR	M.5.c.
d. Other consumer loans	RCFDF646	NR	M.5.d.
e. Commercial and industrial loans	RCFDF647	NR	M.5.e.
f. Other	RCFDF648	NR	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)			M.6.
7. Equity securities (included in Schedule RC-D, item 9, above):			M.7.
a. Readily determinable fair values	RCFDF652	NR	M.7.a.
b. Other	RCFDF653	NR	M.7.b.
8. Loans pending securitization	RCFDF654	NR	M.8.
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than $1,000,000 and exceed 25% of the item):[1]			M.9.
a. Disclose component and the dollar amount of that component:			M.9.a.
1. Describe component	TEXTF655	NR	M.9.a.1.
2. Amount of component	RCFDF655	0	M.9.a.2.
b. Disclose component and the dollar amount of that component:			M.9.b.
(TEXTF656) NR	RCFDF656	0	M.9.b.1.
c. Disclose component and the dollar amount of that component:			M.9.c.
(TEXTF657) NR	RCFDF657	0	M.9.c.1.
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than $1,000,000 and exceed 25% of the item):			M.10.
a. Disclose component and the dollar amount of that component:			M.10.a.
1. Describe component	TEXTF658	NR	M.10.a.1.
2. Amount of component	RCFDF658	0	M.10.a.2.
b. Disclose component and the dollar amount of that component:			M.10.b.
(TEXTF659) NR	RCFDF659	0	M.10.b.1.
c. Disclose component and the dollar amount of that component:			M.10.c.
(TEXTF660) NR	RCFDF660	0	M.10.c.1.

1. Exclude equity securities.

Schedule RC-E Part I - Deposits in Domestic Offices(Form Type - 031)

Dollar amounts in thousands	(Column A) Transaction Accounts Total Transaction accounts (including total demand deposits)		(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)		(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)		
Deposits of:							
1. Individuals, partnerships, and corporations (include all certified and official checks)	RCONB549	0			RCONB550	23,237,000	1.
2. U.S. Government	RCON2202	0			RCON2520	0	2.
3. States and political subdivisions in the U.S.	RCON2203	0			RCON2530	0	3.
4. Commercial banks and other depository institutions in the U.S.	RCONB551	0			RCONB552	0	4.
5. Banks in foreign countries	RCON2213	0			RCON2236	0	5.
6. Foreign governments and official institutions (including foreign central banks)	RCON2216	0			RCON2377	0	6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	RCON2215	0	RCON2210	0	RCON2385	23,237,000	7.

Dollar amounts in thousands			
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	RCON6835	4,186,000	M.1.a.
b. Total brokered deposits	RCON2365	0	M.1.b.
c. Brokered deposits of $250,000 or less (fully insured brokered deposits)[2]	RCONHK05	0	M.1.c.
d. Maturity data for brokered deposits:			M.1.d.
1. Brokered deposits of $250,000 or less with a remaining maturity of one year or less (included in Memorandum item 1.c above)	RCONHK06	0	M.1.d.1.
2. Not applicable			M.1.d.2.
3. Brokered deposits of more than $250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above)	RCONK220	0	M.1.d.3.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	RCON5590	NR	M.1.e.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits	RCONK223	0	M.1.f.
g. Total reciprocal deposits (as of the report date)	RCONJH83	0	M.1.g.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs)	RCON6810	0	M.2.a.1.
2. Other savings deposits (excludes MMDAs)	RCON0352	23,237,000	M.2.a.2.
b. Total time deposits of less than $100,000	RCON6648	0	M.2.b.
c. Total time deposits of $100,000 through $250,000	RCONJ473	0	M.2.c.
d. Total time deposits of more than $250,000	RCONJ474	0	M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of $100,000 or more included in Memorandum items 2.c and 2.d above	RCONF233	0	M.2.e.
3. Maturity and repricing data for time deposits of $250,000 or less:			M.3.
a. Time deposits of $250,000 or less with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less	RCONHK07	0	M.3.a.1.
2. Over three months through 12 months	RCONHK08	0	M.3.a.2.
3. Over one year through three years	RCONHK09	0	M.3.a.3.
4. Over three years	RCONHK10	0	M.3.a.4.
b. Time deposits of $250,000 or less with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)[3]	RCONHK11	0	M.3.b.
4. Maturity and repricing data for time deposits of more than $250,000:			M.4.
a. Time deposits of more than $250,000 with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less	RCONHK12	0	M.4.a.1.
2. Over three months through 12 months	RCONHK13	0	M.4.a.2.
3. Over one year through three years	RCONHK14	0	M.4.a.3.
4. Over three years	RCONHK15	0	M.4.a.4.
b. Time deposits of more than $250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)[3]	RCONK222	0	M.4.b.
5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?	RCONP752	Yes	M.5.
Memorandum items 6 and 7 are to be completed by institutions with $1 billion or more in total assets that answered “Yes” to Memorandum item 5 above. 6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a and 6.b must be less than or equal to item 1, column A, above):[5]			M.6.
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	RCONP753	0	M.6.a.
b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	RCONP754	0	M.6.b.
7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal item 1, column C, above):			M.7.

2. The dollar amount used as the basis for reporting in Memorandum item 1.c reflects the deposit insurance limit in effect on the report date.
3. Report both fixed- and floating-rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
5. The $1 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Dollar amounts in thousands			
a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Memorandum item 2.a.(1) above):			M.7.a.
1. Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use	RCONP756	0	M.7.a.1.
2. Deposits in all other MMDAs of individuals, partnerships, and corporations	RCONP757	0	M.7.a.2.
b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):			M.7.b.
1. Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use	RCONP758	22,781,000	M.7.b.1.
2. Deposits in all other savings deposit accounts of individuals, partnerships, and corporations	RCONP759	456,000	M.7.b.2.

Schedule RC-E Part II - Deposits in Foreign Offices including Edge and Agreement subsidiaries and IBFs(Form Type - 031)

Dollar amounts in thousands			
Deposits of:			
1. Individuals, partnerships, and corporations (include all certified and official checks)	RCFNB553	0	1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions	RCFNB554	0	2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	RCFN2625	0	3.
4. Foreign governments and official institutions (including foreign central banks)	RCFN2650	0	4.
5. U.S. Government and states and political subdivisions in the U.S.	RCFNB555	0	5.
6. Total	RCFN2200	NR	6.
1. Time deposits with a remaining maturity of one year or less (included in Schedule RC, item 13.b)	RCFNA245	NR	M.1.

Schedule RC-F - Other Assets(Form Type - 031)

Dollar amounts in thousands			
1. Accrued interest receivable[2]	RCFDB556	41,000	1.
2. Net deferred tax assets[3]	RCFD2148	2,000	2.
3. Interest-only strips receivable (not in the form of a security)[4]	RCFDHT80	0	3.
4. Equity investments without readily determinable fair values[5]	RCFD1752	18,000	4.
5. Life insurance assets:			5.
a. General account life insurance assets	RCFDK201	0	5.a.
b. Separate account life insurance assets	RCFDK202	0	5.b.
c. Hybrid account life insurance assets	RCFDK270	0	5.c.
6. All other assets (itemize and describe amounts greater than $100,000 that exceed 25% of this item)	RCFD2168	38,000	6.
a. Prepaid expenses	RCFD2166	0	6.a.
b. Repossessed personal property (including vehicles)	RCFD1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading	RCFDC010	0	6.c.
d. FDIC loss-sharing indemnification assets	RCFDJ448	0	6.d.
e. Computer software	RCFDFT33	0	6.e.
f. Accounts receivable	RCFDFT34	15,000	6.f.
g. Receivables from foreclosed government-guaranteed mortgage loans	RCFDFT35	0	6.g.
h. Disclose component and the dollar amount of that component:			6.h.
1. Describe component	TEXT3549	Click here for value	6.h.1.
2. Amount of component	RCFD3549	23,000	6.h.2.
i. Disclose component and the dollar amount of that component:			6.i.
1. Describe component	TEXT3550	NR	6.i.1.
2. Amount of component	RCFD3550	0	6.i.2.
j. Disclose component and the dollar amount of that component:			6.j.
1. Describe component	TEXT3551	NR	6.j.1.
2. Amount of component	RCFD3551	0	6.j.2.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11)	RCFD2160	99,000	7.

(TEXT3549) Miscellaneous Assets

2. Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivables on financial assets that are reported elsewhere on the balance sheet.
3. See discussion of deferred income taxes in Glossary entry on "income taxes."
4. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
5. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule RC-G - Other Liabilities(Form Type - 031)

Dollar amounts in thousands			
1. Not available			1.
a. Interest accrued and unpaid on deposits in domestic offices[6]	RCON3645	0	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable)	RCFD3646	0	1.b.
2. Net deferred tax liabilities[2]	RCFD3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures[7]	RCFDB557	0	3.
4. All other liabilities (itemize and describe amounts greater than $100,000 that exceed 25 percent of this item)	RCFD2938	26,000	4.
a. Accounts payable	RCFD3066	7,000	4.a.
b. Deferred compensation liabilities	RCFDC011	0	4.b.
c. Dividends declared but not yet payable	RCFD2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading	RCFDC012	0	4.d.
e. Operating lease liabilities	RCFDLB56	0	4.e.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component	TEXT3552	Click here for value	4.f.1.
2. Amount of component	RCFD3552	8,000	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component	TEXT3553	Click here for value	4.g.1.
2. Amount of component	RCFD3553	8,000	4.g.2.
h. Disclose component and the dollar amount of that component:			4.h.
1. Describe component	TEXT3554	NR	4.h.1.
2. Amount of component	RCFD3554	0	4.h.2.
5. Total	RCFD2930	26,000	5.

(TEXT3552) Interest Advances on loans serviced by others

(TEXT3553) Principal Advances on loans serviced by others

6. For savings banks, include "dividends" accrued and unpaid on deposits.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
7. Institutions that have adopted ASU 2016-13 should report in Schedule RC-G, item 3 the allowance for credit losses on those off-balance sheet credit exposures that are not unconditionally cancelable.

Schedule RC-H - Selected Balance Sheet Items for Domestic Offices(Form Type - 031)

To be completed only by banks with foreign offices.

Dollar amounts in thousands			
1. Not applicable			1.
2. Not applicable			2.
3. Securities purchased under agreements to resell	RCONB989	NR	3.
4. Securities sold under agreements to repurchase	RCONB995	NR	4.
5. Other borrowed money	RCON3190	NR	5.
EITHER 6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	RCON2163	NR	6.
OR 7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	RCON2941	NR	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	RCON2192	NR	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	RCON3129	NR	9.

Dollar amounts in thousands	(Column A) Amortized Cost of Held-to-Maturity Securities		(Column B) Fair Value of Available-for-Sale Securities		
10. U.S. Treasury securities	RCON0211	NR	RCON1287	NR	10.
11. U.S. Government agency obligations (exclude mortgage-backed securities)	RCON8492	NR	RCON8495	NR	11.
12. Securities issued by states and political subdivisions in the U.S.	RCON8496	NR	RCON8499	NR	12.
13. Mortgage-backed securities (MBS):					13.
a. Mortgage pass-through securities:					13.a.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA	RCONG389	NR	RCONG390	NR	13.a.1.
2. Other mortgage pass-through securities	RCON1709	NR	RCON1713	NR	13.a.2.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					13.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCONG393	NR	RCONG394	NR	13.b.1.
2. All other mortgage-backed securities	RCON1733	NR	RCON1736	NR	13.b.2.
14. Other domestic debt securities (include domestic structured financial products and domestic asset-backed securities)	RCONG397	NR	RCONG398	NR	14.
15. Other foreign debt securities (include foreign structured financial products and foreign asset-backed securities)	RCONG399	NR	RCONG400	NR	15.
16. Not applicable.					16.
17. Total held-to-maturity and available-for-sale debt securities (sum of items 10 through 15)	RCON1754	NR	RCON1773	NR	17.

Dollar amounts in thousands			
18. Equity investments not held for trading:			18.
a. Equity securities with readily determinable fair values[4]	RCONJA22	NR	18.a.
b. Equity investments without readily determinable fair values	RCON1752	NR	18.b.
Items 19, 20 and 21 are to be completed by banks that reported total trading assets of $10 million or more in any of the four preceding calendar quarters and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes. 19. Total trading assets	RCON3545	NR	19.
20. Total trading liabilities	RCON3548	NR	20.
21. Total loans held for trading	RCONHT71	NR	21.
tem 22 is to be completed by banks that: (1) have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or (2) are required to complete Schedule RC-D, Trading Assets and Liabilities. 22. Total amount of fair value option loans held for investment and held for sale	RCONJF75	NR	22.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).
4. Item 18.a is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

Schedule RC-I - Assets and Liabilities of IBFs(Form Type - 031)

To be completed only by banks with IBFs and other "foreign" offices.

Dollar amounts in thousands			
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12)	RCFN2133	NR	1.
2. Total IBF liabilities (component of Schedule RC, item 21)	RCFN2898	NR	2.

Schedule RC-K - Quarterly Averages(Form Type - 031)

Dollar amounts in thousands			
1. Interest-bearing balances due from depository institutions	RCFD3381	14,823,000	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)[2]	RCFDB558	0	2.
3. Mortgage-backed securities[2]	RCFDB559	0	3.
4. All other debt securities and equity securities with readily determinable fair values not held for trading[2]	RCFDB560	0	4.
5. Federal funds sold and securities purchased under agreements to resell	RCFD3365	0	5.
6. Loans:			6.
a. Loans in domestic offices:			6.a.
1. Total loans	RCON3360	10,679,000	6.a.1.
2. Loans secured by real estate:			6.a.2.
a. Loans secured by 1-4 family residential properties	RCON3465	10,677,000	6.a.2.a.
b. All other loans secured by real estate	RCON3466	0	6.a.2.b.
3. Loans to finance agricultural production and other loans to farmers	RCON3386	0	6.a.3.
4. Commercial and industrial loans	RCON3387	0	6.a.4.
5. Loans to individuals for household, family, and other personal expenditures:			6.a.5.
a. Credit cards	RCONB561	0	6.a.5.a.
b. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	RCONB562	0	6.a.5.b.
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN3360	NR	6.b.
Item 7 is to be completed by banks with total trading assets of $10 million or more in any of the four preceding calendar quarters and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes. 7. Trading assets	RCFD3401	0	7.
8. Lease financing receivables (net of unearned income)	RCFD3484	0	8.
9. Total assets[4]	RCFD3368	25,605,000	9.
10. Interest-bearing transaction accounts in domestic offices (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	RCON3485	381,000	10.
11. Nontransaction accounts in domestic offices:			11.
a. Savings deposits (includes MMDAs)	RCONB563	22,827,000	11.a.
b. Time deposits of $250,000 or less	RCONHK16	0	11.b.
c. Time deposits of more than $250,000	RCONHK17	0	11.c.
12. Interest-bearing deposits in foreign offices, EDGE and Agreement subsidiaries, and IBFs	RCFN3404	NR	12.
13. Federal funds purchased and securities sold under agreements to repurchase	RCFD3353	0	13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	RCFD3355	192,000	14.

2. Quarterly averages for all debt securities should be based on amortized cost.
2. Quarterly averages for all debt securities should be based on amortized cost.
4. The quarterly average for total assets should reflect securities not held for trading as follows: a) Debt securities at amortized cost, b) Equity securities with readily determinable fair values at fair value, c) Equity investments without readily determinable fair values, their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes).

Schedule RC-L - Derivatives and Off-Balance Sheet Items(Form Type - 031)

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar amounts in thousands			
1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, i.e., home equity lines	RCFD3814	0	1.a.
Item 1.a.(1) is to be completed for the December report only. 1. Unused commitments for reverse mortgages outstanding that are held for investment in domestic offices	RCONHT72	NR	1.a.1.
b. Credit card lines (Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b)	RCFD3815	0	1.b.
Items 1.b.(1) and 1.b.(2) are to be completed by banks with either $300 million or more in total assets or $300 million or more in credit card lines. (Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b) Items 1.b.(1) and 1.b.(2) are to be completed semiannually in the June and December reports only. 1. Unused consumer credit card lines	RCFDJ455	0	1.b.1.
2. Other unused credit card lines	RCFDJ456	0	1.b.2.
c. Commitments to fund commercial real estate, construction, and land development loans:			1.c.
1. Secured by real estate:			1.c.1.
a. 1-4 family residential construction loan commitments	RCFDF164	0	1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments	RCFDF165	0	1.c.1.b.
2. Not secured by real estate	RCFD6550	0	1.c.2.
d. Securities underwriting	RCFD3817	0	1.d.
e. Other unused commitments:			1.e.
1. Commercial and industrial loans	RCFDJ457	0	1.e.1.
2. Loans to financial institutions	RCFDJ458	0	1.e.2.
3. All other unused commitments	RCFDJ459	0	1.e.3.
2. Financial standby letters of credit and foreign office guarantees	RCFD3819	0	2.
Item 2.a is to be completed by banks with $1 billion or more in total assets. a. Amount of financial standby letters of credit conveyed to others[1]	RCFD3820	0	2.a.
3. Performance standby letters of credit and foreign office guarantees	RCFD3821	0	3.
Item 3.a is to be completed by banks with $1 billion or more in total assets. a. Amount of performance standby letters of credit conveyed to others[1]	RCFD3822	0	3.a.
4. Commercial and similar letters of credit	RCFD3411	0	4.
5. Not applicable			5.
6. Securities lent and borrowed:			6.
a. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)	RCFD3433	0	6.a.
b. Securities borrowed	RCFD3432	0	6.b.

Dollar amounts in thousands	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					7.
a. Notional amounts:					7.a.
1. Credit default swaps	RCFDC968	0	RCFDC969	0	7.a.1.
2. Total return swaps	RCFDC970	0	RCFDC971	0	7.a.2.
3. Credit options	RCFDC972	0	RCFDC973	0	7.a.3.
4. Other credit derivatives	RCFDC974	0	RCFDC975	0	7.a.4.
b. Gross fair values:					7.b.
1. Gross positive fair value	RCFDC219	0	RCFDC221	0	7.b.1.
2. Gross negative fair value	RCFDC220	0	RCFDC222	0	7.b.2.

Dollar amounts in thousands			
c. Notional amounts by regulatory capital treatment:[1]			7.c.
1. Positions covered under the Market Risk Rule:			7.c.1.
a. Sold protection	RCFDG401	0	7.c.1.a.
b. Purchased protection	RCFDG402	0	7.c.1.b.
2. All other positions:			7.c.2.
a. Sold protection	RCFDG403	0	7.c.2.a.
b. Purchased protection that is recognized as a guarantee for regulatory capital purposes	RCFDG404	0	7.c.2.b.
c. Purchased protection that is not recognized as a guarantee for regulatory capital purposes	RCFDG405	0	7.c.2.c.

Dollar amounts in thousands	(Column A) Remaining Maturity of One Year or Less		(Column B) Remaining Maturity of Over One Year Through Five Years		(Column C) Remaining Maturity of Over Five Years		
d. Notional amounts by remaining maturity:							7.d.
1. Sold credit protection:[2]							7.d.1.
a. Investment grade	RCFDG406	0	RCFDG407	0	RCFDG408	0	7.d.1.a.
b. Subinvestment grade	RCFDG409	0	RCFDG410	0	RCFDG411	0	7.d.1.b.
2. Purchased credit protection:[3]							7.d.2.
a. Investment grade	RCFDG412	0	RCFDG413	0	RCFDG414	0	7.d.2.a.
b. Subinvestment grade	RCFDG415	0	RCFDG416	0	RCFDG417	0	7.d.2.b.

1. The asset-size tests and the $300 million credit card lines test are based on the total assets and credit card lines reported in the June 30, 2018, Report of Condition.
1. The asset-size tests and the $300 million credit card lines test are based on the total assets and credit card lines reported in the June 30, 2018, Report of Condition.

Dollar amounts in thousands			
8. Spot foreign exchange contracts	RCFD8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")	RCFD3430	0	9.
a. Not applicable			9.a.
b. Commitments to purchase when-issued securities	RCFD3434	0	9.b.
c. Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf	RCFDC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component	TEXT3555	NR	9.d.1.
2. Amount of component	RCFD3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component	TEXT3556	NR	9.e.1.
2. Amount of component	RCFD3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
(TEXT3557) NR	RCFD3557	0	9.f.1.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")	RCFD5591	0	10.
a. Commitments to sell when-issued securities	RCFD3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component	TEXT5592	NR	10.b.1.
2. Amount of component	RCFD5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component	TEXT5593	NR	10.c.1.
2. Amount of component	RCFD5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component	TEXT5594	NR	10.d.1.
2. Amount of component	RCFD5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component	TEXT5595	NR	10.e.1.
2. Amount of component	RCFD5595	0	10.e.2.
Items 11.a and 11.b are to be completed semiannually in the June and December reports only. 11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank	RCFDC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk	RCFDC224	0	11.b.

1. Sum of items 7.c.(1)(a) and 7.c.(2)(a), must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b), and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.
2. Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.
3. Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Dollar amounts in thousands	(Column A) Interest Rate Contracts		(Column B) Foreign Exchange Contracts		(Column C) Equity Derivative Contracts		(Column D) Commodity and Other Contracts		
12. Gross amounts (e.g., notional amounts):									12.
a. Futures contracts	RCFD8693	0	RCFD8694	0	RCFD8695	0	RCFD8696	0	12.a.
b. Forward contracts	RCFD8697	0	RCFD8698	0	RCFD8699	0	RCFD8700	0	12.b.
c. Exchange-traded option contracts:									12.c.
1. Written options	RCFD8701	0	RCFD8702	0	RCFD8703	0	RCFD8704	0	12.c.1.
2. Purchased options	RCFD8705	0	RCFD8706	0	RCFD8707	0	RCFD8708	0	12.c.2.
d. Over-the-counter option contracts:									12.d.
1. Written options	RCFD8709	0	RCFD8710	0	RCFD8711	0	RCFD8712	0	12.d.1.
2. Purchased options	RCFD8713	0	RCFD8714	0	RCFD8715	0	RCFD8716	0	12.d.2.
e. Swaps	RCFD3450	0	RCFD3826	0	RCFD8719	0	RCFD8720	0	12.e.
13. Total gross notional amount of derivative contracts held for trading	RCFDA126	0	RCFDA127	0	RCFD8723	0	RCFD8724	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCFD8725	0	RCFD8726	0	RCFD8727	0	RCFD8728	0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCFDA589	0							14.a.
15. Gross fair values of derivative contracts:									15.
a. Contracts held for trading:									15.a.
1. Gross positive fair value	RCFD8733	0	RCFD8734	0	RCFD8735	0	RCFD8736	0	15.a.1.
2. Gross negative fair value	RCFD8737	0	RCFD8738	0	RCFD8739	0	RCFD8740	0	15.a.2.
b. Contracts held for purposes other than trading:									15.b.
1. Gross positive fair value	RCFD8741	0	RCFD8742	0	RCFD8743	0	RCFD8744	0	15.b.1.
2. Gross negative fair value	RCFD8745	0	RCFD8746	0	RCFD8747	0	RCFD8748	0	15.b.2.

Dollar amounts in thousands	(Column A) Banks and Securities Firms	(Column B)	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties	
Item 16 is to be completed only by banks with total assets of $10 billion or more. 16. Over-the counter derivatives:[1]						16.
a. Net current credit exposure	RCFDG418 0		RCFDG420 0	RCFDG421 0	RCFDG422 0	16.a.
b. Fair value of collateral:						16.b.
1. Cash - U.S. dollar	RCFDG423 0		RCFDG425 0	RCFDG426 0	RCFDG427 0	16.b.1.
2. Cash - Other currencies	RCFDG428 0		RCFDG430 0	RCFDG431 0	RCFDG432 0	16.b.2.
3. U.S. Treasury securities	RCFDG433 0		RCFDG435 0	RCFDG436 0	RCFDG437 0	16.b.3.
4. U.S. Government agency and U.S. Government-sponsored agency debt securities	RCFDG438 0		RCFDG440 0	RCFDG441 0	RCFDG442 0	16.b.4.
5. Corporate bonds	RCFDG443 0		RCFDG445 0	RCFDG446 0	RCFDG447 0	16.b.5.
6. Equity securities	RCFDG448 0		RCFDG450 0	RCFDG451 0	RCFDG452 0	16.b.6.
7. All other collateral	RCFDG453 0		RCFDG455 0	RCFDG456 0	RCFDG457 0	16.b.7.
8. Total fair value of collateral (sum of items 16.b.(1) through (7))	RCFDG458 0		RCFDG460 0	RCFDG461 0	RCFDG462 0	16.b.8.

1. The $10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RC-M - Memoranda(Form Type - 031)

Dollar amounts in thousands			
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	RCFD6164	0	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of $500,000 or 5 percent of total capital as defined for this purpose in agency regulations	RCFD6165	0	1.b.
2. Intangible assets:			2.
a. Mortgage servicing assets	RCFD3164	0	2.a.
1. Estimated fair value of mortgage servicing assets	RCFDA590	0	2.a.1.
b. Goodwill	RCFD3163	0	2.b.
c. All other intangible assets	RCFDJF76	0	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10)	RCFD2143	0	2.d.
3. Other real estate owned:			3.
a. Construction, land development, and other land in domestic offices	RCON5508	0	3.a.
b. Farmland in domestic offices	RCON5509	0	3.b.
c. 1-4 family residential properties in domestic offices	RCON5510	0	3.c.
d. Multifamily (5 or more) residential properties in domestic offices	RCON5511	0	3.d.
e. Nonfarm nonresidential properties in domestic offices	RCON5512	0	3.e.
f. In foreign offices	RCFN5513	NR	3.f.
g. Total (sum of items 3.a through 3.g) (must equal Schedule RC, item 7)	RCFD2150	0	3.g.
4. Cost of equity securities with readily determinable fair values not held for trading (the fair value of which is reported in Schedule RC, item 2.c)[1]	RCFDJA29	0	4.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:[1]			5.a.1.
a. One year or less	RCFDF055	250,000	5.a.1.a.
b. Over one year through three years	RCFDF056	0	5.a.1.b.
c. Over three years through five years	RCFDF057	0	5.a.1.c.
d. Over five years	RCFDF058	0	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above)[2]	RCFD2651	250,000	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above)	RCFDF059	0	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity or next repricing date of:[3]			5.b.1.
a. One year or less	RCFDF060	0	5.b.1.a.
b. Over one year through three years	RCFDF061	0	5.b.1.b.
c. Over three years through five years	RCFDF062	0	5.b.1.c.
d. Over five years	RCFDF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above)[4]	RCFDB571	0	5.b.2.
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)	RCFD3190	250,000	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?	RCFDB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities	RCFDB570	0	7.
8. Internet Web site addresses and physical office trade names:			8.
a. Uniform Resource Locator (URL) of the reporting institution's primary Internet Web site (home page), if any (Example: www.examplebank.com):	TEXT4087	Click here for value	8.a.

1. Item 4 is to be completed only by insured state banks that have been approved by the FDIC to hold grandfathered equity investments. See instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
1. Report fixed-rate advances by remaining maturity and floating-rate advances by next repricing date.
2. Report both fixed- and floating-rate advances by remaining maturity. Exclude floating-rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
3. Report fixed-rate other borrowings by remaining maturity and floating-rate other borrowings by next repricing date.
4. Report both fixed- and floating-rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Dollar amounts in thousands			
b. URLs of all other public-facing Internet Web sites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz):[1]			8.b.
1. URL 1	TE01N528	**www.ml.com**	8.b.1.
2. URL 2	TE02N528	**Click here for value**	8.b.2.
3. URL 3	TE03N528	**Click here for value**	8.b.3.
4. URL 4	TE04N528	**Click here for value**	8.b.4.
5. URL 5	TE05N528	**NR**	8.b.5.
6. URL 6	TE06N528	**NR**	8.b.6.
7. URL 7	TE07N528	**NR**	8.b.7.
8. URL 8	TE08N528	**NR**	8.b.8.
9. URL 9	TE09N528	**NR**	8.b.9.
10. URL 10	TE10N528	**NR**	8.b.10.
c. Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:			8.c.
1. Trade name 1	TE01N529	**Click here for value**	8.c.1.
2. Trade name 2	TE02N529	**Click here for value**	8.c.2.
3. Trade name 3	TE03N529	**BofA**	8.c.3.
4. Trade name 4	TE04N529	**BofAML**	8.c.4.
5. Trade name 5	TE05N529	**Merrill**	8.c.5.
6. Trade name 6	TE06N529	**Click here for value**	8.c.6.
Item 9 is to be completed annually in the December report only. 9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?	RCFD4088	**NR**	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a)	RCONF064	**0**	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d))	RCFDF065	**0**	10.b.
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?	RCONG463	**No**	11.
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?	RCONG464	**No**	12.
13. Assets covered by loss-sharing agreements with the FDIC:			13.
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):			13.a.
1. Loans secured by real estate in domestic offices:			13.a.1.
a. Construction, land development, and other land loans:			13.a.1.a.
1. 1-4 family residential construction loans	RCONK169	**0**	13.a.1.a.1.
2. Other construction loans and all land development and other land loans	RCONK170	**0**	13.a.1.a.2.
b. Secured by farmland	RCONK171	**0**	13.a.1.b.
c. Secured by 1-4 family residential properties:			13.a.1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCONK172	**0**	13.a.1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:			13.a.1.c.2.
a. Secured by first liens	RCONK173	**0**	13a1c2a.
b. Secured by junior liens	RCONK174	**0**	13a1c2b.
d. Secured by multifamily (5 or more) residential properties	RCONK175	**0**	13.a.1.d.
e. Secured by nonfarm nonresidential properties:			13.a.1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK176	**0**	13.a.1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RCONK177	**0**	13.a.1.e.2.
2. Not applicable			13.a.2.
3. Not applicable			13.a.3.
4. Not applicable			13.a.4.
5. All other loans and all leases	RCFDK183	**0**	13.a.5.

1. Report only highest level URLs (for example, report www.examplebank.biz, but do not also report www.examplebank.biz/checking). Report each top level domain name used (for example, report both www.examplebank.biz and www.examplebank.net).

Dollar amounts in thousands			
b. Other real estate owned (included in Schedule RC, item 7):			13.b.
1. Construction, land development, and other land in domestic offices	RCONK187	0	13.b.1.
2. Farmland in domestic offices	RCONK188	0	13.b.2.
3. 1-4 family residential properties in domestic offices	RCONK189	0	13.b.3.
4. Multifamily (5 or more) residential properties in domestic offices	RCONK190	0	13.b.4.
5. Nonfarm nonresidential properties in domestic offices	RCONK191	0	13.b.5.
6. In foreign offices	RCFNK260	NR	13.b.6.
7. Portion of covered other real estate owned included in items 13.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	RCFDK192	0	13.b.7.
c. Debt securities (included in Schedule RC, items 2.a and 2.b)	RCFDJ461	0	13.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)	RCFDJ462	0	13.d.
Items 14.a and 14.b are to be completed annually in the December report only. 14. Captive insurance and reinsurance subsidiaries:			14.
a. Total assets of captive insurance subsidiaries[2]	RCFDK193	NR	14.a.
b. Total assets of captive reinsurance subsidiaries[2]	RCFDK194	NR	14.b.
Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender. 15. Qualified Thrift Lender (QTL) test:			15.
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2)	RCONL133	NR	15.a.
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?	RCONL135	NR	15.b.
Item 16.a and, if appropriate, items 16.b.(1) through 16.b.(3) are to be completed annually in the December report only. 16. International remittance transfers offered to consumers:[1]			16.
a. Estimated number of international remittance transfers provided by your institution during the calendar year ending on the report date	RCONN523	NR	16.a.
Items 16.b.(1) through 16.b.(3) are to be completed by institutions that reported 501 or more international remittance transfers in item 16.a in either or both of the current report or the most recent prior report in which item 16.a was required to be completed. b. Estimated dollar value of remittance transfers provided by your institution and usage of regulatory exceptions during the calendar year ending on the report date:			16.b.
1. Estimated dollar value of international remittance transfers	RCONN524	NR	16.b.1.
2. Estimated number of international remittance transfers for which your institution applied the permanent exchange rate exception	RCONMM07	NR	16.b.2.
3. Estimated number of international remittance transfers for which your institution applied the permanent covered third-party fee exception	RCONMQ52	NR	16.b.3.
17. U.S. Small Business Administration Paycheck Protection Program (PPP) loans and the Federal Reserve PPP Liquidity Facility (PPPLF):[3]			17.
a. Number of PPP loans outstanding	RCONLG26	0	17.a.
b. Outstanding balance of PPP loans	RCONLG27	0	17.b.
c. Outstanding balance of PPP loans pledged to the PPPLF	RCONLG28	0	17.c.
d. Outstanding balance of borrowings from Federal Reserve Banks under the PPPLF with a remaining maturity of:			17.d.
1. One year or less	RCONLL59	0	17.d.1.
2. More than one year	RCONLL60	0	17.d.2.
e. Quarterly average amount of PPP loans pledged to the PPPLF and excluded from "Total assets for the leverage ratio" reported in Schedule RC-R, Part I, item 30	RCONLL57	0	17.e.
18. Money Market Mutual Fund Liquidity Facility (MMLF):			18.
a. Outstanding balance of assets purchased under the MMLF	RCONLL61	0	18.a.
b. Quarterly average amount of assets purchased under the MMLF and excluded from "Total assets for the leverage ratio" reported in Schedule RC-R, Part I, item 30	RCONLL58	0	18.b.

(TE01N529) Bank of America

2. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank.

1. Report information about international electronic transfers of funds offered to consumers in the United States that: (a) are "remittance transfers" as defined by subpart B of Regulation E (12 CFR § 1005.30(e)), or (b) would qualify as "remittance transfers" under subpart B of Regulation E (12 CFR § 1005.30(e)) but are excluded from that definition only because the provider is not providing those transfers in the normal course of its business. See 12 CFR § 1005.30(f). For purposes of this item 16, such trans

3. Paycheck Protection Program (PPP) covered loans as defined in sections 7(a)(36) and 7(a)(37) of the Small Business Act (15 U.S.C. 636(a)(36) and (37)). The PPP was established by Section 1102 of the 2020 Coronavirus Aid, Relief, and Economic Security Act.

(TE02N528) www.merrilledge.com

(TE02N529) Bank of America Merrill Lynch

(TE03N528) www.mymerrill.com

(TE04N528) www.ustrust.com

(TE06N529) Merrill Lynch

(TEXT4087) www.bankofamerica.com

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets(Form Type - 031)

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
1. Loans secured by real estate:							1.
a. Construction, land development, and other land loans in domestic offices:							1.a.
1. 1-4 family residential construction loans	RCONF172	0	RCONF174	0	RCONF176	0	1.a.1.
2. Other construction loans and all land development and other land loans	RCONF173	0	RCONF175	0	RCONF177	0	1.a.2.
b. Secured by farmland in domestic offices	RCON3493	0	RCON3494	0	RCON3495	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:							1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCON5398	0	RCON5399	0	RCON5400	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:							1.c.2.
a. Secured by first liens	RCONC236	56,000	RCONC237	1,000	RCONC229	137,000	1.c.2.a.
b. Secured by junior liens	RCONC238	0	RCONC239	0	RCONC230	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties in domestic offices	RCON3499	0	RCON3500	0	RCON3501	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONF178	0	RCONF180	0	RCONF182	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RCONF179	0	RCONF181	0	RCONF183	0	1.e.2.
f. In foreign offices	RCFNB572	NR	RCFNB573	NR	RCFNB574	NR	1.f.
2. Loans to depository institutions and acceptances of other banks:							2.
a. To U.S. banks and other U.S. depository institutions	RCFD5377	0	RCFD5378	0	RCFD5379	0	2.a.
b. To foreign banks	RCFD5380	0	RCFD5381	0	RCFD5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	RCFD1594	0	RCFD1597	0	RCFD1583	0	3.
4. Commercial and industrial loans:							4.
a. To U.S. addressees (domicile)	RCFD1251	0	RCFD1252	0	RCFD1253	0	4.a.
b. To non-U.S. addressees (domicile)	RCFD1254	0	RCFD1255	0	RCFD1256	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							5.
a. Credit cards	RCFDB575	0	RCFDB576	0	RCFDB577	0	5.a.
b. Automobile loans	RCFDK213	0	RCFDK214	0	RCFDK215	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RCFDK216	0	RCFDK217	0	RCFDK218	0	5.c.
6. Loans to foreign governments and official institutions	RCFD5389	0	RCFD5390	0	RCFD5391	0	6.
7. All other loans	RCFD5459	0	RCFD5460	0	RCFD5461	0	7.
8. Lease financing receivables:							8.
a. Leases to individuals for household, family, and other personal expenditures	RCFDF166	0	RCFDF167	0	RCFDF168	0	8.a.
b. All other leases	RCFDF169	0	RCFDF170	0	RCFDF171	0	8.b.
9. Total loans and leases (sum of items 1 through 8.b)	RCFD1406	56,000	RCFD1407	1,000	RCFD1403	137,000	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	RCFD3505	0	RCFD3506	0	RCFD3507	0	10.
11. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC:	RCFDK036	0	RCFDK037	1,000	RCFDK038	0	11.
a. Guaranteed portion of loans and leases included in item 11 above, excluding rebooked "GNMA loans"	RCFDK039	0	RCFDK040	1,000	RCFDK041	0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	RCFDK042	0	RCFDK043	0	RCFDK044	0	11.b.
12. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:							12.
a. Loans secured by real estate in domestic offices:							12.a.
1. Construction, land development, and other land loans:							12.a.1.
a. 1-4 family residential construction loans	RCONK045	0	RCONK046	0	RCONK047	0	12.a.1.a.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
b. Other construction loans and all land development and other land loans	RCONK048	0	RCONK049	0	RCONK050	0	12a1b
2. Secured by farmland	RCONK051	0	RCONK052	0	RCONK053	0	12.a.2.
3. Secured by 1-4 family residential properties:							12.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCONK054	0	RCONK055	0	RCONK056	0	12a3a
b. Closed-end loans secured by 1-4 family residential properties:							12a3b
1. Secured by first liens	RCONK057	0	RCONK058	0	RCONK059	0	12a3b1
2. Secured by junior liens	RCONK060	0	RCONK061	0	RCONK062	0	12a3b2
4. Secured by multifamily (5 or more) residential properties	RCONK063	0	RCONK064	0	RCONK065	0	12.a.4.
5. Secured by nonfarm nonresidential properties:							12.a.5.
a. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK066	0	RCONK067	0	RCONK068	0	12a5a
b. Loans secured by other nonfarm nonresidential properties	RCONK069	0	RCONK070	0	RCONK071	0	12a5b
b. Not applicable							12.b.
c. Not applicable							12.c.
d. Not applicable							12.d.
e. All other loans and all leases	RCFDK087	0	RCFDK088	0	RCFDK089	0	12.e.
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	RCFDK102	0	RCFDK103	0	RCFDK104	0	12.f.
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part 1, Memorandum item 1):							M.1.
a. Construction, land development, and other land loans in domestic offices:							M.1.a.
1. 1-4 family residential construction loans	RCONK105	0	RCONK106	0	RCONK107	0	M1a1
2. Other construction loans and all land development and other land loans	RCONK108	0	RCONK109	0	RCONK110	0	M1a2
b. Loans secured by 1-4 family residential properties in domestic offices	RCONF661	3,000	RCONF662	0	RCONF663	82,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	RCONK111	0	RCONK112	0	RCONK113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK114	0	RCONK115	0	RCONK116	0	M1d1
2. Loans secured by other nonfarm nonresidential properties	RCONK117	0	RCONK118	0	RCONK119	0	M1d2
e. Commercial and industrial loans:							M.1.e.
1. To U.S. addressees (domicile)	RCFDK120	0	RCFDK121	0	RCFDK122	0	M1e1
2. To non-U.S. addressees (domicile)	RCFDK123	0	RCFDK124	0	RCFDK125	0	M1e2
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	RCFDK126	0	RCFDK127	0	RCFDK128	0	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C): 1. Loans secured by farmland in domestic offices	RCONK130	0	RCONK131	0	RCONK132	0	M1f1
2. Not applicable							M1f2
3. Loans to finance agricultural production and other loans to farmers	RCFDK138	0	RCFDK139	0	RCFDK140	0	M1f3
4. Loans to individuals for household, family, and other personal expenditures:							M1f4
a. Credit cards	RCFDK274	0	RCFDK275	0	RCFDK276	0	M1f4a
b. Automobile loans	RCFDK277	0	RCFDK278	0	RCFDK279	0	M1f4b
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RCFDK280	0	RCFDK281	0	RCFDK282	0	M1f4c
g. Total loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above and not reported in Schedule RC-C, Part I, Memorandum item 1 (sum of items Memorandum item 1.a.(1) through Memorandum item 1.f)[1]	RCFDHK26	3,000	RCFDHK27	0	RCFDHK28	82,000	M.1.g.

1. Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(4) when calculating the total in Memorandum item 1.g.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	RCFD6558	0	RCFD6559	0	RCFD6560	0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	RCFD1248	0	RCFD1249	0	RCFD1250	0	M.3.
4. Not applicable							M.4.
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	RCFDC240	0	RCFDC241	0	RCFDC226	0	M.5.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
6. Derivative contracts: Fair value of amounts carried as assets	RCFD3529	0	RCFD3530	0	M.6.

Dollar amounts in thousands			
Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only. 7. Additions to nonaccrual assets during the previous six months	RCFDC410	44,000	M.7.
8. Nonaccrual assets sold during the previous six months	RCFDC411	0	M.8.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Stament of Position 03-3):[2]							M.9.
a. Outstanding balance	RCFDL183	NR	RCFDL184	NR	RCFDL185	NR	M.9.a.
b. Amount included in Schedule RC-N, items 1 through 7, above	RCFDL186	NR	RCFDL187	NR	RCFDL188	NR	M.9.b.

2. Memorandum items 9.a and 9.b should be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments(Form Type - 031)

All FDIC-insured depository institutions must complete items 1 through 9, 10, and 11, Memorandum item 1, and, if applicable, item 9.a, Memorandum items 2, 3, and 6 through 18 each quarter. Unless otherwise indicated, complete items 1 through 11 and Memorandum items 1 through 3 on an "unconsolidated single FDIC certificate number basis" (see instructions) and complete Memorandum items 6 through 18 on a fully consolidated basis.

Dollar amounts in thousands			
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFDF236	23,237,000	1.
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	RCFDF237	0	2.
3. Total foreign deposits, including interest accrued and unpaid thereon (included in item 2 above)	RCFNF234	0	3.
4. Average consolidated total assets for the calendar quarter	RCFDK652	25,605,000	4.
a. Averaging method used (for daily averaging, enter 1; for weekly averaging, enter 2)	RCFDK653	1	4.a.
5. Average tangible equity for the calendar quarter[1]	RCFDK654	2,169,000	5.
6. Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions	RCFDK655	0	6.
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):			7.
a. One year or less	RCFDG465	0	7.a.
b. Over one year through three years	RCFDG466	0	7.b.
c. Over three years through five years	RCFDG467	0	7.c.
d. Over five years	RCFDG468	0	7.d.
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):			8.
a. One year or less	RCFDG469	0	8.a.
b. Over one year through three years	RCFDG470	0	8.b.
c. Over three years through five years	RCFDG471	0	8.c.
d. Over five years	RCFDG472	0	8.d.
9. Brokered reciprocal deposits (included in Schedule RC-E, Part I, Memorandum item 1.b)	RCONG803	0	9.
Item 9.a is to be completed on a fully consolidated basis by all institutions that own another insured depository institution. a. Fully consolidated brokered reciprocal deposits	RCONL190	NR	9.a.
10. Banker's bank certification: Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations? If the answer to item 10 is "YES," complete items 10.a and 10.b.	RCFDK656	No	10.
If the answer to item 10 is "YES," complete items 10.a and 10.b. a. Banker's bank deduction	RCFDK657	NR	10.a.
b. Banker's bank deduction limit	RCFDK658	NR	10.b.
11. Custodial bank certification: Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations? If the answer to item 11 is "YES," complete items 11.a and 11.b.	RCFDK659	No	11.
If the answer to item 11 is "YES," complete items 11.a and 11.b. a. Custodial bank deduction	RCFDK660	NR	11.a.
b. Custodial bank deduction limit	RCFDK661	NR	11.b.
1. Total deposit liabilities of the bank (including related interest accrued and unpaid) less allowable exclusions (including related interest accrued and unpaid) (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):			M.1.
a. Deposit accounts (excluding retirement accounts) of $250,000 or less:[1]			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of $250,000 or less	RCONF049	10,118,000	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of $250,000 or less	RCONF050	694886	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than $250,000:[1]			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than $250,000	RCONF051	8,933,000	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than $250,000	RCONF052	20151	M.1.b.2.
c. Retirement deposit accounts of $250,000 or less:[1]			M.1.c.
1. Amount of retirement deposit accounts of $250,000 or less	RCONF045	4,186,000	M.1.c.1.
2. Number of retirement deposit accounts of $250,000 or less	RCONF046	94630	M.1.c.2.
d. Retirement deposit accounts of more than $250,000:[1]			M.1.d.

1. See instructions for averaging methods. For deposit insurance assessment purposes, tangible equity is defined as Tier 1 capital as set forth in the banking agencies' regulatory capital standards and reported in Schedule RC-R, Part I, item 26, except as described in the instructions.
1. The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.

Dollar amounts in thousands			
1. Amount of retirement deposit accounts of more than $250,000	RCONF047	0	M.1.d.1.
2. Number of retirement deposit accounts of more than $250,000	RCONF048	0	M.1.d.2.
Memorandum item 2 is to be completed by banks with $1 billion or more in total assets. 2. Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid (see instructions)[3]	RCON5597	677,000	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number	RCONA545	0	M.3.b.
4. Dually payable deposits in the reporting institution's foreign branches	RCFNGW43	NR	M.4.
Memorandum items 5 through 12 are to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. 5. Applicable portion of the CECL transitional amount or modified CECL transitional amount that has been added to retained earnings for regulatory capital purposes as of the current report date and is attributable to loans and leases held for investment	RCFDMW53	0	M.5.
6. Criticized and classified items:			M.6.
a. Special mention	RCFDK663	CONF	M.6.a.
b. Substandard	RCFDK664	CONF	M.6.b.
c. Doubtful	RCFDK665	CONF	M.6.c.
d. Loss	RCFDK666	CONF	M.6.d.
7. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations:			M.7.
a. Nontraditional 1-4 family residential mortgage loans	RCFDN025	CONF	M.7.a.
b. Securitizations of nontraditional 1-4 family residential mortgage loans	RCFDN026	CONF	M.7.b.
8. "Higher-risk consumer loans" as defined for assessment purposes only in FDIC regulations:			M.8.
a. Higher-risk consumer loans	RCFDN027	CONF	M.8.a.
b. Securitizations of higher-risk consumer loans	RCFDN028	CONF	M.8.b.
9. "Higher-risk commercial and industrial loans and securities" as defined for assessment purposes only in FDIC regulations:			M.9.
a. Higher-risk commercial and industrial loans and securities	RCFDN029	CONF	M.9.a.
b. Securitizations of higher-risk commercial and industrial loans and securities	RCFDN030	CONF	M.9.b.
10. Commitments to fund construction, land development, and other land loans secured by real estate for the consolidated bank:			M.10.
a. Total unfunded commitments	RCFDK676	0	M.10.a.
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC)	RCFDK677	0	M.10.b.
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements)	RCFDK669	0	M.11.
12. Nonbrokered time deposits of more than $250,000 in domestic offices (included in Schedule RC-E, Memorandum item 2.d)	RCONK678	0	M.12.
Memorandum item 13.a is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Memorandum items 13.b through 13.h are to be completed by "large institutions" only. 13. Portion of funded loans and securities in domestic and foreign offices guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):			M.13.
a. Construction, land development, and other land loans secured by real estate	RCFDN177	0	M.13.a.
b. Loans secured by multifamily residential and nonfarm nonresidential properties	RCFDN178	0	M.13.b.
c. Closed-end loans secured by first liens on 1-4 family residential properties	RCFDN179	7,000	M.13.c.
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCFDN180	0	M.13.d.
e. Commercial and industrial loans	RCFDN181	0	M.13.e.
f. Credit card loans to individuals for household, family, and other personal expenditures	RCFDN182	0	M.13.f.
g. All other loans to individuals for household, family, and other personal expenditures	RCFDN183	0	M.13.g.
h. Non-agency residential mortgage-backed securities	RCFDM963	0	M.13.h.
Memorandum items 14 and 15 are to be completed by "highly complex institutions" as defined in FDIC regulations. 14. Amount of the institution's largest counterparty exposure	RCFDK673	CONF	M.14.
15. Total amount of the institution's 20 largest counterparty exposures	RCFDK674	CONF	M.15.

3. Uninsured deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d.

Dollar amounts in thousands			
Memorandum item 16 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. 16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, part I, Memorandum item 1)	RCFDL189	**3,000**	M.16.
Memorandum item 17 is to be completed on a fully consolidated basis by those "large institutions" and "highly complex institutions" as defined in FDIC regulations that own another insured depository institution. 17. Selected fully consolidated data for deposit insurance assessment purposes:			M.17.
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFDL194	**NR**	M.17.a.
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	RCFDL195	**NR**	M.17.b.
c. Unsecured "Other borrowings" with a remaining maturity of one year or less	RCFDL196	**NR**	M.17.c.
d. Estimated amount of uninsured deposits in domestic offices of the institution and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid	RCONL197	**NR**	M.17.d.

Dollar amounts in thousands	(Column A) Two-Year Probability of Default (PD) <= 1%	(Column B) Two-Year Probability of Default (PD) 1.01–4%	(Column C) Two-Year Probability of Default (PD) 4.01–7%	(Column D) Two-Year Probability of Default (PD) 7.01–10%	(Column E) Two-Year Probability of Default (PD) 10.01–14%	(Column F) Two-Year Probability of Default (PD) 14.01–16%	(Column G) Two-Year Probability of Default (PD) 16.01–18%	(Column H) Two-Year Probability of Default (PD) 18.01–20%	(Column I) Two-Year Probability of Default (PD) 20.01–22%	(Column J) Two-Year Probability of Default (PD) 22.01–26%	(Column K) Two-Year Probability of Default (PD) 26.01–30%	(Column L) Two-Year Probability of Default (PD) > 30%	(Column M) Two-Year Probability of Default (PD) Unscoreable	(Column N) Two-Year Probability of Default (PD) Total	(Column O) PDs Were Derived Using	
18. Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:																M18.
a. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations	RCFDM964 CONF	RCFDM965 CONF	RCFDM966 CONF	RCFDM967 CONF	RCFDM968 CONF	RCFDM969 CONF	RCFDM970 CONF	RCFDM971 CONF	RCFDM972 CONF	RCFDM973 CONF	RCFDM974 CONF	RCFDM975 CONF	RCFDM976 CONF	RCFDM977 CONF	RCFDM978 CONF	M18a
b. Closed-end loans secured by first liens on 1-4 family residential properties	RCFDM979 CONF	RCFDM980 CONF	RCFDM981 CONF	RCFDM982 CONF	RCFDM983 CONF	RCFDM984 CONF	RCFDM985 CONF	RCFDM986 CONF	RCFDM987 CONF	RCFDM988 CONF	RCFDM989 CONF	RCFDM990 CONF	RCFDM991 CONF	RCFDM992 CONF	RCFDM993 CONF	M18b
c. Closed-end loans secured by junior liens on 1-4 family residential properties	RCFDM994 CONF	RCFDM995 CONF	RCFDM996 CONF	RCFDM997 CONF	RCFDM998 CONF	RCFDM999 CONF	RCFDN001 CONF	RCFDN002 CONF	RCFDN003 CONF	RCFDN004 CONF	RCFDN005 CONF	RCFDN006 CONF	RCFDN007 CONF	RCFDN008 CONF	RCFDN009 CONF	M18c
d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCFDN010 CONF	RCFDN011 CONF	RCFDN012 CONF	RCFDN013 CONF	RCFDN014 CONF	RCFDN015 CONF	RCFDN016 CONF	RCFDN017 CONF	RCFDN018 CONF	RCFDN019 CONF	RCFDN020 CONF	RCFDN021 CONF	RCFDN022 CONF	RCFDN023 CONF	RCFDN024 CONF	M18d
e. Credit cards	RCFDN040 CONF	RCFDN041 CONF	RCFDN042 CONF	RCFDN043 CONF	RCFDN044 CONF	RCFDN045 CONF	RCFDN046 CONF	RCFDN047 CONF	RCFDN048 CONF	RCFDN049 CONF	RCFDN050 CONF	RCFDN051 CONF	RCFDN052 CONF	RCFDN053 CONF	RCFDN054 CONF	M18e
f. Automobile loans	RCFDN055 CONF	RCFDN056 CONF	RCFDN057 CONF	RCFDN058 CONF	RCFDN059 CONF	RCFDN060 CONF	RCFDN061 CONF	RCFDN062 CONF	RCFDN063 CONF	RCFDN064 CONF	RCFDN065 CONF	RCFDN066 CONF	RCFDN067 CONF	RCFDN068 CONF	RCFDN069 CONF	M18f
g. Student loans	RCFDN070 CONF	RCFDN071 CONF	RCFDN072 CONF	RCFDN073 CONF	RCFDN074 CONF	RCFDN075 CONF	RCFDN076 CONF	RCFDN077 CONF	RCFDN078 CONF	RCFDN079 CONF	RCFDN080 CONF	RCFDN081 CONF	RCFDN082 CONF	RCFDN083 CONF	RCFDN084 CONF	M18g
h. Other consumer loans and revolving credit plans other than credit cards	RCFDN085 CONF	RCFDN086 CONF	RCFDN087 CONF	RCFDN088 CONF	RCFDN089 CONF	RCFDN090 CONF	RCFDN091 CONF	RCFDN092 CONF	RCFDN093 CONF	RCFDN094 CONF	RCFDN095 CONF	RCFDN096 CONF	RCFDN097 CONF	RCFDN098 CONF	RCFDN099 CONF	M18h
i. Consumer leases	RCFDN100 CONF	RCFDN101 CONF	RCFDN102 CONF	RCFDN103 CONF	RCFDN104 CONF	RCFDN105 CONF	RCFDN106 CONF	RCFDN107 CONF	RCFDN108 CONF	RCFDN109 CONF	RCFDN110 CONF	RCFDN111 CONF	RCFDN112 CONF	RCFDN113 CONF	RCFDN114 CONF	M18i
j. Total	RCFDN115 CONF	RCFDN116 CONF	RCFDN117 CONF	RCFDN118 CONF	RCFDN119 CONF	RCFDN120 CONF	RCFDN121 CONF	RCFDN122 CONF	RCFDN123 CONF	RCFDN124 CONF	RCFDN125 CONF	RCFDN126 CONF	RCFDN127 CONF	RCFDN128 CONF		M18j

Schedule RC-P - 1-4 Family Residential Mortgage Banking Activities in Domestic Offices(Form Type - 031)

Schedule RC-P is to be completed by banks at which either 1-4 family residential mortgage loan originations and purchases for resale from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed $10 million for two consecutive quarters.

Dollar amounts in thousands			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale[1]	RCONHT81	0	1.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale[2]	RCONHT82	0	2.
3. 1-4 family residential mortgage loans sold during the quarter	RCONFT04	0	3.
4. 1-4 family residential mortgage loans held for sale or trading at quarter-end (included in Schedule RC, items 4.a and 5)	RCONFT05	0	4.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.c, 5.f, 5.g, and 5.i)	RIADHT85	0	5.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter	RCONHT86	0	6.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			7.
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	RCONL191	CONF	7.a.
b. For representations and warranties made to other parties	RCONL192	CONF	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	RCONM288	0	7.c.

Schedule RC-Q - Assets and Liabilities Measured at Fair Value on a Recurring Basis(Form Type - 031)

Schedule RC-Q is to be completed by banks that:

(1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or (2) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
1. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading[1]	RCFDJA36 0	RCFDG474 0	RCFDG475 0	RCFDG476 0	RCFDG477 0	1.
2. Federal funds sold and securities purchased under agreements to resell	RCFDG478 0	RCFDG479 0	RCFDG480 0	RCFDG481 0	RCFDG482 0	2.
3. Loans and leases held for sale	RCFDG483 0	RCFDG484 0	RCFDG485 0	RCFDG486 0	RCFDG487 0	3.
4. Loans and leases held for investment	RCFDG488 0	RCFDG489 0	RCFDG490 0	RCFDG491 0	RCFDG492 0	4.
5. Trading assets:						5.
a. Derivative assets	RCFD3543 0	RCFDG493 0	RCFDG494 0	RCFDG495 0	RCFDG496 0	5.a.
b. Other trading assets	RCFDG497 0	RCFDG498 0	RCFDG499 0	RCFDG500 0	RCFDG501 0	5.b.
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above)	RCFDF240 0	RCFDF684 0	RCFDF692 0	RCFDF241 0	RCFDF242 0	5.b.1.
6. All other assets	RCFDG391 0	RCFDG392 0	RCFDG395 0	RCFDG396 0	RCFDG804 0	6.
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6)	RCFDG502 0	RCFDG503 0	RCFDG504 0	RCFDG505 0	RCFDG506 0	7.
8. Deposits	RCFDF252 0	RCFDF686 0	RCFDF694 0	RCFDF253 0	RCFDF254 0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	RCFDG507 0	RCFDG508 0	RCFDG509 0	RCFDG510 0	RCFDG511 0	9.
10. Trading liabilities:						10.
a. Derivative liabilities	RCFD3547 0	RCFDG512 0	RCFDG513 0	RCFDG514 0	RCFDG515 0	10.a.
b. Other trading liabilities	RCFDG516 0	RCFDG517 0	RCFDG518 0	RCFDG519 0	RCFDG520 0	10.b.

1. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.
1. The amount reported in item 1, column A, must equal the sum of Schedule RC, items 2.b and 2.c.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
11. Other borrowed money	RCFDG521 0	RCFDG522 0	RCFDG523 0	RCFDG524 0	RCFDG525 0	11.
12. Subordinated notes and debentures	RCFDG526 0	RCFDG527 0	RCFDG528 0	RCFDG529 0	RCFDG530 0	12.
13. All other liabilities	RCFDG805 0	RCFDG806 0	RCFDG807 0	RCFDG808 0	RCFDG809 0	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	RCFDG531 0	RCFDG532 0	RCFDG533 0	RCFDG534 0	RCFDG535 0	14.
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than $100,000 and exceed 25% of item 6):						M.1.
a. Mortgage servicing assets	RCFDG536 0	RCFDG537 0	RCFDG538 0	RCFDG539 0	RCFDG540 0	M.1.a.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
b. Nontrading derivative assets	RCFDG541 0	RCFDG542 0	RCFDG543 0	RCFDG544 0	RCFDG545 0	M.1.b.

Dollar amounts in thousands			
c. Disclose component and the dollar amount of that component:			M.1.c.
1. Describe component	TEXTG546	NR	M.1.c.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG546 0	RCFDG547 0	RCFDG548 0	RCFDG549 0	RCFDG550 0	M.1.c.2.

Dollar amounts in thousands			
d. Disclose component and the dollar amount of that component:			M.1.d.
1. Describe component	TEXTG551	NR	M.1.d.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG551 0	RCFDG552 0	RCFDG553 0	RCFDG554 0	RCFDG555 0	M.1.d.2.

Dollar amounts in thousands			
e. Disclose component and the dollar amount of that component:			M.1.e.
1. Describe component	TEXTG556	NR	M.1.e.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG556 0	RCFDG557 0	RCFDG558 0	RCFDG559 0	RCFDG560 0	M.1.e.2.

Dollar amounts in thousands			
f. Disclose component and the dollar amount of that component:			M.1.f.
1. Describe component	TEXTG561	NR	M.1.f.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG561 0	RCFDG562 0	RCFDG563 0	RCFDG564 0	RCFDG565 0	M.1.f.2.
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than $100,000 and exceed 25% of item 13):						M.2.
a. Loan commitments (not accounted for as derivatives)	RCFDF261 0	RCFDF689 0	RCFDF697 0	RCFDF262 0	RCFDF263 0	M.2.a.
b. Nontrading derivative liabilities	RCFDG566 0	RCFDG567 0	RCFDG568 0	RCFDG569 0	RCFDG570 0	M.2.b.

Dollar amounts in thousands			
c. Disclose component and the dollar amount of that component:			M.2.c.
1. Describe component	TEXTG571	NR	M.2.c.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG571 0	RCFDG572 0	RCFDG573 0	RCFDG574 0	RCFDG575 0	M.2.c.2.

Dollar amounts in thousands			
d. Disclose component and the dollar amount of that component:			M.2.d.
1. Describe component	TEXTG576	NR	M.2.d.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG576 0	RCFDG577 0	RCFDG578 0	RCFDG579 0	RCFDG580 0	M.2.d.2.

Dollar amounts in thousands			
e. Disclose component and the dollar amount of that component:			M.2.e.
1. Describe component	TEXTG581	NR	M.2.e.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG581 0	RCFDG582 0	RCFDG583 0	RCFDG584 0	RCFDG585 0	M.2.e.2.

Dollar amounts in thousands			
f. Disclose component and the dollar amount of that component:			M.2.f.
1. Describe component (TEXTG586) NR			M.2.f.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG586 0	RCFDG587 0	RCFDG588 0	RCFDG589 0	RCFDG590 0	M.2.f.2.

Dollar amounts in thousands	Consolidated Bank		
3. Loans measured at fair value (included in Schedule RC-C, Part I, items 1 through 9):			M.3.
a. Loans secured by real estate:			M.3.a.
1. Secured by 1-4 family residential properties	RCFDHT87	NR	M.3.a.1.
2. All other loans secured by real estate	RCFDHT88	NR	M.3.a.2.
b. Commercial and industrial loans	RCFDF585	NR	M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT89	NR	M.3.c.
d. Other loans	RCFDF589	NR	M.3.d.
4. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-Q, Memorandum item 3):			M.4.
a. Loans secured by real estate:			M.4.a.
1. Secured by 1-4 family residential properties	RCFDHT91	NR	M.4.a.1.
2. All other loans secured by real estate	RCFDHT92	NR	M.4.a.2.
b. Commercial and industrial loans	RCFDF597	NR	M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT93	NR	M.4.c.
d. Other loans	RCFDF601	NR	M.4.d.

Schedule RC-R Part I - Regulatory Capital Components and Ratios(Form Type - 031)

Part I is to be completed on a consolidated basis.

Dollar amounts in thousands			
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	RCFAP742	26,000	1.
2. Retained earnings[1]	RCFAKW00	2,158,000	2.
To be completed only by institutions that have adopted ASU 2016-13: a. Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.)	RCOAJJ29	0	2.a.
3. Accumulated other comprehensive income (AOCI)	RCFAB530	0	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	RCOAP838	0	3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	RCFAP839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	RCFAP840	2,184,000	5.
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	RCFAP841	0	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	RCFAP842	0	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	RCFAP843	0	8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			9.
a. LESS: Net unrealized gains (losses) on available-for-sale debt securities (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP844	NR	9.a.
b. Not applicable.			9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP846	NR	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP847	NR	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP848	NR	9.e.
f. LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value) (To be completed only by institutions that entered "0" for No in item 3.a)	RCFAP849	0	9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			10.
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAQ258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.	RCFAP850	5,000	10.b.

Dollar amounts in thousands	(Column A) Non-advanced Approaches Institutions		(Column B) Advanced Approaches Institutions		
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments			RCFWP851	0	11.
12. Subtotal (for column A, item 5 minus items 6 through 10.b; for column B, item 5 minus items 6 through 11)	RCFAP852	NR	RCFWP852	2,179,000	12.
13. Not available					13.
a. LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12	RCFALB58	NR			13.a.
b. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			RCFWP853	0	13.b.
14. Not available					14.
a. LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12	RCFALB59	NR			14.a.
b. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			RCFWP854	0	14.b.
15. Not available					15.
a. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12	RCFALB60	NR			15.a.
b. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			RCFWP855	0	15.b.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold			RCFWP856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	RCFAP857	NR	RCFWP857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital[3]	RCFAP858	NR	RCFWP858	0	18.
19. Common equity tier 1 capital (item 12 minus item 18)	RCFAP859	NR	RCFWP859	2,179,000	19.

Dollar amounts in thousands			
20. Additional tier 1 capital instruments plus related surplus	RCFAP860	0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	RCFAP861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	RCFAP862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	RCFAP863	0	23.
24. LESS: Additional tier 1 capital deductions	RCFAP864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	RCFAP865	0	25.
26. Tier 1 capital[1]	RCFA8274	2,179,000	26.
27. Average total consolidated assets[2]	RCFAKW03	25,605,000	27.
28. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 13 through 15, 17, and certain elements of item 24 - see instructions)[3]	RCFAP875	5,000	28.
29. LESS: Other deductions from (additions to) assets for leverage ratio purposes	RCFAB596	0	29.
30. Total assets for the leverage ratio (item 27 minus items 28 and 29)	RCFAA224	25,600,000	30.
31. Leverage ratio (item 26 divided by 30)	RCFA7204	8.5117%	31.
a. Does your institution have a community bank leverage ratio (CBLR) framework election in effect as of the quarter-end report date? (enter "1" for Yes; enter "0" for No)	RCOALE74	0	31.a.

1. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.

Dollar amounts in thousands	(Column A) Amount		(Column B) Percentage		
32. Total assets*	RCFA2170	NR			32.
33. Trading assets and trading liabilities (Schedule RC, sum of items 5 and 15). Report as a dollar amount in Column A and as a percentage of total assets (5% limit) in Column B	RCFAKX77	NR	RCFAKX78	NR	33.
34. Off-balance sheet exposures:					34.
a. Unused portion of conditionally cancellable commitments	RCFAKX79	NR			34.a.
b. Securities lent and borrowed (Schedule RC-L, sum of items 6.a and 6.b)	RCFAKX80	NR			34.b.
c. Other off-balance sheet exposures	RCFAKX81	NR			34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c). Report as a dollar amount in Column A and as a percentage of total assets (25% limit) in Column B	RCFAKX82	NR	RCFAKX83	NR	34.d.

Dollar amounts in thousands			
35. Unconditionally cancellable commitments	RCFAS540	NR	35.
36. Investments in the tier 2 capital of unconsolidated financial institutions	RCFALB61	NR	36.
37. Allocated transfer risk reserve	RCFA3128	NR	37.
38. Amount of allowances for credit losses on purchased credit-deteriorated assets:			38.
a. Loans and leases held for investment	RCFAJJ30	NR	38.a.
b. Held-to-maturity debt securities	RCFAJJ31	NR	38.b.
c. Other financial assets measured at amortized cost	RCFAJJ32	NR	38.c.
39. Tier 2 capital instruments plus related surplus	RCFAP866	0	39.
40. Non-qualifying capital instruments subject to phase-out from tier 2 capital	RCFAP867	0	40.
41. Total capital minority interest that is not included in tier 1 capital	RCFAP868	0	41.
42. Allowance for loan and lease losses and eligible credit reserves includable in tier 2 capital			42.
a. Allowance for loan and lease losses includable in tier 2 capital[1]	RCFA5310	10,000	42.a.
b. (Advanced approaches institutions that exit parallel run only): Eligible credit reserves includable in tier 2 capital.	RCFW5310	0	42.b.
43. Not applicable.			43.
44. Tier 2 capital before deductions			44.
a. Tier 2 capital before deductions (sum of items 39 through 42)	RCFAP870	10,000	44.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital before deductions (sum of items 39 through 41, plus item 42.b)	RCFWP870	0	44.b.
45. LESS: Tier 2 capital deductions	RCFAP872	0	45.
46. Tier 2 capital			46.
a. Tier 2 capital (greater of item 44.a minus item 45, or zero)	RCFA5311	10,000	46.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital (greater of item 44.b minus item 45, or zero)	RCFW5311	0	46.b.
47. Total capital			47.
a. Total capital (sum of items 26 and 46.a)	RCFA3792	2,189,000	47.a.
b. (Advanced approaches institutions that exit parallel run only): Total capital (sum of items 26 and 46.b)	RCFW3792	2,179,000	47.b.
48. Total risk-weighted assets			48.
a. Total risk-weighted assets (from Schedule RC-R, Part II, item 31)	RCFAA223	5,657,000	48.a.
b. (Advanced approaches institutions that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	RCFWA223	3,686,000	48.b.

3. Beginning with the June 30, 2020, report date, all non-advanced approaches institutions should report in item 18, column A, the sum of items 13.a, 14.a, 15.a, and 17, column A; all advanced approaches institutions should report in item 18, column B, the sum of items 13.b, 14.b, 15.b, 16, and 17, column B.

1. Beginning with the June 30, 2020, report date, all non-advanced approaches institutions should report the sum of item 19, column A, and item 25 in item 26; all advanced approaches institutions should report the sum of item 19, column B, and item 25 in item 26.

2. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 27.

3. Beginning with the June 30, 2020, report date, all non-advanced approaches institutions should report in item 28 the sum of items 6, 7, 8, 10.b, 13.a, 14.a, 15.a, 17 (column A), and certain elements of item 24 - see instructions; all advanced approaches institutions should report in item 28, the sum of items 6, 7, 8, 10.b, 11, 13.b, 14.b, 15.b, 16, 17 (column B), and certain elements of item 24 - see instructions.

Dollar amounts in thousands	(Column A) Percentage		(Column B) Percentage		
49. Common equity tier 1 capital ratio (Column A: item 19, column A or B, as applicable, divided by item 48.a) (Advanced approaches institutions that exit parallel run only: Column B: item 19, column B, divided by item 48.b)	RCFAP793	**38.5186%**	RCFWP793	**59.1156%**	49.
50. Tier 1 capital ratio (Column A: item 26 divided by item 48.a) (Advanced approaches institutions that exit parallel run only: Column B: item 26 divided by item 48.b)	RCFA7206	**38.5186%**	RCFW7206	**59.1156%**	50.
51. Total capital ratio (Column A: item 47.a divided by item 48.a) (Advanced approaches institutions that exit parallel run only: Column B: item 47.b divided by item 48.b)	RCFA7205	**38.6954%**	RCFW7205	**59.1156%**	51.

Dollar amounts in thousands			
52. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			52.
a. Capital conservation buffer	RCFAH311	**30.6954%**	52.a.
b. Advanced approaches institutions and institutions subject to Category III capital standards only: Total applicable capital buffer	RCFWH312	**2.5000%**	52.b.
53. Eligible retained income[1]	RCFAH313	**NR**	53.
54. Distributions and discretionary bonus payments during the quarter[2]	RCFAH314	**NR**	54.
55. Advanced approaches institutions and institutions subject to Category III capital standards only: Supplementary leverage ratio information:			55.
a. Total leverage exposure[3]	RCFAH015	**25,600,000**	55.a.
b. Supplementary leverage ratio	RCFAH036	**8.5117%**	55.b.

*. For report dates through December 31, 2021, report the lesser of total assets reported in Schedule RC, item 12, as of December 31, 2019, or the current report date, which must be less than $10 billion.

1. Institutions that have adopted ASU 2016-13 should report the adjusted allowances for credit losses (AACL), as defined in the regulatory capital rule, in item 30.a.

1. Institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to 2.5000 percent (plus any other applicable buffer if the institution is an advanced approaches institution or a Category III institution).

2. Institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 46.a, in the Call Report for the December 31, 2019, report date was less than or equal to 2.5000 percent (plus any other applicable buffer if the institution is an advanced approaches institution or a Category III institution).

3. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 55.a.

Schedule RC-R Part II - Risk-Weighted Assets(Form Type - 031)

Institutions are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the federal banking agencies' regulatory capital rules and not deducted from tier 1 or tier 2 capital.

Dollar amounts in thousands	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
1. Cash and balances due from depository institutions..........	RCFDD957 15,634,000	RCFDS396 0	RCFDD958 15,597,000				RCFDD959 37,000	RCFDS397 0	RCFDD960 0	RCFDS398 0	1.
2. Securities:											2.
a. Held-to-maturity securities[3].......................................	RCFDD961 0	RCFDS399 0	RCFDD962 0	RCFDHJ74 0	RCFDHJ75 0		RCFDD963 0	RCFDD964 0	RCFDD965 0	RCFDS400 0	2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading..	RCFDJA21 0	RCFDS402 0	RCFDD967 0	RCFDHJ76 0	RCFDHJ77 0		RCFDD968 0	RCFDD969 0	RCFDD970 0	RCFDS403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											3.
a. Federal funds sold in domestic offices........................	RCOND971 0		RCOND972 0				RCOND973 0	RCONS410 0	RCOND974 0	RCONS411 0	3.a.
b. Securities purchased under agreements to resell.......	RCFDH171 0	RCFDH172 0									3.b.
4. Loans and leases held for sale:											4.
a. Residential mortgage exposures................................	RCFDS413 0	RCFDS414 0	RCFDH173 0				RCFDS415 0	RCFDS416 0	RCFDS417 0		4.a.
b. High volatility commercial real estate exposures........	RCFDS419 0	RCFDS420 0	RCFDH174 0				RCFDH175 0	RCFDH176 0	RCFDH177 0	RCFDS421 0	4.b.
c. Exposures past due 90 days or more or on nonaccrual[3]...	RCFDS423 0	RCFDS424 0	RCFDS425 0	RCFDHJ78 0	RCFDHJ79 0		RCFDS426 0	RCFDS427 0	RCFDS428 0	RCFDS429 0	4.c.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
1. Cash and balances due from depository institutions										1.
2. Securities:										2.
a. Held-to-maturity securities										2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading................	RCFDH270 0	RCFDS405 0		RCFDS406 0				RCFDH271 0	RCFDH272 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:										3.
a. Federal funds sold in domestic offices										3.a.

3. Institutions that have adopted ASU 2016-13 should report as a negative number allowances eligible for inclusion in tier 2 capital in Column B, which excludes PCD allowances.
3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										4.
a. Residential mortgage exposures..								RCFDH273 0	RCFDH274 0	4.a.
b. High volatility commercial real estate exposures................								RCFDH275 0	RCFDH276 0	4.b.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
c. Exposures past due 90 days or more or on nonaccrual[6].....								RCFDH277 0	RCFDH278 0	4.c.

Dollar amounts in thousands	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
4. Loans and leases held for sale (continued):											4.
d. All other exposures..	RCFDS431 0	RCFDS432 0	RCFDS433 0	RCFDHJ80 0	RCFDHJ81 0		RCFDS434 0	RCFDS435 0	RCFDS436 0	RCFDS437 0	4.d.
5. Loans and leases held for investment:											5.
a. Residential mortgage exposures................................	RCFDS439 9,974,000	RCFDS440 0	RCFDH178 0				RCFDS441 75,000	RCFDS442 8,676,000	RCFDS443 1,223,000		5.a.
b. High volatility commercial real estate exposures.........	RCFDS445 0	RCFDS446 0	RCFDH179 0				RCFDH180 0	RCFDH181 0	RCFDH182 0	RCFDS447 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual[7]...	RCFDS449 0	RCFDS450 0	RCFDS451 0	RCFDHJ82 0	RCFDHJ83 0		RCFDS452 0	RCFDS453 0	RCFDS454 0	RCFDS455 0	5.c.
d. All other exposures..	RCFDS457 0	RCFDS458 0	RCFDS459 0	RCFDHJ84 0	RCFDHJ85 0		RCFDS460 0	RCFDS461 0	RCFDS462 0	RCFDS463 0	5.d.
6. LESS: Allowance for loan and lease losses........................	RCFD3123 10,000	RCFD3123 10,000									6.
7. Trading assets...	RCFDD976 0	RCFDS466 0	RCFDD977 0	RCFDHJ86 0	RCFDHJ87 0		RCFDD978 0	RCFDD979 0	RCFDD980 0	RCFDS467 0	7.
8. All other assets[8]..	RCFDD981 99,000	RCFDS469 0	RCFDD982 2,000	RCFDHJ88 0	RCFDHJ89 0		RCFDD983 17,000	RCFDD984 21,000	RCFDD985 59,000	RCFDH185 0	8.
a. Separate account bank-owned life insurance											8.a.
b. Default fund contributions to central counterparties											8.b.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
4. Loans and leases held for sale (continued):										4.
d. All other exposures								RCFDH279 0	RCFDH280 0	4.d.
5. Loans and leases held for investment:										5.
a. Residential mortgage exposures								RCFDH281 0	RCFDH282 0	5.a.
b. High volatility commercial real estate exposures								RCFDH283 0	RCFDH284 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual[11]								RCFDH285 0	RCFDH286 0	5.c.
d. All other exposures								RCFDH287 0	RCFDH288 0	5.d.
6. LESS: Allowance for loan and lease losses										6.
7. Trading assets	RCFDH289 0	RCFDH186 0	RCFDH290 0	RCFDH187 0				RCFDH291 0	RCFDH292 0	7.
8. All other assets[12]	RCFDH293 0	RCFDH188 0	RCFDS470 0	RCFDS471 0				RCFDH294 0	RCFDH295 0	8.
a. Separate account bank-owned life insurance								RCFDH296 0	RCFDH297 0	8.a.
b. Default fund contributions to central counterparties								RCFDH298 0	RCFDH299 0	8.b.

6. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
7. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
8. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.
11. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
12. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Dollar amounts in thousands	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Exposure Amount 1,250%	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology SSFA	(Column U) Total Risk-Weighted Asset Amount by Calculation Methodology Gross-Up	
9. On-balance sheet securitization exposures:						9.
a. Held-to-maturity securities	RCFDS475 0	RCFDS476 0	RCFDS477 0	RCFDS478 0	RCFDS479 0	9.a.
b. Available-for-sale securities	RCFDS480 0	RCFDS481 0	RCFDS482 0	RCFDS483 0	RCFDS484 0	9.b.
c. Trading assets	RCFDS485 0	RCFDS486 0	RCFDS487 0	RCFDS488 0	RCFDS489 0	9.c.
d. All other on-balance sheet securitization exposures	RCFDS490 0	RCFDS491 0	RCFDS492 0	RCFDS493 0	RCFDS494 0	9.d.
10. Off-balance sheet securitization exposures	RCFDS495 0	RCFDS496 0	RCFDS497 0	RCFDS498 0	RCFDS499 0	10.

Dollar amounts in thousands	(Column A) Totals From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
11. Total balance sheet assets[14]	RCFD2170 25,697,000	RCFDS500 -10,000	RCFDD987 15,599,000	RCFDHJ90 0	RCFDHJ91 0		RCFDD988 129,000	RCFDD989 8,697,000	RCFDD990 1,282,000	RCFDS503 0	11.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	
11. Total balance sheet assets[14]	RCFDS504 0	RCFDS505 0	RCFDS506 0	RCFDS507 0			RCFDS510 0	RCFDH300 0	11.

Dollar amounts in thousands	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
12. Financial standby letters of credit	RCFDD991 0	RCFDD992 0	RCFDD993 0	RCFDHJ92 0	RCFDHJ93 0		RCFDD994 0	RCFDD995 0	RCFDD996 0	RCFDS511 0	12.
13. Performance standby letters of credit and transaction-related contingent items	RCFDD997 0	RCFDD998 0	RCFDD999 0				RCFDG603 0	RCFDG604 0	RCFDG605 0	RCFDS512 0	13.
14. Commercial and similar letters of credit with an original maturity of one year or less	RCFDG606 0	RCFDG607 0	RCFDG608 0	RCFDHJ94 0	RCFDHJ95 0		RCFDG609 0	RCFDG610 0	RCFDG611 0	RCFDS513 0	14.
15. Retained recourse on small business obligations sold with recourse	RCFDG612 0	RCFDG613 0	RCFDG614 0				RCFDG615 0	RCFDG616 0	RCFDG617 0	RCFDS514 0	15.

Dollar amounts in thousands	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
16. Repo-style transactions[21]	RCFDS515 0	RCFDS516 0	RCFDS517 0	RCFDS518 0	RCFDS519 0		RCFDS520 0	RCFDS521 0	RCFDS522 0	RCFDS523 0	16.
17. All other off-balance sheet liabilities	RCFDG618 0	RCFDG619 0	RCFDG620 0				RCFDG621 0	RCFDG622 0	RCFDG623 0	RCFDS524 0	17.
18. Unused commitments:[*]											18.
a. Original maturity of one year or less	RCFDS525 0	RCFDS526 0	RCFDS527 0	RCFDHJ96 0	RCFDHJ97 0		RCFDS528 0	RCFDS529 0	RCFDS530 0	RCFDS531 0	18.a.

14. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule RC, item 12.
21. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
*. Excludes unused commitments to asset-backed commercial paper conduits.

Dollar amounts in thousands	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
b. Original maturity exceeding one year	RCFDG624 0	RCFDG625 0	RCFDG626 0	RCFDHJ98 0	RCFDHJ99 0		RCFDG627 0	RCFDG628 0	RCFDG629 0	RCFDS539 0	18.b.
19. Unconditionally cancelable commitments	RCFDS540 0	RCFDS541 0									19.
20. Over-the-counter derivatives		RCFDS542 0	RCFDS543 0	RCFDHK00 0	RCFDHK01 0	RCFDS544 0	RCFDS545 0	RCFDS546 0	RCFDS547 0	RCFDS548 0	20.
21. Centrally cleared derivatives		RCFDS549 0	RCFDS550 0	RCFDS551 0	RCFDS552 0		RCFDS554 0	RCFDS555 0	RCFDS556 0	RCFDS557 0	21.
22. Unsettled transactions (failed trades)[22]	RCFDH191 0		RCFDH193 0				RCFDH194 0	RCFDH195 0	RCFDH196 0	RCFDH197 0	22.

22. For item 22, the sum of columns C through Q must equal column A.

Dollar amounts in thousands	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Credit Equivalent Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
16. Repo-style transactions[24]				RCFDH301 0	RCFDH302 0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments:[*]						18.
a. Original maturity of one year or less				RCFDH303 0	RCFDH304 0	18.a.
b. Original maturity exceeding one year				RCFDH307 0	RCFDH308 0	18.b.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				RCFDH309 0	RCFDH310 0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades)[25]	RCFDH198 0	RCFDH199 0	RCFDH200 0			22.

24. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
*. Excludes unused commitments to asset-backed commercial paper conduits.
25. For item 22, the sum of columns C through Q must equal column A.

Dollar amounts in thousands	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)..	RCFDG630 15,599,000	RCFDS558 0	RCFDS559 0	RCFDS560 0	RCFDG631 129,000	RCFDG632 8,697,000	RCFDG633 1,282,000	RCFDS561 0	23.
24. Risk weight factor									24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)..	RCFDG634 0	RCFDS569 0	RCFDS570 0	RCFDS571 0	RCFDG635 26,000	RCFDG636 4,349,000	RCFDG637 1,282,000	RCFDS572 0	25.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22).........	RCFDS562 0	RCFDS563 0	RCFDS564 0	RCFDS565 0	RCFDS566 0	RCFDS567 0	RCFDS568 0	23.
24. Risk weight factor								24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)...	RCFDS573 0	RCFDS574 0	RCFDS575 0	RCFDS576 0	RCFDS577 0	RCFDS578 0	RCFDS579 0	25.

Dollar amounts in thousands			
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	RCFDS580	5,657,000	26.
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rule)	RCFDS581	0	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve[27]	RCFDB704	5,657,000	28.
29. LESS: Excess allowance for loan and lease losses	RCFDA222	0	29.
30. LESS: Allocated transfer risk reserve	RCFD3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	RCFDG641	5,657,000	31.
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules	RCFDG642	0	M.1.

Dollar amounts in thousands	(Column A) With a remaining maturity of One year or less		(Column B) With a remaining maturity of Over one year through five years		(Column C) With a remaining maturity of Over five years		
2. Notional principal amounts of over-the-counter derivative contracts:							M.2.
a. Interest rate	RCFDS582	0	RCFDS583	0	RCFDS584	0	M.2.a.
b. Foreign exchange rate and gold	RCFDS585	0	RCFDS586	0	RCFDS587	0	M.2.b.
c. Credit (investment grade reference asset)	RCFDS588	0	RCFDS589	0	RCFDS590	0	M.2.c.
d. Credit (non-investment grade reference asset)	RCFDS591	0	RCFDS592	0	RCFDS593	0	M.2.d.
e. Equity	RCFDS594	0	RCFDS595	0	RCFDS596	0	M.2.e.
f. Precious metals (except gold)	RCFDS597	0	RCFDS598	0	RCFDS599	0	M.2.f.
g. Other	RCFDS600	0	RCFDS601	0	RCFDS602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:							M.3.
a. Interest rate	RCFDS603	0	RCFDS604	0	RCFDS605	0	M.3.a.
b. Foreign exchange rate and gold	RCFDS606	0	RCFDS607	0	RCFDS608	0	M.3.b.
c. Credit (investment grade reference asset)	RCFDS609	0	RCFDS610	0	RCFDS611	0	M.3.c.
d. Credit (non-investment grade reference asset)	RCFDS612	0	RCFDS613	0	RCFDS614	0	M.3.d.
e. Equity	RCFDS615	0	RCFDS616	0	RCFDS617	0	M.3.e.
f. Precious metals (except gold)	RCFDS618	0	RCFDS619	0	RCFDS620	0	M.3.f.
g. Other	RCFDS621	0	RCFDS622	0	RCFDS623	0	M.3.g.

Dollar amounts in thousands			
4. Amount of allowances for credit losses on purchased credit-deteriorated assets:[1]			M.4.
a. Loans and leases held for investment	RCFDJJ30	0	M.4.a.
b. Held-to-maturity debt securities	RCFDJJ31	0	M.4.b.
c. Other financial assets measured at amortized cost	RCFDJJ32	0	M.4.c.

27. Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c, 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).
1. Memorandum items 4.a through 4.c should be completed only by institutions that have adopted ASU 2016-13.

Schedule RC-S - Servicing Securitization and Asset Sale Activities(Form Type - 031)

Dollar amounts in thousands	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCFDB705 0	RCFDB706 0	RCFDB707 0	RCFDB708 0	RCFDB709 0	RCFDB710 0	RCFDB711 0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1	RCFDHU09 0	RCFDHU10 0	RCFDHU11 0	RCFDHU12 0	RCFDHU13 0	RCFDHU14 0	RCFDHU15 0	2.
Item 3 is to be completed by banks with $100 billion or more in total assets. 3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1[1]	RCFDB726 NR	RCFDB727 NR	RCFDB728 NR	RCFDB729 NR	RCFDB730 NR	RCFDB731 NR	RCFDB732 NR	3.
4. Past due loan amounts included in item 1:								4.
a. 30-89 days past due	RCFDB733 0	RCFDB734 0	RCFDB735 0	RCFDB736 0	RCFDB737 0	RCFDB738 0	RCFDB739 0	4.a.
b. 90 days or more past due	RCFDB740 0	RCFDB741 0	RCFDB742 0	RCFDB743 0	RCFDB744 0	RCFDB745 0	RCFDB746 0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								5.
a. Charge-offs	RIADB747 0	RIADB748 0	RIADB749 0	RIADB750 0	RIADB751 0	RIADB752 0	RIADB753 0	5.a.
b. Recoveries	RIADB754 0	RIADB755 0	RIADB756 0	RIADB757 0	RIADB758 0	RIADB759 0	RIADB760 0	5.b.
Item 6 is to be completed by banks with $10 billion or more in total assets. 6. Total amount of ownership (or seller's) interest carried as securities or loans[1]		RCFDHU16 0	RCFDHU17 0			RCFDHU18 0		6.
7. Not applicable								7.
8. Not applicable								8.
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCFDB776 0			RCFDB779 0	RCFDB780 0	RCFDB781 0	RCFDB782 0	9.
Item 10 is to be completed by banks with $10 billion or more in total assets. 10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures[1]	RCFDB783 0			RCFDB786 0	RCFDB787 0	RCFDB788 0	RCFDB789 0	10.
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCFDB790 0						RCFDB796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCFDB797 0						RCFDB803 0	12.

1. The $100 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
1. The $10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
1. The $10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Dollar amounts in thousands			
1. Not applicable			M.1.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	RCFDB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	RCFDB805	0	M.2.b.
c. Other financial assets (includes home equity lines)[1]	RCFDA591	0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	RCFDF699	0	M.2.d.
Memorandum item 3 is to be completed by banks with $10 billion or more in total assets. 3. Asset-backed commercial paper conduits: [2]			M.3.
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	RCFDB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions	RCFDB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	RCFDB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions	RCFDB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C[2]	RCFDC407	0	M.4.

Schedule RC-T - Fiduciary and Related Services(Form Type - 031)

Dollar amounts in thousands			
1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)	RCFDA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?	RCFDA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCFDB867	No	3.

Dollar amounts in thousands	(Column A) Managed Assets		(Column B) Non-Managed Assets		(Column C) Number of Managed Accounts		(Column D) Number of Non-Managed Accounts		
4. Personal trust and agency accounts	RCFDB868	NR	RCFDB869	NR	RCFDB870	NR	RCFDB871	NR	4.
5. Employee benefit and retirement-related trust and agency accounts:									5.
a. Employee benefit - defined contribution	RCFDB872	NR	RCFDB873	NR	RCFDB874	NR	RCFDB875	NR	5.a.
b. Employee benefit - defined benefit	RCFDB876	NR	RCFDB877	NR	RCFDB878	NR	RCFDB879	NR	5.b.
c. Other employee benefit and retirement-related accounts	RCFDB880	NR	RCFDB881	NR	RCFDB882	NR	RCFDB883	NR	5.c.
6. Corporate trust and agency accounts	RCFDB884	NR	RCFDB885	NR	RCFDC001	NR	RCFDC002	NR	6.
7. Investment management and investment advisory agency accounts	RCFDB886	NR	RCFDJ253	NR	RCFDB888	NR	RCFDJ254	NR	7.
8. Foundation and endowment trust and agency accounts	RCFDJ255	NR	RCFDJ256	NR	RCFDJ257	NR	RCFDJ258	NR	8.
9. Other fiduciary accounts	RCFDB890	NR	RCFDB891	NR	RCFDB892	NR	RCFDB893	NR	9.
10. Total fiduciary accounts (sum of items 4 through 9)	RCFDB894	NR	RCFDB895	NR	RCFDB896	NR	RCFDB897	NR	10.
11. Custody and safekeeping accounts			RCFDB898	NR			RCFDB899	NR	11.
12. Fiduciary accounts held in foreign offices (included in items 10 and 11)	RCFNB900	NR	RCFNB901	NR	RCFNB902	NR	RCFNB903	NR	12.
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11)	RCFDJ259	NR	RCFDJ260	NR	RCFDJ261	NR	RCFDJ262	NR	13.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than $10 million.
2. The $10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
2. Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Dollar amounts in thousands			
14. Personal trust and agency accounts	RIADB904	NR	14.
15. Employee benefit and retirement-related trust and agency accounts:			15.
a. Employee benefit - defined contribution	RIADB905	NR	15.a.
b. Employee benefit - defined benefit	RIADB906	NR	15.b.
c. Other employee benefit and retirement-related accounts	RIADB907	NR	15.c.
16. Corporate trust and agency accounts	RIADA479	NR	16.
17. Investment management and investment advisory agency accounts	RIADJ315	NR	17.
18. Foundation and endowment trust and agency accounts	RIADJ316	NR	18.
19. Other fiduciary accounts	RIADA480	NR	19.
20. Custody and safekeeping accounts	RIADB909	NR	20.
21. Other fiduciary and related services income	RIADB910	NR	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a)	RIAD4070	0	22.
a. Fiduciary and related services income - foreign offices (included in item 22)	RIADB912	NR	22.a.
23. Less: Expenses	RIADC058	NR	23.
24. Less: Net losses from fiduciary and related services	RIADA488	NR	24.
25. Plus: Intracompany income credits for fiduciary and related services	RIADB911	NR	25.
26. Net fiduciary and related services income	RIADA491	NR	26.

Dollar amounts in thousands	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts		(Column C) All Other Accounts		
1. Managed assets held in fiduciary accounts:							M.1.
a. Noninterest-bearing deposits	RCFDJ263	NR	RCFDJ264	NR	RCFDJ265	NR	M.1.a.
b. Interest-bearing deposits	RCFDJ266	NR	RCFDJ267	NR	RCFDJ268	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations	RCFDJ269	NR	RCFDJ270	NR	RCFDJ271	NR	M.1.c.
d. State, county, and municipal obligations	RCFDJ272	NR	RCFDJ273	NR	RCFDJ274	NR	M.1.d.
e. Money market mutual funds	RCFDJ275	NR	RCFDJ276	NR	RCFDJ277	NR	M.1.e.
f. Equity mutual funds	RCFDJ278	NR	RCFDJ279	NR	RCFDJ280	NR	M.1.f.
g. Other mutual funds	RCFDJ281	NR	RCFDJ282	NR	RCFDJ283	NR	M.1.g.
h. Common trust funds and collective investment funds	RCFDJ284	NR	RCFDJ285	NR	RCFDJ286	NR	M.1.h.
i. Other short-term obligations	RCFDJ287	NR	RCFDJ288	NR	RCFDJ289	NR	M.1.i.
j. Other notes and bonds	RCFDJ290	NR	RCFDJ291	NR	RCFDJ292	NR	M.1.j.
k. Investments in unregistered funds and private equity investments	RCFDJ293	NR	RCFDJ294	NR	RCFDJ295	NR	M.1.k.
l. Other common and preferred stocks	RCFDJ296	NR	RCFDJ297	NR	RCFDJ298	NR	M.1.l.
m. Real estate mortgages	RCFDJ299	NR	RCFDJ300	NR	RCFDJ301	NR	M.1.m.
n. Real estate	RCFDJ302	NR	RCFDJ303	NR	RCFDJ304	NR	M.1.n.
o. Miscellaneous assets	RCFDJ305	NR	RCFDJ306	NR	RCFDJ307	NR	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o)	RCFDJ308	NR	RCFDJ309	NR	RCFDJ310	NR	M.1.p.

Dollar amounts in thousands	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
q. Investments of managed fiduciary accounts in advised or sponsored mutual funds	RCFDJ311	NR	RCFDJ312	NR	M.1.q.

Dollar amounts in thousands	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
2. Corporate trust and agency accounts:					M.2.
a. Corporate and municipal trusteeships	RCFDB927	NR	RCFDB928	NR	M.2.a.
1. Issues reported in Memorandum item 2.a that are in default	RCFDJ313	NR	RCFDJ314	NR	M.2.a.1.
b. Transfer agent, registrar, paying agent, and other corporate agency	RCFDB929	NR			M.2.b.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
Memoranda items 3.a through 3.g are to be completed by banks with collective investment funds and common trust funds with a total market value of $1 billion or more as of the preceding December 31. 3. Collective investment funds and common trust funds:					M.3.
a. Domestic equity	RCFDB931	NR	RCFDB932	NR	M.3.a.
b. International/Global equity	RCFDB933	NR	RCFDB934	NR	M.3.b.
c. Stock/Bond blend	RCFDB935	NR	RCFDB936	NR	M.3.c.
d. Taxable bond	RCFDB937	NR	RCFDB938	NR	M.3.d.
e. Municipal bond	RCFDB939	NR	RCFDB940	NR	M.3.e.
f. Short term investments/Money market	RCFDB941	NR	RCFDB942	NR	M.3.f.
g. Specialty/Other	RCFDB943	NR	RCFDB944	NR	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	RCFDB945	NR	RCFDB946	NR	M.3.h.

Dollar amounts in thousands	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
4. Fiduciary settlements, surcharges, and other losses:							M.4.
a. Personal trust and agency accounts	RIADB947	NR	RIADB948	NR	RIADB949	NR	M.4.a.
b. Employee benefit and retirement-related trust and agency accounts	RIADB950	NR	RIADB951	NR	RIADB952	NR	M.4.b.
c. Investment management agency accounts	RIADB953	NR	RIADB954	NR	RIADB955	NR	M.4.c.
d. Other fiduciary accounts and related services	RIADB956	NR	RIADB957	NR	RIADB958	NR	M.4.d.
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24)	RIADB959	NR	RIADB960	NR	RIADB961	NR	M.4.e.

Schedule RC-V - Variable Interest Entities(Form Type - 031)

Dollar amounts in thousands	(Column A) Securitization Vehicles		(Column B) Other VIEs		
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:					1.
a. Cash and balances due from depository institutions	RCFDJ981	0	RCFDJF84	0	1.a.
b. Securities not held for trading	RCFDHU20	0	RCFDHU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale	RCFDHU22	0	RCFDHU23	0	1.c.
d. Other real estate owned	RCFDK009	0	RCFDJF89	0	1.d.
e. Other assets	RCFDJF91	0	RCFDJF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:					2.
a. Other borrowed money	RCFDJF92	0	RCFDJF85	0	2.a.
b. Other liabilities	RCFDJF93	0	RCFDJF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.e above)	RCFDK030	0	RCFDJF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.b above)	RCFDK033	0	RCFDJF88	0	4.

Dollar amounts in thousands			
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs	RCFDJF77	0	5.
6. Total liabilities of ABCP conduit VIEs	RCFDJF78	0	6.

Optional Narrative Statement Concerning the Amounts Reported in the Consolidated Reports of Condition and Income(Form Type - 031)

Dollar amounts in thousands			
1. Comments?	RCON6979	No	1.
2. Bank Management Statement	TEXT6980	NR	2.

Board of Governors of the Federal Reserve System
Federal Deposit Insurance Corporation
Office of the Comptroller of the Currency

Federal Financial Institutions Examination Council

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

Institution Name	**BANK OF AMERICA CALIFORNIA, NATIONAL ASSOCIATION**
City	**SAN FRANCISCO**
State	**CA**
Zip Code	**94104**
Call Report Report Date	**9/30/2021**
Report Type	**031**
RSSD-ID	**1443266**
FDIC Certificate Number	**25178**
OCC Charter Number	**24077**
ABA Routing Number	**121141822**
Last updated on	**10/28/2021**

Federal Financial Institutions Examination Council

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

Report at the close of business September 30, 2021

(20210930)
(RCON 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State non member banks); 12 U.S.C. §161 (National banks); and 12 U.S.C. §1464 (Savings associations).

Unless the context indicates otherwise, the term "bank" in this report form refers to both banks and savings associations.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for state non member banks and three directors for state member banks, national banks, and savings associations.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Director (Trustee)

Director (Trustee)

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

(a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for datacollection (https://cdr.ffiec.gov/cdr/), or

(b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data in to the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at CDR.Help@cdr.ffiec.gov.

FDIC Certificate Number **25178** (RSSD 9050)

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

BANK OF AMERICA CALIFORNIA, NATIONAL ASSOCIATION
Legal Title of Bank (RSSD 9017)

SAN FRANCISCO
City (RSSD 9130)

CA — State Abbreviation (RSSD 9200)

94104 — Zip Code (RSSD 9220)

Legal Entity Identifier (LEI)
(RCON 9224)

The estimated average burden associated with this information collection is 50.4 hours per respondent and is estimated to vary from 20 to 775 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031

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For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

For information or assistance, national banks, state nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, DC 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern Time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter, and (2) the person at the bank—other than the Chief Financial Officer (or equivalent)—to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

CONF
Name (TEXT C490)

CONF
Title (TEXT C491)

CONF
E-mail Address (TEXT C492)

CONF
Area Code / Phone Number / Extension (TEXT C493)

CONF
Area Code / FAX Number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

CONF
Name (TEXT C495)

CONF
Title (TEXT C496)

CONF
E-mail Address (TEXT 4086)

CONF
Area Code / Phone Number / Extension (TEXT 8902)

CONF
Area Code / FAX Number (TEXT 9116)

Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time-sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

CONF
Name (TEXT C366)

CONF
Title (TEXT C367)

CONF
E-mail Address (TEXT C368)

CONF
Area Code / Phone Number / Extension (TEXT C369)

CONF
Area Code / FAX Number (TEXT C370)

Secondary Contact

CONF
Name (TEXT C371)

CONF
Title (TEXT C372)

CONF
E-mail Address (TEXT C373)

CONF
Area Code / Phone Number / Extension (TEXT C374)

CONF
Area Code / FAX Number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering

Contact Information

This information is being requested to identify points-of-contact who are in charge of your bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti- money laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

Primary Contact

CONF
Name (TEXT C437)

CONF
Title (TEXT C438)

CONF
E-mail Address (TEXT C439)

CONF
Area Code / Phone Number / Extension (TEXT C440)

Secondary Contact

CONF
Name (TEXT C442)

CONF
Title (TEXT C443)

CONF
E-mail Address (TEXT C444)

CONF
Area Code / Phone Number / Extension (TEXT 8902)

Third Contact

CONF
Name (TEXT C870)

CONF
Title (TEXT C871)

CONF
E-mail Address (TEXT C368)

CONF
Area Code / Phone Number / Extension (TEXT C873)

Fourth Contact

CONF
Name (TEXT C875)

CONF
Title (TEXT C876)

CONF
E-mail Address (TEXT C877)

CONF
Area Code / Phone Number / Extension (TEXT C878)

Bank Demographic Information(Form Type - 031)

Dollar amounts in thousands

1. Reporting date	RCON9999	20210930	1.
2. FDIC certificate number	RSSD9050	25178	2.
3. Legal title of bank	RSSD9017	Click here for value	3.
4. City	RSSD9130	Click here for value	4.
5. State abbreviation	RSSD9200	CA	5.
6. Zip code	RSSD9220	94101	6.
7. Legal Entity Identifier (LEI) (Report only if your institution already has an LEI.)	RCON9224	NR	7.

(RSSD9017) Bank of America California, National Association

(RSSD9130) San Francisco

Contact Information(Form Type - 031)

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name	TEXTC490	CONF	1.a.1.
2. Title	TEXTC491	CONF	1.a.2.
3. E-mail Address	TEXTC492	CONF	1.a.3.
4. Telephone	TEXTC493	CONF	1.a.4.
5. FAX	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name	TEXTC495	CONF	1.b.1.
2. Title	TEXTC496	CONF	1.b.2.
3. E-mail Address	TEXT4086	CONF	1.b.3.
4. Telephone	TEXT8902	CONF	1.b.4.
5. FAX	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title	TEXTB962	CONF	2.a.
b. E-mail Address	TEXTB926	CONF	2.b.
c. Telephone	TEXTB963	CONF	2.c.
d. FAX	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name	TEXTC366	CONF	3.a.1.
2. Title	TEXTC367	CONF	3.a.2.
3. E-mail Address	TEXTC368	CONF	3.a.3.
4. Telephone	TEXTC369	CONF	3.a.4.
5. FAX	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name	TEXTC371	CONF	3.b.1.
2. Title	TEXTC372	CONF	3.b.2.
3. E-mail Address	TEXTC373	CONF	3.b.3.
4. Telephone	TEXTC374	CONF	3.b.4.
5. FAX	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.

Dollar amounts in thousands			
1. Name	TEXTC437	CONF	4.a.1.
2. Title	TEXTC438	CONF	4.a.2.
3. E-mail Address	TEXTC439	CONF	4.a.3.
4. Telephone	TEXTC440	CONF	4.a.4.
b. Secondary Contact			4.b.
1. Name	TEXTC442	CONF	4.b.1.
2. Title	TEXTC443	CONF	4.b.2.
3. E-mail Address	TEXTC444	CONF	4.b.3.
4. Telephone	TEXTC445	CONF	4.b.4.
c. Third Contact			4.c.
1. Name	TEXTC870	CONF	4.c.1.
2. Title	TEXTC871	CONF	4.c.2.
3. E-mail Address	TEXTC872	CONF	4.c.3.
4. Telephone	TEXTC873	CONF	4.c.4.
d. Fourth Contact			4.d.
1. Name	TEXTC875	CONF	4.d.1.
2. Title	TEXTC876	CONF	4.d.2.
3. E-mail Address	TEXTC877	CONF	4.d.3.
4. Telephone	TEXTC878	CONF	4.d.4.
5. Chief Executive Officer Contact Information			5.
a. Chief Executive Officer			5.a.
1. Name	TEXTFT42	CONF	5.a.1.
2. E-mail Address	TEXTFT44	CONF	5.a.2.
3. Telephone	TEXTFT43	CONF	5.a.3.
4. FAX	TEXTFT45	CONF	5.a.4.

Schedule RI - Income Statement(Form Type - 031)

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Dollar amounts in thousands			
1. Interest income:			1.
a. Interest and fee income on loans:			1.a.
1. In domestic offices:			1.a.1.
a. Loans secured by real estate:			1.a.1.a.
1. Loans secured by 1-4 family residential properties	RIAD4435	175,000	1.a.1.a.1.
2. All other loans secured by real estate	RIAD4436	0	1.a.1.a.2.
b. Loans to finance agricultural production and other loans to farmers	RIAD4024	0	1.a.1.b.
c. Commercial and industrial loans	RIAD4012	0	1.a.1.c.
d. Loans to individuals for household, family, and other personal expenditures:			1.a.1.d.
1. Credit cards	RIADB485	0	1.a.1.d.1.
2. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	RIADB486	0	1.a.1.d.2.
e. Loans to foreign governments and official institutions	RIAD4056	0	1.a.1.e.
f. All other loans in domestic offices	RIADB487	0	1.a.1.f.
2. In foreign offices, Edge and Agreement subsidiaries, and IBFs	RIAD4059	NR	1.a.2.
3. Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	RIAD4010	175,000	1.a.3.
b. Income from lease financing receivables	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions[1]	RIAD4115	14,000	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	RIADB488	0	1.d.1.
2. Mortgage-backed securities	RIADB489	0	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.)	RIAD4060	0	1.d.3.
e. Interest income from trading assets	RIAD4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	RIAD4020	0	1.f.
g. Other interest income	RIAD4518	1,000	1.g.
h. Total interest income (sum of items 1.a.(3) through 1.g)	RIAD4107	190,000	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Interest on deposits in domestic offices:			2.a.1.
a. Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	RIAD4508	0	2.a.1.a.
b. Nontransaction accounts:			2.a.1.b.
1. Savings deposits (includes MMDAs)	RIAD0093	2,000	2.a.1.b.1.
2. Time deposits of $250,000 or less	RIADHK03	0	2.a.1.b.2.
3. Time deposits of more than $250,000	RIADHK04	0	2.a.1.b.3.
2. Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	RIAD4172	NR	2.a.2.
b. Expense of federal funds purchased and securities sold under agreements to repurchase	RIAD4180	0	2.b.
c. Interest on trading liabilities and other borrowed money	RIAD4185	0	2.c.
d. Interest on subordinated notes and debentures	RIAD4200	0	2.d.
e. Total interest expense (sum of items 2.a through 2.d)	RIAD4073	2,000	2.e.
3. Net interest income (item 1.h minus 2.e)	RIAD4074	188,000	3.
4. Provision for loan and lease losses[1]	RIADJJ33	-5,000	4.
5. Noninterest income:			5.
a. Income from fiduciary activities[2]	RIAD4070	0	5.a.
b. Service charges on deposit accounts in domestic offices	RIAD4080	0	5.b.

1. Includes interest income on time certificates of deposit not held for trading.
1. Institutions that have adopted ASU 2016-13 should report in item 4, the provisions for credit losses for all financial assets and off-balance-sheet credit exposures that fall within the scope of the standard.
2. For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.

Dollar amounts in thousands			
c. Trading revenue[3]	RIADA220	0	5.c.
d. Income from securities-related and insurance activities:			5.d.
1. Fees and commissions from securities brokerage	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities	RIADC386	0	5.d.4.
5. Income from other insurance activities	RIADC387	0	5.d.5.
e. Venture capital revenue	RIADB491	0	5.e.
f. Net servicing fees	RIADB492	0	5.f.
g. Net securitization income	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases	RIAD5416	0	5.i.
j. Net gains (losses) on sales of other real estate owned	RIAD5415	1,000	5.j.
k. Net gains (losses) on sales of other assets[4]	RIADB496	0	5.k.
l. Other noninterest income*	RIADB497	0	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	RIAD4079	1,000	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale debt securities	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits	RIAD4135	0	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	RIAD4217	0	7.b.
c. Not available			7.c.
1. Goodwill impairment losses	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets	RIADC232	0	7.c.2.
d. Other noninterest expense*	RIAD4092	60,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	RIAD4093	60,000	7.e.
8. Not available			8.
a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)	RIADHT69	134,000	8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading[5]	RIADHT70	0	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	RIAD4301	134,000	8.c.
9. Applicable income taxes (on item 8.c)	RIAD4302	34,000	9.
10. Income (loss) before discontinued operations (item 8.c minus item 9)	RIAD4300	100,000	10.
11. Discontinued operations, net of applicable income taxes (Describe on Schedule RI-E - Explanations)*	RIADFT28	0	11.
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)	RIADG104	100,000	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	RIADG103	0	13.
14. Net income (loss) attributable to bank (item 12 minus item 13)	RIAD4340	100,000	14.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	RIAD4513	0	M.1.
Memorandum item 2 is to be completed by banks with $1 billion or more in total assets 2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b)	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3))	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	RIAD4150	0	M.5.
6. Not applicable			M.6.

3. For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.
4. Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale debt securities.
*. Describe on Schedule RI-E—Explanations.
5. Item 8.b is to be completed by all institutions. See the instructions this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

Dollar amounts in thousands			
7. If the reporting institution has applied pushdown accounting this calendar year, report the date of the institution's acquisition (see instructions)[2]	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c):			M.8.
Memorandum items 8.a through 8.e are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of $2 million or more for any quarter of the preceding calendar year. a. Interest rate exposures	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures	RIAD8758	NR	M.8.b.
c. Equity security and index exposures	RIAD8759	NR	M.8.c.
d. Commodity and other exposures	RIAD8760	NR	M.8.d.
e. Credit exposures	RIADF186	NR	M.8.e.
Memorandum items 8.f through 8.h are to be completed by banks with $100 billion or more in total assets that are required to complete Schedule RI, Memorandum items 8.a through 8.e, above. f. Impact on trading revenue of changes in the creditworthiness of the bank's derivatives counterparties on the bank's derivative assets (year-to-date changes) (included in Memorandum items 8.a through 8.e above):			M.8.f.
1. Gross credit valuation adjustment (CVA)	RIADFT36	NR	M.8.f.1.
2. CVA hedge	RIADFT37	NR	M.8.f.2.
g. Impact on trading revenue of changes in the creditworthiness of the bank on the bank's derivative liabilities (year-to-date changes) (included in Memorandum items 8.a through 8.e above):			M.8.g.
1. Gross debit valuation adjustment (DVA)	RIADFT38	NR	M.8.g.1.
2. DVA hedge	RIADFT39	NR	M.8.g.2.
h. Gross trading revenue, before including positive or negative net CVA and net DVA	RIADFT40	NR	M.8.h.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	RIADC890	0	M.9.b.
10. Credit losses on derivatives (see instructions)	RIADA251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIADA530	No	M.11.
Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, Part I, Memorandum items 8.b and 8.c and is to be completed semiannually in the June and December reports only. 12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)(1))	RIADF228	NR	M.12.
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option. 13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets	RIADF551	NR	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	RIADF552	NR	M.13.a.1.
b. Net gains (losses) on liabilities	RIADF553	NR	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	RIADF554	NR	M.13.b.1.
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities[2]	RIADJ321	NR	M.14.
Memorandum item 15 is to be completed by institutions with $1 billion or more in total assets that answered "Yes" to Schedule RC-E, Part I, Memorandum item 5. 15. Components of service charges on deposit accounts in domestic offices (sum of Memorandum items 15.a through 15.d must equal Schedule RI, item 5.b):			M.15.
a. Consumer overdraft-related service charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	RIADH032	0	M.15.a.
b. Consumer account periodic maintenance charges levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	RIADH033	0	M.15.b.
c. Consumer customer automated teller machine (ATM) fees levied on those transaction account and nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use	RIADH034	0	M.15.c.
d. All other service charges on deposit accounts	RIADH035	0	M.15.d.

2. Report the date in YYYYMMDD format. For example, a bank acquired on March 1, 2019, would report 20190301.
2. Memorandum item 14 is to be completed only by institutions that have not adopted ASU 2016-13.

Schedule RI-A - Changes in Bank Equity Capital(Form Type - 031)

Dollar amounts in thousands			
1. Total bank equity capital most recently reported for the December 31, 2020, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	RIAD3217	2,121,000	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors*	RIADB507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	RIADB508	2,121,000	3.
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	RIAD4340	100,000	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	RIADB509	0	5.
6. Treasury stock transactions, net	RIADB510	0	6.
7. Changes incident to business combinations, net	RIAD4356	0	7.
8. LESS: Cash dividends declared on preferred stock	RIAD4470	0	8.
9. LESS: Cash dividends declared on common stock	RIAD4460	29,000	9.
10. Other comprehensive income[1]	RIADB511	0	10.
11. Other transactions with stockholders (including a parent holding company) (not included in items 5, 6, 8, or 9 above)*	RIAD4415	0	11.
12. Total bank equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 27.a)	RIAD3210	2,192,000	12.

*. Describe on Schedule RI-E—Explanations

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale debt securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases(Form Type - 031)

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar amounts in thousands	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans in domestic offices:					1.a.
1. 1-4 family residential construction loans	RIADC891	0	RIADC892	0	1.a.1.
2. Other construction loans and all land development and other land loans	RIADC893	0	RIADC894	0	1.a.2.
b. Secured by farmland in domestic offices	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RIAD5411	0	RIAD5412	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens	RIADC234	1,000	RIADC217	2,000	1.c.2.a.
b. Secured by junior liens	RIADC235	0	RIADC218	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties in domestic offices	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RIADC895	0	RIADC896	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RIADC897	0	RIADC898	0	1.e.2.
f. In foreign offices	RIADB512	NR	RIADB513	NR	1.f.
2. Not applicable					2.
3. Loans to finance agricultural production and other loans to farmers	RIAD4655	0	RIAD4665	0	3.
4. Commercial and industrial loans:					4.
a. To U.S. addressees (domicile)	RIAD4645	0	RIAD4617	0	4.a.
b. To non-U.S. addressees (domicile)	RIAD4646	0	RIAD4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards	RIADB514	0	RIADB515	0	5.a.
b. Automobile loans	RIADK129	0	RIADK133	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RIADK205	0	RIADK206	0	5.c.
6. Loans to foreign governments and official institutions	RIAD4643	0	RIAD4627	0	6.
7. All other loans	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables:					8.
a. Leases to individuals for household, family, and other personal expenditures	RIADF185	0	RIADF187	0	8.a.
b. All other leases	RIADC880	0	RIADF188	0	8.b.
9. Total (sum of items 1 through 8)	RIAD4635	1,000	RIAD4605	2,000	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	RIAD5409	0	RIAD5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above)	RIAD4652	0	RIAD4662	0	M.2.
3. Not applicable					M.3.

Dollar amounts in thousands			
Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes. 4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)[2]	RIADC388	NR	M.4.

2. Institutions that have adopted ASU 2016-13 should report in Memorandum item 4 uncollectible retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for credit losses on loans and leases).

Schedule RI-B Part II - Changes in Allowances for Credit Losses(Form Type - 031)

Dollar amounts in thousands	(Column A) Loans and Leases Held for Investment		(Column B) Held-to-maturity Debt Securities		(Column C) Available-for-sale Debt Securities		
1. Balance most recently reported for the December 31, 2020, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)......	RIADB522	13,000	RIADJH88	0	RIADJH94	0	1.
2. Recoveries (column A must equal Part I, item 9, column B, above)......	RIAD4605	2,000	RIADJH89	0	RIADJH95	0	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule RI-B, Part II, item 4, column A)......	RIADC079	1,000	RIADJH92	0	RIADJH98	0	3.
4. LESS: Write-downs arising from transfers of financial assets[3]......	RIAD5523	0	RIADJJ00	0	RIADJJ01	0	4.
5. Provisions for credit losses[4]......	RIAD4230	-5,000	RIADJH90	0	RIADJH96	0	5.
6. Adjustments* (see instructions for this schedule)[*]......	RIADC233	0	RIADJH91	0	RIADJH97	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule RC, item 4.c)......	RIAD3123	9,000	RIADJH93	0	RIADJH99	0	7.

Dollar amounts in thousands			
1. Allocated transfer risk reserve included in Schedule RI-B, Part II, item 7, column A, above......	RIADC435	0	M.1.
Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes. 2. Separate valuation allowance for uncollectible retail credit card fees and finance charges......	RIADC389	NR	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges[1]......	RIADC390	NR	M.3.
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, Part II, item 7, column A, above)[2]......	RIADC781	NR	M.4.
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above)[3]...	RIADJJ02	0	M.5.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above)[3]...	RCFDJJ03	0	M.6.
7. Provisions for credit losses on off-balance-sheet credit exposures[3]......	RIADMG93	0	M.7.
8. Estimated amount of expected recoveries of amounts previously written off included within the allowance for credit losses on loans and leases held for investment (included in item 7, column A, "Balance end of current period," above)[3]......	RIADMG94	30,000	M.8.

3. Institutions that have not yet adopted ASU 2016-13 should report write-downs arising from transfers of loans to a held-for-sale account in item 4, column A.
4. Institutions that have not yet adopted ASU 2016-13 should report the provision for loan and lease losses in item 5, column A and the amount reported must equal Schedule RI, item 4.
*. Describe on Schedule RI-E - Explanations.
1. Institutions that have adopted ASU 2016-13 should report in Memorandum item 3 the amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges.
2. Memorandum item 4 is to be completed only by institutions that have not yet adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.
3. Memorandum items 5, 6, 7, and 8 are to be completed only by institutions that have adopted ASU 2016-13.

Schedule RI-C Part I - Disaggregated Data on the Allowance for Loan and Lease Losses(Form Type - 031)

Schedule RI-C is to be completed by institutions with $1 billion or more in total assets.

Dollar amounts in thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column B) Allowance Balance: Individually Evaluated for Impairment and Determined to be Impaired (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
1. Real estate loans:							1.
a. Construction loans	RCFDM708 NR	RCFDM709 NR	RCFDM710 NR	RCFDM711 NR	RCFDM712 NR	RCFDM713 NR	1.a.
b. Commercial real estate loans	RCFDM714 NR	RCFDM715 NR	RCFDM716 NR	RCFDM717 NR	RCFDM719 NR	RCFDM720 NR	1.b.
c. Residential real estate loans	RCFDM721 NR	RCFDM722 NR	RCFDM723 NR	RCFDM724 NR	RCFDM725 NR	RCFDM726 NR	1.c.
2. Commercial loans[3]	RCFDM727 NR	RCFDM728 NR	RCFDM729 NR	RCFDM730 NR	RCFDM731 NR	RCFDM732 NR	2.
3. Credit cards	RCFDM733 NR	RCFDM734 NR	RCFDM735 NR	RCFDM736 NR	RCFDM737 NR	RCFDM738 NR	3.
4. Other consumer loans	RCFDM739 NR	RCFDM740 NR	RCFDM741 NR	RCFDM742 NR	RCFDM743 NR	RCFDM744 NR	4.
5. Unallocated, if any				RCFDM745 NR			5.
6. Total (for each column, sum of items 1.a through 5)[4]	RCFDM746 NR	RCFDM747 NR	RCFDM748 NR	RCFDM749 NR	RCFDM750 NR	RCFDM751 NR	6.

3. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule RI-C.
4. The sum of item 6, columns B, D, and F, must equal Schedule RC, item 4.c. Item 6, column E, must equal Schedule RC-C, Part I, Memorandum item 7.b. Item 6, column F, must equal Schedule RI-B, Part II, Memorandum item 4.

Schedule RI-C Part II - Disaggregated Data on the Allowances for Credit Losses(Form Type - 031)

Dollar amounts in thousands	(Column A) Amortized Cost		(Column B) Allowance Balance		
1. Real estate loans:					1.
a. Construction loans	RCFDJJ04	0	RCFDJJ12	0	1.a.
b. Commercial real estate loans	RCFDJJ05	0	RCFDJJ13	0	1.b.
c. Residential real estate loans	RCFDJJ06	13,690,000	RCFDJJ14	9,000	1.c.
2. Commercial loans[3]	RCFDJJ07	0	RCFDJJ15	0	2.
3. Credit cards	RCFDJJ08	0	RCFDJJ16	0	3.
4. Other consumer loans	RCFDJJ09	0	RCFDJJ17	0	4.
5. Unallocated, if any			RCFDJJ18	0	5.
6. Total (sum of items 1.a. through 5)[4]	RCFDJJ11	13,690,000	RCFDJJ19	9,000	6.

Dollar amounts in thousands			
7. Securities issued by states and political subdivisions in the U.S.	RCFDJJ20	0	7.
8. Mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS)	RCFDJJ21	0	8.
9. Asset-backed securities and structured financial products	RCFDJJ23	0	9.
10. Other debt securities	RCFDJJ24	0	10.
11. Total (sum of items 7 through 10)[5]	RCFDJJ25	0	11.

Schedule RI-D - Income from Foreign Offices(Form Type - 031)

For all banks with foreign offices (including Edge or Agreement subsidiaries and IBFs) and total foreign office assets of $10 billion or more where foreign office revenues, assets, or net income exceed 10 percent of consolidated total revenues, total assets, or net income.

Dollar amounts in thousands			
1. Total interest income in foreign offices	RIADC899	NR	1.
2. Total interest expense in foreign offices	RIADC900	NR	2.
3. Provision for loan and lease losses in foreign offices[1]	RIADKW02	NR	3.
4. Noninterest income in foreign offices:			4.
a. Trading revenue	RIADC902	NR	4.a.
b. Investment banking, advisory, brokerage, and underwriting fees and commissions	RIADC903	NR	4.b.
c. Net securitization income	RIADC904	NR	4.c.
d. Other noninterest income	RIADC905	NR	4.d.
5. Realized gains (losses) on held-to-maturity and available-for-sale debt securities and change in net unrealized holding gains (losses) on equity securities not held for trading in foreign offices	RIADJA28	NR	5.
6. Total noninterest expense in foreign offices	RIADC907	NR	6.
7. Adjustments to pretax income in foreign offices for internal allocations to foreign offices to reflect the effects of equity capital on overall bank funding costs	RIADC908	NR	7.
8. Applicable income taxes (on items 1 through 7)	RIADC909	NR	8.
9. Discontinued operations, net of applicable income taxes, in foreign offices	RIADGW64	NR	9.
10. Net income attributable to foreign offices before internal allocations of income and expense (item 1 plus or minus items 2 through 9)	RIADC911	NR	10.
11. Not applicable			11.
12. Eliminations arising from the consolidation of foreign offices with domestic offices	RIADC913	NR	12.
13. Consolidated net income attributable to foreign offices (sum of items 10 and 12)	RIADC914	NR	13.

3. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in item 1, 3, or 4 of Schedule RI-C, Part II.
4. Item 6, column B must equal schedule RC, item 4.c.
5. Item 11 must equal Schedule RI-B, Part II, item 7, column B.
1. Institutions that have adopted ASU 2016-13 should report the provisions for credit losses in foreign offices for all financial assets and off-balance-sheet credit exposures that fall within the scope of the standard in item 3.

Schedule RI-E - Explanations (Form Type - 031)

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

Dollar amounts in thousands			
1. Other noninterest income (from Schedule RI, item 5.l) Itemize and describe amounts greater than $100,000 that exceed 7 percent of Schedule RI, item 5.l:			1.
a. Income and fees from the printing and sale of checks	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance	RIADC014	0	1.b.
c. Income and fees from automated teller machines (ATMs)	RIADC016	0	1.c.
d. Rent and other income from other real estate owned	RIAD4042	0	1.d.
e. Safe deposit box rent	RIADC015	0	1.e.
f. Bank card and credit card interchange fees	RIADF555	0	1.f.
g. Income and fees from wire transfers	RIADT047	0	1.g.
h. Disclose component and the dollar amount of that component:			1.h.
1. Describe component	TEXT4461	NR	1.h.1.
2. Amount of component	RIAD4461	0	1.h.2.
i. Disclose component and the dollar amount of that component:			1.i.
1. Describe component	TEXT4462	NR	1.i.1.
2. Amount of component	RIAD4462	0	1.i.2.
j. Disclose component and the dollar amount of that component:			1.j.
1. Describe component	TEXT4463	NR	1.j.1.
2. Amount of component	RIAD4463	0	1.j.2.
2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than $100,000 that exceed 7 percent of Schedule RI, item 7.d:			2.
a. Data processing expenses	RIADC017	0	2.a.
b. Advertising and marketing expenses	RIAD0497	0	2.b.
c. Directors' fees	RIAD4136	0	2.c.
d. Printing, stationery, and supplies	RIADC018	0	2.d.
e. Postage	RIAD8403	0	2.e.
f. Legal fees and expenses	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments	RIAD4146	CONF	2.g.
h. Accounting and auditing expenses	RIADF556	0	2.h.
i. Consulting and advisory expenses	RIADF557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses	RIADF558	0	2.j.
k. Telecommunications expenses	RIADF559	0	2.k.
l. Other real estate owned expenses	RIADY923	0	2.l.
m. Insurance expenses (not included in employee expenses, premises and fixed asset expenses, and other real estate owned expenses)	RIADY924	0	2.m.
n. Disclose component and the dollar amount of that component:			2.n.
1. Describe component	TEXT4464	Click here for value	2.n.1.
2. Amount of component	RIAD4464	23,000	2.n.2.
o. Disclose component and the dollar amount of that component:			2.o.
1. Describe component	TEXT4467	Click here for value	2.o.1.
2. Amount of component	RIAD4467	28,000	2.o.2.
p. Disclose component and the dollar amount of that component:			2.p.
1. Describe component	TEXT4468	NR	2.p.1.
2. Amount of component	RIAD4468	0	2.p.2.
3. Discontinued operations and applicable income tax effect (from Schedule RI, item 11) (itemize and describe each discontinued operation):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component	TEXTFT29	NR	3.a.1.
2. Amount of component	RIADFT29	0	3.a.2.

Dollar amounts in thousands			
3. Applicable income tax effect	RIADFT30	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component	TEXTFT31	NR	3.b.1.
2. Amount of component	RIADFT31	0	3.b.2.
3. Applicable income tax effect	RIADFT32	0	3.b.3.
4. Cumulative effect of changes in accounting principles and corrections of material accounting errors (from Schedule RI-A, item 2) (itemize and describe all such effects):			4.
a. Effect of adoption of Current Expected Credit Losses Methodology - ASU 2016-13[1]	RIADJJ26	NR	4.a.
b. Effect of adoption of lease accounting standard - ASC Topic 842	RIADKW17	NR	4.b.
c. Disclose component and the dollar amount of that component:			4.c.
1. Describe component	TEXTB526	NR	4.c.1.
2. Amount of component	RIADB526	0	4.c.2.
d. Disclose component and the dollar amount of that component:			4.d.
1. Describe component	TEXTB527	NR	4.d.1.
2. Amount of component	RIADB527	0	4.d.2.
5. Other transactions with stockholders (including a parent holding company) (from Schedule RI-A, item 11) (itemize and describe all such transactions):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component	TEXT4498	NR	5.a.1.
2. Amount of component	RIAD4498	0	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component	TEXT4499	NR	5.b.1.
2. Amount of component	RIAD4499	0	5.b.2.
6. Adjustments to allowances for credit losses (from Schedule RI-B, part II, item 6) (itemize and describe all adjustments):[3]			6.
a. Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets on or after the effective date of ASU 2016-13[1]	RIADJJ27	NR	6.a.
b. Effect of adoption of current expected credit losses methodology on allowances for credit losses[1]	RIADJJ28	NR	6.b.
c. Disclose component and the dollar amount of that component:			6.c.
1. Describe component	TEXT4521	Click here for value	6.c.1.
2. Amount of component	RIAD4521	0	6.c.2.
d. Disclose component and the dollar amount of that component:			6.d.
1. Describe component	TEXT4522	Click here for value	6.d.1.
2. Amount of component	RIAD4522	0	6.d.2.
7. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):			7.
a. Comments?	RIAD4769	No	7.a.
b. Other explanations	TEXT4769	NR	7.b.

(TEXT4464) Legal Entity Shared Services-Expense

(TEXT4467) Commission Expense

(TEXT4521) Write-off of PCI Loans

(TEXT4522) Other adjustments

1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a and 6.b, if applicable.
3. Institutions that have not adopted ASU 2016-13 should report the allowance for loan and lease losses in item 6, where applicable.
1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a and 6.b, if applicable.
1. Only institutions that have adopted ASU 2016-13 should report amounts in items 4.a, 6.a and 6.b, if applicable.

Schedule RC - Balance Sheet(Form Type - 031)

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Dollar amounts in thousands			
1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin[1]	RCFD0081	53,000	1.a.
b. Interest-bearing balances[2]	RCFD0071	12,785,000	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A)[3]	RCFDJJ34	0	2.a.
b. Available-for-sale debt securities (from Schedule RC-B, column D)	RCFD1773	0	2.b.
c. Equity securities with readily determinable fair values not held for trading[4]	RCFDJA22	0	2.c.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold in domestic offices	RCONB987	0	3.a.
b. Securities purchased under agreements to resell[5]	RCFDB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale	RCFD5369	0	4.a.
b. Loans and leases held for investment	RCFDB528	13,690,000	4.b.
c. LESS: Allowance for loan and lease losses[7]	RCFD3123	9,000	4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c)	RCFDB529	13,681,000	4.d.
5. Trading assets (from Schedule RC-D)	RCFD3545	0	5.
6. Premises and fixed assets (including capitalized leases)	RCFD2145	0	6.
7. Other real estate owned (from Schedule RC-M)	RCFD2150	1,000	7.
8. Investments in unconsolidated subsidiaries and associated companies	RCFD2130	0	8.
9. Direct and indirect investments in real estate ventures	RCFD3656	0	9.
10. Intangible assets (from Schedule RC-M)	RCFD2143	0	10.
11. Other assets (from Schedule RC-F)[6]	RCFD2160	112,000	11.
12. Total assets (sum of items 1 through 11)	RCFD2170	26,632,000	12.
13. Deposits:			13.
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)	RCON2200	24,164,000	13.a.
1. Noninterest-bearing[8]	RCON6631	0	13.a.1.
2. Interest-bearing	RCON6636	24,164,000	13.a.2.
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)	RCFN2200	NR	13.b.
1. Noninterest-bearing	RCFN6631	NR	13.b.1.
2. Interest-bearing	RCFN6636	NR	13.b.2.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased in domestic offices[9]	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase[10]	RCFDB995	0	14.b.
15. Trading liabilities (from Schedule RC-D)	RCFD3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)	RCFD3190	250,000	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures[1]	RCFD3200	0	19.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Institutions that have adopted ASU 2016-13 should report in item 2.a, amounts net of any applicable allowance for credit losses, and should equal to Schedule RC-B, item 8, column A less Schedule RI-B, Part II, item 7, column B.
4. Item 2.c is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
5. Includes all securities resale agreements, regardless of maturity.
7. Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.
6. Institutions that have adopted ASU 2016-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.
8. Includes noninterest-bearing demand, time, and savings deposits.
9. Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
10. Includes all securities repurchase agreements, regardless of maturity.
1. Includes limited-life preferred stock and related surplus.

Dollar amounts in thousands			
20. Other liabilities (from Schedule RC-G)	RCFD2930	26,000	20.
21. Total liabilities (sum of items 13 through 20)	RCFD2948	24,440,000	21.
22. Not applicable			22.
23. Perpetual preferred stock and related surplus	RCFD3838	0	23.
24. Common stock	RCFD3230	22,000	24.
25. Surplus (exclude all surplus related to preferred stock)	RCFD3839	4,000	25.
26. Not available			26.
a. Retained earnings	RCFD3632	2,166,000	26.a.
b. Accumulated other comprehensive income[2]	RCFDB530	0	26.b.
c. Other equity capital components[3]	RCFDA130	0	26.c.
27. Not available			27.
a. Total bank equity capital (sum of items 23 through 26.c)	RCFD3210	2,192,000	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	RCFD3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	RCFDG105	2,192,000	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	RCFD3300	26,632,000	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2020	RCFD6724	NR	M.1.
2. Bank's fiscal year-end date (report the date in MMDD format)	RCON8678	NR	M.2.

Schedule RC-A - Cash and Balances Due From Depository Institutions(Form Type - 031)

Exclude assets held for trading.

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
1. Cash items in process of collection, unposted debits, and currency and coin	RCFD0022	0			1.
a. Cash items in process of collection and unposted debits			RCON0020	0	1.a.
b. Currency and coin			RCON0080	0	1.b.
2. Balances due from depository institutions in the U.S.	RCFD0082	53,000	RCON0082	53,000	2.
3. Balances due from banks in foreign countries and foreign central banks	RCFD0070	0	RCON0070	0	3.
4. Balances due from Federal Reserve Banks	RCFD0090	12,785,000	RCON0090	12,785,000	4.
5. Total	RCFD0010	12,838,000	RCON0010	12,838,000	5.

2. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-B - Securities(Form Type - 031)

Exclude assets held for trading.

Dollar amounts in thousands	(Column A) Held-to-maturity Amortized Cost		(Column B) Held-to-maturity Fair Value		(Column C) Available-for-sale Amortized Cost		(Column D) Available-for-sale Fair Value		
1. U.S. Treasury securities	RCFD0211	0	RCFD0213	0	RCFD1286	0	RCFD1287	0	1.
2. U.S. Government agency and sponsored agency obligations (exclude mortgage-backed securities)[1]	RCFDHT50	0	RCFDHT51	0	RCFDHT52	0	RCFDHT53	0	2.
3. Securities issued by states and political subdivisions in the U.S.	RCFD8496	0	RCFD8497	0	RCFD8498	0	RCFD8499	0	3.
4. Mortgage-backed securities (MBS):									4.
a. Residential mortgage pass-through securities:									4.a.
1. Guaranteed by GNMA	RCFDG300	0	RCFDG301	0	RCFDG302	0	RCFDG303	0	4.a.1.
2. Issued by FNMA and FHLMC	RCFDG304	0	RCFDG305	0	RCFDG306	0	RCFDG307	0	4.a.2.
3. Other pass-through securities	RCFDG308	0	RCFDG309	0	RCFDG310	0	RCFDG311	0	4.a.3.
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									4.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDG312	0	RCFDG313	0	RCFDG314	0	RCFDG315	0	4.b.1.
2. Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDG316	0	RCFDG317	0	RCFDG318	0	RCFDG319	0	4.b.2.
3. All other residential MBS	RCFDG320	0	RCFDG321	0	RCFDG322	0	RCFDG323	0	4.b.3.
c. Commercial MBS:									4.c.
1. Commercial mortgage pass-through securities:									4.c.1.
a. Issued or guaranteed by FNMA, FHLMC, or GNMA	RCFDK142	0	RCFDK143	0	RCFDK144	0	RCFDK145	0	4.c.1.a.
b. Other pass-through securities	RCFDK146	0	RCFDK147	0	RCFDK148	0	RCFDK149	0	4.c.1.b.
2. Other commercial MBS:									4.c.2.
a. Issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDK150	0	RCFDK151	0	RCFDK152	0	RCFDK153	0	4.c.2.a.
b. All other commercial MBS	RCFDK154	0	RCFDK155	0	RCFDK156	0	RCFDK157	0	4.c.2.b.
5. Asset-backed securities and structured financial products:									5.
a. Asset-backed securities (ABS)	RCFDC026	0	RCFDC988	0	RCFDC989	0	RCFDC027	0	5.a.
b. Structured financial products	RCFDHT58	0	RCFDHT59	0	RCFDHT60	0	RCFDHT61	0	5.b.
6. Other debt securities:									6.
a. Other domestic debt securities	RCFD1737	0	RCFD1738	0	RCFD1739	0	RCFD1741	0	6.a.
b. Other foreign debt securities	RCFD1742	0	RCFD1743	0	RCFD1744	0	RCFD1746	0	6.b.
7. Not applicable.									7.
8. Total (sum of items 1 through 6.b)[2]	RCFD1754	0	RCFD1771	0	RCFD1772	0	RCFD1773	0	8.

Dollar amounts in thousands			
1. Pledged securities[1]	RCFD0416	0	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):[1]			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:[2]			M.2.a.
1. Three months or less	RCFDA549	0	M.2.a.1.
2. Over three months through 12 months	RCFDA550	0	M.2.a.2.
3. Over one year through three years	RCFDA551	0	M.2.a.3.
4. Over three years through five years	RCFDA552	0	M.2.a.4.
5. Over five years through 15 years	RCFDA553	0	M.2.a.5.
6. Over 15 years	RCFDA554	0	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:[2]			M.2.b.
1. Three months or less	RCFDA555	0	M.2.b.1.
2. Over three months through 12 months	RCFDA556	0	M.2.b.2.
3. Over one year through three years	RCFDA557	0	M.2.b.3.
4. Over three years through five years	RCFDA558	0	M.2.b.4.
5. Over five years through 15 years	RCFDA559	0	M.2.b.5.
6. Over 15 years	RCFDA560	0	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:[5]			M.2.c.
1. Three years or less	RCFDA561	0	M.2.c.1.
2. Over three years	RCFDA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	RCFDA248	0	M.2.d.
Memorandum item 3 is to be completed semiannually in the June and December reports only. 3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	RCFD1778	NR	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost	RCFD8782	0	M.4.a.
b. Fair value	RCFD8783	0	M.4.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates"; U.S. Maritime Administration obligations; Export-Import Bank participation certificates; and obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

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2. For institutions that have adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a, plus Schedule RI-B, Part II, item 7, column B. For institutions that have not adopted ASU 2016-13, the total reported in column A must equal Schedule RC, item 2.a. For all institutions, the total reported in column D must equal Schedule RC, item 2.b.

Dollar amounts in thousands	(Column A) Held-to-maturity Amortized Cost		(Column B) Held-to-maturity Fair Value		(Column C) Available-for-sale Amortized Cost		(Column D) Available-for-sale Fair Value		
Memorandum items 5.a through 5.f and 6.a through 6.g are to be completed by banks with $10 billion or more in total assets. 5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):[1]									M.5.
a. Credit card receivables	RCFDB838	0	RCFDB839	0	RCFDB840	0	RCFDB841	0	M.5.a.
b. Home equity lines	RCFDB842	0	RCFDB843	0	RCFDB844	0	RCFDB845	0	M.5.b.
c. Automobile loans	RCFDB846	0	RCFDB847	0	RCFDB848	0	RCFDB849	0	M.5.c.
d. Other consumer loans	RCFDB850	0	RCFDB851	0	RCFDB852	0	RCFDB853	0	M.5.d.
e. Commercial and industrial loans	RCFDB854	0	RCFDB855	0	RCFDB856	0	RCFDB857	0	M.5.e.
f. Other	RCFDB858	0	RCFDB859	0	RCFDB860	0	RCFDB861	0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B item 5.b):									M.6.
a. Trust preferred securities issued by financial institutions	RCFDG348	0	RCFDG349	0	RCFDG350	0	RCFDG351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	RCFDG352	0	RCFDG353	0	RCFDG354	0	RCFDG355	0	M.6.b.
c. Corporate and similar loans	RCFDG356	0	RCFDG357	0	RCFDG358	0	RCFDG359	0	M.6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	RCFDG360	0	RCFDG361	0	RCFDG362	0	RCFDG363	0	M.6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	RCFDG364	0	RCFDG365	0	RCFDG366	0	RCFDG367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	RCFDG368	0	RCFDG369	0	RCFDG370	0	RCFDG371	0	M.6.f.
g. Other collateral or reference assets	RCFDG372	0	RCFDG373	0	RCFDG374	0	RCFDG375	0	M.6.g.

1. Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.

1. Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule RC, item 2.c) at fair value.

2. Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.

2. Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.

5. Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual “Other mortgage-backed securities” included in Schedule RC-N, item 10, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

1. The $10 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RC-C Part I - Loans and Leases(Form Type - 031)

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar amounts in thousands	(Column A) Consolidated Bank		(Column B) Domestic Offices		
1. Loans secured by real estate[2]	RCFD1410	NR			1.
a. Construction, land development, and other land loans:					1.a.
1. 1-4 family residential construction loans	RCFDF158	0	RCONF158	0	1.a.1.
2. Other construction loans and all land development and other land loans	RCFDF159	0	RCONF159	0	1.a.2.
b. Secured by farmland (including farm residential and other improvements)	RCFD1420	0	RCON1420	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCFD1797	0	RCON1797	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens	RCFD5367	13,690,000	RCON5367	13,690,000	1.c.2.a.
b. Secured by junior liens	RCFD5368	0	RCON5368	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties	RCFD1460	0	RCON1460	0	1.d.
e. Secured by nonfarm nonresidential properties:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCFDF160	0	RCONF160	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RCFDF161	0	RCONF161	0	1.e.2.
2. Loans to depository institutions and acceptances of other banks:					2.
a. To commercial banks in the U.S.			RCONB531	0	2.a.
1. To U.S. branches and agencies of foreign banks	RCFDB532	0			2.a.1.
2. To other commercial banks in the U.S.	RCFDB533	0			2.a.2.
b. To other depository institutions in the U.S.	RCFDB534	0	RCONB534	0	2.b.
c. To banks in foreign countries			RCONB535	0	2.c.
1. To foreign branches of other U.S. banks	RCFDB536	0			2.c.1.
2. To other banks in foreign countries	RCFDB537	0			2.c.2.
3. Loans to finance agricultural production and other loans to farmers	RCFD1590	0	RCON1590	0	3.
4. Commercial and industrial loans:					4.
a. To U.S. addressees (domicile)	RCFD1763	0	RCON1763	0	4.a.
b. To non-U.S. addressees (domicile)	RCFD1764	0	RCON1764	0	4.b.
5. Not applicable					5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.
a. Credit cards	RCFDB538	0	RCONB538	0	6.a.
b. Other revolving credit plans	RCFDB539	0	RCONB539	0	6.b.
c. Automobile loans	RCFDK137	0	RCONK137	0	6.c.
d. Other consumer loans (includes single payment and installment loans other than automobile loans, and all student loans)	RCFDK207	0	RCONK207	0	6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	RCFD2081	0	RCON2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	RCFD2107	0	RCON2107	0	8.
9. Loans to nondepository financial institutions and other loans	RCFD1563	0			9.
a. Loans to nondepository financial institutions			RCONJ454	0	9.a.
b. Other loans:					9.b.
1. Loans for purchasing or carrying securities (secured and unsecured)			RCON1545	0	9.b.1.
2. All other loans (exclude consumer loans)			RCONJ451	0	9.b.2.
10. Lease financing receivables (net of unearned income)			RCON2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	RCFDF162	0			10.a.
b. All other leases	RCFDF163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	RCFD2123	0	RCON2123	0	11.
12. Total loans and leases held for investment and held for sale (item 12, column A must equal Schedule RC, sum of items 4.a and 4.b)	RCFD2122	13,690,000	RCON2122	13,690,000	12.

2. When reporting "Loans secured by real estate," "large institutions" and "highly complex institutions," as defined for deposit insurance assessment purposes in FDIC regulations, should complete items 1.a.(1) through 1.e.(2) in columns A and B (but not item 1 in column A); all other institutions should complete item 1 in column A and items 1.a.(1) through 1.e.(2) in column B (but not items 1.a.(1) through 1.e.(2) in column A).

Dollar amounts in thousands			
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, part 1, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):			M.1.
a. Construction, land development, and other land loans in domestic offices:			M.1.a.
1. 1-4 family residential construction loans	RCONK158	0	M.1.a.1.
2. Other construction loans and all land development and other land loans	RCONK159	0	M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices	RCONF576	132,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	RCONK160	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:			M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK161	0	M.1.d.1.
2. Loans secured by other nonfarm nonresidential properties	RCONK162	0	M.1.d.2.
e. Commercial and industrial loans:			M.1.e.
1. To U.S. addressees (domicile)	RCFDK163	0	M.1.e.1.
2. To non-U.S. addressees (domicile)	RCFDK164	0	M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	RCFDK165	0	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f): 1. Loans secured by farmland in domestic offices	RCONK166	0	M.1.f.1.
2. Not applicable			M.1.f.2.
3. Loans to finance agricultural production and other loans to farmers	RCFDK168	0	M.1.f.3.
4. Loans to individuals for household, family, and other personal expenditures:			M.1.f.4.
a. Credit cards	RCFDK098	0	M.1.f.4.a.
b. Automobile loans	RCFDK203	0	M.1.f.4.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RCFDK204	0	M.1.f.4.c.
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f)	RCFDHK25	132,000	M.1.g.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less	RCONA564	361,000	M.2.a.1.
2. Over three months through 12 months	RCONA565	518,000	M.2.a.2.
3. Over one year through three years	RCONA566	707,000	M.2.a.3.
4. Over three years through five years	RCONA567	717,000	M.2.a.4.
5. Over five years through 15 years	RCONA568	3,200,000	M.2.a.5.
6. Over 15 years	RCONA569	8,069,000	M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less	RCFDA570	0	M.2.b.1.
2. Over three months through 12 months	RCFDA571	0	M.2.b.2.
3. Over one year through three years	RCFDA572	0	M.2.b.3.
4. Over three years through five years	RCFDA573	0	M.2.b.4.
5. Over five years through 15 years	RCFDA574	0	M.2.b.5.
6. Over 15 years	RCFDA575	0	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	RCFDA247	1,000	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A[4]	RCFD2746	0	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	RCON5370	3,778,000	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, Part I, item 1, column A, or Schedule RC-C, Part I, items 1.a.(1) through 1.e.(2), column A, as appropriate)	RCFDB837	49,000	M.5.
Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes. 6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a, column A	RCFDC391	NR	M.6.

4. Exclude loans secured by real estate that are included in Schedule RC-C, Part I, item 1, column A.

Dollar amounts in thousands			
Memorandum items 7.a and 7.b are to be completed by all banks semiannually in the June and December reports only. 7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):[5]			M.7.
a. Outstanding balance	RCFDC779	NR	M.7.a.
b. Amount included in Schedule RC-C, part I, items 1 through 9	RCFDC780	NR	M.7.b.
Memorandum items 8.a, 8.b, and 8.c are to be completed semiannually in the June and December reports only. 8. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:			M.8.
a. Total amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b))	RCONF230	NR	M.8.a.
Memorandum items 8.b and 8.c are to be completed semiannually in the June and December reports only by banks that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule RC-C, Part I, Memorandum item 8.a) as of December 31, 2019, that exceeded the lesser of $100 million or 5 percent of total loans and leases held for investment and held for sale in domestic offices (as reported in Schedule RC-C, Part I, item 12, column B). b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	RCONF231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the amount reported in Memorandum item 8.a above	RCONF232	NR	M.8.c.

5. Memorandum item 7 is to be completed only by institutions that have not yet adopted ASU 2016-13.

Dollar amounts in thousands			
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	RCONF577	**28,000**	M.9.

Dollar amounts in thousands			
10. Not applicable			M.10.
11. Not applicable			M.11.

Dollar amounts in thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition date		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only. 12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:[1]							M.12.
a. Loans secured by real estate	RCFDG091	**NR**	RCFDG092	**NR**	RCFDG093	**NR**	M.12.a.
b. Commercial and industrial loans	RCFDG094	**NR**	RCFDG095	**NR**	RCFDG096	**NR**	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	RCFDG097	**NR**	RCFDG098	**NR**	RCFDG099	**NR**	M.12.c.
d. All other loans and all leases	RCFDG100	**NR**	RCFDG101	**NR**	RCFDG102	**NR**	M.12.d.

Dollar amounts in thousands			
Memoranda item 13 is to be completed by banks that had construction, land development, and other land loans in domestic offices (as reported in Schedule RC-C, Part I, item 1.a., column B) that exceeded 100 percent of the sum of tier 1 capital (as reported in Schedule RC-R, Part I, item 26) plus the allowance for loan and lease losses or the allowance for credit losses on loans and leases, as applicable (as reported in Schedule RC, item 4.c) as of December 31, 2020. 13. Construction, land development, and other land loans in domestic offices with interest reserves:			M.13.
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B)	RCONG376	**0**	M.13.a.
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1.a.(1)(a)(2)).	RIADG377	**0**	M.13.b.
Memorandum item 14 is to be completed by all banks. 14. Pledged loans and leases	RCFDG378	**1,928,000**	M.14.
Memorandum item 15 is to be completed for the December report only. 15. Reverse mortgages in domestic offices:			M.15.
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):			M.15.a.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages	RCONJ466	**NR**	M.15.a.1.
2. Proprietary reverse mortgages	RCONJ467	**NR**	M.15.a.2.
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:			M.15.b.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages	RCONJ468	**NR**	M.15.b.1.
2. Proprietary reverse mortgages	RCONJ469	**NR**	M.15.b.2.
c. Principal amount of reverse mortgage originations that have been sold during the year:			M.15.c.
1. Home Equity Conversion Mortgage (HECM) reverse mortgages	RCONJ470	**NR**	M.15.c.1.
2. Proprietary reverse mortgages	RCONJ471	**NR**	M.15.c.2.
Memorandum item 16 is to be completed by all banks. 16. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit in domestic offices that have converted to non-revolving closed-end status (included in item 1.c.(1) above)	RCONLE75	**0**	M.16.
Amounts reported in Memorandum items 17.a and 17.b will not be made available to the public on an individual institution basis. 17. Eligible loan modifications under Section 4013, Temporary Relief from Troubled Debt Restructurings, of the 2020 Coronavirus Aid, Relief, and Economic Security Act:			M.17.
a. Number of Section 4013 loans outstanding	RCONLG24	**CONF**	M.17.a.
b. Outstanding balance of Section 4013 loans	RCONLG25	**CONF**	M.17.b.

1. Institutions that have adopted ASU 2016-13 should report only loans held for investment not considered purchased credit-deteriorated in Memorandum item 12.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms(Form Type - 031)

Report the number and amount currently outstanding as of the report date of business loans with "original amounts" of $1,000,000 or less and farm loans with "original amounts" of $500,000 or less. The following guidelines should be used to determine the "original amount" of a loan:
(1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment when the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Dollar amounts in thousands			
1. Not applicable			1.
2. Not applicable			2.

Dollar amounts in thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" in domestic offices reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), column B:					3.
a. With original amounts of $100,000 or less	RCON5564	0	RCON5565	0	3.a.
b. With original amounts of more than $100,000 through $250,000	RCON5566	0	RCON5567	0	3.b.
c. With original amounts of more than $250,000 through $1,000,000	RCON5568	0	RCON5569	0	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans to U.S. addressees" in domestic offices reported in Schedule RC-C, part I, item 4.a, column B:					4.
a. With original amounts of $100,000 or less	RCON5570	0	RCON5571	0	4.a.
b. With original amounts of more than $100,000 through $250,000	RCON5572	0	RCON5573	0	4.b.
c. With original amounts of more than $250,000 through $1,000,000	RCON5574	0	RCON5575	0	4.c.

Dollar amounts in thousands			
5. Not applicable			5.
6. Not applicable			6.

Dollar amounts in thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B:					7.
a. With original amounts of $100,000 or less	RCON5578	0	RCON5579	0	7.a.
b. With original amounts of more than $100,000 through $250,000	RCON5580	0	RCON5581	0	7.b.
c. With original amounts of more than $250,000 through $500,000	RCON5582	0	RCON5583	0	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B:					8.
a. With original amounts of $100,000 or less	RCON5584	0	RCON5585	0	8.a.
b. With original amounts of more than $100,000 through $250,000	RCON5586	0	RCON5587	0	8.b.
c. With original amounts of more than $250,000 through $500,000	RCON5588	0	RCON5589	0	8.c.

Schedule RC-D - Trading Assets and Liabilities(Form Type - 031)

Schedule RC-D is to be completed by banks that reported total trading assets of $10 million or more in any of the four preceding calendar quarters, and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes.

Dollar amounts in thousands	Consolidated Bank		
1. U.S. Treasury securities	RCFD3531	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities)	RCFD3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	RCFD3533	0	3.
4. Mortgage-backed securities (MBS):			4.
a. Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	RCFDG379	0	4.a.
b. Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS)[1]	RCFDG380	0	4.b.
c. All other residential MBS	RCFDG381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCFDK197	0	4.d.
e. All other commercial MBS	RCFDK198	0	4.e.
5. Other debt securities:			5.
a. Structured financial products	RCFDHT62	0	5.a.
b. All other debt securities	RCFDG386	0	5.b.
6. Loans:			6.
a. Loans secured by real estate			6.a.
1. Loans secured by 1-4 family residential properties	RCFDHT63	0	6.a.1.
2. All other loans secured by real estate	RCFDHT64	0	6.a.2.
b. Commercial and industrial loans	RCFDF614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT65	0	6.c.
d. Other loans	RCFDF618	0	6.d.
7. Not appliable			7.
8. Not applicable			8.
9. Other trading assets	RCFD3541	0	9.
10. Not applicable			10.
11. Derivatives with a positive fair value	RCFD3543	0	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule RC, item 5)	RCFD3545	0	12.
13. Not available			13.
a. Liability for short positions	RCFD3546	0	13.a.
b. Other trading liabilities	RCFDF624	0	13.b.
14. Derivatives with a negative fair value	RCFD3547	0	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule RC, item 15)	RCFD3548	0	15.
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):			M.1.
a. Loans secured by real estate			M.1.a.
1. Loans secured by 1-4 family residential properties	RCFDHT66	0	M.1.a.1.
2. All other loans secured by real estate	RCFDHT67	0	M.1.a.2.
b. Commercial and industrial loans	RCFDF632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT68	0	M.1.c.
d. Other loans	RCFDF636	0	M.1.d.
Memorandum items 2 through 10 are to be completed by banks with $10 billion or more in total trading assets. 2. Loans measured at fair value that are past due 90 days or more:[1]			M.2.
a. Fair value	RCFDF639	NR	M.2.a.
b. Unpaid principal balance	RCFDF640	NR	M.2.b.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).
1. The $10 billion trading asset-size test is based on total trading assets reported on the June 30, 2018, Report of Condition.

Dollar amounts in thousands	Consolidated Bank		
Memorandum items 3 through 10 are to be completed by banks with $10 billion or more in total trading assets. 3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):			M.3.
a. Trust preferred securities issued by financial institutions	RCFDG299	NR	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	RCFDG332	NR	M.3.b.
c. Corporate and similar loans	RCFDG333	NR	M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	RCFDG334	NR	M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs	RCFDG335	NR	M.3.e.
f. Diversified (mixed) pools of structured financial products	RCFDG651	NR	M.3.f.
g. Other collateral or reference assets	RCFDG652	NR	M.3.g.
4. Pledged trading assets:			M.4.
a. Pledged securities	RCFDG387	NR	M.4.a.
b. Pledged loans	RCFDG388	NR	M.4.b.

Dollar amounts in thousands			
5. Asset-backed securities:			M.5.
a. Credit card receivables	RCFDF643	NR	M.5.a.
b. Home equity lines	RCFDF644	NR	M.5.b.
c. Automobile loans	RCFDF645	NR	M.5.c.
d. Other consumer loans	RCFDF646	NR	M.5.d.
e. Commercial and industrial loans	RCFDF647	NR	M.5.e.
f. Other	RCFDF648	NR	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)			M.6.
7. Equity securities (included in Schedule RC-D, item 9, above):			M.7.
a. Readily determinable fair values	RCFDF652	NR	M.7.a.
b. Other	RCFDF653	NR	M.7.b.
8. Loans pending securitization	RCFDF654	NR	M.8.
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than $1,000,000 and exceed 25% of the item):[1]			M.9.
a. Disclose component and the dollar amount of that component:			M.9.a.
1. Describe component	TEXTF655	NR	M.9.a.1.
2. Amount of component	RCFDF655	0	M.9.a.2.
b. Disclose component and the dollar amount of that component:			M.9.b.
(TEXTF656) NR	RCFDF656	0	M.9.b.1.
c. Disclose component and the dollar amount of that component:			M.9.c.
(TEXTF657) NR	RCFDF657	0	M.9.c.1.
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than $1,000,000 and exceed 25% of the item):			M.10.
a. Disclose component and the dollar amount of that component:			M.10.a.
1. Describe component	TEXTF658	NR	M.10.a.1.
2. Amount of component	RCFDF658	0	M.10.a.2.
b. Disclose component and the dollar amount of that component:			M.10.b.
(TEXTF659) NR	RCFDF659	0	M.10.b.1.
c. Disclose component and the dollar amount of that component:			M.10.c.
(TEXTF660) NR	RCFDF660	0	M.10.c.1.

1. Exclude equity securities.

Schedule RC-E Part I - Deposits in Domestic Offices(Form Type - 031)

Dollar amounts in thousands	(Column A) Transaction Accounts Total Transaction accounts (including total demand deposits)		(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)		(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)		
Deposits of:							
1. Individuals, partnerships, and corporations (include all certified and official checks)	RCONB549	28,000			RCONB550	24,136,000	1.
2. U.S. Government	RCON2202	0			RCON2520	0	2.
3. States and political subdivisions in the U.S.	RCON2203	0			RCON2530	0	3.
4. Commercial banks and other depository institutions in the U.S.	RCONB551	0			RCONB552	0	4.
5. Banks in foreign countries	RCON2213	0			RCON2236	0	5.
6. Foreign governments and official institutions (including foreign central banks)	RCON2216	0			RCON2377	0	6.
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	RCON2215	28,000	RCON2210	28,000	RCON2385	24,136,000	7.

Dollar amounts in thousands			
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	RCON6835	4,309,000	M.1.a.
b. Total brokered deposits	RCON2365	0	M.1.b.
c. Brokered deposits of $250,000 or less (fully insured brokered deposits)[2]	RCONHK05	0	M.1.c.
d. Maturity data for brokered deposits:			M.1.d.
1. Brokered deposits of $250,000 or less with a remaining maturity of one year or less (included in Memorandum item 1.c above)	RCONHK06	0	M.1.d.1.
2. Not applicable			M.1.d.2.
3. Brokered deposits of more than $250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above)	RCONK220	0	M.1.d.3.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).	RCON5590	NR	M.1.e.
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits	RCONK223	0	M.1.f.
g. Total reciprocal deposits (as of the report date)	RCONJH83	0	M.1.g.
Memorandum items 1.h.(1)(a), 1.h.(2)(a), 1.h.(3)(a), and 1.h.(4)(a) are to be completed by banks with $100 billion or more in total assets h. Sweep deposits:			M.1.h.
1. Fully insured, affiliate sweep deposits	RCONMT87	16,016,000	M.1.h.1.
a. Fully insured, affiliate, retail sweep deposits	RCONMT88	NR	M.1.h.1.a.
2. Not fully insured, affiliate sweep deposits	RCONMT89	7,890,000	M.1.h.2.
a. Not fully insured, affiliate, retail sweep deposits	RCONMT90	NR	M.1.h.2.a.
3. Fully insured, non-affiliate sweep deposits	RCONMT91	0	M.1.h.3.
a. Fully insured, non-affiliate, retail sweep deposits	RCONMT92	NR	M.1.h.3.a.
4. Not fully insured, non-affiliate sweep deposits	RCONMT93	0	M.1.h.4.
a. Not fully insured, non-affiliate, retail sweep deposits	RCONMT94	NR	M.1.h.4.a.
i. Total sweep deposits that are not brokered deposits	RCONMT95	23,906,000	M.1.i.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs)	RCON6810	0	M.2.a.1.
2. Other savings deposits (excludes MMDAs)	RCON0352	24,136,000	M.2.a.2.
b. Total time deposits of less than $100,000	RCON6648	0	M.2.b.
c. Total time deposits of $100,000 through $250,000	RCONJ473	0	M.2.c.
d. Total time deposits of more than $250,000	RCONJ474	0	M.2.d.
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of $100,000 or more included in Memorandum items 2.c and 2.d above	RCONF233	0	M.2.e.
3. Maturity and repricing data for time deposits of $250,000 or less:			M.3.
a. Time deposits of $250,000 or less with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less	RCONHK07	0	M.3.a.1.
2. Over three months through 12 months	RCONHK08	0	M.3.a.2.
3. Over one year through three years	RCONHK09	0	M.3.a.3.
4. Over three years	RCONHK10	0	M.3.a.4.
b. Time deposits of $250,000 or less with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above)[3]	RCONHK11	0	M.3.b.
4. Maturity and repricing data for time deposits of more than $250,000:			M.4.
a. Time deposits of more than $250,000 with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less	RCONHK12	0	M.4.a.1.
2. Over three months through 12 months	RCONHK13	0	M.4.a.2.
3. Over one year through three years	RCONHK14	0	M.4.a.3.
4. Over three years	RCONHK15	0	M.4.a.4.

2. The dollar amount used as the basis for reporting in Memorandum item 1.c reflects the deposit insurance limit in effect on the report date.
3. Report both fixed- and floating-rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.

Dollar amounts in thousands			
b. Time deposits of more than $250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)[3]	RCONK222	0	M.4.b.
5. Does your institution offer one or more consumer deposit account products, i.e., transaction account or nontransaction savings account deposit products intended primarily for individuals for personal, household, or family use?	RCONP752	Yes	M.5.
Memorandum items 6 and 7 are to be completed by institutions with $1 billion or more in total assets that answered "Yes" to Memorandum item 5 above. 6. Components of total transaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 6.a and 6.b must be less than or equal to item 1, column A, above):[5]			M.6.
a. Total deposits in those noninterest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	RCONP753	0	M.6.a.
b. Total deposits in those interest-bearing transaction account deposit products intended primarily for individuals for personal, household, or family use	RCONP754	0	M.6.b.
7. Components of total nontransaction account deposits of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1), 7.a.(2), 7.b.(1), and 7.b.(2) plus all time deposits of individuals, partnerships, and corporations must equal item 1, column C, above):			M.7.
a. Money market deposit accounts (MMDAs) of individuals, partnerships, and corporations (sum of Memorandum items 7.a.(1) and 7.a.(2) must be less than or equal to Memorandum item 2.a.(1) above):			M.7.a.
1. Total deposits in those MMDA deposit products intended primarily for individuals for personal, household, or family use	RCONP756	0	M.7.a.1.
2. Deposits in all other MMDAs of individuals, partnerships, and corporations	RCONP757	0	M.7.a.2.
b. Other savings deposit accounts of individuals, partnerships, and corporations (sum of Memorandum items 7.b.(1) and 7.b.(2) must be less than or equal to Memorandum item 2.a.(2) above):			M.7.b.
1. Total deposits in those other savings deposit account deposit products intended primarily for individuals for personal, household, or family use	RCONP758	23,704,000	M.7.b.1.
2. Deposits in all other savings deposit accounts of individuals, partnerships, and corporations	RCONP759	432,000	M.7.b.2.

Schedule RC-E Part II - Deposits in Foreign Offices including Edge and Agreement subsidiaries and IBFs(Form Type - 031)

Dollar amounts in thousands			
Deposits of:			
1. Individuals, partnerships, and corporations (include all certified and official checks)	RCFNB553	0	1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions	RCFNB554	0	2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	RCFN2625	0	3.
4. Foreign governments and official institutions (including foreign central banks)	RCFN2650	0	4.
5. U.S. Government and states and political subdivisions in the U.S.	RCFNB555	0	5.
6. Total	RCFN2200	NR	6.
1. Time deposits with a remaining maturity of one year or less (included in Schedule RC, item 13.b)	RCFNA245	NR	M.1.

5. The $1 billion asset size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Schedule RC-F - Other Assets(Form Type - 031)

Dollar amounts in thousands			
1. Accrued interest receivable[2]	RCFDB556	47,000	1.
2. Net deferred tax assets[3]	RCFD2148	3,000	2.
3. Interest-only strips receivable (not in the form of a security)[4]	RCFDHT80	0	3.
4. Equity investments without readily determinable fair values[5]	RCFD1752	18,000	4.
5. Life insurance assets:			5.
a. General account life insurance assets	RCFDK201	0	5.a.
b. Separate account life insurance assets	RCFDK202	0	5.b.
c. Hybrid account life insurance assets	RCFDK270	0	5.c.
6. All other assets (itemize and describe amounts greater than $100,000 that exceed 25% of this item)	RCFD2168	44,000	6.
a. Prepaid expenses	RCFD2166	0	6.a.
b. Repossessed personal property (including vehicles)	RCFD1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading	RCFDC010	0	6.c.
d. FDIC loss-sharing indemnification assets	RCFDJ448	0	6.d.
e. Computer software	RCFDFT33	0	6.e.
f. Accounts receivable	RCFDFT34	21,000	6.f.
g. Receivables from foreclosed government-guaranteed mortgage loans	RCFDFT35	0	6.g.
h. Disclose component and the dollar amount of that component:			6.h.
1. Describe component	TEXT3549	Click here for value	6.h.1.
2. Amount of component	RCFD3549	21,000	6.h.2.
i. Disclose component and the dollar amount of that component:			6.i.
1. Describe component	TEXT3550	NR	6.i.1.
2. Amount of component	RCFD3550	0	6.i.2.
j. Disclose component and the dollar amount of that component:			6.j.
1. Describe component	TEXT3551	NR	6.j.1.
2. Amount of component	RCFD3551	0	6.j.2.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 11)	RCFD2160	112,000	7.

(TEXT3549) Miscellaneous Assets

2. Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivables on financial assets that are reported elsewhere on the balance sheet.
3. See discussion of deferred income taxes in Glossary entry on "income taxes."
4. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
5. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule RC-G - Other Liabilities(Form Type - 031)

Dollar amounts in thousands			
1. Not available			1.
a. Interest accrued and unpaid on deposits in domestic offices[6]	RCON3645	0	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable)	RCFD3646	0	1.b.
2. Net deferred tax liabilities[2]	RCFD3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures[7]	RCFDB557	0	3.
4. All other liabilities (itemize and describe amounts greater than $100,000 that exceed 25 percent of this item)	RCFD2938	26,000	4.
a. Accounts payable	RCFD3066	9,000	4.a.
b. Deferred compensation liabilities	RCFDC011	0	4.b.
c. Dividends declared but not yet payable	RCFD2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading	RCFDC012	0	4.d.
e. Operating lease liabilities	RCFDLB56	0	4.e.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component	TEXT3552	Click here for value	4.f.1.
2. Amount of component	RCFD3552	7,000	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component	TEXT3553	Click here for value	4.g.1.
2. Amount of component	RCFD3553	8,000	4.g.2.
h. Disclose component and the dollar amount of that component:			4.h.
1. Describe component	TEXT3554	NR	4.h.1.
2. Amount of component	RCFD3554	0	4.h.2.
5. Total	RCFD2930	26,000	5.

(TEXT3552) Interest Advances on loans serviced by others

(TEXT3553) Principal Advances on loans serviced by others

6. For savings banks, include "dividends" accrued and unpaid on deposits.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
7. Institutions that have adopted ASU 2016-13 should report in Schedule RC-G, item 3 the allowance for credit losses on those off-balance sheet credit exposures that are not unconditionally cancelable.

Schedule RC-H - Selected Balance Sheet Items for Domestic Offices(Form Type - 031)

To be completed only by banks with foreign offices.

Dollar amounts in thousands			
1. Not applicable			1.
2. Not applicable			2.
3. Securities purchased under agreements to resell	RCONB989	NR	3.
4. Securities sold under agreements to repurchase	RCONB995	NR	4.
5. Other borrowed money	RCON3190	NR	5.
EITHER 6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	RCON2163	NR	6.
OR 7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	RCON2941	NR	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	RCON2192	NR	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	RCON3129	NR	9.

Dollar amounts in thousands	(Column A) Amortized Cost of Held-to-Maturity Securities		(Column B) Fair Value of Available-for-Sale Securities		
10. U.S. Treasury securities	RCON0211	NR	RCON1287	NR	10.
11. U.S. Government agency obligations (exclude mortgage-backed securities)	RCON8492	NR	RCON8495	NR	11.
12. Securities issued by states and political subdivisions in the U.S.	RCON8496	NR	RCON8499	NR	12.
13. Mortgage-backed securities (MBS):					13.
a. Mortgage pass-through securities:					13.a.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA	RCONG389	NR	RCONG390	NR	13.a.1.
2. Other mortgage pass-through securities	RCON1709	NR	RCON1713	NR	13.a.2.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					13.b.
1. Issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	RCONG393	NR	RCONG394	NR	13.b.1.
2. All other mortgage-backed securities	RCON1733	NR	RCON1736	NR	13.b.2.
14. Other domestic debt securities (include domestic structured financial products and domestic asset-backed securities)	RCONG397	NR	RCONG398	NR	14.
15. Other foreign debt securities (include foreign structured financial products and foreign asset-backed securities)	RCONG399	NR	RCONG400	NR	15.
16. Not applicable.					16.
17. Total held-to-maturity and available-for-sale debt securities (sum of items 10 through 15)	RCON1754	NR	RCON1773	NR	17.

Dollar amounts in thousands			
18. Equity investments not held for trading:			18.
a. Equity securities with readily determinable fair values[4]	RCONJA22	NR	18.a.
b. Equity investments without readily determinable fair values	RCON1752	NR	18.b.
Items 19, 20 and 21 are to be completed by banks that reported total trading assets of $10 million or more in any of the four preceding calendar quarters and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes. 19. Total trading assets	RCON3545	NR	19.
20. Total trading liabilities	RCON3548	NR	20.
21. Total loans held for trading	RCONHT71	NR	21.
tem 22 is to be completed by banks that: (1) have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or (2) are required to complete Schedule RC-D, Trading Assets and Liabilities. 22. Total amount of fair value option loans held for investment and held for sale	RCONJF75	NR	22.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).
4. Item 18.a is to be completed by all institutions. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

Schedule RC-I - Assets and Liabilities of IBFs(Form Type - 031)

To be completed only by banks with IBFs and other "foreign" offices.

Dollar amounts in thousands			
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12)	RCFN2133	NR	1.
2. Total IBF liabilities (component of Schedule RC, item 21)	RCFN2898	NR	2.

Schedule RC-K - Quarterly Averages(Form Type - 031)

Dollar amounts in thousands			
1. Interest-bearing balances due from depository institutions	RCFD3381	14,106,000	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)[2]	RCFDB558	0	2.
3. Mortgage-backed securities[2]	RCFDB559	0	3.
4. All other debt securities and equity securities with readily determinable fair values not held for trading[2]	RCFDB560	0	4.
5. Federal funds sold and securities purchased under agreements to resell	RCFD3365	0	5.
6. Loans:			6.
a. Loans in domestic offices:			6.a.
1. Total loans	RCON3360	11,728,000	6.a.1.
2. Loans secured by real estate:			6.a.2.
a. Loans secured by 1-4 family residential properties	RCON3465	11,724,000	6.a.2.a.
b. All other loans secured by real estate	RCON3466	0	6.a.2.b.
3. Loans to finance agricultural production and other loans to farmers	RCON3386	0	6.a.3.
4. Commercial and industrial loans	RCON3387	0	6.a.4.
5. Loans to individuals for household, family, and other personal expenditures:			6.a.5.
a. Credit cards	RCONB561	0	6.a.5.a.
b. Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	RCONB562	0	6.a.5.b.
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN3360	NR	6.b.
Item 7 is to be completed by banks with total trading assets of $10 million or more in any of the four preceding calendar quarters and all banks meeting the FDIC's definition of a large or highly complex institution for deposit insurance assessment purposes. 7. Trading assets	RCFD3401	0	7.
8. Lease financing receivables (net of unearned income)	RCFD3484	0	8.
9. Total assets[4]	RCFD3368	25,948,000	9.
10. Interest-bearing transaction accounts in domestic offices (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	RCON3485	472,000	10.
11. Nontransaction accounts in domestic offices:			11.
a. Savings deposits (includes MMDAs)	RCONB563	23,154,000	11.a.
b. Time deposits of $250,000 or less	RCONHK16	0	11.b.
c. Time deposits of more than $250,000	RCONHK17	0	11.c.
12. Interest-bearing deposits in foreign offices, EDGE and Agreement subsidiaries, and IBFs	RCFN3404	NR	12.
13. Federal funds purchased and securities sold under agreements to repurchase	RCFD3353	0	13.
14. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	RCFD3355	109,000	14.

2. Quarterly averages for all debt securities should be based on amortized cost.

2. Quarterly averages for all debt securities should be based on amortized cost.

4. The quarterly average for total assets should reflect securities not held for trading as follows: a) Debt securities at amortized cost, b) Equity securities with readily determinable fair values at fair value, c) Equity investments without readily determinable fair values, their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes).

Schedule RC-L - Derivatives and Off-Balance Sheet Items(Form Type - 031)

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar amounts in thousands			
1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, i.e., home equity lines	RCFD3814	0	1.a.
Item 1.a.(1) is to be completed for the December report only. 1. Unused commitments for reverse mortgages outstanding that are held for investment in domestic offices	RCONHT72	NR	1.a.1.
b. Credit card lines (Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b)	RCFD3815	0	1.b.
Items 1.b.(1) and 1.b.(2) are to be completed by banks with either $300 million or more in total assets or $300 million or more in credit card lines. (Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b) Items 1.b.(1) and 1.b.(2) are to be completed semiannually in the June and December reports only. 1. Unused consumer credit card lines	RCFDJ455	NR	1.b.1.
2. Other unused credit card lines	RCFDJ456	NR	1.b.2.
c. Commitments to fund commercial real estate, construction, and land development loans:			1.c.
1. Secured by real estate:			1.c.1.
a. 1-4 family residential construction loan commitments	RCFDF164	0	1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments	RCFDF165	0	1.c.1.b.
2. Not secured by real estate	RCFD6550	0	1.c.2.
d. Securities underwriting	RCFD3817	0	1.d.
e. Other unused commitments:			1.e.
1. Commercial and industrial loans	RCFDJ457	0	1.e.1.
2. Loans to financial institutions	RCFDJ458	0	1.e.2.
3. All other unused commitments	RCFDJ459	0	1.e.3.
2. Financial standby letters of credit and foreign office guarantees	RCFD3819	0	2.
Item 2.a is to be completed by banks with $1 billion or more in total assets. a. Amount of financial standby letters of credit conveyed to others[1]	RCFD3820	0	2.a.
3. Performance standby letters of credit and foreign office guarantees	RCFD3821	0	3.
Item 3.a is to be completed by banks with $1 billion or more in total assets. a. Amount of performance standby letters of credit conveyed to others[1]	RCFD3822	0	3.a.
4. Commercial and similar letters of credit	RCFD3411	0	4.
5. Not applicable			5.
6. Securities lent and borrowed:			6.
a. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)	RCFD3433	0	6.a.
b. Securities borrowed	RCFD3432	0	6.b.

Dollar amounts in thousands	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					7.
a. Notional amounts:					7.a.
1. Credit default swaps	RCFDC968	0	RCFDC969	0	7.a.1.
2. Total return swaps	RCFDC970	0	RCFDC971	0	7.a.2.
3. Credit options	RCFDC972	0	RCFDC973	0	7.a.3.
4. Other credit derivatives	RCFDC974	0	RCFDC975	0	7.a.4.
b. Gross fair values:					7.b.
1. Gross positive fair value	RCFDC219	0	RCFDC221	0	7.b.1.
2. Gross negative fair value	RCFDC220	0	RCFDC222	0	7.b.2.

Dollar amounts in thousands			
c. Notional amounts by regulatory capital treatment:[1]			7.c.
1. Positions covered under the Market Risk Rule:			7.c.1.
a. Sold protection	RCFDG401	0	7.c.1.a.
b. Purchased protection	RCFDG402	0	7.c.1.b.
2. All other positions:			7.c.2.
a. Sold protection	RCFDG403	0	7.c.2.a.
b. Purchased protection that is recognized as a guarantee for regulatory capital purposes	RCFDG404	0	7.c.2.b.
c. Purchased protection that is not recognized as a guarantee for regulatory capital purposes	RCFDG405	0	7.c.2.c.

Dollar amounts in thousands	(Column A) Remaining Maturity of One Year or Less		(Column B) Remaining Maturity of Over One Year Through Five Years		(Column C) Remaining Maturity of Over Five Years		
d. Notional amounts by remaining maturity:							7.d.
1. Sold credit protection:[2]							7.d.1.
a. Investment grade	RCFDG406	0	RCFDG407	0	RCFDG408	0	7.d.1.a.
b. Subinvestment grade	RCFDG409	0	RCFDG410	0	RCFDG411	0	7.d.1.b.
2. Purchased credit protection:[3]							7.d.2.
a. Investment grade	RCFDG412	0	RCFDG413	0	RCFDG414	0	7.d.2.a.
b. Subinvestment grade	RCFDG415	0	RCFDG416	0	RCFDG417	0	7.d.2.b.

1. The asset-size tests and the $300 million credit card lines test are based on the total assets and credit card lines reported in the June 30, 2018, Report of Condition.
1. The asset-size tests and the $300 million credit card lines test are based on the total assets and credit card lines reported in the June 30, 2018, Report of Condition.

Dollar amounts in thousands			
8. Spot foreign exchange contracts	RCFD8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")	RCFD3430	0	9.
a. Not applicable			9.a.
b. Commitments to purchase when-issued securities	RCFD3434	0	9.b.
c. Standby letters of credit issued by another party (e.g., a Federal Home Loan Bank) on the bank's behalf	RCFDC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component	TEXT3555	NR	9.d.1.
2. Amount of component	RCFD3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component	TEXT3556	NR	9.e.1.
2. Amount of component	RCFD3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
(TEXT3557) NR	RCFD3557	0	9.f.1.
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")	RCFD5591	0	10.
a. Commitments to sell when-issued securities	RCFD3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component	TEXT5592	NR	10.b.1.
2. Amount of component	RCFD5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component	TEXT5593	NR	10.c.1.
2. Amount of component	RCFD5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component	TEXT5594	NR	10.d.1.
2. Amount of component	RCFD5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component	TEXT5595	NR	10.e.1.
2. Amount of component	RCFD5595	0	10.e.2.
Items 11.a and 11.b are to be completed semiannually in the June and December reports only. 11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank	RCFDC223	NR	11.a.
b. Sales for which the reporting bank is the agent bank with risk	RCFDC224	NR	11.b.

1. Sum of items 7.c.(1)(a) and 7.c.(2)(a), must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b), and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.
2. Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.
3. Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

Dollar amounts in thousands	(Column A) Interest Rate Contracts		(Column B) Foreign Exchange Contracts		(Column C) Equity Derivative Contracts		(Column D) Commodity and Other Contracts		
12. Gross amounts (e.g., notional amounts):									12.
a. Futures contracts	RCFD8693	0	RCFD8694	0	RCFD8695	0	RCFD8696	0	12.a.
b. Forward contracts	RCFD8697	0	RCFD8698	0	RCFD8699	0	RCFD8700	0	12.b.
c. Exchange-traded option contracts:									12.c.
1. Written options	RCFD8701	0	RCFD8702	0	RCFD8703	0	RCFD8704	0	12.c.1.
2. Purchased options	RCFD8705	0	RCFD8706	0	RCFD8707	0	RCFD8708	0	12.c.2.
d. Over-the-counter option contracts:									12.d.
1. Written options	RCFD8709	0	RCFD8710	0	RCFD8711	0	RCFD8712	0	12.d.1.
2. Purchased options	RCFD8713	0	RCFD8714	0	RCFD8715	0	RCFD8716	0	12.d.2.
e. Swaps	RCFD3450	0	RCFD3826	0	RCFD8719	0	RCFD8720	0	12.e.
13. Total gross notional amount of derivative contracts held for trading	RCFDA126	0	RCFDA127	0	RCFD8723	0	RCFD8724	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCFD8725	0	RCFD8726	0	RCFD8727	0	RCFD8728	0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCFDA589	0							14.a.
15. Gross fair values of derivative contracts:									15.
a. Contracts held for trading:									15.a.
1. Gross positive fair value	RCFD8733	0	RCFD8734	0	RCFD8735	0	RCFD8736	0	15.a.1.
2. Gross negative fair value	RCFD8737	0	RCFD8738	0	RCFD8739	0	RCFD8740	0	15.a.2.
b. Contracts held for purposes other than trading:									15.b.
1. Gross positive fair value	RCFD8741	0	RCFD8742	0	RCFD8743	0	RCFD8744	0	15.b.1.
2. Gross negative fair value	RCFD8745	0	RCFD8746	0	RCFD8747	0	RCFD8748	0	15.b.2.

Dollar amounts in thousands	(Column A) Banks and Securities Firms	(Column B)	(Column C) Hedge Funds	(Column D) Sovereign Governments	(Column E) Corporations and All Other Counterparties	
Item 16 is to be completed only by banks with total assets of $10 billion or more. 16. Over-the counter derivatives:[1]						16.
a. Net current credit exposure	RCFDG418 0		RCFDG420 0	RCFDG421 0	RCFDG422 0	16.a.
b. Fair value of collateral:						16.b.
1. Cash - U.S. dollar	RCFDG423 0		RCFDG425 0	RCFDG426 0	RCFDG427 0	16.b.1.
2. Cash - Other currencies	RCFDG428 0		RCFDG430 0	RCFDG431 0	RCFDG432 0	16.b.2.
3. U.S. Treasury securities	RCFDG433 0		RCFDG435 0	RCFDG436 0	RCFDG437 0	16.b.3.
4. U.S. Government agency and U.S. Government-sponsored agency debt securities	RCFDG438 0		RCFDG440 0	RCFDG441 0	RCFDG442 0	16.b.4.
5. Corporate bonds	RCFDG443 0		RCFDG445 0	RCFDG446 0	RCFDG447 0	16.b.5.
6. Equity securities	RCFDG448 0		RCFDG450 0	RCFDG451 0	RCFDG452 0	16.b.6.
7. All other collateral	RCFDG453 0		RCFDG455 0	RCFDG456 0	RCFDG457 0	16.b.7.
8. Total fair value of collateral (sum of items 16.b.(1) through (7))	RCFDG458 0		RCFDG460 0	RCFDG461 0	RCFDG462 0	16.b.8.

1. The $10 billion asset-size test is based on the total assets reported on the June 30, 2021, Report of Condition.

Schedule RC-M - Memoranda(Form Type - 031)

Dollar amounts in thousands			
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	RCFD6164	0	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of $500,000 or 5 percent of total capital as defined for this purpose in agency regulations	RCFD6165	0	1.b.
2. Intangible assets:			2.
a. Mortgage servicing assets	RCFD3164	0	2.a.
1. Estimated fair value of mortgage servicing assets	RCFDA590	0	2.a.1.
b. Goodwill	RCFD3163	0	2.b.
c. All other intangible assets	RCFDJF76	0	2.c.
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10)	RCFD2143	0	2.d.
3. Other real estate owned:			3.
a. Construction, land development, and other land in domestic offices	RCON5508	0	3.a.
b. Farmland in domestic offices	RCON5509	0	3.b.
c. 1-4 family residential properties in domestic offices	RCON5510	1,000	3.c.
d. Multifamily (5 or more) residential properties in domestic offices	RCON5511	0	3.d.
e. Nonfarm nonresidential properties in domestic offices	RCON5512	0	3.e.
f. In foreign offices	RCFN5513	NR	3.f.
g. Total (sum of items 3.a through 3.g) (must equal Schedule RC, item 7)	RCFD2150	1,000	3.g.
4. Cost of equity securities with readily determinable fair values not held for trading (the fair value of which is reported in Schedule RC, item 2.c)[1]	RCFDJA29	0	4.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:[1]			5.a.1.
a. One year or less	RCFDF055	250,000	5.a.1.a.
b. Over one year through three years	RCFDF056	0	5.a.1.b.
c. Over three years through five years	RCFDF057	0	5.a.1.c.
d. Over five years	RCFDF058	0	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above)[2]	RCFD2651	250,000	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above)	RCFDF059	0	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity or next repricing date of:[3]			5.b.1.
a. One year or less	RCFDF060	0	5.b.1.a.
b. Over one year through three years	RCFDF061	0	5.b.1.b.
c. Over three years through five years	RCFDF062	0	5.b.1.c.
d. Over five years	RCFDF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above)[4]	RCFDB571	0	5.b.2.
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)	RCFD3190	250,000	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?	RCFDB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities	RCFDB570	0	7.
8. Internet Web site addresses and physical office trade names:			8.
a. Uniform Resource Locator (URL) of the reporting institution's primary Internet Web site (home page), if any (Example: www.examplebank.com):	TEXT4087	Click here for value	8.a.

1. Item 4 is to be completed only by insured state banks that have been approved by the FDIC to hold grandfathered equity investments. See instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
1. Report fixed-rate advances by remaining maturity and floating-rate advances by next repricing date.
2. Report both fixed- and floating-rate advances by remaining maturity. Exclude floating-rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
3. Report fixed-rate other borrowings by remaining maturity and floating-rate other borrowings by next repricing date.
4. Report both fixed- and floating-rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Dollar amounts in thousands			
b. URLs of all other public-facing Internet Web sites that the reporting institution uses to accept or solicit deposits from the public, if any (Example: www.examplebank.biz):[1]			8.b.
1. URL 1	TE01N528	**www.ml.com**	8.b.1.
2. URL 2	TE02N528	**Click here for value**	8.b.2.
3. URL 3	TE03N528	**Click here for value**	8.b.3.
4. URL 4	TE04N528	**NR**	8.b.4.
5. URL 5	TE05N528	**NR**	8.b.5.
6. URL 6	TE06N528	**NR**	8.b.6.
7. URL 7	TE07N528	**NR**	8.b.7.
8. URL 8	TE08N528	**NR**	8.b.8.
9. URL 9	TE09N528	**NR**	8.b.9.
10. URL 10	TE10N528	**NR**	8.b.10.
c. Trade names other than the reporting institution's legal title used to identify one or more of the institution's physical offices at which deposits are accepted or solicited from the public, if any:			8.c.
1. Trade name 1	TE01N529	**Click here for value**	8.c.1.
2. Trade name 2	TE02N529	**Click here for value**	8.c.2.
3. Trade name 3	TE03N529	**BofA**	8.c.3.
4. Trade name 4	TE04N529	**BofAML**	8.c.4.
5. Trade name 5	TE05N529	**Merrill**	8.c.5.
6. Trade name 6	TE06N529	**Click here for value**	8.c.6.
Item 9 is to be completed annually in the December report only. 9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?	RCFD4088	**NR**	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, item 14.a)	RCONF064	**0**	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d))	RCFDF065	**0**	10.b.
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?	RCONG463	**No**	11.
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?	RCONG464	**No**	12.
13. Assets covered by loss-sharing agreements with the FDIC:			13.
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):			13.a.
1. Loans secured by real estate in domestic offices:			13.a.1.
a. Construction, land development, and other land loans:			13.a.1.a.
1. 1-4 family residential construction loans	RCONK169	**0**	13.a.1.a.1.
2. Other construction loans and all land development and other land loans	RCONK170	**0**	13.a.1.a.2.
b. Secured by farmland	RCONK171	**0**	13.a.1.b.
c. Secured by 1-4 family residential properties:			13.a.1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCONK172	**0**	13.a.1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:			13.a.1.c.2.
a. Secured by first liens	RCONK173	**0**	13.a.1.c.2.a.
b. Secured by junior liens	RCONK174	**0**	13.a.1.c.2.b.
d. Secured by multifamily (5 or more) residential properties	RCONK175	**0**	13.a.1.d.
e. Secured by nonfarm nonresidential properties:			13.a.1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK176	**0**	13.a.1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RCONK177	**0**	13.a.1.e.2.
2. Not applicable			13.a.2.
3. Not applicable			13.a.3.
4. Not applicable			13.a.4.
5. All other loans and all leases	RCFDK183	**0**	13.a.5.

1. Report only highest level URLs (for example, report www.examplebank.biz, but do not also report www.examplebank.biz/checking). Report each top level domain name used (for example, report both www.examplebank.biz and www.examplebank.net).

Dollar amounts in thousands			
b. Other real estate owned (included in Schedule RC, item 7):			13.b.
1. Construction, land development, and other land in domestic offices	RCONK187	0	13.b.1.
2. Farmland in domestic offices	RCONK188	0	13.b.2.
3. 1-4 family residential properties in domestic offices	RCONK189	0	13.b.3.
4. Multifamily (5 or more) residential properties in domestic offices	RCONK190	0	13.b.4.
5. Nonfarm nonresidential properties in domestic offices	RCONK191	0	13.b.5.
6. In foreign offices	RCFNK260	NR	13.b.6.
7. Portion of covered other real estate owned included in items 13.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	RCFDK192	0	13.b.7.
c. Debt securities (included in Schedule RC, items 2.a and 2.b)	RCFDJ461	0	13.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)	RCFDJ462	0	13.d.
Items 14.a and 14.b are to be completed annually in the December report only. 14. Captive insurance and reinsurance subsidiaries:			14.
a. Total assets of captive insurance subsidiaries[2]	RCFDK193	NR	14.a.
b. Total assets of captive reinsurance subsidiaries[2]	RCFDK194	NR	14.b.
Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender. 15. Qualified Thrift Lender (QTL) test:			15.
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2)	RCONL133	NR	15.a.
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?	RCONL135	NR	15.b.
Item 16.a and, if appropriate, items 16.b.(1) through 16.b.(3) are to be completed annually in the December report only. 16. International remittance transfers offered to consumers:[1]			16.
a. Estimated number of international remittance transfers provided by your institution during the calendar year ending on the report date	RCONN523	NR	16.a.
Items 16.b.(1) through 16.b.(3) are to be completed by institutions that reported 501 or more international remittance transfers in item 16.a in either or both of the current report or the most recent prior report in which item 16.a was required to be completed. b. Estimated dollar value of remittance transfers provided by your institution and usage of regulatory exceptions during the calendar year ending on the report date:			16.b.
1. Estimated dollar value of international remittance transfers	RCONN524	NR	16.b.1.
2. Estimated number of international remittance transfers for which your institution applied the permanent exchange rate exception	RCONMM07	NR	16.b.2.
3. Estimated number of international remittance transfers for which your institution applied the permanent covered third-party fee exception	RCONMQ52	NR	16.b.3.
17. U.S. Small Business Administration Paycheck Protection Program (PPP) loans and the Federal Reserve PPP Liquidity Facility (PPPLF):[3]			17.
a. Number of PPP loans outstanding	RCONLG26	0	17.a.
b. Outstanding balance of PPP loans	RCONLG27	0	17.b.
c. Outstanding balance of PPP loans pledged to the PPPLF	RCONLG28	0	17.c.
d. Outstanding balance of borrowings from Federal Reserve Banks under the PPPLF with a remaining maturity of:			17.d.
1. One year or less	RCONLL59	0	17.d.1.
2. More than one year	RCONLL60	0	17.d.2.
e. Quarterly average amount of PPP loans pledged to the PPPLF and excluded from "Total assets for the leverage ratio" reported in Schedule RC-R, Part I, item 30	RCONLL57	0	17.e.
18. Money Market Mutual Fund Liquidity Facility (MMLF):			18.
a. Outstanding balance of assets purchased under the MMLF	RCONLL61	0	18.a.
b. Quarterly average amount of assets purchased under the MMLF and excluded from "Total assets for the leverage ratio" reported in Schedule RC-R, Part I, item 30	RCONLL58	0	18.b.

(TE01N529) Bank of America

2. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank.

1. Report information about international electronic transfers of funds offered to consumers in the United States that: (a) are "remittance transfers" as defined by subpart B of Regulation E (12 CFR § 1005.30(e)), or (b) would qualify as "remittance transfers" under subpart B of Regulation E (12 CFR § 1005.30(e)) but are excluded from that definition only because the provider is not providing those transfers in the normal course of its business. See 12 CFR § 1005.30(f). For purposes of this item 16, such trans

3. Paycheck Protection Program (PPP) covered loans as defined in sections 7(a)(36) and 7(a)(37) of the Small Business Act (15 U.S.C. 636(a)(36) and (37)). The PPP was established by Section 1102 of the 2020 Coronavirus Aid, Relief, and Security Act.

(TE02N528) www.merrilledge.com

(TE02N529) Bank of America Merrill Lynch

(TE03N528) www.mymerrill.com

(TE06N529) Merrill Lynch

(TEXT4087) www.bankofamerica.com

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets(Form Type - 031)

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
1. Loans secured by real estate:							1.
a. Construction, land development, and other land loans in domestic offices:							1.a.
1. 1-4 family residential construction loans	RCONF172	0	RCONF174	0	RCONF176	0	1.a.1.
2. Other construction loans and all land development and other land loans	RCONF173	0	RCONF175	0	RCONF177	0	1.a.2.
b. Secured by farmland in domestic offices	RCON3493	0	RCON3494	0	RCON3495	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:							1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCON5398	0	RCON5399	0	RCON5400	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:							1.c.2.
a. Secured by first liens	RCONC236	54,000	RCONC237	0	RCONC229	118,000	1.c.2.a.
b. Secured by junior liens	RCONC238	0	RCONC239	0	RCONC230	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties in domestic offices	RCON3499	0	RCON3500	0	RCON3501	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONF178	0	RCONF180	0	RCONF182	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties	RCONF179	0	RCONF181	0	RCONF183	0	1.e.2.
f. In foreign offices	RCFNB572	NR	RCFNB573	NR	RCFNB574	NR	1.f.
2. Loans to depository institutions and acceptances of other banks:							2.
a. To U.S. banks and other U.S. depository institutions	RCFD5377	0	RCFD5378	0	RCFD5379	0	2.a.
b. To foreign banks	RCFD5380	0	RCFD5381	0	RCFD5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	RCFD1594	0	RCFD1597	0	RCFD1583	0	3.
4. Commercial and industrial loans:							4.
a. To U.S. addressees (domicile)	RCFD1251	0	RCFD1252	0	RCFD1253	0	4.a.
b. To non-U.S. addressees (domicile)	RCFD1254	0	RCFD1255	0	RCFD1256	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							5.
a. Credit cards	RCFDB575	0	RCFDB576	0	RCFDB577	0	5.a.
b. Automobile loans	RCFDK213	0	RCFDK214	0	RCFDK215	0	5.b.
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RCFDK216	0	RCFDK217	0	RCFDK218	0	5.c.
6. Loans to foreign governments and official institutions	RCFD5389	0	RCFD5390	0	RCFD5391	0	6.
7. All other loans	RCFD5459	0	RCFD5460	0	RCFD5461	0	7.
8. Lease financing receivables:							8.
a. Leases to individuals for household, family, and other personal expenditures	RCFDF166	0	RCFDF167	0	RCFDF168	0	8.a.
b. All other leases	RCFDF169	0	RCFDF170	0	RCFDF171	0	8.b.
9. Total loans and leases (sum of items 1 through 8.b)	RCFD1406	54,000	RCFD1407	0	RCFD1403	118,000	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	RCFD3505	0	RCFD3506	0	RCFD3507	0	10.
11. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC:	RCFDK036	0	RCFDK037	0	RCFDK038	0	11.
a. Guaranteed portion of loans and leases included in item 11 above, excluding rebooked "GNMA loans"	RCFDK039	0	RCFDK040	0	RCFDK041	0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	RCFDK042	0	RCFDK043	0	RCFDK044	0	11.b.
12. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:							12.
a. Loans secured by real estate in domestic offices:							12.a.
1. Construction, land development, and other land loans:							12.a.1.
a. 1-4 family residential construction loans	RCONK045	0	RCONK046	0	RCONK047	0	12.a.1.a.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
b. Other construction loans and all land development and other land loans	RCONK048	0	RCONK049	0	RCONK050	0	12a1b
2. Secured by farmland	RCONK051	0	RCONK052	0	RCONK053	0	12.a.2.
3. Secured by 1-4 family residential properties:							12.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCONK054	0	RCONK055	0	RCONK056	0	12a3a
b. Closed-end loans secured by 1-4 family residential properties:							12a3b
1. Secured by first liens	RCONK057	0	RCONK058	0	RCONK059	0	12a3b1
2. Secured by junior liens	RCONK060	0	RCONK061	0	RCONK062	0	12a3b2
4. Secured by multifamily (5 or more) residential properties	RCONK063	0	RCONK064	0	RCONK065	0	12.a.4.
5. Secured by nonfarm nonresidential properties:							12.a.5.
a. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK066	0	RCONK067	0	RCONK068	0	12a5a
b. Loans secured by other nonfarm nonresidential properties	RCONK069	0	RCONK070	0	RCONK071	0	12a5b
b. Not applicable							12.b.
c. Not applicable							12.c.
d. Not applicable							12.d.
e. All other loans and all leases	RCFDK087	0	RCFDK088	0	RCFDK089	0	12.e.
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	RCFDK102	0	RCFDK103	0	RCFDK104	0	12.f.
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part 1, Memorandum item 1):							M.1.
a. Construction, land development, and other land loans in domestic offices:							M.1.a.
1. 1-4 family residential construction loans	RCONK105	0	RCONK106	0	RCONK107	0	M1a1
2. Other construction loans and all land development and other land loans	RCONK108	0	RCONK109	0	RCONK110	0	M1a2
b. Loans secured by 1-4 family residential properties in domestic offices	RCONF661	**3,000**	RCONF662	0	RCONF663	**79,000**	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	RCONK111	0	RCONK112	0	RCONK113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							M.1.d.
1. Loans secured by owner-occupied nonfarm nonresidential properties	RCONK114	0	RCONK115	0	RCONK116	0	M1d1
2. Loans secured by other nonfarm nonresidential properties	RCONK117	0	RCONK118	0	RCONK119	0	M1d2
e. Commercial and industrial loans:							M.1.e.
1. To U.S. addressees (domicile)	RCFDK120	0	RCFDK121	0	RCFDK122	0	M1e1
2. To non-U.S. addressees (domicile)	RCFDK123	0	RCFDK124	0	RCFDK125	0	M1e2
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	RCFDK126	0	RCFDK127	0	RCFDK128	0	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C): 1. Loans secured by farmland in domestic offices	RCONK130	0	RCONK131	0	RCONK132	0	M1f1
2. Not applicable							M1f2
3. Loans to finance agricultural production and other loans to farmers	RCFDK138	0	RCFDK139	0	RCFDK140	0	M1f3
4. Loans to individuals for household, family, and other personal expenditures:							M1f4
a. Credit cards	RCFDK274	0	RCFDK275	0	RCFDK276	0	M1f4a
b. Automobile loans	RCFDK277	0	RCFDK278	0	RCFDK279	0	M1f4b
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	RCFDK280	0	RCFDK281	0	RCFDK282	0	M1f4c
g. Total loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above and not reported in Schedule RC-C, Part I, Memorandum item 1 (sum of items Memorandum item 1.a.(1) through Memorandum item 1.f)[1]	RCFDHK26	**3,000**	RCFDHK27	0	RCFDHK28	**79,000**	M.1.g.

1. Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(4) when calculating the total in Memorandum item 1.g.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	RCFD6558	0	RCFD6559	0	RCFD6560	0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	RCFD1248	0	RCFD1249	0	RCFD1250	0	M.3.
4. Not applicable							M.4.
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above)	RCFDC240	0	RCFDC241	0	RCFDC226	0	M.5.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
6. Derivative contracts: Fair value of amounts carried as assets	RCFD3529	0	RCFD3530	0	M.6.

Dollar amounts in thousands			
Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only. 7. Additions to nonaccrual assets during the previous six months	RCFDC410	NR	M.7.
8. Nonaccrual assets sold during the previous six months	RCFDC411	NR	M.8.

Dollar amounts in thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Stament of Position 03-3):[2]							M.9.
a. Outstanding balance	RCFDL183	NR	RCFDL184	NR	RCFDL185	NR	M.9.a.
b. Amount included in Schedule RC-N, items 1 through 7, above	RCFDL186	NR	RCFDL187	NR	RCFDL188	NR	M.9.b.

2. Memorandum items 9.a and 9.b should be completed only by institutions that have not yet adopted ASU 2016-13.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments(Form Type - 031)

All FDIC-insured depository institutions must complete items 1 through 9, 10, and 11, Memorandum item 1, and, if applicable, item 9.a, Memorandum items 2, 3, and 6 through 18 each quarter. Unless otherwise indicated, complete items 1 through 11 and Memorandum items 1 through 3 on an "unconsolidated single FDIC certificate number basis" (see instructions) and complete Memorandum items 6 through 18 on a fully consolidated basis.

Dollar amounts in thousands			
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFDF236	24,164,000	1.
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	RCFDF237	0	2.
3. Total foreign deposits, including interest accrued and unpaid thereon (included in item 2 above)	RCFNF234	0	3.
4. Average consolidated total assets for the calendar quarter	RCFDK652	25,948,000	4.
a. Averaging method used (for daily averaging, enter 1; for weekly averaging, enter 2)	RCFDK653	1	4.a.
5. Average tangible equity for the calendar quarter[1]	RCFDK654	2,181,000	5.
6. Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions	RCFDK655	0	6.
7. Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):			7.
a. One year or less	RCFDG465	0	7.a.
b. Over one year through three years	RCFDG466	0	7.b.
c. Over three years through five years	RCFDG467	0	7.c.
d. Over five years	RCFDG468	0	7.d.
8. Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):			8.
a. One year or less	RCFDG469	0	8.a.
b. Over one year through three years	RCFDG470	0	8.b.
c. Over three years through five years	RCFDG471	0	8.c.
d. Over five years	RCFDG472	0	8.d.
9. Brokered reciprocal deposits (included in Schedule RC-E, Part I, Memorandum item 1.b)	RCONG803	0	9.
Item 9.a is to be completed on a fully consolidated basis by all institutions that own another insured depository institution. a. Fully consolidated brokered reciprocal deposits	RCONL190	NR	9.a.
10. Banker's bank certification: Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations? If the answer to item 10 is "YES," complete items 10.a and 10.b.	RCFDK656	No	10.
If the answer to item 10 is "YES," complete items 10.a and 10.b. a. Banker's bank deduction	RCFDK657	NR	10.a.
b. Banker's bank deduction limit	RCFDK658	NR	10.b.
11. Custodial bank certification: Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations? If the answer to item 11 is "YES," complete items 11.a and 11.b.	RCFDK659	No	11.
If the answer to item 11 is "YES," complete items 11.a and 11.b. a. Custodial bank deduction	RCFDK660	NR	11.a.
b. Custodial bank deduction limit	RCFDK661	NR	11.b.
1. Total deposit liabilities of the bank (including related interest accrued and unpaid) less allowable exclusions (including related interest accrued and unpaid) (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):			M.1.
a. Deposit accounts (excluding retirement accounts) of $250,000 or less:[1]			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of $250,000 or less	RCONF049	10,441,000	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of $250,000 or less	RCONF050	711562	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than $250,000:[1]			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than $250,000	RCONF051	9,414,000	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than $250,000	RCONF052	21260	M.1.b.2.
c. Retirement deposit accounts of $250,000 or less:[1]			M.1.c.
1. Amount of retirement deposit accounts of $250,000 or less	RCONF045	4,309,000	M.1.c.1.
2. Number of retirement deposit accounts of $250,000 or less	RCONF046	93623	M.1.c.2.
d. Retirement deposit accounts of more than $250,000:[1]			M.1.d.

1. See instructions for averaging methods. For deposit insurance assessment purposes, tangible equity is defined as Tier 1 capital as set forth in the banking agencies' regulatory capital standards and reported in Schedule RC-R, Part I, item 26, except as described in the instructions.
1. The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date.

Dollar amounts in thousands

1. Amount of retirement deposit accounts of more than $250,000	RCONF047	0	M.1.d.1.
2. Number of retirement deposit accounts of more than $250,000	RCONF048	0	M.1.d.2.
Memorandum item 2 is to be completed by banks with $1 billion or more in total assets. 2. Estimated amount of uninsured deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid (see instructions)[3]	RCON5597	700,000	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number	RCONA545	0	M.3.b.
4. Dually payable deposits in the reporting institution's foreign branches	RCFNGW43	NR	M.4.
Memorandum items 5 through 12 are to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. 5. Applicable portion of the CECL transitional amount or modified CECL transitional amount that has been added to retained earnings for regulatory capital purposes as of the current report date and is attributable to loans and leases held for investment	RCFDMW53	0	M.5.
6. Criticized and classified items:			M.6.
a. Special mention	RCFDK663	CONF	M.6.a.
b. Substandard	RCFDK664	CONF	M.6.b.
c. Doubtful	RCFDK665	CONF	M.6.c.
d. Loss	RCFDK666	CONF	M.6.d.
7. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations:			M.7.
a. Nontraditional 1-4 family residential mortgage loans	RCFDN025	CONF	M.7.a.
b. Securitizations of nontraditional 1-4 family residential mortgage loans	RCFDN026	CONF	M.7.b.
8. "Higher-risk consumer loans" as defined for assessment purposes only in FDIC regulations:			M.8.
a. Higher-risk consumer loans	RCFDN027	CONF	M.8.a.
b. Securitizations of higher-risk consumer loans	RCFDN028	CONF	M.8.b.
9. "Higher-risk commercial and industrial loans and securities" as defined for assessment purposes only in FDIC regulations:			M.9.
a. Higher-risk commercial and industrial loans and securities	RCFDN029	CONF	M.9.a.
b. Securitizations of higher-risk commercial and industrial loans and securities	RCFDN030	CONF	M.9.b.
10. Commitments to fund construction, land development, and other land loans secured by real estate for the consolidated bank:			M.10.
a. Total unfunded commitments	RCFDK676	0	M.10.a.
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC)	RCFDK677	0	M.10.b.
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements)	RCFDK669	0	M.11.
12. Nonbrokered time deposits of more than $250,000 in domestic offices (included in Schedule RC-E, Memorandum item 2.d)	RCONK678	0	M.12.
Memorandum item 13.a is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Memorandum items 13.b through 13.h are to be completed by "large institutions" only. 13. Portion of funded loans and securities in domestic and foreign offices guaranteed or insured by the U.S. government (including FDIC loss-sharing agreements):			M.13.
a. Construction, land development, and other land loans secured by real estate	RCFDN177	0	M.13.a.
b. Loans secured by multifamily residential and nonfarm nonresidential properties	RCFDN178	0	M.13.b.
c. Closed-end loans secured by first liens on 1-4 family residential properties	RCFDN179	7,000	M.13.c.
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCFDN180	0	M.13.d.
e. Commercial and industrial loans	RCFDN181	0	M.13.e.
f. Credit card loans to individuals for household, family, and other personal expenditures	RCFDN182	0	M.13.f.
g. All other loans to individuals for household, family, and other personal expenditures	RCFDN183	0	M.13.g.
h. Non-agency residential mortgage-backed securities	RCFDM963	0	M.13.h.
Memorandum items 14 and 15 are to be completed by "highly complex institutions" as defined in FDIC regulations. 14. Amount of the institution's largest counterparty exposure	RCFDK673	CONF	M.14.
15. Total amount of the institution's 20 largest counterparty exposures	RCFDK674	CONF	M.15.

3. Uninsured deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d.

Dollar amounts in thousands			
Memorandum item 16 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. 16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, part I, Memorandum item 1)	RCFDL189	**3,000**	M.16.
Memorandum item 17 is to be completed on a fully consolidated basis by those "large institutions" and "highly complex institutions" as defined in FDIC regulations that own another insured depository institution. 17. Selected fully consolidated data for deposit insurance assessment purposes:			M.17.
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFDL194	**NR**	M.17.a.
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	RCFDL195	**NR**	M.17.b.
c. Unsecured "Other borrowings" with a remaining maturity of one year or less	RCFDL196	**NR**	M.17.c.
d. Estimated amount of uninsured deposits in domestic offices of the institution and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid	RCONL197	**NR**	M.17.d.

Dollar amounts in thousands	(Column A) Two-Year Probability of Default (PD) <= 1%	(Column B) Two-Year Probability of Default (PD) 1.01–4%	(Column C) Two-Year Probability of Default (PD) 4.01–7%	(Column D) Two-Year Probability of Default (PD) 7.01–10%	(Column E) Two-Year Probability of Default (PD) 10.01–14%	(Column F) Two-Year Probability of Default (PD) 14.01–16%	(Column G) Two-Year Probability of Default (PD) 16.01–18%	(Column H) Two-Year Probability of Default (PD) 18.01–20%	(Column I) Two-Year Probability of Default (PD) 20.01–22%	(Column J) Two-Year Probability of Default (PD) 22.01–26%	(Column K) Two-Year Probability of Default (PD) 26.01–30%	(Column L) Two-Year Probability of Default (PD) > 30%	(Column M) Two-Year Probability of Default (PD) Unscoreable	(Column N) Two-Year Probability of Default (PD) Total	(Column O) PDs Were Derived Using	
18. Outstanding balance of 1-4 family residential mortgage loans, consumer loans, and consumer leases by two-year probability of default:																M18.
a. "Nontraditional 1-4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations	RCFDM964 CONF	RCFDM965 CONF	RCFDM966 CONF	RCFDM967 CONF	RCFDM968 CONF	RCFDM969 CONF	RCFDM970 CONF	RCFDM971 CONF	RCFDM972 CONF	RCFDM973 CONF	RCFDM974 CONF	RCFDM975 CONF	RCFDM976 CONF	RCFDM977 CONF	RCFDM978 CONF	M18a
b. Closed-end loans secured by first liens on 1-4 family residential properties	RCFDM979 CONF	RCFDM980 CONF	RCFDM981 CONF	RCFDM982 CONF	RCFDM983 CONF	RCFDM984 CONF	RCFDM985 CONF	RCFDM986 CONF	RCFDM987 CONF	RCFDM988 CONF	RCFDM989 CONF	RCFDM990 CONF	RCFDM991 CONF	RCFDM992 CONF	RCFDM993 CONF	M18b
c. Closed-end loans secured by junior liens on 1-4 family residential properties	RCFDM994 CONF	RCFDM995 CONF	RCFDM996 CONF	RCFDM997 CONF	RCFDM998 CONF	RCFDM999 CONF	RCFDN001 CONF	RCFDN002 CONF	RCFDN003 CONF	RCFDN004 CONF	RCFDN005 CONF	RCFDN006 CONF	RCFDN007 CONF	RCFDN008 CONF	RCFDN009 CONF	M18c
d. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	RCFDN010 CONF	RCFDN011 CONF	RCFDN012 CONF	RCFDN013 CONF	RCFDN014 CONF	RCFDN015 CONF	RCFDN016 CONF	RCFDN017 CONF	RCFDN018 CONF	RCFDN019 CONF	RCFDN020 CONF	RCFDN021 CONF	RCFDN022 CONF	RCFDN023 CONF	RCFDN024 CONF	M18d
e. Credit cards	RCFDN040 CONF	RCFDN041 CONF	RCFDN042 CONF	RCFDN043 CONF	RCFDN044 CONF	RCFDN045 CONF	RCFDN046 CONF	RCFDN047 CONF	RCFDN048 CONF	RCFDN049 CONF	RCFDN050 CONF	RCFDN051 CONF	RCFDN052 CONF	RCFDN053 CONF	RCFDN054 CONF	M18e
f. Automobile loans	RCFDN055 CONF	RCFDN056 CONF	RCFDN057 CONF	RCFDN058 CONF	RCFDN059 CONF	RCFDN060 CONF	RCFDN061 CONF	RCFDN062 CONF	RCFDN063 CONF	RCFDN064 CONF	RCFDN065 CONF	RCFDN066 CONF	RCFDN067 CONF	RCFDN068 CONF	RCFDN069 CONF	M18f
g. Student loans	RCFDN070 CONF	RCFDN071 CONF	RCFDN072 CONF	RCFDN073 CONF	RCFDN074 CONF	RCFDN075 CONF	RCFDN076 CONF	RCFDN077 CONF	RCFDN078 CONF	RCFDN079 CONF	RCFDN080 CONF	RCFDN081 CONF	RCFDN082 CONF	RCFDN083 CONF	RCFDN084 CONF	M18g
h. Other consumer loans and revolving credit plans other than credit cards	RCFDN085 CONF	RCFDN086 CONF	RCFDN087 CONF	RCFDN088 CONF	RCFDN089 CONF	RCFDN090 CONF	RCFDN091 CONF	RCFDN092 CONF	RCFDN093 CONF	RCFDN094 CONF	RCFDN095 CONF	RCFDN096 CONF	RCFDN097 CONF	RCFDN098 CONF	RCFDN099 CONF	M18h
i. Consumer leases	RCFDN100 CONF	RCFDN101 CONF	RCFDN102 CONF	RCFDN103 CONF	RCFDN104 CONF	RCFDN105 CONF	RCFDN106 CONF	RCFDN107 CONF	RCFDN108 CONF	RCFDN109 CONF	RCFDN110 CONF	RCFDN111 CONF	RCFDN112 CONF	RCFDN113 CONF	RCFDN114 CONF	M18i
j. Total	RCFDN115 CONF	RCFDN116 CONF	RCFDN117 CONF	RCFDN118 CONF	RCFDN119 CONF	RCFDN120 CONF	RCFDN121 CONF	RCFDN122 CONF	RCFDN123 CONF	RCFDN124 CONF	RCFDN125 CONF	RCFDN126 CONF	RCFDN127 CONF	RCFDN128 CONF		M18j

Schedule RC-P - 1-4 Family Residential Mortgage Banking Activities in Domestic Offices(Form Type - 031)

Schedule RC-P is to be completed by banks at which either 1-4 family residential mortgage loan originations and purchases for resale from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed $10 million for two consecutive quarters.

Dollar amounts in thousands			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale[1]	RCONHT81	0	1.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale[2]	RCONHT82	0	2.
3. 1-4 family residential mortgage loans sold during the quarter	RCONFT04	0	3.
4. 1-4 family residential mortgage loans held for sale or trading at quarter-end (included in Schedule RC, items 4.a and 5)	RCONFT05	0	4.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.c, 5.f, 5.g, and 5.i)	RIADHT85	0	5.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter	RCONHT86	0	6.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			7.
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	RCONL191	CONF	7.a.
b. For representations and warranties made to other parties	RCONL192	CONF	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	RCONM288	0	7.c.

Schedule RC-Q - Assets and Liabilities Measured at Fair Value on a Recurring Basis(Form Type - 031)

Schedule RC-Q is to be completed by banks that:

(1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or (2) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
1. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading[1]	RCFDJA36 0	RCFDG474 0	RCFDG475 0	RCFDG476 0	RCFDG477 0	1.
2. Federal funds sold and securities purchased under agreements to resell	RCFDG478 0	RCFDG479 0	RCFDG480 0	RCFDG481 0	RCFDG482 0	2.
3. Loans and leases held for sale	RCFDG483 0	RCFDG484 0	RCFDG485 0	RCFDG486 0	RCFDG487 0	3.
4. Loans and leases held for investment	RCFDG488 0	RCFDG489 0	RCFDG490 0	RCFDG491 0	RCFDG492 0	4.
5. Trading assets:						5.
a. Derivative assets	RCFD3543 0	RCFDG493 0	RCFDG494 0	RCFDG495 0	RCFDG496 0	5.a.
b. Other trading assets	RCFDG497 0	RCFDG498 0	RCFDG499 0	RCFDG500 0	RCFDG501 0	5.b.
1. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above)	RCFDF240 0	RCFDF684 0	RCFDF692 0	RCFDF241 0	RCFDF242 0	5.b.1.
6. All other assets	RCFDG391 0	RCFDG392 0	RCFDG395 0	RCFDG396 0	RCFDG804 0	6.
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6)	RCFDG502 0	RCFDG503 0	RCFDG504 0	RCFDG505 0	RCFDG506 0	7.
8. Deposits	RCFDF252 0	RCFDF686 0	RCFDF694 0	RCFDF253 0	RCFDF254 0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	RCFDG507 0	RCFDG508 0	RCFDG509 0	RCFDG510 0	RCFDG511 0	9.
10. Trading liabilities:						10.
a. Derivative liabilities	RCFD3547 0	RCFDG512 0	RCFDG513 0	RCFDG514 0	RCFDG515 0	10.a.
b. Other trading liabilities	RCFDG516 0	RCFDG517 0	RCFDG518 0	RCFDG519 0	RCFDG520 0	10.b.

1. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.
1. The amount reported in item 1, column A, must equal the sum of Schedule RC, items 2.b and 2.c.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
11. Other borrowed money	RCFDG521 0	RCFDG522 0	RCFDG523 0	RCFDG524 0	RCFDG525 0	11.
12. Subordinated notes and debentures	RCFDG526 0	RCFDG527 0	RCFDG528 0	RCFDG529 0	RCFDG530 0	12.
13. All other liabilities	RCFDG805 0	RCFDG806 0	RCFDG807 0	RCFDG808 0	RCFDG809 0	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	RCFDG531 0	RCFDG532 0	RCFDG533 0	RCFDG534 0	RCFDG535 0	14.
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than $100,000 and exceed 25% of item 6):						M.1.
a. Mortgage servicing assets	RCFDG536 0	RCFDG537 0	RCFDG538 0	RCFDG539 0	RCFDG540 0	M.1.a.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
b. Nontrading derivative assets	RCFDG541 0	RCFDG542 0	RCFDG543 0	RCFDG544 0	RCFDG545 0	M.1.b.

Dollar amounts in thousands			
c. Disclose component and the dollar amount of that component:			M.1.c.
1. Describe component	TEXTG546	NR	M.1.c.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG546 0	RCFDG547 0	RCFDG548 0	RCFDG549 0	RCFDG550 0	M.1.c.2.

Dollar amounts in thousands			
d. Disclose component and the dollar amount of that component:			M.1.d.
1. Describe component	TEXTG551	NR	M.1.d.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG551 0	RCFDG552 0	RCFDG553 0	RCFDG554 0	RCFDG555 0	M.1.d.2.

Dollar amounts in thousands			
e. Disclose component and the dollar amount of that component:			M.1.e.
1. Describe component	TEXTG556	NR	M.1.e.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG556 0	RCFDG557 0	RCFDG558 0	RCFDG559 0	RCFDG560 0	M.1.e.2.

Dollar amounts in thousands			
f. Disclose component and the dollar amount of that component:			M.1.f.
1. Describe component	TEXTG561	NR	M.1.f.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG561 0	RCFDG562 0	RCFDG563 0	RCFDG564 0	RCFDG565 0	M.1.f.2.
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than $100,000 and exceed 25% of item 13):						M.2.
a. Loan commitments (not accounted for as derivatives)	RCFDF261 0	RCFDF689 0	RCFDF697 0	RCFDF262 0	RCFDF263 0	M.2.a.
b. Nontrading derivative liabilities	RCFDG566 0	RCFDG567 0	RCFDG568 0	RCFDG569 0	RCFDG570 0	M.2.b.

Dollar amounts in thousands			
c. Disclose component and the dollar amount of that component:			M.2.c.
1. Describe component	TEXTG571	NR	M.2.c.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG571 0	RCFDG572 0	RCFDG573 0	RCFDG574 0	RCFDG575 0	M.2.c.2.

Dollar amounts in thousands			
d. Disclose component and the dollar amount of that component:			M.2.d.
1. Describe component	TEXTG576	NR	M.2.d.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG576 0	RCFDG577 0	RCFDG578 0	RCFDG579 0	RCFDG580 0	M.2.d.2.

Dollar amounts in thousands			
e. Disclose component and the dollar amount of that component:			M.2.e.
1. Describe component	TEXTG581	NR	M.2.e.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG581 0	RCFDG582 0	RCFDG583 0	RCFDG584 0	RCFDG585 0	M.2.e.2.

Dollar amounts in thousands			
f. Disclose component and the dollar amount of that component:			M.2.f.
1. Describe component (TEXTG586) NR			M.2.f.1.

Dollar amounts in thousands	(Column A) Total Fair Value Reported on Schedule RC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
2. Amount of component	RCFDG586 0	RCFDG587 0	RCFDG588 0	RCFDG589 0	RCFDG590 0	M.2.f.2.

Dollar amounts in thousands	Consolidated Bank		
3. Loans measured at fair value (included in Schedule RC-C, Part I, items 1 through 9):			M.3.
a. Loans secured by real estate:			M.3.a.
1. Secured by 1-4 family residential properties	RCFDHT87	NR	M.3.a.1.
2. All other loans secured by real estate	RCFDHT88	NR	M.3.a.2.
b. Commercial and industrial loans	RCFDF585	NR	M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT89	NR	M.3.c.
d. Other loans	RCFDF589	NR	M.3.d.
4. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-Q, Memorandum item 3):			M.4.
a. Loans secured by real estate:			M.4.a.
1. Secured by 1-4 family residential properties	RCFDHT91	NR	M.4.a.1.
2. All other loans secured by real estate	RCFDHT92	NR	M.4.a.2.
b. Commercial and industrial loans	RCFDF597	NR	M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	RCFDHT93	NR	M.4.c.
d. Other loans	RCFDF601	NR	M.4.d.

Schedule RC-R Part I - Regulatory Capital Components and Ratios(Form Type - 031)

Part I is to be completed on a consolidated basis.

Dollar amounts in thousands			
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	RCFAP742	26,000	1.
2. Retained earnings[1]	RCFAKW00	2,166,000	2.
To be completed only by institutions that have adopted ASU 2016-13: a. Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.)	RCOAJJ29	0	2.a.
3. Accumulated other comprehensive income (AOCI)	RCFAB530	0	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	RCOAP838	0	3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	RCFAP839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	RCFAP840	2,192,000	5.
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	RCFAP841	0	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	RCFAP842	0	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	RCFAP843	0	8.
9. AOCI-related adjustments (items 9.a through 9.e are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			9.
a. LESS: Net unrealized gains (losses) on available-for-sale debt securities (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP844	NR	9.a.
b. Not applicable.			9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP846	NR	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP847	NR	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAP848	NR	9.e.
f. LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value) (To be completed only by institutions that entered "0" for No in item 3.a)	RCFAP849	0	9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			10.
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	RCFAQ258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions.	RCFAP850	8,000	10.b.

Dollar amounts in thousands	(Column A) Non-advanced Approaches Institutions		(Column B) Advanced Approaches Institutions		
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments			RCFWP851	0	11.
12. Subtotal (for column A, item 5 minus items 6 through 10.b; for column B, item 5 minus items 6 through 11)	RCFAP852	NR	RCFWP852	2,184,000	12.
13. Not available					13.
a. LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12	RCFALB58	NR			13.a.
b. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			RCFWP853	0	13.b.
14. Not available					14.
a. LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12	RCFALB59	NR			14.a.
b. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			RCFWP854	0	14.b.
15. Not available					15.
a. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12	RCFALB60	NR			15.a.
b. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			RCFWP855	0	15.b.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold			RCFWP856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	RCFAP857	NR	RCFWP857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital[3]	RCFAP858	NR	RCFWP858	0	18.
19. Common equity tier 1 capital (item 12 minus item 18)	RCFAP859	NR	RCFWP859	2,184,000	19.

Dollar amounts in thousands			
20. Additional tier 1 capital instruments plus related surplus	RCFAP860	0	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	RCFAP861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	RCFAP862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	RCFAP863	0	23.
24. LESS: Additional tier 1 capital deductions	RCFAP864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	RCFAP865	0	25.
26. Tier 1 capital[1]	RCFA8274	2,184,000	26.
27. Average total consolidated assets[2]	RCFAKW03	25,948,000	27.
28. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 13 through 15, 17, and certain elements of item 24 - see instructions)[3]	RCFAP875	8,000	28.
29. LESS: Other deductions from (additions to) assets for leverage ratio purposes	RCFAB596	0	29.
30. Total assets for the leverage ratio (item 27 minus items 28 and 29)	RCFAA224	25,940,000	30.
31. Leverage ratio (item 26 divided by 30)	RCFA7204	8.4194%	31.
a. Does your institution have a community bank leverage ratio (CBLR) framework election in effect as of the quarter-end report date? (enter "1" for Yes; enter "0" for No)	RCOALE74	0	31.a.

1. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.

Dollar amounts in thousands	(Column A) Amount		(Column B) Percentage		
32. Total assets*	RCFA2170	NR			32.
33. Trading assets and trading liabilities (Schedule RC, sum of items 5 and 15). Report as a dollar amount in Column A and as a percentage of total assets (5% limit) in Column B	RCFAKX77	NR	RCFAKX78	NR	33.
34. Off-balance sheet exposures:					34.
a. Unused portion of conditionally cancellable commitments	RCFAKX79	NR			34.a.
b. Securities lent and borrowed (Schedule RC-L, sum of items 6.a and 6.b)	RCFAKX80	NR			34.b.
c. Other off-balance sheet exposures	RCFAKX81	NR			34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c). Report as a dollar amount in Column A and as a percentage of total assets (25% limit) in Column B	RCFAKX82	NR	RCFAKX83	NR	34.d.

Dollar amounts in thousands			
35. Unconditionally cancellable commitments	RCFAS540	NR	35.
36. Investments in the tier 2 capital of unconsolidated financial institutions	RCFALB61	NR	36.
37. Allocated transfer risk reserve	RCFA3128	NR	37.
38. Amount of allowances for credit losses on purchased credit-deteriorated assets:			38.
a. Loans and leases held for investment	RCFAJJ30	NR	38.a.
b. Held-to-maturity debt securities	RCFAJJ31	NR	38.b.
c. Other financial assets measured at amortized cost	RCFAJJ32	NR	38.c.
39. Tier 2 capital instruments plus related surplus	RCFAP866	0	39.
40. Non-qualifying capital instruments subject to phase-out from tier 2 capital	RCFAP867	0	40.
41. Total capital minority interest that is not included in tier 1 capital	RCFAP868	0	41.
42. Allowance for loan and lease losses and eligible credit reserves includable in tier 2 capital			42.
a. Allowance for loan and lease losses includable in tier 2 capital[1]	RCFA5310	9,000	42.a.
b. (Advanced approaches institutions that exit parallel run only): Eligible credit reserves includable in tier 2 capital.	RCFW5310	0	42.b.
43. Not applicable.			43.
44. Tier 2 capital before deductions			44.
a. Tier 2 capital before deductions (sum of items 39 through 42)	RCFAP870	9,000	44.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital before deductions (sum of items 39 through 41, plus item 42.b)	RCFWP870	0	44.b.
45. LESS: Tier 2 capital deductions	RCFAP872	0	45.
46. Tier 2 capital			46.
a. Tier 2 capital (greater of item 44.a minus item 45, or zero)	RCFA5311	9,000	46.a.
b. (Advanced approaches institutions that exit parallel run only): Tier 2 capital (greater of item 44.b minus item 45, or zero)	RCFW5311	0	46.b.
47. Total capital			47.
a. Total capital (sum of items 26 and 46.a)	RCFA3792	2,193,000	47.a.
b. (Advanced approaches institutions that exit parallel run only): Total capital (sum of items 26 and 46.b)	RCFW3792	2,184,000	47.b.
48. Total risk-weighted assets			48.
a. Total risk-weighted assets (from Schedule RC-R, Part II, item 31)	RCFAA223	7,536,000	48.a.
b. (Advanced approaches institutions that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	RCFWA223	4,167,000	48.b.

3. Beginning with the June 30, 2020, report date, all non-advanced approaches institutions should report in item 18, column A, the sum of items 13.a, 14.a, 15.a, and 17, column A; all advanced approaches institutions should report in item 18, column B, the sum of items 13.b, 14.b, 15.b, 16, and 17, column B.

1. Beginning with the June 30, 2020, report date, all non-advanced approaches institutions should report the sum of item 19, column A, and item 25 in item 26; all advanced approaches institutions should report the sum of item 19, column B, and item 25 in item 26.

2. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 27.

3. Beginning with the June 30, 2020, report date, all non-advanced approaches institutions should report in item 28 the sum of items 6, 7, 8, 10.b, 13.a, 14.a, 15.a, 17 (column A), and certain elements of item 24 - see instructions; all advanced approaches institutions should report in item 28, the sum of items 6, 7, 8, 10.b, 11, 13.b, 14.b, 15.b, 16, 17 (column B), and certain elements of item 24 - see instructions.

Dollar amounts in thousands	(Column A) Percentage		(Column B) Percentage		
49. Common equity tier 1 capital ratio (Column A: item 19, column A or B, as applicable, divided by item 48.a) (Advanced approaches institutions that exit parallel run only: Column B: item 19, column B, divided by item 48.b)	RCFAP793	**28.9809%**	RCFWP793	**52.4118%**	49.
50. Tier 1 capital ratio (Column A: item 26 divided by item 48.a) (Advanced approaches institutions that exit parallel run only: Column B: item 26 divided by item 48.b)	RCFA7206	**28.9809%**	RCFW7206	**52.4118%**	50.
51. Total capital ratio (Column A: item 47.a divided by item 48.a) (Advanced approaches institutions that exit parallel run only: Column B: item 47.b divided by item 48.b)	RCFA7205	**29.1003%**	RCFW7205	**52.4118%**	51.

Dollar amounts in thousands			
52. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			52.
a. Capital conservation buffer	RCFAH311	**21.1003%**	52.a.
b. Advanced approaches institutions and institutions subject to Category III capital standards only: Total applicable capital buffer	RCFWH312	**2.5000%**	52.b.
53. Eligible retained income[1]	RCFAH313	**NR**	53.
54. Distributions and discretionary bonus payments during the quarter[2]	RCFAH314	**NR**	54.
55. Advanced approaches institutions and institutions subject to Category III capital standards only: Supplementary leverage ratio information:			55.
a. Total leverage exposure[3]	RCFAH015	**25,940,000**	55.a.
b. Supplementary leverage ratio	RCFAH036	**8.4194%**	55.b.

*. For report dates through December 31, 2021, report the lesser of total assets reported in Schedule RC, item 12, as of December 31, 2019, or the current report date, which must be less than $10 billion.

1. Institutions that have adopted ASU 2016-13 should report the adjusted allowances for credit losses (AACL), as defined in the regulatory capital rule, in item 30.a.

1. Institutions must complete item 53 only if the amount reported in item 52.a above is less than or equal to 2.5000 percent (plus any other applicable buffer if the institution is an advanced approaches institution or a Category III institution).

2. Institutions must complete item 54 only if the amount reported in Schedule RC-R, Part I, item 46.a, in the Call Report for the December 31, 2019, report date was less than or equal to 2.5000 percent (plus any other applicable buffer if the institution is an advanced approaches institution or a Category III institution).

3. Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 55.a.

Schedule RC-R Part II - Risk-Weighted Assets(Form Type - 031)

Institutions are required to assign a 100 percent risk weight to all assets not specifically assigned a risk weight under Subpart D of the federal banking agencies' regulatory capital rules and not deducted from tier 1 or tier 2 capital.

Dollar amounts in thousands	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
1. Cash and balances due from depository institutions..........	RCFDD957 12,838,000	RCFDS396 0	RCFDD958 12,785,000				RCFDD959 53,000	RCFDS397 0	RCFDD960 0	RCFDS398 0	1.
2. Securities:											2.
a. Held-to-maturity securities[3]..	RCFDD961 0	RCFDS399 0	RCFDD962 0	RCFDHJ74 0	RCFDHJ75 0		RCFDD963 0	RCFDD964 0	RCFDD965 0	RCFDS400 0	2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading..	RCFDJA21 0	RCFDS402 0	RCFDD967 0	RCFDHJ76 0	RCFDHJ77 0		RCFDD968 0	RCFDD969 0	RCFDD970 0	RCFDS403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											3.
a. Federal funds sold in domestic offices........................	RCOND971 0		RCOND972 0				RCOND973 0	RCONS410 0	RCOND974 0	RCONS411 0	3.a.
b. Securities purchased under agreements to resell.......	RCFDH171 0	RCFDH172 0									3.b.
4. Loans and leases held for sale:											4.
a. Residential mortgage exposures................................	RCFDS413 0	RCFDS414 0	RCFDH173 0				RCFDS415 0	RCFDS416 0	RCFDS417 0		4.a.
b. High volatility commercial real estate exposures.........	RCFDS419 0	RCFDS420 0	RCFDH174 0				RCFDH175 0	RCFDH176 0	RCFDH177 0	RCFDS421 0	4.b.
c. Exposures past due 90 days or more or on nonaccrual[3]...	RCFDS423 0	RCFDS424 0	RCFDS425 0	RCFDHJ78 0	RCFDHJ79 0		RCFDS426 0	RCFDS427 0	RCFDS428 0	RCFDS429 0	4.c.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
1. Cash and balances due from depository institutions										1.
2. Securities:										2.
a. Held-to-maturity securities										2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading................	RCFDH270 0	RCFDS405 0		RCFDS406 0				RCFDH271 0	RCFDH272 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:										3.
a. Federal funds sold in domestic offices										3.a.

3. Institutions that have adopted ASU 2016-13 should report as a negative number allowances eligible for inclusion in tier 2 capital in Column B, which excludes PCD allowances.

3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										4.
a. Residential mortgage exposures..								RCFDH273 0	RCFDH274 0	4.a.
b. High volatility commercial real estate exposures................								RCFDH275 0	RCFDH276 0	4.b.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
c. Exposures past due 90 days or more or on nonaccrual[6]								RCFDH277 0	RCFDH278 0	4.c.

Dollar amounts in thousands	(Column A) Totals from Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
4. Loans and leases held for sale (continued):											4.
d. All other exposures	RCFDS431 0	RCFDS432 0	RCFDS433 0	RCFDHJ80 0	RCFDHJ81 0		RCFDS434 0	RCFDS435 0	RCFDS436 0	RCFDS437 0	4.d.
5. Loans and leases held for investment:											5.
a. Residential mortgage exposures	RCFDS439 13,690,000	RCFDS440 0	RCFDH178 0				RCFDS441 68,000	RCFDS442 12,388,000	RCFDS443 1,234,000		5.a.
b. High volatility commercial real estate exposures	RCFDS445 0	RCFDS446 0	RCFDH179 0				RCFDH180 0	RCFDH181 0	RCFDH182 0	RCFDS447 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual[7]	RCFDS449 0	RCFDS450 0	RCFDS451 0	RCFDHJ82 0	RCFDHJ83 0		RCFDS452 0	RCFDS453 0	RCFDS454 0	RCFDS455 0	5.c.
d. All other exposures	RCFDS457 0	RCFDS458 0	RCFDS459 0	RCFDHJ84 0	RCFDHJ85 0		RCFDS460 0	RCFDS461 0	RCFDS462 0	RCFDS463 0	5.d.
6. LESS: Allowance for loan and lease losses	RCFD3123 9,000	RCFD3123 9,000									6.
7. Trading assets	RCFDD976 0	RCFDS466 0	RCFDD977 0	RCFDHJ86 0	RCFDHJ87 0		RCFDD978 0	RCFDD979 0	RCFDD980 0	RCFDS467 0	7.
8. All other assets[8]	RCFDD981 113,000	RCFDS469 0	RCFDD982 2,000	RCFDHJ88 0	RCFDHJ89 0		RCFDD983 17,000	RCFDD984 28,000	RCFDD985 66,000	RCFDH185 0	8.
a. Separate account bank-owned life insurance											8.a.
b. Default fund contributions to central counterparties											8.b.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
4. Loans and leases held for sale (continued):										4.
d. All other exposures								RCFDH279 0	RCFDH280 0	4.d.
5. Loans and leases held for investment:										5.
a. Residential mortgage exposures								RCFDH281 0	RCFDH282 0	5.a.
b. High volatility commercial real estate exposures								RCFDH283 0	RCFDH284 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual[11]								RCFDH285 0	RCFDH286 0	5.c.
d. All other exposures								RCFDH287 0	RCFDH288 0	5.d.
6. LESS: Allowance for loan and lease losses										6.
7. Trading assets	RCFDH289 0	RCFDH186 0	RCFDH290 0	RCFDH187 0				RCFDH291 0	RCFDH292 0	7.
8. All other assets[12]	RCFDH293 0	RCFDH188 0	RCFDS470 0	RCFDS471 0				RCFDH294 0	RCFDH295 0	8.
a. Separate account bank-owned life insurance								RCFDH296 0	RCFDH297 0	8.a.
b. Default fund contributions to central counterparties								RCFDH298 0	RCFDH299 0	8.b.

6. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
7. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
8. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.
11. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
12. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Dollar amounts in thousands	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Exposure Amount 1,250%	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology SSFA	(Column U) Total Risk-Weighted Asset Amount by Calculation Methodology Gross-Up	
9. On-balance sheet securitization exposures:						9.
a. Held-to-maturity securities	RCFDS475 0	RCFDS476 0	RCFDS477 0	RCFDS478 0	RCFDS479 0	9.a.
b. Available-for-sale securities	RCFDS480 0	RCFDS481 0	RCFDS482 0	RCFDS483 0	RCFDS484 0	9.b.
c. Trading assets	RCFDS485 0	RCFDS486 0	RCFDS487 0	RCFDS488 0	RCFDS489 0	9.c.
d. All other on-balance sheet securitization exposures	RCFDS490 0	RCFDS491 0	RCFDS492 0	RCFDS493 0	RCFDS494 0	9.d.
10. Off-balance sheet securitization exposures	RCFDS495 0	RCFDS496 0	RCFDS497 0	RCFDS498 0	RCFDS499 0	10.

Dollar amounts in thousands	(Column A) Totals From Schedule RC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
11. Total balance sheet assets[14]	RCFD2170 26,632,000	RCFDS500 -9,000	RCFDD987 12,787,000	RCFDHJ90 0	RCFDHJ91 0		RCFDD988 138,000	RCFDD989 12,416,000	RCFDD990 1,300,000	RCFDS503 0	11.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Exposure Amount	
11. Total balance sheet assets[14]	RCFDS504 0	RCFDS505 0	RCFDS506 0	RCFDS507 0			RCFDS510 0	RCFDH300 0	11.

Dollar amounts in thousands	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
12. Financial standby letters of credit	RCFDD991 0	RCFDD992 0	RCFDD993 0	RCFDHJ92 0	RCFDHJ93 0		RCFDD994 0	RCFDD995 0	RCFDD996 0	RCFDS511 0	12.
13. Performance standby letters of credit and transaction-related contingent items	RCFDD997 0	RCFDD998 0	RCFDD999 0				RCFDG603 0	RCFDG604 0	RCFDG605 0	RCFDS512 0	13.
14. Commercial and similar letters of credit with an original maturity of one year or less	RCFDG606 0	RCFDG607 0	RCFDG608 0	RCFDHJ94 0	RCFDHJ95 0		RCFDG609 0	RCFDG610 0	RCFDG611 0	RCFDS513 0	14.
15. Retained recourse on small business obligations sold with recourse	RCFDG612 0	RCFDG613 0	RCFDG614 0				RCFDG615 0	RCFDG616 0	RCFDG617 0	RCFDS514 0	15.

Dollar amounts in thousands	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
16. Repo-style transactions[21]	RCFDS515 0	RCFDS516 0	RCFDS517 0	RCFDS518 0	RCFDS519 0		RCFDS520 0	RCFDS521 0	RCFDS522 0	RCFDS523 0	16.
17. All other off-balance sheet liabilities	RCFDG618 0	RCFDG619 0	RCFDG620 0				RCFDG621 0	RCFDG622 0	RCFDG623 0	RCFDS524 0	17.
18. Unused commitments:[*]											18.
a. Original maturity of one year or less	RCFDS525 0	RCFDS526 0	RCFDS527 0	RCFDHJ96 0	RCFDHJ97 0		RCFDS528 0	RCFDS529 0	RCFDS530 0	RCFDS531 0	18.a.

14. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule RC, item 12.
21. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
*. Excludes unused commitments to asset-backed commercial paper conduits.

Dollar amounts in thousands	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
b. Original maturity exceeding one year	RCFDG624 0	RCFDG625 0	RCFDG626 0	RCFDHJ98 0	RCFDHJ99 0		RCFDG627 0	RCFDG628 0	RCFDG629 0	RCFDS539 0	18.b.
19. Unconditionally cancelable commitments	RCFDS540 0	RCFDS541 0									19.
20. Over-the-counter derivatives		RCFDS542 0	RCFDS543 0	RCFDHK00 0	RCFDHK01 0	RCFDS544 0	RCFDS545 0	RCFDS546 0	RCFDS547 0	RCFDS548 0	20.
21. Centrally cleared derivatives		RCFDS549 0	RCFDS550 0	RCFDS551 0	RCFDS552 0		RCFDS554 0	RCFDS555 0	RCFDS556 0	RCFDS557 0	21.
22. Unsettled transactions (failed trades)[22]	RCFDH191 0		RCFDH193 0				RCFDH194 0	RCFDH195 0	RCFDH196 0	RCFDH197 0	22.

22. For item 22, the sum of columns C through Q must equal column A.

Dollar amounts in thousands	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	(Column R) Application of Other Risk-Weighting Approaches Credit Equivalent Amount	(Column S) Application of Other Risk-Weighting Approaches Risk-Weighted Asset Amount	
16. Repo-style transactions[24]				RCFDH301 0	RCFDH302 0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments:*						18.
a. Original maturity of one year or less				RCFDH303 0	RCFDH304 0	18.a.
b. Original maturity exceeding one year				RCFDH307 0	RCFDH308 0	18.b.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				RCFDH309 0	RCFDH310 0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades)[25]	RCFDH198 0	RCFDH199 0	RCFDH200 0			22.

24. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
*. Excludes unused commitments to asset-backed commercial paper conduits.
25. For item 22, the sum of columns C through Q must equal column A.

Dollar amounts in thousands	(Column C) Allocation by Risk-Weight Category 0%	(Column D) Allocation by Risk-Weight Category 2%	(Column E) Allocation by Risk-Weight Category 4%	(Column F) Allocation by Risk-Weight Category 10%	(Column G) Allocation by Risk-Weight Category 20%	(Column H) Allocation by Risk-Weight Category 50%	(Column I) Allocation by Risk-Weight Category 100%	(Column J) Allocation by Risk-Weight Category 150%	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)........	RCFDG630 12,787,000	RCFDS558 0	RCFDS559 0	RCFDS560 0	RCFDG631 138,000	RCFDG632 12,416,000	RCFDG633 1,300,000	RCFDS561 0	23.
24. Risk weight factor									24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)........	RCFDG634 0	RCFDS569 0	RCFDS570 0	RCFDS571 0	RCFDG635 28,000	RCFDG636 6,208,000	RCFDG637 1,300,000	RCFDS572 0	25.

Dollar amounts in thousands	(Column K) Allocation by Risk-Weight Category 250%	(Column L) Allocation by Risk-Weight Category 300%	(Column M) Allocation by Risk-Weight Category 400%	(Column N) Allocation by Risk-Weight Category 600%	(Column O) Allocation by Risk-Weight Category 625%	(Column P) Allocation by Risk-Weight Category 937.5%	(Column Q) Allocation by Risk-Weight Category 1,250%	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22).........	RCFDS562 0	RCFDS563 0	RCFDS564 0	RCFDS565 0	RCFDS566 0	RCFDS567 0	RCFDS568 0	23.
24. Risk weight factor								24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)........	RCFDS573 0	RCFDS574 0	RCFDS575 0	RCFDS576 0	RCFDS577 0	RCFDS578 0	RCFDS579 0	25.

Dollar amounts in thousands			
26. Risk-weighted assets base for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	RCFDS580	7,536,000	26.
27. Standardized market-risk weighted assets (applicable only to banks that are covered by the market risk capital rule)	RCFDS581	0	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve[27]	RCFDB704	7,536,000	28.
29. LESS: Excess allowance for loan and lease losses	RCFDA222	0	29.
30. LESS: Allocated transfer risk reserve	RCFD3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	RCFDG641	7,536,000	31.
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules	RCFDG642	0	M.1.

Dollar amounts in thousands	(Column A) With a remaining maturity of One year or less		(Column B) With a remaining maturity of Over one year through five years		(Column C) With a remaining maturity of Over five years		
2. Notional principal amounts of over-the-counter derivative contracts:							M.2.
a. Interest rate	RCFDS582	0	RCFDS583	0	RCFDS584	0	M.2.a.
b. Foreign exchange rate and gold	RCFDS585	0	RCFDS586	0	RCFDS587	0	M.2.b.
c. Credit (investment grade reference asset)	RCFDS588	0	RCFDS589	0	RCFDS590	0	M.2.c.
d. Credit (non-investment grade reference asset)	RCFDS591	0	RCFDS592	0	RCFDS593	0	M.2.d.
e. Equity	RCFDS594	0	RCFDS595	0	RCFDS596	0	M.2.e.
f. Precious metals (except gold)	RCFDS597	0	RCFDS598	0	RCFDS599	0	M.2.f.
g. Other	RCFDS600	0	RCFDS601	0	RCFDS602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:							M.3.
a. Interest rate	RCFDS603	0	RCFDS604	0	RCFDS605	0	M.3.a.
b. Foreign exchange rate and gold	RCFDS606	0	RCFDS607	0	RCFDS608	0	M.3.b.
c. Credit (investment grade reference asset)	RCFDS609	0	RCFDS610	0	RCFDS611	0	M.3.c.
d. Credit (non-investment grade reference asset)	RCFDS612	0	RCFDS613	0	RCFDS614	0	M.3.d.
e. Equity	RCFDS615	0	RCFDS616	0	RCFDS617	0	M.3.e.
f. Precious metals (except gold)	RCFDS618	0	RCFDS619	0	RCFDS620	0	M.3.f.
g. Other	RCFDS621	0	RCFDS622	0	RCFDS623	0	M.3.g.

Dollar amounts in thousands			
4. Amount of allowances for credit losses on purchased credit-deteriorated assets:[1]			M.4.
a. Loans and leases held for investment	RCFDJJ30	0	M.4.a.
b. Held-to-maturity debt securities	RCFDJJ31	0	M.4.b.
c. Other financial assets measured at amortized cost	RCFDJJ32	0	M.4.c.

27. Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c, 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).
1. Memorandum items 4.a through 4.c should be completed only by institutions that have adopted ASU 2016-13.

Schedule RC-S - Servicing Securitization and Asset Sale Activities(Form Type - 031)

Dollar amounts in thousands	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCFDB705 0	RCFDB706 0	RCFDB707 0	RCFDB708 0	RCFDB709 0	RCFDB710 0	RCFDB711 0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1	RCFDHU09 0	RCFDHU10 0	RCFDHU11 0	RCFDHU12 0	RCFDHU13 0	RCFDHU14 0	RCFDHU15 0	2.
Item 3 is to be completed by banks with $100 billion or more in total assets. 3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1[1]	RCFDB726 NR	RCFDB727 NR	RCFDB728 NR	RCFDB729 NR	RCFDB730 NR	RCFDB731 NR	RCFDB732 NR	3.
4. Past due loan amounts included in item 1:								4.
a. 30-89 days past due	RCFDB733 0	RCFDB734 0	RCFDB735 0	RCFDB736 0	RCFDB737 0	RCFDB738 0	RCFDB739 0	4.a.
b. 90 days or more past due	RCFDB740 0	RCFDB741 0	RCFDB742 0	RCFDB743 0	RCFDB744 0	RCFDB745 0	RCFDB746 0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								5.
a. Charge-offs	RIADB747 0	RIADB748 0	RIADB749 0	RIADB750 0	RIADB751 0	RIADB752 0	RIADB753 0	5.a.
b. Recoveries	RIADB754 0	RIADB755 0	RIADB756 0	RIADB757 0	RIADB758 0	RIADB759 0	RIADB760 0	5.b.
Item 6 is to be completed by banks with $10 billion or more in total assets. 6. Total amount of ownership (or seller's) interest carried as securities or loans[1]		RCFDHU16 0	RCFDHU17 0			RCFDHU18 0		6.
7. Not applicable								7.
8. Not applicable								8.
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCFDB776 0			RCFDB779 0	RCFDB780 0	RCFDB781 0	RCFDB782 0	9.
Item 10 is to be completed by banks with $10 billion or more in total assets. 10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures[1]	RCFDB783 0			RCFDB786 0	RCFDB787 0	RCFDB788 0	RCFDB789 0	10.
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCFDB790 0						RCFDB796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCFDB797 0						RCFDB803 0	12.

1. The $100 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
1. The $10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
1. The $10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.

Dollar amounts in thousands			
1. Not applicable			M.1.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	RCFDB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	RCFDB805	0	M.2.b.
c. Other financial assets (includes home equity lines)[1]	RCFDA591	0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	RCFDF699	0	M.2.d.
Memorandum item 3 is to be completed by banks with $10 billion or more in total assets. 3. Asset-backed commercial paper conduits: [2]			M.3.
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	RCFDB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions	RCFDB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	RCFDB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions	RCFDB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C[2]	RCFDC407	0	M.4.

Schedule RC-T - Fiduciary and Related Services(Form Type - 031)

Dollar amounts in thousands			
1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T.)	RCFDA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?	RCFDA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCFDB867	No	3.

Dollar amounts in thousands	(Column A) Managed Assets		(Column B) Non-Managed Assets		(Column C) Number of Managed Accounts		(Column D) Number of Non-Managed Accounts		
4. Personal trust and agency accounts	RCFDB868	NR	RCFDB869	NR	RCFDB870	NR	RCFDB871	NR	4.
5. Employee benefit and retirement-related trust and agency accounts:									5.
a. Employee benefit - defined contribution	RCFDB872	NR	RCFDB873	NR	RCFDB874	NR	RCFDB875	NR	5.a.
b. Employee benefit - defined benefit	RCFDB876	NR	RCFDB877	NR	RCFDB878	NR	RCFDB879	NR	5.b.
c. Other employee benefit and retirement-related accounts	RCFDB880	NR	RCFDB881	NR	RCFDB882	NR	RCFDB883	NR	5.c.
6. Corporate trust and agency accounts	RCFDB884	NR	RCFDB885	NR	RCFDC001	NR	RCFDC002	NR	6.
7. Investment management and investment advisory agency accounts	RCFDB886	NR	RCFDJ253	NR	RCFDB888	NR	RCFDJ254	NR	7.
8. Foundation and endowment trust and agency accounts	RCFDJ255	NR	RCFDJ256	NR	RCFDJ257	NR	RCFDJ258	NR	8.
9. Other fiduciary accounts	RCFDB890	NR	RCFDB891	NR	RCFDB892	NR	RCFDB893	NR	9.
10. Total fiduciary accounts (sum of items 4 through 9)	RCFDB894	NR	RCFDB895	NR	RCFDB896	NR	RCFDB897	NR	10.
11. Custody and safekeeping accounts			RCFDB898	NR			RCFDB899	NR	11.
12. Fiduciary accounts held in foreign offices (included in items 10 and 11)	RCFNB900	NR	RCFNB901	NR	RCFNB902	NR	RCFNB903	NR	12.
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11)	RCFDJ259	NR	RCFDJ260	NR	RCFDJ261	NR	RCFDJ262	NR	13.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than $10 million.
2. The $10 billion asset-size test is based on the total assets reported on the June 30, 2018, Report of Condition.
2. Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date, or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Dollar amounts in thousands			
14. Personal trust and agency accounts	RIADB904	NR	14.
15. Employee benefit and retirement-related trust and agency accounts:			15.
a. Employee benefit - defined contribution	RIADB905	NR	15.a.
b. Employee benefit - defined benefit	RIADB906	NR	15.b.
c. Other employee benefit and retirement-related accounts	RIADB907	NR	15.c.
16. Corporate trust and agency accounts	RIADA479	NR	16.
17. Investment management and investment advisory agency accounts	RIADJ315	NR	17.
18. Foundation and endowment trust and agency accounts	RIADJ316	NR	18.
19. Other fiduciary accounts	RIADA480	NR	19.
20. Custody and safekeeping accounts	RIADB909	NR	20.
21. Other fiduciary and related services income	RIADB910	NR	21.
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a)	RIAD4070	0	22.
a. Fiduciary and related services income - foreign offices (included in item 22)	RIADB912	NR	22.a.
23. Less: Expenses	RIADC058	NR	23.
24. Less: Net losses from fiduciary and related services	RIADA488	NR	24.
25. Plus: Intracompany income credits for fiduciary and related services	RIADB911	NR	25.
26. Net fiduciary and related services income	RIADA491	NR	26.

Dollar amounts in thousands	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement-Related Trust and Agency Accounts		(Column C) All Other Accounts		
1. Managed assets held in fiduciary accounts:							M.1.
a. Noninterest-bearing deposits	RCFDJ263	NR	RCFDJ264	NR	RCFDJ265	NR	M.1.a.
b. Interest-bearing deposits	RCFDJ266	NR	RCFDJ267	NR	RCFDJ268	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations	RCFDJ269	NR	RCFDJ270	NR	RCFDJ271	NR	M.1.c.
d. State, county, and municipal obligations	RCFDJ272	NR	RCFDJ273	NR	RCFDJ274	NR	M.1.d.
e. Money market mutual funds	RCFDJ275	NR	RCFDJ276	NR	RCFDJ277	NR	M.1.e.
f. Equity mutual funds	RCFDJ278	NR	RCFDJ279	NR	RCFDJ280	NR	M.1.f.
g. Other mutual funds	RCFDJ281	NR	RCFDJ282	NR	RCFDJ283	NR	M.1.g.
h. Common trust funds and collective investment funds	RCFDJ284	NR	RCFDJ285	NR	RCFDJ286	NR	M.1.h.
i. Other short-term obligations	RCFDJ287	NR	RCFDJ288	NR	RCFDJ289	NR	M.1.i.
j. Other notes and bonds	RCFDJ290	NR	RCFDJ291	NR	RCFDJ292	NR	M.1.j.
k. Investments in unregistered funds and private equity investments	RCFDJ293	NR	RCFDJ294	NR	RCFDJ295	NR	M.1.k.
l. Other common and preferred stocks	RCFDJ296	NR	RCFDJ297	NR	RCFDJ298	NR	M.1.l.
m. Real estate mortgages	RCFDJ299	NR	RCFDJ300	NR	RCFDJ301	NR	M.1.m.
n. Real estate	RCFDJ302	NR	RCFDJ303	NR	RCFDJ304	NR	M.1.n.
o. Miscellaneous assets	RCFDJ305	NR	RCFDJ306	NR	RCFDJ307	NR	M.1.o.
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o)	RCFDJ308	NR	RCFDJ309	NR	RCFDJ310	NR	M.1.p.

Dollar amounts in thousands	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
q. Investments of managed fiduciary accounts in advised or sponsored mutual funds	RCFDJ311	NR	RCFDJ312	NR	M.1.q.

Dollar amounts in thousands	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
2. Corporate trust and agency accounts:					M.2.
a. Corporate and municipal trusteeships	RCFDB927	NR	RCFDB928	NR	M.2.a.
1. Issues reported in Memorandum item 2.a that are in default	RCFDJ313	NR	RCFDJ314	NR	M.2.a.1.
b. Transfer agent, registrar, paying agent, and other corporate agency	RCFDB929	NR			M.2.b.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
Memoranda items 3.a through 3.g are to be completed by banks with collective investment funds and common trust funds with a total market value of $1 billion or more as of the preceding December 31. 3. Collective investment funds and common trust funds:					M.3.
a. Domestic equity	RCFDB931	NR	RCFDB932	NR	M.3.a.
b. International/Global equity	RCFDB933	NR	RCFDB934	NR	M.3.b.
c. Stock/Bond blend	RCFDB935	NR	RCFDB936	NR	M.3.c.
d. Taxable bond	RCFDB937	NR	RCFDB938	NR	M.3.d.
e. Municipal bond	RCFDB939	NR	RCFDB940	NR	M.3.e.
f. Short term investments/Money market	RCFDB941	NR	RCFDB942	NR	M.3.f.
g. Specialty/Other	RCFDB943	NR	RCFDB944	NR	M.3.g.
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	RCFDB945	NR	RCFDB946	NR	M.3.h.

Dollar amounts in thousands	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
4. Fiduciary settlements, surcharges, and other losses:							M.4.
a. Personal trust and agency accounts	RIADB947	NR	RIADB948	NR	RIADB949	NR	M.4.a.
b. Employee benefit and retirement-related trust and agency accounts	RIADB950	NR	RIADB951	NR	RIADB952	NR	M.4.b.
c. Investment management agency accounts	RIADB953	NR	RIADB954	NR	RIADB955	NR	M.4.c.
d. Other fiduciary accounts and related services	RIADB956	NR	RIADB957	NR	RIADB958	NR	M.4.d.
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24)	RIADB959	NR	RIADB960	NR	RIADB961	NR	M.4.e.

Schedule RC-V - Variable Interest Entities(Form Type - 031)

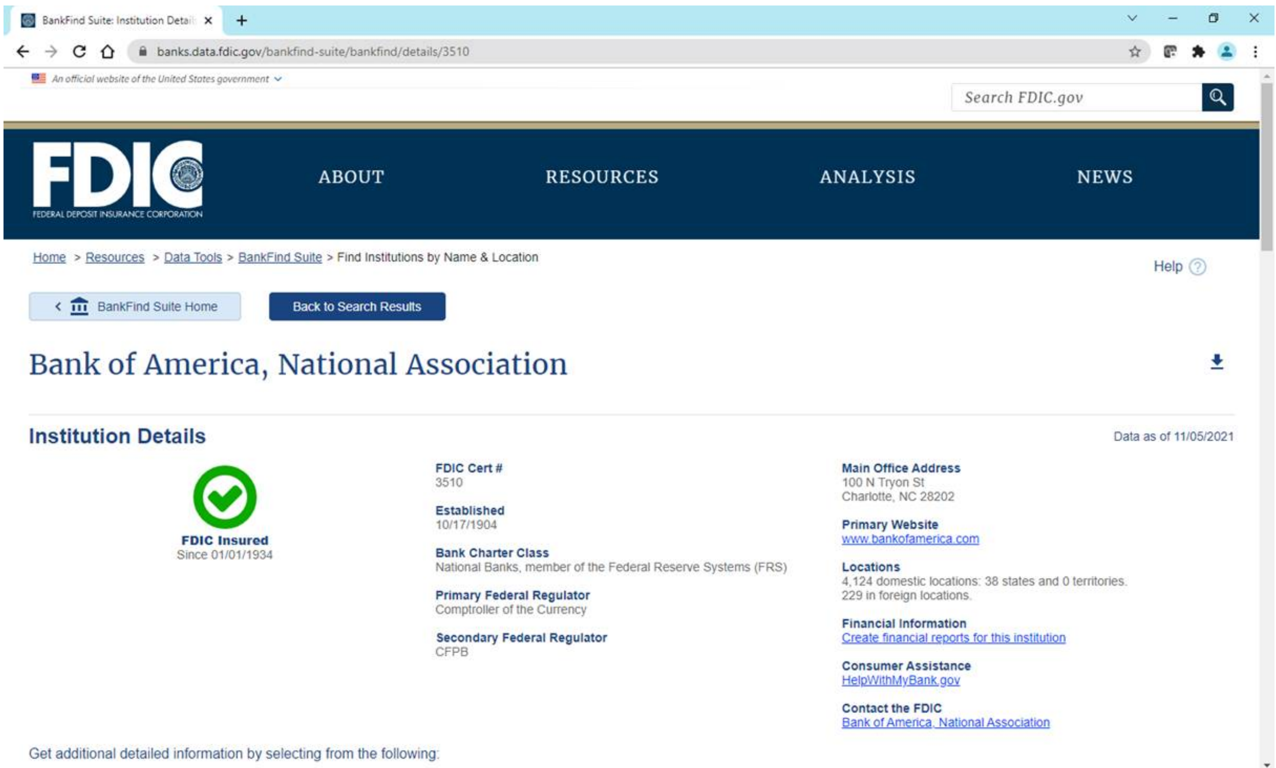
Dollar amounts in thousands	(Column A) Securitization Vehicles		(Column B) Other VIEs		
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:					1.
a. Cash and balances due from depository institutions	RCFDJ981	0	RCFDJF84	0	1.a.
b. Securities not held for trading	RCFDHU20	0	RCFDHU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale	RCFDHU22	0	RCFDHU23	0	1.c.
d. Other real estate owned	RCFDK009	0	RCFDJF89	0	1.d.
e. Other assets	RCFDJF91	0	RCFDJF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:					2.
a. Other borrowed money	RCFDJF92	0	RCFDJF85	0	2.a.
b. Other liabilities	RCFDJF93	0	RCFDJF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.e above)	RCFDK030	0	RCFDJF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.b above)	RCFDK033	0	RCFDJF88	0	4.

Dollar amounts in thousands			
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs	RCFDJF77	0	5.
6. Total liabilities of ABCP conduit VIEs	RCFDJF78	0	6.

Optional Narrative Statement Concerning the Amounts Reported in the Consolidated Reports of Condition and Income(Form Type - 031)

Dollar amounts in thousands			
1. Comments?	RCON6979	**No**	1.
2. Bank Management Statement	TEXT6980	**NR**	2.

31. FDIC Coverage Rate


BankFind Suite: Institution Detai

banks.data.fdic.gov/bankfind-suite/bankfind/details/3510

An official website of the United States government

Search FDIC.gov

FDIC FEDERAL DEPOSIT INSURANCE CORPORATION

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Bank of America, National Association

Institution Details

Data as of 11/05/2021

FDIC Insured
Since 01/01/1934

FDIC Cert #
3510

Established
10/17/1904

Bank Charter Class
National Banks, member of the Federal Reserve Systems (FRS)

Primary Federal Regulator
Comptroller of the Currency

Secondary Federal Regulator
CFPB

Main Office Address
100 N Tryon St
Charlotte, NC 28202

Primary Website
www.bankofamerica.com

Locations
4,124 domestic locations: 38 states and 0 territories.
229 in foreign locations.

Financial Information
Create financial reports for this institution

Consumer Assistance
HelpWithMyBank.gov

Contact the FDIC
Bank of America, National Association

Get additional detailed information by selecting from the following:

CashPro® Invest

Bank of America Merrill Lynch

BofAML Liquidity Investment Portal

Seamless Liquidity Management

Constantly changing interest rates and regulatory requirements are having a real impact on the liquidity of short-term investment products. It's now more critical than ever to have a comprehensive view of all your investment options, and how those markets are performing. That's why we've enhanced CashPro® Invest to provide you with a single platform for your end-to-end liquidity needs.

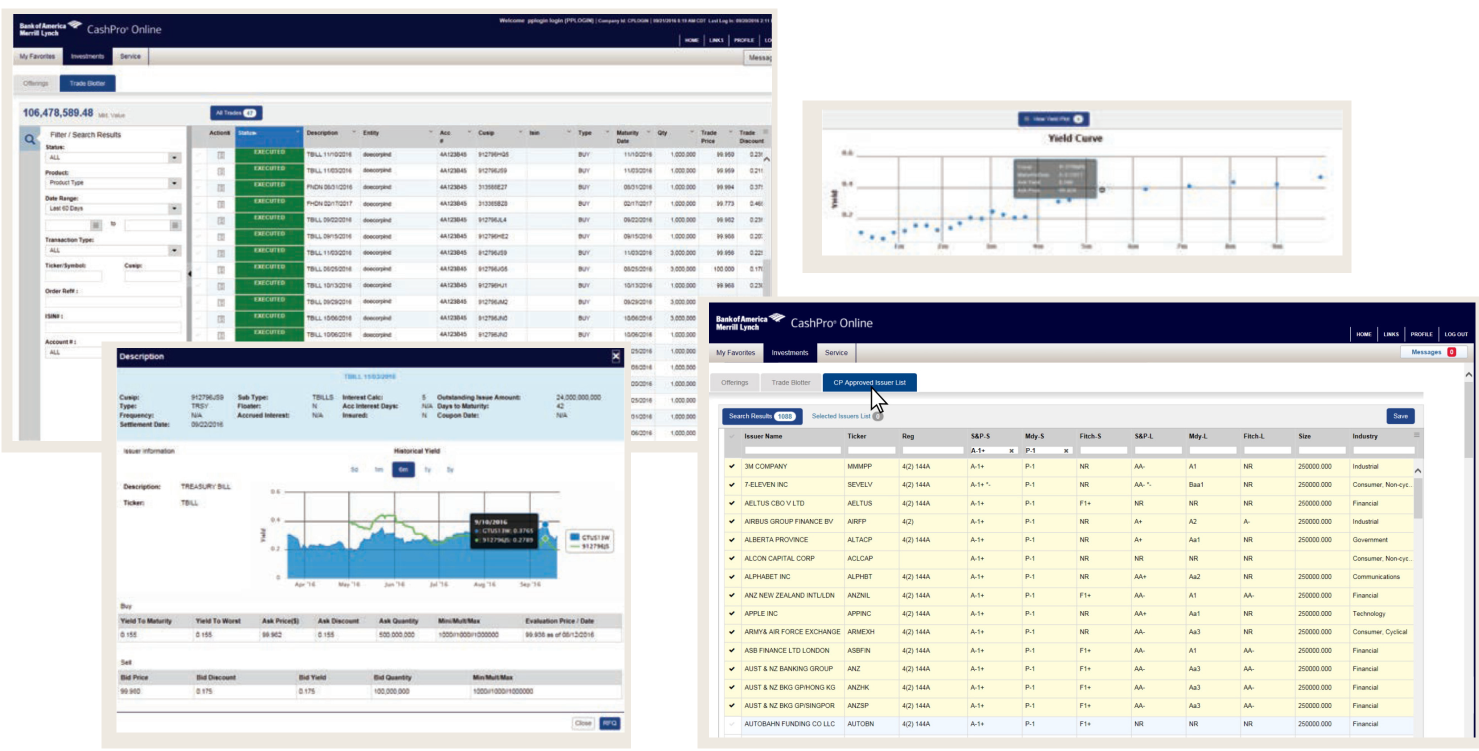
Our Liquidity Investment Portal offers access to a full range of short-term fixed income products including commercial paper, certificates of deposit, agency discount notes, treasury bills and money market funds. It delivers fast, live execution, and is seamlessly accessed through your existing CashPro login. The portal connects you directly to our trading desks with real-time pricing. You can easily view liquidity products, evaluate appropriate options, and immediately execute trades with no additional costs and without having to calling the desk.

Other resources include up to date information and intelligence to help evaluate liquidity instruments, plus robust documentation for record-keeping purposes. With CashPro Invest you can view investment account balances, download statements and transaction history. Call your salesperson for more details.

CashPro Invest | BofAML Liquidity Investment Portal Key Features:

Treasury bills, agency discount notes, certificates of deposit and commercial paper

- View and execute offerings of fixed income securities appropriate with your investment needs
- Create yield plot charts of available offers
- Use search and filter tools to define your unique liquidity needs
- Save search preferences to reflect your ongoing investment needs
- Approved Issuers List allows you to create and manage a list of CP issuers that complies with your investment policy
- Select and execute trades at your convenience based on individual investment objectives
- Export historical details and trade blotters to PDF and Excel.csv (up to three years)



Money market funds and bank liabilities

- Execute money market fund and bank liability product investment orders
- Same-day and future-dated (future-dated orders for CNAV mutual funds only and bank liabilities) order entry
- View a dashboard of your top portfolio holdings exposures by country, issuer and more, and search underlying holdings to view exposure
- View investment, DDA and automated sweep account balances in one location
- View transaction history for previous days (up to 180 days)
- View and download current month and historical statements (up to seven years)
- View projected payments for your portfolio holdings for the upcoming 21 calendar days
- Search money market fund offerings to view prospectuses, fund fact sheets and other related documents
- Dual client administration available similar to other CashPro modules
- Receive notifications for user-defined limits on trade entry for trades requiring approval and when investments are maturing on the current business day
- Download or transmit balance and transaction information for integration with a treasury workstation or other system

How to Trade Smarter:

Click on the links below to see how the service works and how these enhancements can help you to trade smarter.

CashPro Invest Virtual Tour

Enhanced Investment Portal – Search, Filter, Sort and Trade Blotter

Enhanced Investment Portal – Trading Commercial Paper

Enhanced Investment Porta l– Trade and Manage Discount Products

Institutional Only — This communication is intended for the use of Institutional investors only and should not be forwarded to retail investors.

Credit Ratings: The status of any credit rating provided in this application may be changed at any time. Credit ratings are not updated on a real-time basis and you should verify the current status of any credit rating before relying on it to make an investment decision. The credit rating information shown in this application does not reflect any watch status that may be associated with the credit ratings. All information is indicative and subject to adjustment and correction at any time. Calculations may not represent fair market values for any instruments and are not suitable for trading purposes. There is no assurance that hypothetical results will be equal to actual performance under any market conditions.

Price Validation and Functionality: The prices, yields and inventory amounts shown in the application are updated continuously. All information is subject to change at any time while you are viewing a screen or performing other functions, including searches, within this application. Therefore, search results may be outside the specified ranges, out of sequence, or stale. There is no assurance that screen prices or quantities will be equal to actual trading prices.

BofAML, in its sole discretion, may provide customers with indicative prices. Upon receipt of an indicative price from BofAML, a customer may submit to BofAML an offer to execute a trade (Customer Offer). After receipt of a Customer Offer, BofAML automatically evaluates the Customer Offer based on certain pre-trade controls and proprietary parameters in an effort to prevent both BofAML and the customer from entering into transactions at prices that do not reflect the current market.

Parameters applicable to a customer may differ from those applicable to other customers, liquidity of products across trading channels and may lead to differences in pricing. BofAML is not obligated to accept any Customer Offer and may accept or reject a Customer Offer at its sole discretion. BofAML has an economic incentive when trading as principal and makes profits and incurs losses in connection with principal trading activity, which are solely for BofAML's account.

BofAML's electronic trading systems include automated circuit breakers, which, in the event of changes in market price levels over time, may impact customer pricing or result in the discontinuance of pricing.

BofAML is not obligated to distribute prices electronically and may, in its sole discretion, suspend, cancel or terminate any electronic trading service of the distribution of indicative prices at any time and for any reason, including as a result of market volatility or liquidity disruption.

BofAML, in its sole discretion, has the right to set limits and parameters to control a customer's use of BofAML's electronic trading service, including controls regarding: (a) maximum request amounts; (b) BofAML's total exposure to customer; (c) the price at which Customer Offers may be submitted; (d) the frequency of submission of Customer Offers; and (e) other limits BofAML wishes to establish.

Securities products are offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated®. Non-securities products (including deposit products) and services are offered by Bank of America, N.A., a national banking subsidiary of Bank of America Corporation. An investment in a fund is not a bank deposit, and is not insured or guaranteed by MLPF&S, BANA or their affiliates, the FDIC or any other governmental agency and it is possible to lose money by investing in a fund. Constant NAV funds (CNAV funds) seek to maintain a constant net asset value of $1.00 per share; however, the net asset values of money market fund shares can fail, and, in infrequent cases in the past, have fallen below $1.00 per share, potentially causing shareholders who redeem their shares at such net asset values to lose money from their original investment. If the net asset value of a CNAV fund's shares were to fall below $1.00 per share, there is no guarantee that MLPF&S or its affiliates (including BANA) would protect the redeeming shareholders against a loss of principal. For fluctuating NAV funds (FNAV funds) whose share prices fluctuate, you may lose money by selling shares of FNAV funds at a lower price than you paid for them. Also, for fluctuating NAV funds, the fund may at certain times require a fee in order to redeem its shares. AN FNAV fund may also restrict redemptions at certain times if the fund's liquidity falls below a specific level due to extreme market conditions or other factors. These features could impair your ability to access your assets and could impair your liquidity. Please see the fund's prospectus and statement of additional information for a complete discussion of these and other principal risks of investing in the fund.

Please be advised that with respect to transactions in shares of money market funds or any other transactions designated in Rule 10b-10(b)(1) effected for your account, in lieu of an immediate confirmation, MLPF& S will provide you with a monthly or quarterly written statement. MLPF&S offers its clients investments in the funds of a number of fund families. MLPF&S may receive compensation from these funds and/or their service providers. Your MLPF&S sales representative may benefit financially from this compensation. Eurodollar Time Deposits involve investment risk, including possible loss of principal. Eurodollar time deposits are not considered to be a domestic deposit for insurance purposes and therefore are not covered by the United States government, FDIC, or any other government agency. Eurodollar time deposits are subject to the laws and regulations of the Cayman Islands, where they are held, and therefore have risk associated with such laws, including sovereign risk. Repurchase Agreements are not deposits, are not insured or guaranteed by the United States Government, the FDIC or any other government agency, and involve risks, including the loss of principal. Repurchase Agreements are based on underlying securities that may be direct obligations of, or guaranteed by, Government Sponsored Enterprises (e.g., FNMA and FHLMC), the U.S. government or agency thereof. We do not provide tax advice. Accordingly, any statements contained herein as to tax matters were neither written nor intended by us to be used and cannot be used by any taxpayer for the purpose of avoiding tax penalties that may be imposed on such taxpayer. Clients should review any planned financial transactions or arrangements that may have tax, accounting or legal implications with their personal professional advisors.

OUR COMMITMENT TO THE PEOPLE AND ECONOMY OF

Chicago

Illinois

BANK OF AMERICA

October 1, 2021, update

bankofamerica.com/chicago

@BankofAmerica

5,550	142	498	13	1
Local employees	Financial centers	ATMs	Merrill® offices	Bank of America Private Bank office

Business lending

Small business

$420 million
Loans to small business

Credit extended to businesses that generally have annual revenues of less than $5 million.

Commercial business

$11 billion
Loans to commercial business

Credit extended to businesses that generally have annual revenues of $5 million to $2 billion.

Personal banking and investing

$48 billion
Total FDIC deposits*

$34 billion
Bank of America Private Bank client balances***

$1.6 billion
Home loans**

$99 billion
Merrill client balances***

*Total deposits within this market as of June 30, 2021, which may be inclusive of Consumer, Global Wealth and Investment Management (GWIM), Global Banking and Global Markets deposits.

**Home loan dollars reflect a rolling 12-month total of first mortgage loan production figures including Consumer Banking and GWIM.

***Global Wealth and Investment Management (GWIM), the wealth and investment management division of Bank of America, includes Bank of America Private Bank and Merrill. GWIM Client Balances consists of assets under management of GWIM entities, brokerage assets, and assets in custody of GWIM entities.

The power of local connections

At Bank of America, we have leading capabilities across all our businesses and a strategy that is focused on connecting our capabilities to deliver for our customers and clients. In every situation, we're committed to growing responsibly and sustainably — ensuring everything we do aligns to our purpose of helping people live better financial lives.

- Families can have the tools and support they need to live more successful financial lives.
- Neighborhoods can be built on a solid foundation of responsible home lending and economic development.
- Businesses, small and large, can benefit from our financial and intellectual capital.
- And the organizations, nonprofits and companies addressing society's toughest problems can have the resources and expertise of the company and the efforts of our over 200,000 employees behind them.

In each market, we strive to connect everything our company offers to our clients' personal and financial goals so we can provide tailored solutions to fit their needs. It's how we make this large company personal and how we help our customers, clients and communities thrive.

Community support

Grants and matching gifts[1] (since 2016)

$41 million

Advancing racial equality and economic opportunity, and addressing needs brought on by the coronavirus. Bank of America Charitable Foundation provided grants and matching gifts on behalf of employees.[1]

Employee giving and volunteerism[1] (since 2016)

$7.7 million

Total contribution by employees donated to local nonprofits and community needs. A portion of this amount was matched by the Bank of America Charitable Foundation.

220K hours

Employee volunteer hours contributed locally as part of our annual goal of giving 2 million volunteer hours across the company. #BofAVolunteers

[1] Community support amounts represent a cumulative five-year period of contributions; 20 quarters from fact sheet date.

Neighborhood Builders®

Through Neighborhood Builders®, we're advancing community sustainability by equipping organizations and their leaders with tools and resources to do more, including funding and leadership development workshops.

- Cradles to Crayons
- Northern Illinois Food Bank

Paul T. Lambert
President, Chicago (paul_lambert@ml.com)

Cara Pan
Market Executive (cara.pan@bofa.com)

BANK OF AMERICA

CashPro®

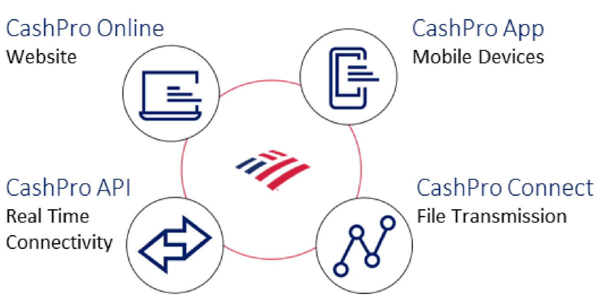
Tools to manage your banking relationship at Bank of America

Making business easier

CashPro is our global digital banking platform, delivering the power of Bank of America through a single, integrated solution.

Developed in close consultation with clients, CashPro represents our vision for the industry's best banking experience — providing greater control over your organization's financial solutions through simple, global access wherever and whenever you choose.

This fully integrated, multichannel experience can help you improve control, visibility, processing and scale.



Access channels

CashPro Online

Global online access for all of your commercial banking activities and reporting. Manage payments, receivables, trade services, credit, investment and now merchant services from one convenient platform. You also get CashPro Assistant, a powerful suite of solutions that streamline how you interact with us.

CashPro App

Delivers convenient access to CashPro capabilities on mobile devices – phone, tablet and Apple® watch. View account balances, input and approve payments, perform account transfers, decision check Positive Pay exceptions, deposit checks and complete user management tasks.

CashPro API

Gives you access to our CashPro data and services in real-time, digitally enabling your business. Our Developer Portal openly describes how to integrate our APIs into your treasury or ERP systems.

CashPro Connect

A file transmission service offering flexibility, integration and automation between your financial systems and BofA. Create a single file with multiple payment types – ACH, wire and check. Send payment files from your ERP or TMS. Receive direct receivables integration from ERP, TMS or accounts receivable systems. Reporting is also integrated with your systems.

Key benefits

Connect to virtually all the banking, global treasury, debt, liquidity, investment, trade and foreign exchange solutions you need.

- Spend less time navigating accounts and more time focusing on your core business, with robust account and transaction access and information.
- Execute transactions efficiently with straight-through-processing and simple workflows.
- Help reduce fraud through robust security features and user controls.
- Manage activities on the go with mobile access and alerts.
- Manage your banking relationship including signers and servicing requests.

CashPro services

Payments

Initiate a range of global payment types to help improve productivity and payment management. Manage high-value global payments and low-value ACH payments.

- **CashPro Payments** – Integrate and streamline the payment workflow through validation, routing codes, FX rates, local language, ad hoc templates and file import-based processing.
- **CashPro ACH*–** Initiate payments and collections from accounts with same-day processing (U.S. ACH transactions).
- **CashPro Check Management*** – Initiate check issues and voids, place stop payments, decision positive pay exceptions, review check status and retrieve check images (for accounts domiciled in the U.S., Canada and Latin America.)
- **CashPro BillPay* –** Automate bill payment and simplify your end-to-end payment process from creation to reconciliation.

Receivables

Simplify receivables processing, from exception item resolution to workflow efficiency and timely access to detailed and integrated receipts data.

- **Receivables*** – Access lockbox information/images online from 1-10 years with comprehensive reporting and targeted search.
- **Remote Deposit*** – Address check deposit payment challenges using a desktop scanner and mobile device. Associate data with check payment for reconciliation.
- **Intelligent Receivables** – Comprehensive account reconciliation powered by AI. A single point for payment file collection, remittance gathering, invoice matching and exception workflow.
- **Intelligent Deductions** – Track and manage deductions throughout their lifecycle.

Liquidity

Gain access to a suite of liquidity solutions that can help you better manage your cash position.

- **Asset-Based Lending** – Manage your loans with access to daily activity, current availability, collateral reporting, advance requests, interest statements, interest rate information, and letter of credit activity.
- **CashPro Credit*** – Quick, flexible access to credit information to increase your ability to assess and act on timely borrowing decisions. Review loan balances, details, invoices and account history. Based on eligibility, initiate a range of transactions including invoice and obligation payments, and loan advances.
- **CashPro Invest** – Obtain account information about your investment accounts. Retrieve consolidated information on your investments in one convenient reporting tool and submit orders from a single application.

CashPro Trade

Create and receive time-sensitive international trade and Supply Chain Finance transactions online. An extensive worldwide network of international branches and correspondent banks speed the handling of global trade transactions.

Reporting

Access information across all your accounts — including those at other banks, updated throughout the day and available 24/7.

- **Current and Prior Day Reports –** Access 10 days of current day and 24 months of prior day summary and transaction data via customizable reports in a variety of formats. Search for transactions, schedule reports for automated delivery, and submit service requests all in one location.
- **Statements –** Access up to 24 months of electronic end-of-cycle statements, including bank statements, account analysis statements and more.
- **CashPro Assistant Analytics –** Calculate your cash position quickly and automate the retrieval of your account data using Excel®.
- **Image Access** – Receive images of transactions, reports and statements instead of physical paper.
- **CashPro Forecasting –** Automate your cash forecasting process while improving accuracy using machine learning.

Alerts

Receive critical information even when you're away from the office. CashPro can alert you to important information, including payment exceptions, account balances, issue file confirmations and incoming wire transfers. Choose the accounts and the notification methods that work best for you — email or text message.

CashPro Assistant

A powerful suite of solutions that streamline how you interact with us. Whether it's electronic signing and exchanging documents online, tracking the status of onboarding and service requests, or viewing guides and tutorials, this service makes it easier to do business.

- **Service Dashboard –** View status and take action on pending service requests.
- **Authority Management** – View, export and modify entity and account signers.
- **Document Center** – Read, share and eSign important documents and reply to requests for KYC and other documentation.

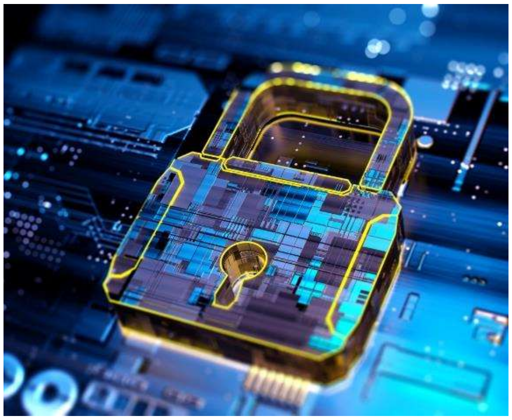
CashPro administration

Enhanced User Controls and Flexibility

Available online and on the mobile app

- User entitlements and maintenance – Assign user access to applications, activities, and accounts
- Approval queue – Access, modify and manage all requests for users and company in a centralized queue
- Reporting – Access to company, user and application-level reports online, as well as the ability to search detailed audit events
- Access controls – Help reduce risk of fraudulent payment activities with dual administration and security tokens

Security and fraud protection



Robust Security

- Two-factor authentication and transaction signing
- Fraud detection and monitoring
- Application entitlements and administrative controls
- Transport Layer Security (TLS) email encryption product available to send messages; eliminates using secure email process.
- Multiple encryption options for file transmission
- CashPro provides both SOC 1 and SOC Type 2 third-party reports annually, attesting to the integrity of CashPro controls

Fraud Prevention

CashPro can help improve overall control of your accounts. Protect your accounts from check fraud by reviewing items presented for payment that do not match your check issue file. You can also choose to automatically block all incoming ACH debits and credits, or review transactions and accept or return each item.

For more information

Work with a longtime leader in treasury management services with a powerful global platform. To learn more, contact your Bank of America representative.

PUBLIC DISCLOSURE

January 8, 2018
Revised Page 220 on September 3, 2019

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Bank of America, N.A
Charter Number 13044

100 North Tryon Street
Charlotte, North Carolina 28255

Office of the Comptroller of the Currency

Large Bank Supervision
Constitution Center
400 7th Street SW
Washington, District of Columbia 20219

NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, and should not be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

Table of Contents

Overall CRA Rating

Institution's CRA Rating: This institution is rated **Outstanding.**

The following table indicates the performance level of Bank of America, N.A. with respect to the Lending, Investment, and Service Tests:

	Bank of America, N.A. Performance Tests		
Performance Levels	Lending Test*	Investment Test	Service Test
Outstanding	X	X	
High Satisfactory			X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

* The Lending Test is weighted more heavily than the Investment Test and Service Test when arriving at an overall rating.

The major factors that support this rating include:

- Excellent Lending Test performance in a majority of the rating areas, particularly in the most populous rating areas such as the New York Multistate Metropolitan Statistical Area (MSA), Washington DC Multistate MSA, and the states of California, Florida, and Texas. In general, the bank demonstrated good lending activity, good geographic distribution, good borrower income distribution, and an excellent level of CD lending;

- Excellent level of Community Development investments that are highly responsive to community credit needs. Bank of America demonstrated excellent Investment Test performance in a substantial majority of its rating areas; and

- Good Service Test performance. The bank's service delivery systems are accessible to low- and moderate-income individuals and geographies in a significant majority of the bank's rating areas, when also considering alternative delivery systems.

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation, including the CRA tables. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

Affiliate: Any company that controls, is controlled by, or is under common control with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Aggregate Lending: The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Census Tract (CT): A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts generally have a population between 1,200 and 8,000 people, with an optimal size of 4,000 people. Their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community Development (CD): Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet Small Business Administration Development Company or Small Business Investment Company programs size eligibility standards or have gross annual revenues of $1 million or less; activities that revitalize or stabilize low- or moderate-income geographies, distressed or underserved nonmetropolitan middle-income geographies, or designated disaster areas; or loans, investments, and services that support, enable or facilitate projects or activities under HUD Neighborhood Stabilization Program criteria that benefit low-, moderate-, and middle-income individuals and geographies in the bank's assessment area(s) or outside the assessment area(s) provided the bank has adequately addressed the community development needs of its assessment area(s).

Community Reinvestment Act (CRA): the statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

Consumer Loan(s): A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into ‘male householder’ (a family with a male householder’ and no wife present) or ‘female householder’ (a family with a female householder and no husband present).

Full Review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that conduct business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applicants, the amount of loan requested, the disposition of the application (e.g., approved, denied, and withdrawn, loan pricing, the lien status of the collateral, any requests for preapproval, and loans for manufactured housing.

Home Mortgage Loans: Such loans include home purchase, home improvement, and refinancings, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

Household: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

Limited Review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, and branch distribution).

Low-Income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of a geography.

Market Share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Median Family Income (MFI): The median income determined by the U.S. Census Bureau every five years and used to determine the income level category of geographies. Also, the median income determined by the Federal Financial Institutions Examination Council (FFIEC) annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

Metropolitan Area (MA): Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget, and any other area designated as such by the appropriate federal financial supervisory agency.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Core Based Statistical Area that contains an urbanized population of at least 2.5 million. A Metropolitan Division consists of one or more main/secondary counties that represent an employment center or centers, plus adjacent counties associated with the main/secondary county or counties through commuting ties.

Metropolitan Statistical Area: An area, defined by the Office of Management and Budget, as a core based statistical area associated with at least one urbanized area that has a population of at least 50,000. The Metropolitan Statistical Area comprises the central county or counties containing the core, plus adjacent outlying counties having a high degree of social and economic integration with the central county or counties as measured through commuting.

Middle-Income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of a geography

Moderate-Income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of a geography.

Multifamily: Refers to a residential structure that contains five or more units**.**

Other Products: Includes any unreported optional category of loans for which the institution collects and maintains data for consideration during a CRA examination. Examples of such activity include consumer loans and other loan data an institution may provide concerning its lending performance.

Owner-Occupied Units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified Investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Rated Area: A rated area is a state or multistate metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multistate metropolitan area, the institution will receive a rating for the multistate metropolitan area.

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) instructions. These loans have original amounts of $1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

Small Loan(s) to Farm(s): A loan included in 'loans to small farms' as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of $500,000 or less and are either secured by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

Tier 1 Capital: The total of common shareholders' equity, perpetual preferred shareholders' equity with non-cumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

Upper-Income: Individual income that is at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

Tables of Performance Data
Content of Standardized Tables

A separate set of tables is provided for each state. All multistate MSAs, if applicable, are presented in one set of tables. References to the "bank" include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the Lending Test tables, the following are applicable: (1) purchased loans are treated the same as originations; and (2) "aggregate" is the percentage of the aggregate number of reportable loans originated and purchased by all HMDA or CRA reporting lenders in the MMSA/assessment area. Deposit data are compiled by the FDIC and are available as of June 30th of each year. Tables without data are not included in this Performance Evaluation (PE).

The following is a listing and brief description of the tables included in each set:

Table 1. **Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. CD loans to statewide or regional entities or made outside the bank's assessment area may receive positive CRA consideration. See Interagency Q&As __.12 (h) - 6 and - 7 for guidance on when a bank may receive positive CRA consideration for such loans.

Table 14. **Qualified Investments** - Presents the number and dollar amount of qualified investments made by the bank in each MA/assessment area. The table separately presents investments made during a prior evaluation period that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12 (h) -6 and - 7 for guidance on when a bank may receive positive CRA consideration for such investments.

Table C. **Branch and ATM Distribution Level by Geography Income Level** – Shows the percentage distribution of census tracts, population, branches, ATMs, and branches opened and closed in low-, moderate-, middle-, and upper-income geographies.

Table D. **Lending Inside and Outside of the Assessment Area** – Shows the distribution of mortgage, small business and small farm, and consumer lending inside the assessment areas compared to the lending outside the assessment areas.

Table O. **Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents aggregate peer data for the years the data is available.

Table P. **Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MMSA/assessment area. The table also presents aggregate peer data for the years the data is available.

Table Q. **Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography** - The percentage distribution of the number of small loans (less than or equal to $1 million) to businesses that were originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) in those geographies. Because aggregate small business data are not available for geographic areas smaller than counties, it may be necessary to compare bank loan data to aggregate data from geographic areas larger than the bank's assessment area.

Table R. **Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenue** - Compares the percentage distribution of the number of small loans (loans less than or equal to $1 million) originated and purchased by the bank to businesses with revenues of $1 million or less to: 1) the percentage distribution of businesses with revenues of greater than $1 million; and, 2) the percentage distribution of businesses for which revenues are not available. The table also presents aggregate peer small business data for the years the data is available.

Table S. **Assessment Area Distribution of Loans to Farms by Income Category of the Geography** - The percentage distribution of the number of small loans (less than or equal to $500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. Because aggregate small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.

Table T. **Assessment Area Distribution of Loans to Farms by Gross Annual Revenues** - Compares the percentage distribution of the number of small loans (loans less than or equal to $500,000) originated and purchased by the bank to farms with revenues of $1 million or less to: 1) the percentage distribution of farms with revenues of greater than $1 million; and, 2) the percentage distribution of farms for which revenues are not available. The table also presents aggregate peer small farm data for the years the data is available.

Description of Institution

Bank of America, N.A. (BANA or “bank”) is an interstate national bank headquartered in Charlotte, North Carolina. BANA is a wholly owned subsidiary of Bank of America Corporation (BAC), an international banking and financial services company with over 208,000 full-time employees. BAC stock (NYSE: BAC) is listed on the New York Stock Exchange. BAC operates in all 50 states, the District of Columbia, U.S. Virgin Islands, Puerto Rico, and in more than 35 countries. As of December 31, 2016, BAC reported $2.2 trillion in assets. Based on total assets, BAC is the nation’s second largest banking company behind New York-based JPMorgan Chase & Co., which reported $2.6 trillion in total assets. Bank of America, N.A. reported $1.7 trillion in total assets, $1.5 trillion in liabilities, and $163.5 billion in equity capital. The bank’s assets increased approximately 15 percent during the evaluation period. The bank has $1.3 trillion in deposits in domestic offices and $801.8 billion in total loans and leases in domestic offices ($890.2 billion in total loans and leases worldwide). The bank’s Net Tier 1 Capital totals $149.8 billion, a 25 percent increase from $120 billion reported at the beginning of the evaluation period. BANA’s Tier 1 Risk-Based Capital represents 12.7 percent of Risk Weighted Assets while its Tier 1 Leverage Capital equals 9.3 percent of average assets.

Through its banking subsidiary BANA, the company provides a broad range of financial services to its customers through the following four main core business segments: Consumer Banking, Global Wealth and Investment Management (GWIM), Global Banking, and Global Markets. The bank’s strategic focus is to help make financial lives better through a strategy of responsible growth. Responsible growth includes a focus on environmental, social, and governance leadership. The bank serves three groups of customers – people, companies, and institutional investors – through its eight lines of business. This business model simplifies the bank’s operations and reduces its risk profile. Every week, the bank interacts with customers more than 130 million times. BANA provides banking products and services to more than 46 million consumers and small businesses through its retail network that covers a geographic area encompassing 80 percent of the U.S. population. The bank operates a retail network of 4,600 financial centers (branches) in 33 states, 15,900 Automated Teller Machines (ATMs), and online and mobile banking platforms with approximately 34 million online banking accounts and 22 million mobile banking users. BAC’s Global Banking and Global Markets segments serve large corporations, governments, institutions, and individuals around the world. Global Banking works with virtually every company in the S&P 500. The Global Markets business serves many of the world’s largest institutional investors who manage savings and investments through pension and retirement funds. The GWIM segment provides comprehensive wealth management to affluent and high net worth clients and maintains a portfolio of approximately $2.5 trillion in customer assets.

The bank’s primary loan products are commercial and home mortgage loans. Consumer credit lending includes a variety of residential mortgage and home equity products, credit cards, automobile loans, and other closed-end loans for personal, household, or family purposes. Commercial lending includes agricultural loans, real estate and construction loans, multifamily housing loans, and loans to purchase equipment or for short-term working capital needs. As of December 31, 2016, the distribution of the bank’s $801.8 billion domestic loan portfolio by principal balances outstanding is as follows: residential mortgage loans ($241 billion or 30 percent), commercial loans including non-farm non-residential real estate ($256.8 billion or 32 percent), construction and land development ($9.1 billion or 1 percent), multifamily real estate

($6 billion or 1 percent), consumer loans comprising primarily credit cards, automobile loans, and other closed-end loans for personal, household, or family purposes ($170.9 billion or 21 percent), agricultural loans ($670 million or less than 1 percent), loans to depository institutions ($1.1 billion or less than 1 percent), obligations of states and local governments ($19.3 billion or 2 percent), loans to nonbank financial institutions ($73.1 billion or 9 percent), and leases ($21 billion or 3 percent).

BANA offers a wide range of deposit products and services for consumers and businesses, as well as wealth management and investment services. Deposit products and services include a variety of consumer and commercial checking and savings accounts, wire transfer and cash management services, and various methods to access accounts through online banking, mobile banking, and phone banking.

BANA has no known legal or financial impediments that would have hindered its ability to meet the credit and community development needs of its assessment areas during this evaluation period.

The bank received an overall “Satisfactory” rating in its most recent PE, ending December 31, 2011.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This evaluation covers the bank's CRA-related activities from January 1, 2012, through December 31, 2016. The OCC considered the bank's home mortgage lending, small business lending (including business credit cards), small farm lending, CD lending, grants, donations, and other investments for CRA purposes. Examiners also considered any other loan data such as Letters of Credit used to support community development activities. Management did not request consideration for its consumer lending, which would include automobile loans and consumer credit cards.

BANA acquired FIA Card Services, N.A. (FIA) on October 1, 2014. FIA was a bank affiliate of BANA and a bank subsidiary of NB Holdings Corporation (NBH), a wholly owned subsidiary of BAC. FIA was subject to CRA and received a "Satisfactory" rating during its last performance evaluation (charter #22381), dated December 31, 2011. FIA was one of the largest issuers of consumer and small business credit cards in the U.S. At the time of the merger, FIA had $127 billion in total assets, $85 billion in total deposits, and $19 billion in Tier 1 Capital. All of FIA's assets, deposits, and capital were absorbed into BANA. The two financial institutions had New Castle County, Delaware as the one overlapping assessment area. The merger did not add any new assessment areas for BANA. The current evaluation includes FIA's small loans to businesses, small loans to farms, and community development services for the years 2012 through 2014.

Selection of Areas for Full-Scope Review

Bank management has defined 248 assessment areas comprising primarily MSAs within 33 states and 14 multistate MSAs. The states and multistate MSAs comprise the 47 rating areas that examiners assigned ratings. For analysis purposes, the examiners combined any non-MSA assessment areas within each state. From each rating area, the examiners selected one or more assessment areas for full-scope reviews. In states with multiple large metropolitan areas such as California, Florida, and Texas, examiners selected more than one assessment area for a full-scope review. Across all rating areas, the examiners selected 73 full-scope assessment areas. Examiners based these selections on several criteria, including the bank's deposits and loans and the assessment area's geographic size and population relative to the rating area. Examiners also selected smaller assessment areas that examiners had not previously reviewed as full-scope assessment areas during prior evaluations.

Refer to the "Scope" section under each state and multistate MSA rating section for details regarding how examiners selected the areas.

Inside/Outside Ratio

Examiners performed an analysis of the bank's lending volumes inside and outside its assessment areas at the institution level. The bank originated or purchased a substantial majority of its home mortgage loans, small loans to businesses, and small loans to farms to borrowers within its assessment areas. During the evaluation period, the bank originated or purchased more than 88 percent of its loans by number and nearly 92 percent by dollar volume to borrowers inside its assessment areas. See Table D for details of the bank's lending inside and outside of its assessment areas.

Table D - Lending Inside and Outside of the Assessment Area

Loan Category	Number of Loans				Total	Dollar Amount of Loans $(000s)				Total
	Inside		Outside			Inside		Outside		
	#	%	#	%	#	$	%	$	%	$(000s)
Home Mortgage										
2012	320,138	87.3	46,432	12.7	366,570	78,190,623	90.9	7,870,328	9.1	86,060,951
2013	409,771	86.1	66,403	13.9	476,174	96,717,175	89.8	10,933,538	10.2	107,650,713
2014	165,612	84.4	30,540	15.6	196,152	42,734,592	90.1	4,685,282	9.9	47,419,874
2015	157,137	88.0	21,458	12.0	178,595	52,395,769	92.8	4,086,715	7.2	56,482,484
2016	160,118	90.0	17,720	10.0	177,838	59,554,402	94.3	3,610,247	5.7	63,164,649
Subtotal	**1,212,776**	**86.92**	**182,553**	**13.1**	**1,395,329**	**329,592,561**	**91.36**	**31,186,110**	**8.6**	**360,778,671**
Small Business										
2012	278,760	87.4	40,118	12.6	318,878	10,537,374	92.0	910,232	8.0	11,447,606
2013	372,407	88.8	47,134	11.2	419,541	11,517,067	92.6	918,568	7.4	12,435,635
2014	386,345	88.4	50,686	11.6	437,031	11,172,606	92.2	939,778	7.8	12,112,384
2015	384,495	90.2	41,959	9.8	426,454	10,977,540	93.2	798,008	6.8	11,775,548
2016	445,883	90.9	44,504	9.1	490,387	11,869,096	93.4	841,983	6.6	12,711,079
Subtotal	**1,867,890**	**89.3**	**224,401**	**10.7**	**2,092,291**	**56,073,683**	**92.7**	**4,408,569**	**7.3**	**60,482,252**
Small Farm										
2012	2,495	53.4	2,180	46.6	4,675	54,768	61.2	34,706	38.8	89,474
2013	3,199	53.9	2,734	46.1	5,933	62,191	65.9	32,154	34.1	94,345
2014	3,053	50.9	2,949	49.1	6,002	65,579	65.2	35,036	34.8	100,615
2015	2,877	54.7	2,386	45.3	5,263	66,495	67.7	31,698	32.3	98,193
2016	3,061	54.3	2,572	45.7	5,633	66,618	67.4	32,276	32.6	98,894
Subtotal	**14,685**	**53.4**	**12,821**	**46.6**	**27,506**	**315,651**	**65.6**	**165,870**	**34.4**	**481,521**
Total	**3,095,351**	**88.1**	**419,775**	**11.9**	**3,515,126**	**385,981,895**	**91.5**	**35,760,549**	**8.5**	**421,742,444**

Source: Evaluation Period: 1/1/2012 - 12/31/2016 Bank Data

Due to rounding, totals may not equal 100.0

Flexible Lending Programs and Other Lending Information

The bank's use of flexible lending programs positively enhances the bank's lending performance. Since January 1, 2012, the bank provided 190,135 flexible mortgage and small loans to businesses totaling $27.8 billion to low- and moderate-income borrowers, small businesses, or in low- and moderate-income geographies. The bank's flexible lending programs include government insured Federal Housing Administration (FHA), Veterans Administration (VA), and Making Homes Affordable (MHA) Home Affordable Refinance Program (HARP) loans. The bank also offers flexible lending programs through its participation with multiple third-party partners in providing 2,836 loans totaling $398 million. These partnerships include Neighborhood Assistance Corporation of America (NACA) and Massachusetts Housing Partnership (MHP). During the evaluation period, the bank launched two new flexible lending programs including the Affordable Loan Solutions (ALS) and Business Advantage Credit Line. Loans originated or purchased under government insured or sponsored programs represent more than 97 percent of the total flexible lending volume.

In addition, Bank of America issued 160 Letters of Credit totaling nearly $1.6 billion. These Letters of Credit helped many financing deals to come to fruition to create nearly 11,000 units of affordable housing.

Ratings

The bank's overall rating is a blend of the multistate MSA ratings and state ratings.

Under the Lending Test, the weighting of the loan products varied according to the proportion of lending by loan products within each rating area during the evaluation period. Examiners calculated the loan product weighting for each rating area and applied those weights to each assessment area within the rating area. Generally, examiners assigned the most weight to home mortgage loans and small loans to businesses.

In a substantial majority of rating areas, small loans to farms represented less than 1 percent of the loan volume within those rating areas and therefore carried the least amount of weight when determining the rating. In many assessment areas, the bank originated very few, if any, small loans to farms. In assessment areas with a minimum of 25 small loans to farms originated or purchased, examiners provided conclusions in the narrative for the applicable rating area. Otherwise, examiners did not analyze the small loans to farms nor provide conclusions.

Examiners compared the bank's lending performance against available demographic data and aggregate lender performance. Examiners also considered any relevant performance context information available. Expectations for lending in low-income geographies were the same for lending in moderate-income geographies. However, examiners weighted performance in moderate-income geographies more heavily if there were a limited number of owner-occupied housing units, businesses, or farms in low-income geographies. Examiners also lowered expectations for lending to low-income borrowers due to the increased difficultly lower-income individuals face in qualifying for affordable mortgages in many markets, particularly in high-cost markets. In general, examiners gave more weight to the bank's lending performance relative to demographics and less weight to performance relative to aggregate lenders. However, in some cases, it was more appropriate for examiners to place more weight on performance relative to aggregate lenders such as when bank performance exceeded aggregate, but bank performance and aggregate are less than demographic. In those cases, performance relative to aggregate lenders can be more reflective of market conditions such as loan demand and opportunities for lending. To assess the bank's lending activity in each assessment area, examiners compared the bank's market share and rank of loans using peer loan data to its market share and rank in deposits using Federal Deposit Insurance Corporation (FDIC) deposit market share data as of June 30, 2016. Deposit market share data includes deposit data for FDIC-insured institutions such as banks and savings and loan associations (depository financial institutions). FDIC deposit market share data does not include credit unions.

Examiners determined the multistate MSA ratings and state ratings primarily from those areas that received full-scope reviews. Examiners considered performance in limited-scope assessment areas to determine if performance has a positive, negative, or neutral effect on the state rating. Refer to the "Scope" section under each state and multistate MSA rating section for details regarding how examiners weighted the areas in arriving at the respective ratings.

CD lending based on volume, complexity, and responsiveness provided a significantly positive, positive, neutral, or negative effect to the rating area's Lending Test rating, as applicable.

For Investment Test conclusions, examiners considered qualified investment, grant, and contribution activity in each assessment area and the responsiveness of those activities to the credit and community development needs identified in the community. Examiners also considered qualitative factors such as complexity and innovation, when present.

To put CD lending or investment activity in perspective, examiners compared the CD lending or investment volume in each assessment area to the Tier 1 Capital allocated to each assessment area according to the assessment area's proportion of the bank's total deposits.

For Service Test conclusions, examiners placed primary consideration on the distribution of the bank's financial centers and their accessibility to low- and moderate-income individuals and geographies.

Examiners considered the effect to the community from the opening and closing of financial centers. During the evaluation period, senior management continued to implement the bank's "Project New BAC" initiative to streamline the company's operations and reduce annual operating costs. The cost cutting efforts resulted in the sale of 356 financial centers and the closure of 903, many of which were performing poorly financially due to the steep declines in customer traffic as banking habits changed with improvements in technology. In a majority of the closures, accountholders continued to receive banking services at existing nearby financial centers. However, because of this business strategy, the bank exited 31 assessment areas during the evaluation period.

Examiners also considered alternative delivery systems to the extent they helped improve access to retail banking services where financial centers may be limited. The alternative delivery systems include the following six delivery channels: mobile banking, telephone banking, text banking, online banking, cash dispensing ATMs, and full-service ATMs. To determine the effect alternative delivery systems had on the bank's service delivery systems, examiners compared the usage by customers residing in low- and moderate-income geographies for mobile banking, telephone banking, text banking, and online banking against the percentages of the population residing in low- and moderate-income geographies. For cash dispensing and full-service ATMs, examiners compared the geographic distribution of the ATMs against the percentages of the population in low- and moderate-income geographies.

In full-scope assessment areas, examiners considered the accessibility adjacent or nearby financial centers (in middle- and upper-income geographies) provide to low- and moderate-income geographies. Examiners used various census tract reports, financial center geocoding reports, and maps to identify adjacent financial centers that are located within ½-mile of a low- or moderate-income census tract that does not already have a financial center presence. Examiners excluded any adjacent financial centers that have geographic barriers such as a river, mountain, or major highway to prevent access to the low- or moderate-income geographies. In addition, if more than one financial center is adjacent to the same low- or moderate-income tract, examiners only considered the nearest adjacent financial center.

Examiners considered banking hours, products and services, and the level of community development services.

The U.S. Census Bureau (Census Bureau) collects and publishes population and demographic data that examiners use to help analyze lending performance. With the 2010 Census, the Census Bureau revised its approach to collecting most of the population and demographic data used in evaluations. The banking agencies now update decennial Census data every five years, beginning with the Census Bureau's 2015 American Community Survey (ACS), to provide more current and accurate demographic data. Census tract income level designations that became effective in 2012 were subject to revision, based on the ACS data.

The Office of Management and Budget (OMB) delineates metropolitan and micropolitan statistical areas based on Census Bureau data. During the evaluation period, OMB revised the geographic boundaries of several metropolitan areas, which became effective January 1, 2014. Because the boundaries of many assessment areas changed in 2014, examiners analyzed CRA activity that occurred during 2012-2013 separately from CRA activities that occurred during 2014-2016.

While the ratings, conclusions, and analyses are based on the bank's activities over a five-year evaluation period, the PE only includes narratives and supporting tables for the years 2014, 2015, and 2016, which is the period of activity of greatest significance to overall conclusions. Additional discussion is included in the narrative when OMB boundary changes significantly affected the bank's performance context or where performance in the 2012-2013 period differs significantly from performance in 2014-2016.

Discriminatory or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. §25.28(c) or §195.28(c), respectively, in determining a national bank's or federal savings association's (collectively, bank) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank, or in any assessment area by an affiliate whose loans have been considered as part of the bank's lending performance. As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, and the Consumer Financial Protection Bureau, as applicable.

The OCC has not identified that BANA has engaged in discriminatory or other illegal credit practices that require consideration in this evaluation.

The OCC will consider any information that BANA engaged in discriminatory or other illegal credit practices, identified by or provided to the OCC before the end of the bank's next performance evaluation in that subsequent evaluation, even if the information concerns activities that occurred during the evaluation period addressed in this performance evaluation.

Multistate Metropolitan Area Ratings

Allentown-Bethlehem-Easton, PA-NJ Multistate MSA

CRA rating for the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA[1]: Outstanding
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Good distribution of loans by geography and good distribution by borrower income or business revenue size;
- Low level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Allentown-Bethlehem-Easton, PA-NJ MSA

The Allentown-Bethlehem-Easton, PA-NJ Multistate MSA is Bank of America's 36th largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $1.5 billion or 0.1 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 31 depository financial institutions operating in the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA, Bank of America, with a deposit market share of 9.2 percent, is the fourth largest. Competitors with deposit market shares greater than 5 percent include Wells Fargo Bank (20.2 percent), Branch Banking and Trust Company (12.4 percent), PNC Bank (11.3 percent), and Lafayette Ambassador Bank (7.4 percent). As of December 31, 2016, the bank operated 14 full-service financial centers and 24 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[1] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Allentown-Bethlehem-Easton, PA-NJ Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with one local nonprofit organization. The organization's primary mission is to serve homeless families through advocacy, case management, homelessness prevention services to keep families in their homes, and services to assist homeless families in obtaining emergency housing. According to the contact, the community needs additional monetary contributions to provide housing and other services for the homeless.

During the evaluation period, Bank of America originated or purchased 3,727 home mortgage loans totaling $628.9 million, 3,731 small loans to businesses totaling $81.8 million, 27 small loans to farms totaling $176,000, and 2 CD loans totaling $286,000. Based on loan volume by the number of loans originated and purchased, examiners weighted home mortgage lending and small business lending equally, each which carried more weight than small loans to farms in determining the Lending Test rating for the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ALLENTOWN-BETHLEHEM-EASTON PA-NJ MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA is excellent.

Lending activity in the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 9.2 percent. The bank ranks fourth among 31 depository financial institutions in the multistate MSA, which places it in the top 13 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 17th among 502 home mortgage lenders in the multistate MSA, which places it in the top 4 percent of lenders. According to peer small business data for 2016, the bank has a market share of 5 percent based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 120 small business lenders, which places it in the top 7 percent of lenders. According to peer farm data for 2016, the bank has a market share of 3.3 percent based on the number of small loans to farms originated or purchased. The bank ranks 10th among 15 farm lenders, which places it in the bottom 33 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume — **2012-2016**

LENDING VOLUME — Geography: MULTISTATE MSAs — Evaluation Period: January 1, 2012 to December 31, 2016

Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is excellent. The bank's home mortgage lending is excellent in low-income census tracts and excellent in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 5.7 percent is greater than the 3.5 percent of owner-occupied housing units in low-income geographies and it is higher than the 2.9 percent aggregate distribution.

The distribution of home mortgage loans in moderate-income geographies at 18.3 percent is higher than the 16.1 percentage of owner-occupied housing units in moderate-income geographies and aggregate performance of 14.5 percent.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																		2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Allentown-Bethlehem-Easton PA-NJ MSA	1,363	227,955	100.0	23,706	3.5	5.7	2.9	16.1	18.3	14.5	45.1	39.7	43.0	35.3	36.2	39.6	0.0	0.0	0.0
Total	**1,363**	**227,955**	**100.0**	**23,706**	**3.5**	**5.7**	**2.9**	**16.1**	**18.3**	**14.5**	**45.1**	**39.7**	**43.0**	**35.3**	**36.2**	**39.6**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is good overall. The distribution is good in low-income geographies and good in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 4.9 percent is lower than the 6.2 percent of businesses operating in low-income geographies, but higher than the 4.7 percent aggregate performance. The proportion of the bank's small loans to businesses in moderate-income geographies at 15.7 percent is lower than the 18.6 percent of businesses operating in moderate-income geographies and lower than the 16.6 percent aggregate performance.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																		2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Allentown-Bethlehem-Easton PA-NJ MSA	2,255	45,258	100.0	15,590	6.2	4.9	4.7	18.6	15.7	16.6	40.2	37.9	39.3	35.0	41.5	39.4	0.0	0.0	0.0
Total	**2,255**	**45,258**	**100.0**	**15,590**	**6.2**	**4.9**	**4.7**	**18.6**	**15.7**	**16.6**	**40.2**	**37.9**	**39.3**	**35.0**	**41.5**	**39.4**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is good. The distribution is poor in low-income geographies and excellent in moderate-income geographies. The bank did not originate or purchase any small loans to farms in low-income geographies. Approximately 1 percent of the farms are located in low-income tracts. Bank performance in low-income geographies is consistent with aggregate lenders. The geographic distribution in moderate-income geographies at 33.3 percent is higher than the 7.6 percent of farms in moderate-income geographies and it is higher than the 3.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Allentown-Bethlehem-Easton PA-NJ MSA	12	79	100.0	90	1.0	0.0	0.0	7.6	33.3	3.3	46.1	58.3	54.4	45.3	33.3	42.2	0.0	0.0	0.0
Total	**12**	**79**	**100.0**	**90**	**1.0**	**0.0**	**0.0**	**7.6**	**33.3**	**3.3**	**46.1**	**58.3**	**54.4**	**45.3**	**33.3**	**42.2**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The bank’s distribution of home mortgage loans by borrower income is excellent overall. The distribution is excellent to low- and moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income families at 13.1 percent is lower than the 19.8 percent of low-income families and significantly higher than the 6.4 percent aggregate distribution. The proportion of home mortgage loans to moderate-income families at 23 percent is higher than the proportion of moderate-income families at 18.2 percent and aggregate performance at 17 percent.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																					2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers				
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate		
FS Allentown-Bethlehem-Easton PA-NJ MSA	1,363	227,955	100.0	23,706	19.8	13.1	6.4	18.2	23.0	17.0	21.9	19.8	21.3	40.1	34.8	36.9	0.0	9.4	18.4		
Total	1,363	227,955	100.0	23,706	19.8	13.1	6.4	18.2	23.0	17.0	21.9	19.8	21.3	40.1	34.8	36.9	0.0	9.4	18.4		

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35.4 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.4 percent is lower than the 77.9 percent of businesses with gross annual revenues of $1 million or less. However, considering the bank's distribution is higher than the 49.6 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Allentown-Bethlehem-Easton PA-NJ MSA	2,255	45,258	100.0	15,590	77.9	53.4	49.6	5.0	11.2	17.1	35.4
Total	2,255	45,258	100.0	15,590	77.9	53.4	49.6	5.0	11.2	17.1	35.4

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The bank's distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 58 percent of its small loans to farms. Based on farms with known revenues, the proportion of the bank's small loans to businesses at 55.6 percent is lower than the 97.1 percent of farms with gross annual revenues of $1 million or less. However, considering the bank's distribution is higher than the 46.7 percent for aggregate lenders, overall performance is adequate.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											**2014-16**
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Allentown-Bethlehem-Easton PA-NJ MSA	12	79	100.0	90	97.1	55.6	46.7	1.6	0.0	1.3	58.3
Total	**12**	**79**	**100.0**	**90**	**97.1**	**55.6**	**46.7**	**1.6**	**0.0**	**1.3**	**58.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the bank's Lending Test performance in the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA. The bank met the community's credit needs primarily through retail lending. During the evaluation period, the bank originated two CD loans totaling $286,000 that helped promote economic development within the assessment area.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA is rated Outstanding.

The bank made 62 community development investments during the evaluation period totaling $21.6 million. Approximately $21.2 million or 98 percent of the current period investment dollars support more than 260 units of affordable housing. In addition, the bank has 29 community development investments totaling $2.2 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $23.8 million or 12.5 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $15.1 million or 70 percent of the investment dollars.

Examples of significant community development investments the bank provided include:

- The bank invested $6.1 million in two Low Income Housing Tax Credits (LIHTCs) that support affordable housing projects creating 150 housing units in the assessment area.

- The bank invested $250,000 in the Community First Fund (CFF), a certified CDFI dedicated to creating sustainable prosperity for low wealth communities and individuals. CFF used the investment for its general loan pool for making Small Business Administration (SBA) 7(a) loans to persons interested in starting or expanding a small business.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Bank of America's performance under the Service Test in the Allentown-Bethlehem-Eason, PA-NJ Multistate MSA is rated Outstanding.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

BANA's service delivery systems in the Allentown-Bethlehem-Eason, PA-NJ Multistate MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank's 14 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has one financial center in a low-income geography representing 7.1 percent of its financial centers and two financial centers in moderate-income geographies representing 14.3 percent of its financial centers. According to the 2010 U.S. Census data, 7.8 percent of the population lives in low-income geographies and 20.1 percent lives in moderate-income geographies.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has three financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to moderate-income geographies. These adjacent financial centers further improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened no financial centers and closed five. Two of the closures were in moderate-income geographies and the remaining three closures were in upper-income geographies. Despite the closures in moderate-income geographies, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. Financial center lobby hours are primarily 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday. One financial center in an upper-income geography is open until 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Allentown-Bethlehem-Easton PA-NJ MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	16	8.9	63,877	7.8	1	7.1	2	8.3	0	0.0	0	0.0
Moderate	38	21.2	165,396	20.1	2	14.3	2	8.3	0	0.0	2	40.0
Middle	76	42.5	332,055	40.4	7	50.0	12	50.0	0	0.0	0	0.0
Upper	49	27.4	259,845	31.6	4	28.6	8	33.3	0	0.0	3	60.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**179**	**100.0**	**821,173**	**100.0**	**14**	**100.0**	**24**	**100.0**	**0**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 73 community development services targeted to low- and moderate-income individuals. Employees provided 34 financial education seminars to 785 students primarily from low- and moderate-income families. Employees participated in 21 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 18 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Augusta-Richmond County, GA-SC Multistate MSA

CRA rating for the Augusta-Richmond County, GA-SC Multistate MSA[2]: Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Needs to Improve

The major factors that support this rating:

- Excellent volume of loans originated /purchased within the assessment area;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- No origination of CD loans that negatively affect the Lending Test rating;
- Excellent level and responsiveness of qualified investments; and
- Unreasonably inaccessible service delivery systems, particularly to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Augusta-Richmond County, GA-SC Multistate MSA

The Augusta-Richmond County, GA-SC Multistate MSA is Bank of America's 39th largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $860 million or 0.1 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 20 depository financial institutions operating in the Augusta-Richmond County, GA-SC Multistate MSA, Bank of America, with a deposit market share of 10.8 percent, is the third largest. Competitors with deposit market shares greater than 5 percent include Wells Fargo Bank (21.2 percent), Georgia Bank & Trust Company (19.9 percent), Security Federal Bank (7.5 percent), SunTrust Bank (7.5 percent), Regions Bank (6.8 percent), First Citizens Bank & Trust Company (6.3 percent), and State Bank and Trust Company (5.3 percent). As of December 31, 2016, the bank operated 8 financial centers and 25 ATMs in the multistate MSA.

Refer to the community profile for the Augusta-Richmond County, GA-SC Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

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[2] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Augusta-Richmond County, GA-SC MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners contacted a local nonprofit organization dedicated to improving the economy and quality of life in rural America. The organization identified access to credit through community development, credit-related projects, or financing programs as the biggest need.

During the evaluation period, the bank originated or purchased 2,346 home mortgage loans totaling $313.4 million, 2,678 small loans to businesses totaling $75.9 million, and 52 small loans to farms totaling $411,000. Based on loan volume, examiners weighted small loans to businesses slightly more than home mortgage loans in determining the Lending Test rating for the Augusta-Richmond County, GA-SC Multistate MSA. Small loans to farms accounted for only 1 percent of the loan volume and therefore, carried little weight in the Lending Test rating.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN AUGUSTA-RICHMOND COUNTY, GA-SC MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Augusta-Richmond County, GA-SC Multistate MSA is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution. The lack of CD lending has a negative effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Augusta-Richmond County, GA-SC Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 10.8 percent. The bank ranks third in deposits among 20 depository financial institutions operating in the multistate MSA, which places it in the top 15 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 17th among 378 home mortgage lenders, which places it in the top 5 percent of lenders. According to peer small business data for 2016, the bank has a market share of 6.9 percent based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 89 small business lenders, which places it in the top 6 percent of lenders. According to peer farm data for 2016, the bank has a market share of 4.2 percent based on the number of small loans to farms originated or purchased. The bank ranks seventh among 21 farm lenders, which places it in the top 34 percent of lenders. Lending activity for home mortgage and small loans to businesses is excellent while it is poor for small loans to farms.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. Geographic distribution performance is good in low-income geographies and the performance is good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 3 percent is lower than the 3.4 percent of owner-occupied housing units in low-income geographies, but higher than the 1.4 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 16.2 percent is significantly lower than the 25.3 percent of owner-occupied housing units in moderate-income geographies, but slightly higher than the 15.3 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																		2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Augusta-Richmond County GA-SC MSA	1,139	147,293	100.0	19,960	3.4	3.0	1.4	25.3	16.2	15.3	37.4	36.4	36.2	34.0	44.4	47.1	0.0	0.0	0.0
Total	**1,139**	**147,293**	**100.0**	**19,960**	**3.4**	**3.0**	**1.4**	**25.3**	**16.2**	**15.3**	**37.4**	**36.4**	**36.2**	**34.0**	**44.4**	**47.1**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The geographic distribution of small loans to businesses is good. The bank's distribution of small loans to businesses is good in low-income geographies and good in moderate-income geographies. The distribution of small loans to businesses in low-income geographies at 4.9 percent is lower than the 6.3 percent of the businesses that are located in low-income geographies and it is lower than the 5.4 percent for aggregate lenders. The distribution of small loans to businesses in moderate-income geographies at 17.9 percent is lower than the 23.3 percent of the businesses that are located in moderate-income geographies and slightly lower than 18.2 percent for aggregate lenders. The bank's lending in moderate-income geographies is much closer to aggregate lending performance than its lending in low-income geographies.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																		2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Augusta-Richmond County GA-SC MSA	1,748	40,626	100.0	8,868	6.3	4.9	5.4	23.3	17.9	18.2	35.5	36.7	34.4	34.8	40.5	41.9	0.0	0.0	0.0
Total	**1,748**	**40,626**	**100.0**	**8,868**	**6.3**	**4.9**	**5.4**	**23.3**	**17.9**	**18.2**	**35.5**	**36.7**	**34.4**	**34.8**	**40.5**	**41.9**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is poor. The bank's distribution of small loans to farms is poor in low-income geographies and very poor in moderate-income geographies. The distribution of small loans to farms in low-income geographies at 0 percent is lower than the 2.5 percent of the farms that are located in low-income geographies and lower than 0.5 percent for aggregate lenders. Considering very few farms are located in low-income geographies, which indicates fewer opportunities to make small loans to farms, performance is poor. The distribution of small loans to farms in moderate-income geographies at 12.9 percent is lower than the 28 percent of the farms that are located in moderate-income geographies and significantly lower than the 44.7 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Augusta-Richmond County GA-SC MSA	31	234	100.0	215	2.5	0.0	0.5	28.0	12.9	44.7	41.9	58.1	41.9	27.6	29.0	13.0	0.1	0.0	0.0
Total	**31**	**234**	**100.0**	**215**	**2.5**	**0.0**	**0.5**	**28.0**	**12.9**	**44.7**	**41.9**	**58.1**	**41.9**	**27.6**	**29.0**	**13.0**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The distribution of home mortgage loans by borrower income is good. The distribution is adequate to low-income borrowers and the distribution is excellent to moderate-income borrowers. The proportion of home mortgage loans to low-income borrowers at 10 percent is lower than the 23.8 percent of families designated as low-income, which indicates very poor performance. However, the bank’s distribution performance is higher than the 4.5 percent for aggregate lenders. Considering the higher performance relative to all lenders, the distribution is poor to low-income borrowers. The proportion of home mortgage loans to moderate-income borrowers at 19.3 percent is higher than the 16.2 percent of families designated as moderate-income. The bank's performance in lending to moderate-income borrowers is higher than the 12.9 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Augusta-Richmond County GA-SC MSA	1,139	147,293	100.0	19,960	23.8	10.0	4.5	16.2	19.3	12.9	18.7	19.2	19.3	41.3	36.7	34.8	0.0	14.8	28.5
Total	**1,139**	**147,293**	**100.0**	**19,960**	**23.8**	**10.0**	**4.5**	**16.2**	**19.3**	**12.9**	**18.7**	**19.2**	**19.3**	**41.3**	**36.7**	**34.8**	**0.0**	**14.8**	**28.5**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 32.3 percent of its small loans to businesses. Based on small loans to businesses with known revenues, the proportion of the bank's small loans to businesses at 56.3 percent is lower than the 77.2 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 48.3 percent for the aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Augusta-Richmond County GA-SC MSA	1,748	40,626	100.0	8,868	77.2	56.3	48.3	4.2	11.4	18.7	32.3
Total	**1,748**	**40,626**	**100.0**	**8,868**	**77.2**	**56.3**	**48.3**	**4.2**	**11.4**	**18.7**	**32.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 38.7 percent of its small loans to farms. Approximately 61.3 percent of the small loans to farms with known revenues were to farms with gross annual revenues of $1 million or less. The bank's proportion of lending is lower than the 97.7 percent of farms with gross annual revenues of $1 million or less, but higher than the 42.3 percent performance for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Augusta-Richmond County GA-SC MSA	31	234	100.0	215	97.7	61.3	42.3	1.5	0.0	0.9	38.7
Total	31	234	100.0	215	97.7	61.3	42.3	1.5	0.0	0.9	38.7

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a negative effect on the bank's Lending Test performance in the Augusta-Richmond County, GA-SC Multistate MSA. During the five-year evaluation period, the bank did not originate or purchase any CD loans in the assessment area.

Product Innovation and Flexibility

The bank offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. The programs include America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. During the evaluation period, the bank originated more than 400 loans within the assessment area totaling $42 million under various flexible lending programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 55 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the Augusta-Richmond County, GA-SC Multistate MSA is rated Outstanding.

The bank made 71 community development investments during the evaluation period totaling $9.9 million. Of the current period investments, the bank used approximately $9.8 million or 99 percent of the investment dollars to help provide more than 80 units of affordable housing through the purchase of mortgage-backed securities. In addition, the bank has 26 investments totaling $1.6 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. The outstanding prior period and current period investments total $11.4 million or approximately 10.6 percent of the bank's total Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $9.7 million or 99 percent of the investment dollars.

Examples of significant community development investments include:

- The bank provided $30,000 in grants to Habitat for Humanity to support local market building of affordable housing. The grants were part of a $6 million national commitment to support the Bank of America/Habitat for Humanity Partnership Project.

- The bank provided a $10,000 grant to Turn Back the Block, a faith-based non-profit organization with a mission to help revitalize the Harrisburg neighborhood through the rehabilitation of existing housing stock, new construction, and promotion of homeownership. Approximately 84 percent of the candidates for purchasing the homes have incomes at or below 80 percent of the area median income.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the Augusta-Richmond County, GA-SC Multistate MSA is rated Needs to Improve.

BANA's service delivery systems in the Augusta-Richmond County, GA-SC Multistate MSA are unreasonably inaccessible to portions of its assessment area, particularly to low- or moderate-income geographies or to low- or moderate-income individuals. Examiners based conclusions on a comparison of the bank's eight financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has no financial centers in low-income census tracts where 5.5 percent of the population lives. The bank has one financial center in a moderate-income geography, which represents 12.5 percent of its financial centers and 27.6 percent of the population.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have no effect on the retail banking services conclusion.

The bank has two financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low-income geographies. These adjacent financial centers improve access of service delivery systems to low -income geographies and to low- or moderate-income individuals. However, neither of the two adjacent branches is open for Saturday banking.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened no financial centers and closed two. Both financial center closures were in moderate-income geographies, further limiting retail banking accessibility to low- and moderate-income geographies and individuals.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low-and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours vary throughout the assessment area. Some financial center lobby hours are 9:00 am to 5:00 pm Monday through Friday. Other financial center hours are from 9:00 am to 4:00 pm Monday through Friday. Four of the financial centers are open on Saturday from 9:00 am to 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Augusta-Richmond County GA-SC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	9	7.6	31,332	5.5	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	36	30.3	156,152	27.6	1	12.5	6	24.0	0	0.0	2	100.0
Middle	43	36.1	212,585	37.6	4	50.0	9	36.0	0	0.0	0	0.0
Upper	30	25.2	164,804	29.2	3	37.5	10	40.0	0	0.0	0	0.0
NA	1	0.8	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**119**	**100.0**	**564,873**	**100.0**	**8**	**100.0**	**25**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank is a leader in providing community development services within the Augusta-Richmond County, GA-SC Multistate MSA. The bank provides a high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 142 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 58 low- and moderate-income individuals and provided 58 financial education seminars to 1,163 individuals, which were primarily students from low- and moderate-income families. Employees participated in 10 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 16 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Boston-Cambridge-Newton, MA-NH Multistate MSA

CRA rating for the Boston-Cambridge-Newton, MA-NH Multistate MSA[3]: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;
- Relatively high level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Reasonably accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Boston-Cambridge-Newton, MA-NH Multistate MSA

The Boston-Cambridge-Newton, MA-NH Multistate MSA is Bank of America's sixth largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $62.3 billion or 5.2 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 129 depository financial institutions operating in the Boston-Cambridge-Newton, MA-NH Multistate MSA, Bank of America, with a deposit market share of 20.2 percent, is the second largest. Competitors with deposit market shares greater than 5 percent include State Street Bank and Trust Company (30.3 percent), Citizens Bank (10 percent), and Santander Bank (5 percent). As of December 31, 2016, the bank operated 171 full-service financial centers and 770 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Boston-Cambridge-Newton, MA-NH Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Boston-Cambridge-Newton, MA-NH Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with one local housing agency. According to the contact, affordable

[3] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

housing is a key need in the area. In the Cambridge community, more than 65 percent of individuals and families with a Housing Choice Voucher are unable to locate a rental property owner that will accept it. The wait list for Housing Choice Vouchers in the Cambridge community is over 8,000 applications.

During the evaluation period, Bank of America originated or purchased 26,379 home mortgage loans totaling $9.1 billion in the MSA compared to 57,911 small loans to businesses totaling $2.1 billion, 182 small loans to farms totaling $2.5 million, and 65 CD loans totaling $492.7 million. Therefore, examiners weighted small loans to businesses more than home mortgage and small loans to farms in determining the Lending Test rating for the Boston-Cambridge-Newton, MA-NH Multistate MSA.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN BOSTON-CAMBRIDGE-NEWTON, MA-NH MULTISTATE MMSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Boston-Cambridge-Newton, MA-NH Multistate MSA is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Boston-Cambridge-Newton, MA-NH Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 20.2 percent. The bank ranks second among 129 depository financial institutions in the multistate MSA, which places it in the top 2 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.2 percent based the number of home mortgage loans originated or purchased. The bank ranks seventh among 696 home mortgage lenders in the multistate MSA, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a market share of 11.4 percent based on the number of small loans to businesses originated or purchased. The bank ranks third among 189 small business lenders, which places it in the top 2 percent of lenders. According to peer farm data for 2016, the bank has a market share of 28.5 percent. The bank ranks first among 20 farm lenders in the multistate MSA, which places it in the top 5 percent of lenders.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
Rated Area		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. The bank's home mortgage lending is good in low-income census tracts and adequate in moderate-income census tracts. The bank has underperformed the industry in low- and moderate-income geographies.

The distribution of the bank's home mortgage loans in low-income geographies at 3.1 percent is consistent with the 3.1 percent of owner-occupied housing units in low-income geographies and below the 3.7 percent aggregate distribution. The distribution of home mortgage loans in moderate-income geographies at 10.8 percent is below the 13.9 percentage of owner-occupied housing units in moderate-income geographies and aggregate performance of 13.6 percent.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																				**2014-16**
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts			
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	
FS Boston-Cambridge-Newton MA-NH MSA	10,664	4,300,040	100.0	185,035	3.1	3.1	3.7	13.9	10.8	13.6	48.1	39.8	47.3	35.0	46.3	35.4	0.0	0.0	0.0	
Total	**10,664**	**4,300,040**	**100.0**	**185,035**	**3.1**	**3.1**	**3.7**	**13.9**	**10.8**	**13.6**	**48.1**	**39.8**	**47.3**	**35.0**	**46.3**	**35.4**	**0.0**	**0.0**	**0.0**	

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent overall. The distribution is good in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 5.2 percent is slightly weaker than the 6.0 percent of businesses operating in low-income geographies and slightly weaker than the 5.3 percent aggregate performance. However, the proportion of the bank's small loans to businesses in moderate-income geographies at 13.6 percent exceeds both the proportion of businesses in moderate-income geographies at 13.4 percent and aggregate performance of 13.3 percent.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																				**2014-16**
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts			
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	
FS Boston-Cambridge-Newton MA-NH MSA	37,045	1,242,660	100.0	116,612	6.1	5.2	5.3	13.4	13.6	13.3	41.4	39.0	43.0	38.9	42.0	38.2	0.2	0.2	0.2	
Total	**37,045**	**1,242,660**	**100.0**	**116,612**	**6.1**	**5.2**	**5.3**	**13.4**	**13.6**	**13.3**	**41.4**	**39.0**	**43.0**	**38.9**	**42.0**	**38.2**	**0.2**	**0.2**	**0.2**	

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is adequate overall. The distribution is adequate in low-income geographies and adequate in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 2 percent exceeds the 1.8 percent of small farms in low-income geographies, but less than the 3.6 percent for aggregate lenders. The bank's proportion of small loans to farms in moderate-income geographies at 6.1 percent is below the 9.6 percent of small farms in moderate-income geographies and below the 7.7 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Boston-Cambridge-Newton MA-NH MSA	115	1,380	100.0	169	1.8	0.9	3.6	9.7	6.1	7.7	49.9	41.7	43.8	38.6	51.3	45.0	0.0	0.0	0.0
Total	**115**	**1,380**	**100.0**	**169**	**1.8**	**0.9**	**3.6**	**9.7**	**6.1**	**7.7**	**49.9**	**41.7**	**43.8**	**38.6**	**51.3**	**45.0**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The bank’s distribution of home mortgage loans by borrower income is adequate overall. The distribution of home mortgage loans to low-income borrowers is very poor. Considering the bank performed better in lending to low-income borrowers than the aggregate lenders did, performance is adequate. The proportion of the bank’s home mortgage loans to low-income families at 6 percent is significantly weaker than the proportion of low-income families at 22.1 percent, but stronger than the 4 percent aggregate distribution. Examiners applied more weight to the bank’s performance relative to aggregate lenders due to the high cost of housing. The distribution of home mortgage loans to moderate-income borrowers is adequate. The proportion of home mortgage loans to moderate-income families at 13.1 percent is slightly below the proportion of moderate-income families at 16.7 percent and aggregate performance at 14.7 percent.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Boston-Cambridge-Newton MA-NH MSA	10,664	4,300,040	100.0	185,035	22.1	6.0	4.0	16.7	13.1	14.7	20.7	19.1	23.0	40.6	56.2	44.6	0.0	5.6	13.7
Total	**10,664**	**4,300,040**	**100.0**	**185,035**	**22.1**	**6.0**	**4.0**	**16.7**	**13.1**	**14.7**	**20.7**	**19.1**	**23.0**	**40.6**	**56.2**	**44.6**	**0.0**	**5.6**	**13.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33.2 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 55.7 percent is lower than the 76.8 percent of businesses with gross annual revenues of $1 million or less. The performance is adequate. However, considering the bank's distribution is stronger than the 44.6 percent for the aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Boston-Cambridge-Newton MA-NH MSA	37,045	1,242,660	100.0	116,612	83.4	55.7	44.6	7.2	11.1	9.4	33.2
Total	**37,045**	**1,242,660**	**100.0**	**116,612**	**83.4**	**55.7**	**44.6**	**7.2**	**11.1**	**9.4**	**33.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33 percent of its small loans to farms. Approximately 60 percent of the bank's small loans to farms with known revenues were to farms with gross annual revenues of $1 million or less. The bank's proportion was weaker than the 95.1 percent of farms with gross annual revenues of $1 million or less. The bank's proportion of loans was stronger than the aggregate performance of 46.2 percent.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Boston-Cambridge-Newton MA-NH MSA	115	1,380	100.0	169	94.5	60.0	46.2	3.0	7.0	2.5	33.0
Total	115	1,380	100.0	169	94.5	60.0	46.2	3.0	7.0	2.5	33.0

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect on the bank's Lending Test performance in the Boston-Cambridge-Newton Multistate MSA. During the evaluation period, the bank originated 65 CD loans totaling $492.7 million or 6.3 percent of the allocated Tier 1 Capital. CD loans were effective in helping the bank address community credit needs. The bank used approximately $364 million or 74 percent of the CD loan dollars to provide more than 1,700 units of affordable housing for low- and moderate-income families. Additionally, approximately $115 million or 23 percent of the amount financed projects that revitalize and stabilize low- and moderate-income geographies.

Examples of CD loans include:

- The bank extended $11.2 million in construction financing to build a 144-unit multifamily affordable housing project in the city of Wareham. Units are restricted to renters with incomes at or below 60 percent of the area median income.

- The bank provided $12.5 million in funding through Multifamily Revenue Bonds to finance a portion of the acquisition and rehabilitation costs to develop the fourth phase of Madison Park Village in the city of Roxbury. Madison Park Village is a residential community that provides 546 units of affordable housing for predominantly very low-income families.

- The bank provided $37.5 million in construction financing to build the Riverway mixed-use project in a low-income census tract in the Longwood Medical Area of Boston. The three-phased project will include an 11-story building with 145 residential units and a daycare center. The residential units will comprise 60 LIHTC rental units restricted to incomes at or below 60 percent of the area median income and 85 mixed-income rental units. The bank also provided a LIHTC equity investment in the project.

BANA issued one Standby Letter of Credit totaling $16.9 million to support construction financing for a multifamily affordable housing project. While Letters of Credit are not reportable as CD loans, they do support community development and thus receive positive consideration in the bank's CD lending performance.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's

Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. During the evaluation period, the bank originated 330 mortgage loans totaling $39 million to low- and moderate-income borrowers in the Boston area through the Massachusetts Housing Partnership (MHP). Within the multistate MSA, lending under the MHA and HARP programs accounted for 81 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Boston-Cambridge-Newton, MA-NH Multistate MSA is rated Outstanding.

The bank made 727 community development investments during the evaluation period totaling $620 million. Approximately $553.8 million or 89 percent of the current period investment dollars supported nearly 3,500 units of affordable housing. In addition, the bank has 205 community development investments totaling $150.4 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $770 million or 9.9 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally innovative or complex with LIHTCs, Historic Tax Credits, and New Markets Tax Credits representing approximately $395.5 million or 64 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $34.6 million in two Section 42 LIHTCs that support four affordable housing projects with 134 housing units.

- The bank invested $2 million in the Boston Community Loan Fund, a local certified CDFI with a mission to create and preserve heathy communities where low-income people live and work. The CDFI finances various community development projects, including affordable housing, childcare, public education, healthcare facilities, and commercial revitalization projects.

- The bank made more than $763,000 in grants to the Boston Private Industry Council, which works to strengthen Boston's communities and its workforce by connecting youth and adults with education and employment opportunities. The bank provided the grants to prepare, place, and pay more than 250 public high school students to work in non-profit organizations.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentow n, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the Boston-Cambridge-Newton, MA-NH Multistate MSA is rated Low Satisfactory.

BANA's service delivery systems in the Boston-Cambridge-Newton, MA-NH Multistate MSA are reasonably accessible to geographies and individuals of different income levels, based on a comparison of the bank's 171 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has nine financial centers in low-income geographies representing 5.3 percent of its financial centers and 21 financial centers in moderate-income geographies representing 12.3 percent of its financial centers. According to the 2010 U.S. Census data, 8.6 percent of the population lives in low-income geographies and 18.7 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has 14 financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. These adjacent financial centers further improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened six financial centers in upper-income geographies and closed thirty-one. Only seven of the 31 financial centers closures were in low- and moderate-income geographies. Despite the closures, financial centers remain reasonably accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. Financial center lobby hours are typically 9:00 am to 4:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday. A few financial centers are open until 1:00 pm on Saturday. Three financial centers have extended operating hours, which operate 11:00 am to 6:00 pm Monday through Friday and 11:00 am to 5:00 pm on Saturday. Approximately 83 percent of the financial centers in low- and moderate-income geographies have Saturday hours.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Boston-Cambridge-Newton MA-NH MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	105	10.4	393,638	8.6	9	5.3	70	9.1	0	0.0	2	6.5
Moderate	191	19.0	849,936	18.7	21	12.3	109	14.2	0	0.0	5	16.1
Middle	403	40.1	1,953,779	42.9	66	38.6	286	37.1	0	0.0	6	19.4
Upper	290	28.8	1,351,357	29.7	75	43.9	304	39.5	6	100.0	18	58.1
NA	17	1.7	3,692	0.1	0	0.0	1	0.1	0	0.0	0	0.0
Totals	**1,006**	**100.0**	**4,552,402**	**100.0**	**171**	**100.0**	**770**	**100.0**	**6**	**100.0**	**31**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 363 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 210 low- and moderate-income individuals and provided 25 financial education and foreclosure prevention workshops to 357 individuals that are primarily low- and moderate-income. Employees participated in 62 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 63 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Charlotte-Concord-Gastonia, NC-SC Multistate MSA

CRA rating for the Charlotte-Concord-Gastonia, NC-SC Multistate MSA[4]: Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: High Satisfactory
The Service Test is rated: High Satisfactory

The major factors that support this rating:

- Excellent volume of loans originated /purchased within the assessment area;
- Adequate distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Adequate level of CD lending;
- Significant level and good responsiveness of qualified investments; and
- Accessible service delivery systems, particularly to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Charlotte-Concord-Gastonia, NC-SC Multistate MSA

The Charlotte-Concord-Gastonia, NC-SC Multistate MSA is Bank of America's second largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $149.6 billion or 12.4 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 45 depository financial institutions operating in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA, Bank of America, with a deposit market share of 74.2 percent, is the largest. Wells Fargo Bank, with $30.6 billion in deposits and 15.2 percent market share, is the assessment area's second largest depository financial institution. Other major banking competitors include Branch Banking and Trust with 3 percent market share. As of December 31, 2016, the bank operated 61 full-service financial centers and 229 deposit-taking ATMs in the multistate MSA.

Bank of America Corporation, BANA's parent company, also maintained nearly $58.2 billion in deposits in the main financial center in Charlotte, NC. BAC used these deposits for general corporate purposes throughout the enterprise and they did not originate from customers within the assessment area. While these deposits were not excluded entirely from deposits reported within the assessment area, examiners treated them as performance context in areas where assessment area deposit market shares and volumes were used as comparators.

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[4] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Refer to the community profile for the Charlotte-Concord-Gastonia, NC-SC Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Charlotte-Concord-Gastonia, NC-SC Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners contacted a local nonprofit housing organization and local economic development association to identify community development needs within the assessment area. According to the housing organization, the biggest challenge has been upward mobility. As Charlotte has experienced strong economic growth and strong growth in the luxury housing market, jobs and affordable housing for LMI remain a challenge as lower rent housing gets torn down and replaced with higher rent luxury projects. According to the economic association, local businesses have found it difficult to find skilled, reliable labor as businesses have expanded. In addition, the area has attracted several manufacturing operations from China, Japan, and Germany.

During the evaluation period, the bank originated or purchased 23,169 home mortgage loans totaling $5 billion, 21,090 small loans to businesses totaling $610 million, 97 loans to small farms totaling $1.5 million, and 24 CD loans totaling $109 million. Based on loan volume, examiners weighted home mortgage lending slightly more than small loans to businesses in determining the Lending Test rating for the Charlotte-Concord-Gastonia, NC-SC Multistate MSA. Small loans to farms accounted for less than 1 percent of the loan volume and thus carried very little weight in the Lending Test rating.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN Charlotte-Concord-Gastonia, NC-SC Multistate MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America’s performance under the Lending Test in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA is rated High Satisfactory, based on excellent lending activity, adequate geographic distribution, and good distribution by borrower income.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 74.2 percent based on $149.6 billion in deposits. However, nearly $59 billion of the deposits are for Bank of America’s general corporate uses and some are from companies located outside of the assessment area. If considering only deposits that originated from individuals and businesses located in the assessment area, the adjusted deposit market share would be approximately 61.9 percent. The bank ranks first in deposits among 45 depository financial institutions operating in the multistate MSA, which places it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 4.3 percent based on the number of home mortgage loans originated or purchased. The bank ranks fourth among 710 home mortgage lenders in the multistate MSA, which places it in the top 1 percent of lenders. According to peer small business data for 2016, the bank has a market share of 10.3 percent based on the number of small loans to businesses originated or purchased. The bank ranks third among 163 small business lenders in the multistate MSA, which places it in the top 2 percent of lenders. According to peer farm data for 2016, the bank has a market share of 6.8 percent based on the number small loans to farms originated or purchased. The bank ranks sixth among 29 farm lenders, which places it in the top 21 percent of lenders. Home mortgage lending activity is excellent when considering the strong competition from more than 700 mortgage lenders and no institution has more than 5 percent market share except Wells Fargo Bank.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: MULTISTATE MSAs | Evaluation Period: January 1, 2012 to December 31, 2016

Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects adequate penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is adequate. Geographic distribution performance is adequate in low-income geographies and the performance is poor in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.3 percent is lower than the 3.5 percent of owner-occupied housing units in low-income geographies and lower than the 2.6 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 11 percent is significantly lower than the 20.7 percent of owner-occupied housing units in moderate-income geographies and lower than the 13.9 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Charlotte-Concord-Gastonia NC-SC MSA	11,944	2,689,847	100.0	98,644	3.5	2.3	2.6	20.7	11.0	13.9	39.6	30.5	35.4	36.1	56.1	48.1	0.0	0.1	0.0
Total	**11,944**	**2,689,847**	**100.0**	**98,644**	**3.5**	**2.3**	**2.6**	**20.7**	**11.0**	**13.9**	**39.6**	**30.5**	**35.4**	**36.1**	**56.1**	**48.1**	**0.0**	**0.1**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is adequate. The bank's small business lending is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of small loans to businesses in low-income geographies at 6.6 percent is lower than the 7.7 percent of the businesses that are located in low-income geographies. The distribution of small loans to businesses in moderate-income geographies at 13.1 percent is lower than the 18.7 percent of the businesses that are located in moderate-income geographies.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Charlotte-Concord-Gastonia NC-SC MSA	14,236	379,630	100.0	49,880	7.7	6.6	7.5	18.7	13.1	15.2	32.7	28.8	32.3	40.0	50.8	44.1	0.9	0.7	0.8
Total	**14,236**	**379,630**	**100.0**	**49,880**	**7.7**	**6.6**	**7.5**	**18.7**	**13.1**	**15.2**	**32.7**	**28.8**	**32.3**	**40.0**	**50.8**	**44.1**	**0.9**	**0.7**	**0.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is adequate. The bank's small farm lending is poor in low-income geographies and adequate in moderate-income geographies. The distribution of small loans to farms in low-income geographies at 0 percent is significantly lower than the 3.6 percent of the farms that are located in low-income geographies. Considering very few farms are located in low-income geographies, which indicate fewer opportunities to make small loans to farms, performance is poor. The distribution of small loans to farms in moderate-income geographies at 15.4 percent is lower than the 20.5 percent of the farms that are located in moderate-income geographies.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Charlotte-Concord-Gastonia NC-SC MSA	65	894	100.0	334	3.6	0.0	1.8	20.5	15.4	21.9	48.0	41.5	62.0	27.7	41.5	14.4	0.2	5.0	0.0
Total	**65**	**894**	**100.0**	**334**	**3.6**	**0.0**	**1.8**	**20.5**	**15.4**	**21.9**	**48.0**	**41.5**	**62.0**	**27.7**	**41.5**	**14.4**	**0.2**	**5.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The distribution of home mortgage loans by borrower income is good. The distribution is adequate to low-income borrowers and the distribution is good to moderate-income borrowers. The proportion of home mortgage loans to low-income borrowers at 7.8 percent is significantly lower than the 21.6 percent of families designated as low-income. However, the bank's distribution performance is stronger than the 5.3 percent for aggregate lenders. Considering the stronger performance relative to all lenders, the distribution is adequate to low-income borrowers. The proportion of home mortgage loans to moderate-income borrowers at 15 percent is close to the 17.5 percent of families designated as moderate-income. The bank's performance in lending to moderate-income borrowers is similar to the 14.5 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Charlotte-Concord-Gastonia NC-SC MSA	11,944	2,689,847	100.0	98,644	21.6	7.8	5.3	17.5	15.0	14.5	20.4	15.4	17.9	40.6	37.9	44.0	0.0	23.9	18.2
Total	**11,944**	**2,689,847**	**100.0**	**98,644**	**21.6**	**7.8**	**5.3**	**17.5**	**15.0**	**14.5**	**20.4**	**15.4**	**17.9**	**40.6**	**37.9**	**44.0**	**0.0**	**23.9**	**18.2**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 31.3 percent of its small loans to businesses. Based on small loans to businesses with known revenues, the proportion of the bank's small loans to businesses at 56.5 percent is lower than the 77.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 49.5 percent for the aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Charlotte-Concord-Gastonia NC-SC MSA	14,236	379,630	100.0	49,880	77.8	56.5	49.5	4.9	12.2	17.3	31.3
Total	**14,236**	**379,630**	**100.0**	**49,880**	**77.8**	**56.5**	**49.5**	**4.9**	**12.2**	**17.3**	**31.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 30.8 percent of its small loans to farms. Approximately 66.2 percent of the bank's small loans to farms with known revenues is to farms with gross annual revenues of $1 million or less. The bank's proportion of lending is lower than the 96.4 percent of farms with gross annual revenues of $1 million or less, but higher than the 48.5 percent performance for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Charlotte-Concord-Gastonia NC-SC MSA	65	894	100.0	334	96.4	66.2	48.5	2.3	4.8	1.3	30.8
Total	**65**	**894**	**100.0**	**334**	**96.4**	**66.2**	**48.5**	**2.3**	**4.8**	**1.3**	**30.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the bank's Lending Test performance in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA. The bank met the community's credit needs primarily through retail lending. During the evaluation period, the bank originated 24 CD loans in the assessment area totaling $109 million or 0.6 percent of the allocated Tier 1 Capital. CD lending was effective in helping to address some of the community development needs. The bank used approximately $94 million or 86 percent of the CD loan dollars to provide more than 1,100 units of affordable housing for low- and moderate-income families. The bank used approximately $13.7 million or 13 percent of the dollar volume to provide financing to businesses or organizations that provide essential services targeted to low- and moderate-income individuals.

While the allocated Tier 1 Capital considers the $58.2 billion in deposits derived from outside the assessment area, excluding those deposits would marginally increase the percentage from 0.6 percent to 1 percent.

Examples of CD loans include:

- The bank originated a $10 million loan to construct the 130-unit Atando Apartments. Financing for this multifamily housing project also included an investment in a $6.8 million LIHTC by the bank. The loan increased the affordable housing supply and was responsive to community needs as the average occupancy rates for existing low-income housing projects in the market was 99 percent. Several projects also have waiting lists.

- The bank provided $8 million in financing to construct the 112-unit Allentown Street Apartments. The project restricts 60 units for seniors 55 and older and 52 units for families. All units are restricted to renters with incomes at 60 percent or less of the area median income. The financing is responsive due to the high demand for affordable housing.

- The bank provided $8.3 million in construction financing to build a multi-use 160,000 square foot facility for Goodwill Industries. The organization and facility provide employment, job placement assistance, and training services for persons with vocational barriers. The new facility served more than 10,000 low- and moderate-individuals during its first year of operation. The transaction is complex given the involvement of New Markets Tax Credits funded through multiple sub-community development entities and a direct loan from the bank.

The bank issued three Letters of Credit totaling $4.2 million for community development purposes. While Letters of Credit are not reportable as CD loans, the commitments support community development and thus receive positive consideration.

Product Innovation and Flexibility

The bank offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. The programs include America’s Home Grant, Affordable Loan Solutions, and Business Advantage Credit. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. During the evaluation period, the bank originated more than 3,500 loans totaling $417.7 million within the assessment area under various flexible lending programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 75 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank’s level of qualified investments.

The bank’s performance under the Investment Test in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA is rated High Satisfactory.

During the evaluation period, the bank made 674 community development investments totaling $576.6 million in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA. Of the current period investments, the bank used approximately $436 million or 76 percent of the investment dollars to help provide more than 4,000 units of affordable housing. In addition, the bank has 300 community development investments totaling $90.4 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. The outstanding prior period and current period investments total $667 million or approximately 3.6 percent of the bank's total Tier 1 Capital allocated to the assessment area. After considering the effect of excluding approximately $58.2 billion in deposits that did not derive from the assessment area, community development investments represent 5.9 percent of the allocated Tier 1 Capital. The majority of current period investments are generally neither innovative nor complex with mortgage-backed securities representing approximately $347.7 million or 60 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $6.8 million in a LIHTC to support the development of Atando Avenue Apartments, a 130-unit low-income multi-family housing complex.

- The bank invested $6 million in a LIHTC to support the development of Catawba Apartments, a 62-unit affordable housing development for seniors.

- The bank made nine contributions totaling $10.1 million to the Foundation for the Carolinas to support various community development services for students at some of the most challenging schools in Charlotte. Schools targeted have more than 76 percent of the student body that is eligible to receive free or reduced lunches.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA is rated High Satisfactory.

BANA's service delivery systems in the Charlotte-Concord-Gastonia, NC-SC Multistate MSA are accessible to geographies and individuals of different income levels in the assessment area. Examiners based conclusions on a comparison of the bank's 61 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has four financial centers in low-income census tracts representing 6.6 percent of its financial centers and 10 financial centers in moderate-income census tracts representing 16.4 percent of its financial centers. According to the 2010 U.S. Census data, 7 percent and 23.7 percent of the population lives in low-income and moderate-income census tracts, respectively.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have no effect on the retail banking services conclusion.

The bank has 14 financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. These adjacent financial centers improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened two financial centers in upper-income geographies and closed fourteen. The assessment area had two closures in low-income geographies, one in a moderate-income geography, and the remaining eleven closures in middle- and upper-income geographies. Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low-and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. Financial center lobby hours are typically 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Charlotte-Concord-Gastonia NC-SC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	49	9.1	155,165	7.0	4	6.6	16	7.0	0	0.0	2	14.3
Moderate	135	25.0	525,344	23.7	10	16.4	37	16.2	0	0.0	1	7.1
Middle	189	35.1	824,913	37.2	16	26.2	64	27.9	0	0.0	7	50.0
Upper	161	29.9	709,420	32.0	31	50.8	106	46.3	2	100.0	4	28.6
NA	5	0.9	2,170	0.1	0	0.0	6	2.6	0	0.0	0	0.0
Totals	**539**	**100.0**	**2,217,012**	**100.0**	**61**	**100.0**	**229**	**100.0**	**2**	**100.0**	**14**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank is a leader in providing community development services within the Charlotte-Concord-Gastonia, NC-SC MSA. The bank provides a high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 726 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 576 low- and moderate-income individuals and 65 financial education and foreclosure prevention workshops to 733 individuals that are primarily from low- and moderate-income families. More than 50 employees participated in 50 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 35 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Kansas City, MO-KS Multistate MSA

CRA rating for the Kansas City, MO-KS Multistate MSA[5]: Outstanding
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating:

- Good volume of loans originated /purchased within the assessment area;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Adequate level of CD loans;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems, particularly to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Kansas City, MO-KS Multistate MSA

The Kansas City, MO-KS Multistate MSA is Bank of America's 25th largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $5.5 billion or 0.5 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 135 depository financial institutions operating in the Kansas City, MO-KS Multistate MSA, Bank of America, with a deposit market share of 8.4 percent, is the fourth largest. Competitors with deposit market shares greater than 5 percent include Synchrony Bank (19.2 percent), UMB Bank (15.9 percent), Commerce Bank (10.7 percent), and U.S. Bank (5 percent). As of December 31, 2016, the bank operated 39 full-service financial centers and 96 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Kansas City, MO-KS Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[5] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Kansas City, MO-KS Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners contacted two local nonprofit housing and economic development associations to identify community development needs within the assessment area. According to both organizations, the biggest need is affordable housing. The assessment area has an insufficient stock of affordable housing units. Approximately 7,000 individuals and families are on the Section 8 housing waiting list. Another 4,000 are on the public housing waiting list. Other issues the organizations raised are abandoned and vacant housing units and the lack of a banking presence in Jackson County.

During the evaluation period, the bank originated or purchased 12,085 home mortgage loans totaling $1.8 billion, 12,439 small loans to businesses totaling $302.5 million, 145 small loans to farms totaling $2.3 million, and 11 CD loans totaling $22 million. Based on loan volume, examiners weighted small loans to businesses more than home mortgage loans in determining the Lending Test rating for the Kansas City, MO-KS Multistate MSA. Small loans to farms accounted for less than 1 percent of the loan volume and thus carried little to no weight in the Lending Test rating.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN KANAS CITY, MO-KS MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America’s performance under the Lending Test in the Kansas City, MO-KS MSA is rated High Satisfactory, based on good lending activity, excellent geographic distribution, and good borrower income distribution.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the Kansas City, MO-KS MSA is good.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 8.4 percent based on $5.5 billion in deposits. The bank ranks fourth in deposits among 135 depository financial institutions operating in the multistate MSA, which places it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks 10th among 643 home mortgage lenders in the multistate MSA, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a market share of 6.6 percent based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 148 small business lenders, which places it in the top 4 percent of lenders. According to peer farm data for 2016, the bank has a market share of 4 percent based on the number of small loans to farms originated or purchased. The bank ranks eighth among 42 farm lenders, which places it in the top 20 percent of lenders.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: MULTISTATE MSAs | Evaluation Period: January 1, 2012 to December 31, 2016

Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage #	Home Mortgage $(000's)	Small Loans to Businesses #	Small Loans to Businesses $(000's)	Small Loans to Farms #	Small Loans to Farms $(000's)	Community Development Loans** #	Community Development Loans** $(000's)	Total Reported Loans #	Total Reported Loans $(000's)	% of Total Deposits in Rated Area***
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. The geographic distribution performance is adequate in low-income geographies and the performance is good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.4 percent is lower than the 4.9 percent of owner-occupied housing units in low-income geographies, but higher than the 1.6 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 17 percent is lower than the 19.9 percent of owner-occupied housing units in moderate-income geographies, but higher than the 13.2 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Kansas City MO-KS MSA	5,263	844,875	100.0	86,796	4.9	2.4	1.6	19.9	17.0	13.2	39.6	37.0	38.1	35.6	43.6	47.1	0.0	0.0	0.0
Total	**5,263**	**844,875**	**100.0**	**86,796**	**4.9**	**2.4**	**1.6**	**19.9**	**17.0**	**13.2**	**39.6**	**37.0**	**38.1**	**35.6**	**43.6**	**47.1**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent. The bank's distribution of small loans to businesses is good in low-income geographies and excellent in moderate-income geographies. The distribution of small loans to businesses in low-income geographies at 4.9 percent is lower than the 6.6 percent of the businesses that are located in low-income geographies and lower than the 5.4 percent for aggregate lenders. The distribution of small loans to businesses in moderate-income geographies at 18.6 percent is lower than the 20 percent of the businesses that are located in moderate-income geographies, but higher than the 17.3 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Kansas City MO-KS MSA	7,589	172,323	100.0	40,606	6.6	4.9	5.4	20.0	18.6	17.3	33.6	30.4	30.9	38.3	45.2	44.7	1.6	0.9	1.7
Total	**7,589**	**172,323**	**100.0**	**40,606**	**6.6**	**4.9**	**5.4**	**20.0**	**18.6**	**17.3**	**33.6**	**30.4**	**30.9**	**38.3**	**45.2**	**44.7**	**1.6**	**0.9**	**1.7**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is good. The bank's distribution of small loans to farms is poor in low-income geographies and excellent in moderate-income geographies. The distribution of small loans to farms in low-income geographies at 0 percent is significantly lower than the 2.2 percent of the farms that are located in low-income geographies and lower than the 0.4 percent for aggregate lenders. Considering very few farms are located in low-income geographies, which indicate fewer opportunities to make small loans to farms, performance is poor. The distribution of small loans to farms in moderate-income geographies at 20 percent is consistent with the 20.8 percent of the farms that are located in moderate-income geographies and it is higher than the 18.9 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Kansas City MO-KS MSA	80	855	100.0	694	2.2	0.0	0.4	20.8	20.0	18.9	47.0	50.0	60.2	29.8	30.0	20.5	0.2	0.0	0.0
Total	**80**	**855**	**100.0**	**694**	**2.2**	**0.0**	**0.4**	**20.8**	**20.0**	**18.9**	**47.0**	**50.0**	**60.2**	**29.8**	**30.0**	**20.5**	**0.2**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The distribution of home mortgage loans by borrower income is excellent. The distribution is good to low-income borrowers and the distribution is excellent to moderate-income borrowers. The proportion of home mortgage loans to low-income borrowers at 14.5 percent is lower than the 20.3 percent of families designated as low-income. However, the bank's distribution performance is significantly higher than the 6.6 percent for aggregate lenders. Considering the stronger performance relative to all lenders, the distribution is good to low-income borrowers. The proportion of home mortgage loans to moderate-income borrowers at 20.6 percent is higher than the 17.6 percent of families designated as moderate-income. The bank's performance in lending to moderate-income borrowers is also higher than the 15.8 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Kansas City MO-KS MSA	5,263	844,875	100.0	86,796	20.3	14.5	6.6	17.6	20.6	15.8	21.5	22.2	20.7	40.6	35.3	37.4	0.0	7.4	19.5
Total	**5,263**	**844,875**	**100.0**	**86,796**	**20.3**	**14.5**	**6.6**	**17.6**	**20.6**	**15.8**	**21.5**	**22.2**	**20.7**	**40.6**	**35.3**	**37.4**	**0.0**	**7.4**	**19.5**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34.7 percent of its small loans to businesses. Based on small loans to businesses with known revenues, the proportion of the bank's small loans to businesses at 56.2 percent is lower than the 76.5 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 39.9 percent for the aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Kansas City MO-KS MSA	7,589	172,323	100.0	40,606	76.5	56.2	39.9	5.9	9.1	17.6	34.7
Total	**7,589**	**172,323**	**100.0**	**40,606**	**76.5**	**56.2**	**39.9**	**5.9**	**9.1**	**17.6**	**34.7**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 41.3 percent of its small loans to farms. Approximately 50 percent of the bank's small loans to farms with known revenues were to farms with gross annual revenues of $1 million or less. The bank's proportion of lending is lower than the 96.8 percent of farms with gross annual revenues of $1 million or less, but is higher than the 48.1 percent performance for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Kansas City MO-KS MSA	80	855	100.0	694	96.8	50.0	48.1	1.8	8.8	1.4	41.3
Total	**80**	**855**	**100.0**	**694**	**96.8**	**50.0**	**48.1**	**1.8**	**8.8**	**1.4**	**41.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the bank's Lending Test performance in the Kansas City, MO-KS Multistate MSA. The bank met the community's credit needs primarily through retail lending. During the evaluation period, the bank originated 11 CD loans in the assessment area totaling $22 million or 3.2 percent of the allocated Tier 1 Capital. CD lending was effective in helping to address some of the community development needs. Borrowers used $18.4 million or 84 percent of the loan dollars to provide 223 units of affordable housing for low- and moderate-income families and approximately $3 million or 13 percent of the dollar volume to help revitalize and stabilize low- or moderate-income areas.

Examples of CD loans include:

- The bank originated a $4.7 million construction loan to finance the construction of Rose Hill Townhomes, a 33-unit affordable housing project serving homeless tenants in the assessment area.

- The bank originated a $2.9 million construction loan to finance the construction of Briar Creek Villas, a 48-unit affordable housing development for seniors aged 55 or older. Financing for this project also include a $5.5 million investment in a LIHTC by the bank. Units are restricted to tenants with incomes at or below 60 percent of the area median income.

- The bank originated two loans totaling $3 million to Local Initiatives Support Corporation (LISC), a nonprofit certified CDFI. While LISC is national in scope, LISC targeted the financing to community development activities within the assessment area.

The bank issued one Letter of Credit totaling $5 million for community development purposes. While Letters of Credit are not reportable as CD loans, the commitments support community development and thus receive positive consideration.

Product Innovation and Flexibility

The bank offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. The programs include America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. During the evaluation period, the bank originated more than 2,700 loans totaling

$272.3 million in the assessment area under various flexible lending programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 80 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the Kansas City, MO-KS Multistate MSA is rated Outstanding.

The bank made 98 community development investments during the evaluation period totaling $52.4 million. Of the current period investments, approximately $42.4 million (81 percent) of the investment dollars supported nearly 1,200 units of affordable housing. In addition, the bank has 75 investments totaling $17.2 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. The outstanding prior period and current period investments total $69.6 million or approximately 10.1 percent of the bank's total Tier 1 Capital allocated to the assessment area. The majority of current period investments are mostly innovative or complex with LIHTCs representing approximately $37.7 million or 72 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $5.5 million in a LIHTC for the construction of Briar Creek Villas, a 48-unit affordable housing development for seniors aged 55 and over.

- The bank invested $8 million in the Central Bank of Kansas City (CBKC), a minority-owned FDIC-insured depository institution. CBKC is also a certified CDFI and Community Development Entity (CDE). The investment will allow CBKC to help increase economic opportunity and promote community development through its business lending programs.

- The bank invested $6.2 million in a LIHTC for the construction of Harrisonville Villas, a 48-unit affordable housing development targeted to renters with incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments				Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s		#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15		0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07		0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77		33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12		8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43		4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05		0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77		45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87		4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77		7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91		5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15		0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89		7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51		13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36		1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

The bank’s performance under the Service Test in the Kansas City, MO-KS Multistate MSA is rated Outstanding.

BANA’s service delivery systems in the Kansas City, MO-KS Multistate MSA are readily accessible to geographies and individuals of different income levels in the assessment area. Examiners based conclusions on a comparison of the bank’s 39 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has five financial centers in low-income census tracts representing 12.8 percent of its financial centers and seven financial centers in moderate-income census tracts representing 17.9 percent of its financial centers. According to the 2010 U.S. Census data, 7.8 percent and 22.9 percent of the population lives in low-income and moderate-income census tracts, respectively.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank’s products and services. Alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has 12 financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. These adjacent financial centers improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in a middle-income geography and closed 12 across the assessment area. The assessment area had six closures in moderate-income geographies. Despite the closures, service delivery systems remain reasonably accessible in moderate-income geographies and to moderate-income individuals.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low-and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. All financial centers are open 9:00 am to 4:00 pm Monday through Thursday, and 9:00 am to 5:00 pm on Friday. All financial centers, except one in a low-income geography, are open 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Kansas City MO-KS MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	66	12.5	155,875	7.8	5	12.8	9	9.4	0	0.0	0	0.0
Moderate	129	24.3	459,387	22.9	7	17.9	21	21.9	0	0.0	6	50.0
Middle	175	33.0	754,553	37.6	15	38.5	40	41.7	1	100.0	4	33.3
Upper	144	27.2	639,285	31.8	12	30.8	26	27.1	0	0.0	2	16.7
NA	16	3.0	242	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**530**	**100.0**	**2,009,342**	**100.0**	**39**	**100.0**	**96**	**100.0**	**1**	**100.0**	**12**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services in the Kansas City, MO-KS Multistate MSA. During the evaluation period, the bank participated with community development organizations to provide 268 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 182 low- and moderate-income individuals and provided 51 financial education and foreclosure prevention workshops to 670 individuals that are primarily low- to moderate-income. Employees participated in 27 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, eight employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA

CRA rating for the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA[6]: Satisfactory

The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Good distribution of loans by geography and adequate distribution by borrower income or business revenue size;
- Relatively high level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Reasonably accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA

The Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA is Bank of America's 42nd largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $601 million or 0.1 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 25 depository financial institutions operating in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA, Bank of America, with a deposit market share of 7.9 percent, is the fourth largest. Competitors with deposit market shares greater than 5 percent include Branch Banking and Trust Company (24.1 percent), The Conway National Bank (10.7 percent), Wells Fargo Bank (9.3 percent), Crescom Bank (5.5 percent), and TD Bank (5.1 percent). As of December 31, 2016, the bank operated 9 full-service financial centers and 24 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[6] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with various local nonprofit organizations. The greatest need in the community are small business lending and job creation.

During the evaluation period, Bank of America originated or purchased 1,706 home mortgage loans totaling $288.4 million, 1,636 small loans to businesses totaling $31.7 million, and 8 small loans to farms totaling $50,000. Home mortgage loans and small loans to businesses each represented nearly 50 percent of the loan volume and thus were weighted equally in arriving at the overall conclusion for the Lending Test. Due to the low volume of small loans to farms, any analyses would not be meaningful and thus not performed. In addition, small loans to farms represented less than 1 percent of the loan volume and thus carried very little weight in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MYRTLE BEACH-CONWAY-NORTH MYRTLE BEACH, SC-NC MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA is rated High Satisfactory, based on excellent lending activity, good geographic distribution, adequate borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 7.9 percent. The bank ranks fourth in deposits among all depository financial institutions in the multistate MSA, which places it in the top 16 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks sixth among 537 home mortgage lenders in the multistate MSA, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a market share of 5.3 percent based on the number of small loans to businesses originated or purchased. The bank ranks seventh among 79 small business lenders in the multistate MSA, which places it in the top 9 percent of lenders. According to peer farm data for 2016, the bank has a market share of 2.5 percent based on the number of small loans to farms originated or purchased. The bank ranks eighth among 16 farm lenders in the multistate MSA, which places it in the 50th percentile of farm lenders. Home mortgage lending activity is excellent after considering the strong competition from more than mortgage lenders. Similarly, small loans to businesses is excellent after considering the presence of lenders that specialize in making numerous small dollar business credit card loans. Lending activity for small loans to farms is poor.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME — Geography: MULTISTATE MSAs — Evaluation Period: January 1, 2012 to December 31, 2016

Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is adequate. The bank's home mortgage lending is excellent in low-income census tracts and poor in moderate-income census tracts. Moderate-income distribution performance carried more weight considering the relatively few owner-occupied housing units in low-income geographies.

The distribution of the bank's home mortgage loans in low-income geographies at 2.2 percent is higher than the 0.5 percent of owner-occupied housing units in low-income geographies and the 0.5 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 5.7 percent is lower than the 15 percent of owner-occupied housing units in moderate-income geographies and 9.1 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Myrtle Beach-Conway-N Myrtle Beach SC-NC MSA	1,887	313,456	100.0	21,476	0.5	2.2	0.5	15.0	5.7	9.1	60.9	60.4	61.0	23.6	31.7	29.2	0.0	0.0	0.1
Total	**1,887**	**313,456**	**100.0**	**21,476**	**0.5**	**2.2**	**0.5**	**15.0**	**5.7**	**9.1**	**60.9**	**60.4**	**61.0**	**23.6**	**31.7**	**29.2**	**0.0**	**0.0**	**0.1**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent overall. The distribution is excellent in low-income geographies and good in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 5.5 percent is higher than the 4.3 percent of businesses operating in low-income geographies and higher than the 4.3 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 10.4 percent is lower than the 14.5 percent of businesses operating in moderate-income geographies and slightly lower than the 11.4 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Myrtle Beach-Conway-N Myrtle Beach SC-NC MSA	1,636	31,733	100.0	10,837	4.3	5.5	4.3	14.5	10.4	11.4	56.0	55.0	57.4	24.8	28.5	26.6	0.4	0.6	0.2
Total	**1,636**	**31,733**	**100.0**	**10,837**	**4.3**	**5.5**	**4.3**	**14.5**	**10.4**	**11.4**	**56.0**	**55.0**	**57.4**	**24.8**	**28.5**	**26.6**	**0.4**	**0.6**	**0.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

Due to the low volume of small loans to farms, an analysis was not completed.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Myrtle Beach-Conway-N Myrtle Beach SC-NC MSA	8	50	100.0	118	0.6	0.0	0.0	17.4	62.5	15.3	65.5	60.0	79.7	16.4	0.0	5.1	0.1	0.0	0.0
Total	8	50	100.0	118	0.6	0.0	0.0	17.4	62.5	15.3	65.5	60.0	79.7	16.4	0.0	5.1	0.1	0.0	0.0

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is adequate. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The bank's distribution of home mortgage loans by borrower income is adequate overall. The distribution is adequate to low-income borrowers and adequate to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 5.4 percent is significantly lower than the 20.4 percent of low-income families and higher than the 3.5 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 12.3 percent is lower than the proportion of moderate-income families at 17.6 percent, but near the aggregate lender performance at 12.4 percent.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Myrtle Beach-Conway-N Myrtle Beach SC-NC MSA	1,887	313,456	100.0	21,476	20.4	5.4	3.5	17.6	12.3	12.4	21.5	16.9	18.5	40.5	55.9	52.2	0.0	9.6	13.4
Total	**1,887**	**313,456**	**100.0**	**21,476**	**20.4**	**5.4**	**3.5**	**17.6**	**12.3**	**12.4**	**21.5**	**16.9**	**18.5**	**40.5**	**55.9**	**52.2**	**0.0**	**9.6**	**13.4**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33.9 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 57.9 percent is lower than the 78.4 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 49.6 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Myrtle Beach-Conway-N Myrtle Beach SC-NC MSA	1,636	31,733	100.0	10,837	78.4	57.9	49.6	4.1	8.2	17.5	33.9
Total	**1,636**	**31,733**	**100.0**	**10,837**	**78.4**	**57.9**	**49.6**	**4.1**	**8.2**	**17.5**	**33.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

Due to the low volume of small loans to farms, an analysis was not completed.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Myrtle Beach-Conway-N Myrtle Beach SC-NC MSA	8	50	100.0	118	97.7	62.5	71.2	1.4	0.0	0.9	37.5
Total	8	50	100.0	118	97.7	62.5	71.2	1.4	0.0	0.9	37.5

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect on the bank's Lending Test performance in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA. During the evaluation period, the bank originated two CD loans totaling $5.6 million or 7.5 percent of allocated Tier 1 Capital to help fund the construction of affordable housing.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 87 percent of the dollar volume of all loans in the assessment area under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA is rated Outstanding.

The bank made 56 community development investments during the evaluation period totaling $6.7 million. Approximately $6.6 million or 99 percent of the current period investment dollars supported more than 330 units of affordable housing. In addition, the bank has 12 community development investments totaling $892,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $7.6 million or 10 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally neither innovative nor complex with mortgage-backed securities representing approximately $5.1 million or 77 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $455,000 in a fund that has direct and indirect investments in partnerships that own 471 affordable rental housing projects across the U.S., financed with federal LIHTCs. The investment amount is the portion that is specific to the Monticello Park housing project located within the assessment area.

- The bank invested nearly $283,000 to the South Carolina Community Loan Fund, which is a certified CDFI that provides loans to finance construction and rehabilitation costs to support housing for low- and moderate-income individuals.

- The bank provided more than $22,000 in grants to the Community Kitchen Inc. of Myrtle Beach, with a primary mission to feed the hungry. The Community Kitchen serves approximately 600 homeless and needy individuals daily and used the grants to purchase food and preparation equipment.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

The bank's performance under the Service Test in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA is rated Low Satisfactory.

BANA's service delivery systems in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA are reasonably accessible to geographies and individuals of different income levels, based on a comparison of the bank's nine financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has no financial centers in low-income geographies and one financial center in a moderate-income geography representing 11.1 percent of its financial centers. According to the 2010 U.S. Census data, 1.9 percent of the population lives in low-income geographies and 16.4 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have no effect on the retail banking services conclusion.

The bank has three financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. Of the three financial centers, one is adjacent to a low-income geography and two are adjacent to moderate-income geographies. These adjacent financial centers improve access of service delivery systems to low- and moderate-income geographies and individuals.

The bank did not open nor close any financial centers in the assessment area during the evaluation period.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are 9:00 am to 5:00 pm Monday through Thursday, and 9:00 am to 6:00 pm on Friday. Five financial centers are open 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Myrtle Beach-Conway-N Myrtle Beach SC-NC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	2	1.9	6,377	1.7	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	16	15.2	61,757	16.4	1	11.1	5	20.8	0	0.0	0	0.0
Middle	60	57.1	229,023	60.8	6	66.7	14	58.3	0	0.0	0	0.0
Upper	24	22.9	79,503	21.1	2	22.2	5	20.8	0	0.0	0	0.0
NA	3	2.9	62	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**105**	**100.0**	**376,722**	**100.0**	**9**	**100.0**	**24**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 72 community development services targeted to low- and moderate-income individuals. Employees provided 63 financial education workshops to

843 homeless individuals and students that are primarily from low- and moderate-income families. Employees participated in one webinar with a non-profit organization to help the organization with capacity building. In addition, five employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

New York-Newark-Jersey City, NY-NJ Multistate MSA

CRA rating for the New York-Newark-Jersey City, NY-NJ Multistate MSA[7]: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;
- Relatively high level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in New York-Newark-Jersey City, NY-NJ Multistate MSA

The New York-Newark-Jersey City, NY-NJ Multistate MSA is Bank of America's third largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $121.9 billion or 10.1 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 199 depository financial institutions operating in the New York-Newark-Jersey City, NY-NJ Multistate MSA, Bank of America, with a deposit market share of 7.5 percent, is the second largest. The New York-Newark-Jersey City, NY-NJ Multistate MSA is home to some of the nation's largest financial institutions and competition is strong among 199 depository financial institutions. Banks in the multistate MSA with deposit market shares greater than 5 percent include JPMorgan Chase Bank (33.8 percent), Bank of New York (7.4 percent), HSBC Bank (7.2 percent), and Citibank (5.6 percent). As of December 31, 2016, the bank operated 437 full-service financial centers and 1,337 ATMs in the multistate MSA.

Examiners use a bank's deposit volume as an indicator of the bank's capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the New York-Newark-Jersey City, NY-NJ Multistate MSA, Bank of America reported an additional $16 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the multistate MSA by excluding these external deposits from the local deposit base gives a more accurate

[7] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

indicator of the bank's capacity in the assessment area. Excluding those deposits in the multistate MSA would lower the bank's market share to approximately 6.4 percent.

Refer to the community profile for the New York-Newark-Jersey City, NY-NJ Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in New York-Newark-Jersey City, NY-NJ Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with various local nonprofit organizations. The organizations identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 56,030 home mortgage loans totaling $23.2 billion, 169,069 small loans to businesses totaling $6.6 billion, 458 small loans to farms totaling $4.7 million, and 205 CD loans totaling more than $1 billion. Small loans to businesses represented nearly 75 percent of the loan volume and thus examiners weighted them more than home mortgage loans. Small loans to farms represented less than 1 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NEW YORK-NEWARK-JERSEY CITY, NY-NJ MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the New York-Newark-Jersey City, NY-NJ Multistate MSA is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the New York-Newark-Jersey City, NY-NJ Multistate MSA is good.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 7.5 percent. The bank ranks second in deposits among 199 depository financial institutions in the multistate MSA, which places it in the top 2 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks seventh among 908 home mortgage lenders in the multistate MSA, which places it in the top 1 percent of lenders. According to peer small business data for 2016, the bank has a market share of 6.2 percent based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 307 small business lenders, which places it in the top 2 percent of lenders. According to peer farm data for 2016, the bank has a market share of 14.8 percent based on the number of small loans to farms originated or purchased. The bank ranks second among 32 farm lenders, which places it in the top 7 percent of lenders.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. The bank's home mortgage lending is good in low-income census tracts and adequate in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 2.2 percent is slightly less than the 2.3 percent of owner-occupied housing units in low-income geographies and it is lower than the 2.7 percent aggregate distribution. The distribution of home mortgage loans in moderate-income geographies at 10.1 percent is lower than the 13.1

percent of owner-occupied housing units in moderate-income geographies and aggregate performance of 12.3 percent.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS New York-Newark-Jersey City MSA NY-NJ	26,201	12,188,256	100.0	359,882	2.3	2.2	2.7	13.1	10.1	12.3	35.9	27.1	32.7	48.7	60.6	52.2	0.0	0.0	0.0
Total	**26,201**	**12,188,256**	**100.0**	**359,882**	**2.3**	**2.2**	**2.7**	**13.1**	**10.1**	**12.3**	**35.9**	**27.1**	**32.7**	**48.7**	**60.6**	**52.2**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent overall. The distribution is good in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 6.1 percent is slightly lower than the 6.6 percent of businesses operating in low-income geographies and slightly lower than the 6.7 percent aggregate performance. The proportion of the bank's small loans to businesses in moderate-income geographies at 16.6 percent is slightly lower than the 16.7 percent of businesses operating in moderate-income geographies and slightly higher than the 16.5 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS New York-Newark-Jersey City MSA NY-NJ	109,709	4,029,629	100.0	632,731	6.6	6.1	6.7	16.7	16.6	16.5	29.6	29.0	28.8	45.8	47.0	46.9	1.2	1.3	1.1
Total	**109,709**	**4,029,629**	**100.0**	**632,731**	**6.6**	**6.1**	**6.7**	**16.7**	**16.6**	**16.5**	**29.6**	**29.0**	**28.8**	**45.8**	**47.0**	**46.9**	**1.2**	**1.3**	**1.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is good overall. The distribution is good in low-income geographies and good in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 2.3 percent is higher than the 2 percent of farms in low-income geographies, but lower than the 3 percent for aggregate lenders. Considering very few farms are located in low-income geographies, which indicate fewer opportunities to make small loans to farms, performance is good. The bank's proportion of small loans to farms in moderate-income geographies at 10.5 percent is slightly lower than the 11 percent of farms in moderate-income geographies and 11.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS New York-Newark-Jersey City MSA NY-NJ	304	3,551	100.0	604	2.0	2.3	3.0	11.0	10.5	11.3	35.6	23.4	32.5	51.3	63.8	52.8	0.1	0.0	0.5
Total	**304**	**3,551**	**100.0**	**604**	**2.0**	**2.3**	**3.0**	**11.0**	**10.5**	**11.3**	**35.6**	**23.4**	**32.5**	**51.3**	**63.8**	**52.8**	**0.1**	**0.0**	**0.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The bank's distribution of home mortgage loans by borrower income is adequate overall. The distribution is adequate to low-income borrowers and adequate to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 3.1 percent is significantly lower than the 23.6 percent of low-income families and higher than the 2.5 percent for aggregate lenders. Examiners applied more weight to the bank's performance relative to aggregate lenders due to the high cost of housing. Considering the affordability barriers to low-income borrowers in this high-cost assessment area, the bank's distribution to low-income borrowers is adequate. The proportion of home mortgage loans to moderate-income families at 8.4 percent is lower than the proportion of moderate-income families at 16.1 percent, but near the aggregate lender performance at 10.5 percent.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																		2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS New York-Newark-Jersey City MSA NY-NJ	24,853	11,832,989	100.0	359,882	23.6	3.1	2.5	16.1	8.4	10.5	18.2	16.2	19.2	42.0	61.7	51.8	0.0	10.6	16.0
Total	**24,853**	**11,832,989**	**100.0**	**359,882**	**23.6**	**3.1**	**2.5**	**16.1**	**8.4**	**10.5**	**18.2**	**16.2**	**19.2**	**42.0**	**61.7**	**51.8**	**0.0**	**10.6**	**16.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33.6 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.8 percent is lower than the 78.7 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 42.4 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2014-16
Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS New York-Newark-Jersey City MSA NY-NJ	109,709	4,029,629	100.0	632,731	78.7	53.8	42.4	6.3	12.6	15.1	33.6
Total	**109,709**	**4,029,629**	**100.0**	**632,731**	**78.7**	**53.8**	**42.4**	**6.3**	**12.6**	**15.1**	**33.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 37.5 percent of its small loans to farms. Approximately 55.9 percent of the bank's small loans to farms with known revenues were to farms with gross annual revenues of $1 million or less. The bank's proportion is lower than the 96.1 percent of farms with gross annual revenues of $1 million or less. Considering the bank's proportion of loans is higher than the aggregate performance of 32.3 percent, overall performance is adequate.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues												2014-16
Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans	
FS New York-Newark-Jersey City MSA NY-NJ	304	3,551	100.0	604	96.1	55.9	32.3	2.6	6.6	1.3	37.5	
Total	304	3,551	100.0	604	96.1	55.9	32.3	2.6	6.6	1.3	37.5	

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect on the bank's Lending Test performance in the New York-Newark-Jersey City, NY-NJ Multistate MSA. During the evaluation period, the bank originated 205 CD loans totaling more than $1 billion or 6.6 percent of the allocated Tier 1 Capital. The loans were effective in helping the bank address community development needs. Approximately $635.8 million or 62 percent of the loan dollars supported nearly 2,800 units of affordable housing for low- and moderate-income families. Additionally, $187 million helped to promote economic development within the assessment area, while $175 million helped fund organizations that provide community services targeted to low- and moderate-income individuals.

Examples of CD loans:

- The bank provided $11.4 million in construction financing to develop Concern Amityville, a 60-unit affordable housing complex in Amityville, NY. All units are restricted to renters with incomes at or below 50 percent of the area median income. The bank also provided a LIHTC equity investment in the project.

- The bank provided $23.5 million in financing for a "Tax Anticipation Note for 2016-2017 Taxes" for the Hempstead Union Free School District. The school district used the funds to finance its operating expenses in advance of receipt of real estate taxes levied for school purposes. For the 2015-2016 school year, approximately 75 percent of the students in the school district were eligible for free or reduced-price lunches.

- The bank provided $13.6 million in construction financing for the new construction of Jericho Walton Apartments, a 90-unit apartment building in Bronx, NY. All units, except one reserved for the onsite building manager, are restricted to renters with incomes at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 81 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the New York-Newark-Jersey City, NY-NJ Multistate MSA is rated Outstanding.

The bank made 908 community development investments during the evaluation period totaling $1.3 billion. Approximately $1.2 billion or 96 percent of the current period investment dollars supported nearly 12,600 units of affordable housing. In addition, the bank has 360 community development investments totaling $290.7 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $1.6 billion or 10.3 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally innovative or complex with LIHTCs and New Markets Tax Credits representing approximately $869 million or 67 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $18.5 million in a LIHTC to finance the construction of 162nd Street Apartments in a low-income geography in Bronx, NY. The project comprises 86 units that are restricted to renters with incomes at or below 60 percent of the area median income.

- The bank invested $14.2 million in a LIHTC to finance the construction of Concern Amityville, a 60-unit supportive housing development on the site of the former North Amityville Armed Forces Reserve Center in Amityville, NY. All units are restricted to incomes at or below 50 percent of the area median income.

- The bank invested $11.3 million in a LIHTC to finance the construction of ACMH, a 60-unit affordable housing project in a low-income geography in Bronx, NY. The units are restricted to renters with incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the New York-Newark-Jersey City, NY-NJ Multistate MSA is rated High Satisfactory.

BANA's service delivery systems in the New York-Newark-Jersey City, NY-NJ Multistate MSA are accessible to geographies and individuals of different income levels, based on a comparison of the bank's 437 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has 29 financial centers in low-income geographies representing 6.6 percent of its financial centers and 72 financial centers in moderate-income geographies representing 16.5 percent of its financial centers. According to the 2010 U.S. Census data, 11.1 percent of the population lives in low-income geographies and 23 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems positively affected the retail banking services conclusion.

The bank has 41 financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. Of the 41 financial centers, four are adjacent to low-income geographies and 37 are adjacent to moderate-income geographies. These adjacent financial centers further improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened 26 financial centers and closed 84. The bank closed four financial centers in low-income geographies and nine financial centers in moderate-income geographies. Approximately 84 percent of the closures were in middle- and upper-income geographies. Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are primarily 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday. Financial centers in Manhattan have the most flexible hours. The financial centers are open 8:30 am to 6:00 pm Monday through Friday and 10:00 am to 2:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS New York-Newark-Jersey City MSA NY-NJ

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	504	10.8	2,170,327	11.1	29	6.6	122	9.1	1	3.8	4	4.8
Moderate	1,039	22.2	4,478,101	23.0	72	16.5	220	16.5	4	15.4	9	10.7
Middle	1,510	32.3	5,990,051	30.7	128	29.3	358	26.8	8	30.8	32	38.1
Upper	1,540	32.9	6,835,933	35.0	205	46.9	625	46.7	12	46.2	39	46.4
NA	88	1.9	35,629	0.2	3	0.7	12	0.9	1	3.8	0	0.0
Totals	**4,681**	**100.0**	**19,510,041**	**100.0**	**437**	**100.0**	**1,337**	**100.0**	**26**	**100.0**	**84**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 395 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 27 low- to moderate-income individuals and provided 137 financial education and foreclosure prevention workshops to 3,390 individuals that are primarily students from low- and moderate-income families. Employees participated in 117 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 113 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA

CRA rating for the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA[8]: Outstanding

The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;
- Excellent level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA

The Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA is Bank of America's 17th largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $13.1 billion or 1.1 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 114 depository financial institutions operating in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA, Bank of America, with a deposit market share of 2.9 percent, is the ninth largest. Financial institutions in the assessment area with deposit market shares greater than 5 percent include Capital One (22.2 percent), TD Bank (21.9 percent), Chase Bank USA (13.7 percent), and Wells Fargo Bank (7 percent). As of December 31, 2016, the bank operated 82 full-service financial centers and 167 deposit-taking ATMs in the MSA.

Refer to the community profile for the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[8] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Philadelphia-Camden-Wilmington, PA-NJ-DE-MD MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with various local nonprofit organizations. The organizations identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 25,259 home mortgage loans totaling $5.6 billion, 30,708 small loans to businesses totaling $916.9 million, 167 small loans to farms totaling $1.5 million, and 26 CD loans totaling more than $1 billion. Small loans to businesses accounted for approximately 55 percent of loan volume by number of loans while home mortgage loans accounted for approximately 45 percent. Therefore, examiners weighted small loans to businesses more than home mortgage loans and small loans to farms. Small loans to farms represented 0.3 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a significantly positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 2.9 percent. The bank ranks ninth in deposits among 114 depository financial institutions in the multistate MSA, which places it in the top 8 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks eighth among 843 home mortgage lenders in the multistate MSA, which places it in the top 1 percent of lenders. According to peer small business data for 2016, the bank has a market share of 5.2 percent based on the number of small loans to businesses originated or purchased. The bank ranks seventh among 226 small business lenders, which places it in the top 4 percent of lenders. According to peer farm data for 2016, the bank has a market share of 7.1 percent based on the number of small loans to farms originated or purchased. The bank ranks sixth among 32 farm lenders, which places it in the top 19 percent of lenders.

Table 1. Total Lending Volume												
LENDING VOLUME			Geography: MULTISTATE MSAs			Evaluation Period: January 1, 2012 to December 31, 2016						2012-2016
Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. The bank's home mortgage lending is good in low-income census tracts and good in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 2.3 percent is slightly lower than the 3.5 percent of owner-occupied housing units in low-income geographies, but higher than the 1.9 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 16.2 percent is slightly lower than the 18.7 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 15.9 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																					2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts				
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate		
FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA	9,748	2,346,649	100.0	177,656	3.5	2.3	1.9	18.7	16.2	15.9	42.3	40.6	42.7	35.5	40.9	39.4	0.0	0.0	0.0		
Total	**9,748**	**2,346,649**	**100.0**	**177,656**	**3.5**	**2.3**	**1.9**	**18.7**	**16.2**	**15.9**	**42.3**	**40.6**	**42.7**	**35.5**	**40.9**	**39.4**	**0.0**	**0.0**	**0.0**		

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent overall. The distribution is good in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 2.8 percent is lower than the 3.9 percent of businesses operating in low-income geographies and it is slightly lower than the 3 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 16.5 percent is slightly less than the 17.2 percent of businesses operating in moderate-income geographies, but is higher than the 15.7 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA	19,042	539,638	100.0	127,813	3.9	2.8	3.0	17.2	16.5	15.7	38.0	38.6	38.5	40.4	41.8	42.4	0.5	0.2	0.4
Total	**19,042**	**539,638**	**100.0**	**127,813**	**3.9**	**2.8**	**3.0**	**17.2**	**16.5**	**15.7**	**38.0**	**38.6**	**38.5**	**40.4**	**41.8**	**42.4**	**0.5**	**0.2**	**0.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is poor overall. The distribution is poor in low-income geographies and very poor in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 0 percent is lower than the 1 percent of farms in low-income geographies and it is consistent with the 0 percent for aggregate lenders. Considering that very few farms are located in low-income geographies, which indicate fewer opportunities to make small loans to farms, examiners weighted performance in moderate-income geographies more. The bank's proportion of small loans to farms in moderate-income geographies at 5.7 percent is significantly lower than the 13.5 percent of farms in moderate-income geographies and it is significantly lower than the 15.9 percent for aggregate lenders. Although farm lending is not a primary business focus for the bank, it actually performed better in lending to farms in upper-income geographies than the proportion of farms in upper-income geographies and aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA	106	1,015	100.0	515	1.0	0.0	0.0	13.5	5.7	15.9	46.4	38.7	51.3	39.0	55.7	32.8	0.1	0.0	0.0
Total	**106**	**1,015**	**100.0**	**515**	**1.0**	**0.0**	**0.0**	**13.5**	**5.7**	**15.9**	**46.4**	**38.7**	**51.3**	**39.0**	**55.7**	**32.8**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The bank's distribution of home mortgage loans by borrower income is good overall. The distribution is adequate to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 9.9 percent is significantly lower than the 21.1 percent of low-income families and higher than the 6.4 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 17.4 percent is slightly lower than the proportion of moderate-income families at 17.5 percent and higher than the 15.9 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			**2014-16**
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA	9,748	2,346,649	100.0	177,656	21.1	9.9	6.4	17.5	17.4	15.9	21.0	20.0	20.2	40.5	38.6	37.5	0.0	14.1	20.0
Total	**9,748**	**2,346,649**	**100.0**	**177,656**	**21.1**	**9.9**	**6.4**	**17.5**	**17.4**	**15.9**	**21.0**	**20.0**	**20.2**	**40.5**	**38.6**	**37.5**	**0.0**	**14.1**	**20.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34.8 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 52.2 percent is lower than the 84.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 45 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues										**2014-16**
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA	19,042	539,638	100.0	127,813	84.8	52.2	45.0	6.2	13.0	9.0	34.8
Total	**19,042**	**539,638**	**100.0**	**127,813**	**84.8**	**52.2**	**45.0**	**6.2**	**13.0**	**9.0**	**34.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34.9 percent of its small loans to farms. Approximately 48.1 percent of the bank's small loans to farms with known revenues were to farms with gross annual revenues of $1 million or less. The bank's proportion is significantly lower than the 94.3 percent of farms with gross annual revenues of $1 million or less and it is lower than the 55.5 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA	106	1,015	100.0	515	94.3	48.1	55.5	3.7	17.0	2.0	34.9
Total	**106**	**1,015**	**100.0**	**515**	**94.3**	**48.1**	**55.5**	**3.7**	**17.0**	**2.0**	**34.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect on the bank's Lending Test performance in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA. During the evaluation period, the bank originated 26 CD loans totaling $1 billion or 62.2 percent of the allocated Tier 1 Capital. Approximately 93 percent of the loan dollars supported community development services and approximately 5 percent of the dollar volume helped to create nearly 600 units of affordable housing.

Examples of CD loans include:

- The bulk of CD lending is the result of the bank providing $950 million in one-year tax exempt Tax and Revenue Anticipation Notes (TRAN) for the Philadelphia City School District. The notes provided financing for current operating expenses in advance of receipt of District taxes and current revenues expected during the operating year. The School District enrolls nearly 130,000 students and approximately 100 percent of the students are from economically disadvantaged families and are eligible to receive free meals.

- The bank provided $8 million in construction financing to rehabilitate the Breslyn House Apartments, a 60-unit affordable housing project in the city of Philadelphia. All units are restricted to renters with incomes at or below 60 percent of the area median income.

- The bank provided $10.2 million in construction financing for the Park Tower Apartments in the city of Philadelphia through the purchase of a tax-exempt bond. The housing project consists of 156 units of affordable housing that are restricted to the elderly (62 years and older) and disabled individuals. All units are restricted to renters with incomes at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA is rated Outstanding.

The bank made 640 community development investments during the evaluation period totaling $236.4 million. Approximately $196 million or 83 percent of current period investment dollars supported more than 1,900 units of affordable housing. In addition, the bank has 293 community development investments totaling $65.4 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $301.8 million or 18.4 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally neither innovative nor complex with mortgage-backed securities representing approximately $126.5 million or 54 percent of the investment dollars.

Examples of community development investments include:

- The bank provided $232,500 in grants to the Cathedral Soup Kitchen, which provides nutritious meals and donated food to individuals that are homeless, temporarily living with family or friends, or living below the federal poverty level. The grants are responsive to the identified need of feeding the hungry.

- The bank invested $7 million in a LIHTC to finance the rehabilitation of Hollybush Gardens Apartments, a 252-unit housing project in Glassboro, NJ. The housing project has 227 units of affordable housing that are restricted to renters with incomes at or below 60 percent of the area median income.

- The bank invested nearly $580,000 in The Reinvestment Fund, a CDFI and CDE that offers a number of products and programs related to affordable housing, charter school, childcare facilities, small business lending, and private equity investing. The funds were part of a $4.8 million investment for a broader neighborhood revitalization effort in Baltimore, MD.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA is rated High Satisfactory.

BANA's service delivery systems in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA are accessible to geographies and individuals of different income levels, based on a comparison of the bank's 82 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has 4 or 4.9 percent of its financial centers in low-income geographies and 16 or 19.5 percent of its financial centers in moderate-income geographies. According to the 2010 U.S. Census data, 6.6 percent of the population lives in low-income geographies and 22.1 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have no effect on the retail banking services conclusion.

The bank has seven financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. Of the seven financial centers, three are adjacent to low-income geographies and four are adjacent to moderate-income geographies. These adjacent financial centers help improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened five financial centers and closed 20. The bank closed one financial center in a low-income geography and three in moderate-income geographies. The bulk of the closures were in middle- and upper-income geographies. Middle-income geographies had 10 closures while upper-income geographies had six closures.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are 9:00 am to 4:00 pm Monday through Thursday, and 9:00 am to 6:00 pm on Friday. Financial centers are generally open Saturday 9:00 am to 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	104	7.3	389,960	6.7	4	4.9	6	3.6	0	0.0	1	5.0
Moderate	331	23.1	1,287,621	22.2	16	19.5	25	15.0	1	20.0	3	15.0
Middle	546	38.1	2,252,676	38.9	33	40.2	62	37.1	1	20.0	10	50.0
Upper	433	30.2	1,848,423	31.9	28	34.1	66	39.5	3	60.0	6	30.0
NA	19	1.3	19,472	0.3	1	1.2	8	4.8	0	0.0	0	0.0
Totals	**1,433**	**100.0**	**5,798,152**	**100.0**	**82**	**100.0**	**167**	**100.0**	**5**	**100.0**	**20**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 399 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 56 low- and moderate-income individuals and provided 151 financial education and foreclosure prevention workshops for 3,576 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 89 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 70 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Portland-Vancouver-Hillsboro, OR-WA Multistate MSA

CRA rating for the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA[9]: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;

- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;

- Excellent level of CD lending;

- Excellent level and responsiveness of qualified investments; and

- Readily accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Portland-Vancouver-Hillsboro, OR-WA Multistate MSA

The Portland-Vancouver-Hillsboro, OR-WA Multistate MSA is Bank of America's 23rd largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $9.2 billion or 0.8 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 35 depository financial institutions operating in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA, Bank of America, with a deposit market share of 19.9 percent, is the second largest. Financial institutions in the assessment area with deposit market shares greater than 5 percent include U.S. Bank (22 percent), Wells Fargo Bank (18.6 percent), JPMorgan Chase Bank (10.2 percent), KeyBank (6.9 percent), and Umpqua Bank (5.6 percent). As of December 31, 2016, the bank operated 50 full-service financial centers and 109 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[9] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Portland-Vancouver-Hillsboro, OR-WA Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with various local nonprofit organizations. The contacts identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 14,488 home mortgage loans totaling $3.5 billion, 27,928 small loans to businesses totaling $689.6 million, 317 small loans to farms totaling $4.1 million, and 43 CD loans totaling $93.1 million. Small loans to businesses accounted for approximately 65 percent of loan volume by number of loans while home mortgage loans accounted for approximately 34 percent. Therefore, examiners weighted small loans to businesses more than home mortgage loans and small loans to farms. Small loans to farms represented less than 1 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN PORTLAND-VANCOUVER-HILLSBORO, OR-WA MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America’s performance under the Lending Test in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 19.9 percent. The bank ranks second in deposits among 35 depository financial institutions in the multistate MSA, which places it in the top 6 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 2 percent based on the number of home mortgage loans originated or purchased. The bank ranks 12th among 574 home mortgage lenders in the multistate MSA, which places it in the top 3 percent of lenders. According to peer small business data for 2016, the bank has a market share of 8.3 percent based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 142 small business lenders, which places it in the top 3 percent of lenders. According to peer farm data for 2016, the bank has a market share of 12 percent based on the number of small loans to farms originated or purchased. The bank ranks third among 17 farm lenders, which places it in the top 18 percent of lenders.

Table 1. Total Lending Volume 2012-2016

LENDING VOLUME — Geography: MULTISTATE MSAs — Evaluation Period: January 1, 2012 to December 31, 2016

Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. The bank's home mortgage lending is excellent in low-income census tracts and adequate in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 1.4 percent is slightly higher than the 1.3 percent of owner-occupied housing units in low-income geographies, but consistent with the 1.4 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 15.9 percent is slightly lower than the 18.4 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 18.4 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Portland-Vancouver-Hillsboro OR-WA MSA	6,421	1,790,144	100.0	115,934	1.3	1.4	1.4	18.4	15.9	18.4	50.4	46.0	50.9	29.9	36.8	29.3	0.0	0.0	0.0
Total	**6,421**	**1,790,144**	**100.0**	**115,934**	**1.3**	**1.4**	**1.4**	**18.4**	**15.9**	**18.4**	**50.4**	**46.0**	**50.9**	**29.9**	**36.8**	**29.3**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent overall. The distribution is excellent in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 4.2 percent is near the 4.3 percent of businesses operating in low-income geographies and it is higher than the 3 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 22.9 percent is slightly higher than the 22.6 percent of businesses operating in moderate-income geographies and it is higher than the 20.1 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Portland-Vancouver-Hillsboro OR-WA MSA	17,972	431,097	100.0	74,170	4.3	4.2	3.0	22.6	22.9	20.1	44.0	42.0	44.9	29.0	30.8	32.0	0.1	0.1	0.1
Total	**17,972**	**431,097**	**100.0**	**74,170**	**4.3**	**4.2**	**3.0**	**22.6**	**22.9**	**20.1**	**44.0**	**42.0**	**44.9**	**29.0**	**30.8**	**32.0**	**0.1**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is adequate overall. The distribution is poor in low-income geographies and good in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 0 percent is lower than the 1.7 percent of farms in low-income geographies and it is lower than the 1.1 percent for aggregate lenders. Considering that very few farms are located in low-income geographies, which indicate fewer opportunities to make small loans to farms, examiners weighted performance in moderate-income geographies more. The bank's proportion of small loans to farms in moderate-income geographies at 10 percent is lower than the 14.6 percent of farms in moderate-income geographies and it is slightly higher than the 9.9 percent for aggregate lenders. Although farm lending is not a primary business focus for the bank, it actually performed better in lending to farms in middle-income geographies than the proportion of farms in middle-income geographies and aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Portland-Vancouver-Hillsboro OR-WA MSA	201	2,573	100.0	616	1.7	0.0	1.1	14.6	10.0	9.9	54.5	63.2	60.7	29.1	26.9	28.2	0.1	0.0	0.0
Total	**201**	**2,573**	**100.0**	**616**	**1.7**	**0.0**	**1.1**	**14.6**	**10.0**	**9.9**	**54.5**	**63.2**	**60.7**	**29.1**	**26.9**	**28.2**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The bank's distribution of home mortgage loans by borrower income is good overall. The distribution is adequate to low-income borrowers and good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 6.9 percent is significantly lower than the 20.5 percent of low-income families and higher than the 2.9 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 14.2 percent is lower than the proportion of moderate-income families at 17.8 percent and it is slightly higher than the 14 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																				2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers			
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	
FS Portland-Vancouver-Hillsboro OR-WA MSA	6,421	1,790,144	100.0	115,934	20.5	6.9	2.9	17.8	14.2	14.0	21.4	20.7	23.5	40.3	51.7	44.0	0.0	6.5	15.5	
Total	**6,421**	**1,790,144**	**100.0**	**115,934**	**20.5**	**6.9**	**2.9**	**17.8**	**14.2**	**14.0**	**21.4**	**20.7**	**23.5**	**40.3**	**51.7**	**44.0**	**0.0**	**6.5**	**15.5**	

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33.5 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 52.8 percent is lower than the 79.2 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 40.5 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Portland-Vancouver-Hillsboro OR-WA MSA	17,972	431,097	100.0	74,170	79.2	52.8	40.5	4.3	13.7	16.5	33.5
Total	**17,972**	**431,097**	**100.0**	**74,170**	**79.2**	**52.8**	**40.5**	**4.3**	**13.7**	**16.5**	**33.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35.8 percent of its small loans to farms. Approximately 55.7 percent of the bank's small loans to farms with known revenues were to farms with revenues of $1 million or less. The bank's proportion is significantly lower than the 95.5 percent of farms with revenues of $1 million or less, but higher than the 51.9 percent for aggregate lenders

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Portland-Vancouver-Hillsboro OR-WA MSA	201	2,573	100.0	616	95.5	55.7	51.9	3.0	8.5	1.5	35.8
Total	**201**	**2,573**	**100.0**	**616**	**95.5**	**55.7**	**51.9**	**3.0**	**8.5**	**1.5**	**35.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect on the bank's Lending Test performance in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA. During the evaluation period, the bank originated 43 CD loans totaling $93.1 million or 8 percent of the allocated Tier 1 Capital. Approximately 82 percent of the loan dollars helped provide nearly 600 units of affordable housing.

Examples of CD loans include:

- The bank provided $7.1 million in construction financing for Phase 1 of the Glisan Commons housing project. Financing for this project also included the bank's investment in an $8.7 million LIHTC. The first phase development will provide 67 units of affordable housing with incomes restricted to 50 percent of the area median income. This financing is responsive as affordable housing projects in the Glisan Commons area had occupancy rates up to 98 percent and more than 600 households were on the waiting list for affordable housing at the time of the construction.

- The bank provided $1.1 million in SBA 504 financing to a local coffee distributor. The loan helps to promote economic development through the financing of small businesses.

- The bank provided 17 loans totaling $3.3 million to the Network for Oregon Affordable Housing (NOAH), a consortium of lenders for funding affordable housing development. Through the bank's participation, it has helped create 117 units of affordable housing. The bank also provided $1.1 million in financing for a community of 30 manufactured homes for very low-income individuals.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 87 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA is rated Outstanding.

The bank made 145 community development investments during the evaluation period totaling $102.5 million. Approximately $97.7 million or 95 percent of the current period investment dollars supported nearly 650 units of affordable housing. In addition, the bank has 40 community development investments totaling $21.7 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $124.2 million or 10.7 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally innovative or complex with LIHTCs representing $68 million or 66 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $2.6 million in Craft3, a certified nonprofit CDFI and CDE that assists entrepreneurs and organizations in building viable business and market ventures that improve the social and environmental conditions of underserved communities in the Pacific Northwest. The CDFI used the funds from this investment to provide affordable energy efficiency (E2) retrofit loans in low- and moderate-income communities in Portland, OR and Seattle, WA.

- The bank invested $10.2 million in a LIHTC to finance the construction of Freedoms Path, a 50-unit affordable housing development for veterans located on the Vancouver Medical Center Campus in Vancouver, WA. All units are restricted to veterans with incomes at or below 60 percent of the area median income.

- The bank invested $8.7 million in LIHTCs to fund the construction of phase one of Glisan Commons, a 67-unit affordable housing project located in Portland, OR. All units are restricted to renters with incomes at or below 50 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentow n, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA is rated Outstanding.

BANA's service delivery systems in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank's 50 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has four financial centers (8 percent) in low-income geographies and 16 financial centers (32 percent) in moderate-income geographies. According to the 2010 U.S. Census data, 2.7 percent of the population lives in low-income geographies and 23.7 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has 10 financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. Of the 10 financial centers, one is adjacent to a low-income geography and nine are adjacent to moderate-income geographies. These adjacent financial centers help improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center and closed eleven. The bank closed two financial centers in low-income geographies and five in moderate-income geographies. Despite these closures, service delivery systems remain readily accessible to low- and moderate-income geographies and individuals.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are 9:30 am to 5:30 pm Monday through Thursday, and 9:30 am to 6:00 pm on Friday. Financial centers are generally open Saturday 10:00 am to 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Portland-Vancouver-Hillsboro OR-WA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	14	2.9	59,875	2.7	4	8.0	9	8.3	0	0.0	2	18.2
Moderate	117	23.8	527,534	23.7	16	32.0	37	33.9	1	100.0	5	45.5
Middle	232	47.3	1,073,460	48.2	19	38.0	39	35.8	0	0.0	4	36.4
Upper	126	25.7	564,835	25.4	11	22.0	24	22.0	0	0.0	0	0.0
NA	2	0.4	305	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**491**	**100.0**	**2,226,009**	**100.0**	**50**	**100.0**	**109**	**100.0**	**1**	**100.0**	**11**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations 117 community development services targeted to low- and moderate-income individuals. Employees provided 63 financial education and foreclosure prevention workshops to 857 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 31 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 22 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Providence-Warwick, RI-MA Multistate MSA

CRA rating for the Providence-Warwick, RI-MA Multistate MSA[10]: Outstanding

The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;
- Excellent level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Providence-Warwick, RI-MA Multistate MSA

The Providence-Warwick, RI-MA Multistate MSA is Bank of America's 22nd largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $9.4 billion or 0.8 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 28 depository financial institutions operating in the Providence-Warwick, RI-MA Multistate MSA, Bank of America, with a deposit market share of 24.3 percent, is the second largest. Financial institutions in the assessment area with deposit market shares greater than 5 percent include Citizens Bank (28.7 percent), Santander Bank (9.3 percent), and The Washington Trust Company (7.1 percent). As of December 31, 2016, the bank operated 52 full-service financial centers and 172 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Providence-Warwick, RI-MA Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[10] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Providence-Warwick, RI-MA Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with various local nonprofit organizations. Contacts identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 6,815 home mortgage loans totaling $1.7 billion, 15,151 small loans to businesses totaling $901.3 million, 114 small loans to farms totaling $2.1 million, and 19 CD loans totaling $102.5 million. Small loans to businesses accounted for approximately 68.6 percent of loan volume by number of loans while home mortgage loans accounted for approximately 30.9 percent. Therefore, examiners weighted small loans to businesses more than home mortgage loans and small loans to farms. Small loans to farms represented less than 1 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN Providence-Warwick, RI-MA Multistate MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Providence-Warwick, RI-MA MSA is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Providence-Warwick, RI-MA MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 20.7 percent. The bank ranks second in deposits among 28 depository financial institutions in the multistate MSA, which places it in the top 8 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 20th among 472 home mortgage lenders in the multistate MSA, which places it in the top 5 percent of lenders. According to peer small business data for 2016, the bank has a market share of 10.3 percent based on the number of small loans to businesses originated or purchased. The bank ranks second among 119 small business lenders, which places it in the top 2 percent of lenders. According to peer farm data for 2016, the bank has a market share of 21.2 percent based on the number of small loans to farms originated or purchased. The bank ranks second among 14 farm lenders, which places it in the top 15 percent of lenders.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: MULTISTATE MSAs | Evaluation Period: January 1, 2012 to December 31, 2016

Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. The bank's home mortgage lending is adequate in low-income census tracts and good in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 3.5 percent is slightly lower than the 4 percent of owner-occupied housing units in low-income geographies and 4 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 12.3 percent is slightly lower than the 12.9 percent of owner-occupied housing units in moderate-income geographies and it is slightly higher than the 12 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Providence-Warwick RI-MA MSA	2,631	692,859	100.0	52,267	4.0	3.5	4.0	12.9	12.3	12.0	44.7	39.8	43.7	38.3	44.3	40.3	0.0	0.0	0.0
Total	**2,631**	**692,859**	**100.0**	**52,267**	**4.0**	**3.5**	**4.0**	**12.9**	**12.3**	**12.0**	**44.7**	**39.8**	**43.7**	**38.3**	**44.3**	**40.3**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent overall. The distribution is excellent in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 8.5 percent is near the 8.9 percent of businesses operating in low-income geographies and it is consistent with the 8.5 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 15.7 percent is near the 16.2 percent of businesses operating in moderate-income geographies and it is slightly higher than the 15.3 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Providence-Warwick RI-MA MSA	9,447	536,801	100.0	31,522	8.9	8.5	8.5	16.2	15.7	15.3	39.7	39.9	39.6	35.0	35.8	36.6	0.1	0.1	0.1
Total	**9,447**	**536,801**	**100.0**	**31,522**	**8.9**	**8.5**	**8.5**	**16.2**	**15.7**	**15.3**	**39.7**	**39.9**	**39.6**	**35.0**	**35.8**	**36.6**	**0.1**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is adequate overall. The distribution is adequate in low-income geographies and adequate in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 3.8 percent is higher than the 3.4 percent of farms in low-income geographies and it is lower than the 7.7 percent for aggregate lenders. The bank's proportion of small loans to farms in moderate-income geographies at 3.9 percent is lower than the 8.6 percent of farms in moderate-income geographies and it is lower than the 4.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																		2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Providence-Warwick RI-MA MSA	74	1,673	100.0	117	3.4	3.8	7.7	8.6	3.9	4.3	38.3	35.1	29.9	49.7	60.8	58.1	0.0	0.0	0.0
Total	74	1,673	100.0	117	3.4	3.8	7.7	8.6	3.9	4.3	38.3	35.1	29.9	49.7	60.8	58.1	0.0	0.0	0.0

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The bank’s distribution of home mortgage loans by borrower income is good overall. The distribution is adequate to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income families at 7.8 percent is significantly lower than the 22.6 percent of low-income families, but is higher than the 4.2 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 15.8 percent is lower than the proportion of moderate-income families at 16.9 percent and it is consistent with the 15.8 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																					2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers				
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate		
FS Providence-Warwick RI-MA MSA	2,631	692,859	100.0	52,267	22.6	7.8	4.2	16.9	15.8	15.8	20.1	20.6	22.5	40.5	44.3	39.9	0.0	11.6	17.5		
Total	**2,631**	**692,859**	**100.0**	**52,267**	**22.6**	**7.8**	**4.2**	**16.9**	**15.8**	**15.8**	**20.1**	**20.6**	**22.5**	**40.5**	**44.3**	**39.9**	**0.0**	**11.6**	**17.5**		

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with revenues of $1 million or less is good. The revenue size of the business was not available for approximately 35.8 percent of the bank's small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 47.4 percent is lower than the 77.3 percent of businesses with revenues of $1 million or less. Considering the bank's distribution is higher than the 43.6 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues										2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Providence-Warwick RI-MA MSA	9,447	536,801	100.0	31,522	77.3	47.4	43.6	6.0	16.8	16.7	35.8
Total	**9,447**	**536,801**	**100.0**	**31,522**	**77.3**	**47.4**	**43.6**	**6.0**	**16.8**	**16.7**	**35.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with revenues of $1 million or less is poor. The bank did not collect or consider the farm gross revenues in the underwriting of approximately 48.6 percent of its small loans to farms. Approximately 44.6 percent of the bank's small loans to farms with known revenues were to farms with revenues of $1 million or less. The bank's proportion is significantly lower than the 96.5 percent of farms with revenues of $1 million or less and lower than the 56.4 percent for aggregate lenders

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Providence-Warwick RI-MA MSA	74	1,673	100.0	117	96.5	44.6	56.4	2.3	6.8	1.2	48.6
Total	74	1,673	100.0	117	96.5	44.6	56.4	2.3	6.8	1.2	48.6

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect on the bank's Lending Test performance in the Providence-Warwick, RI-MA MSA. During the evaluation period, the bank originated 19 CD loans totaling $102.4 million or 8.7 percent of the allocated Tier 1 Capital. Approximately 94 percent of the loan dollars supported the creation of more than 400 units of affordable housing.

Examples of CD loans include:

- The bank provided $5.8 million in construction and bridge financing for the development of Ames Shovel Works, a 113-unit mixed-income rental apartment project in North Easton, MA. The project includes 30 units that are restricted to renters with incomes at or below 60 percent of the area median income with the remaining units rented at market rates.

- The bank provided $14 million in construction financing for the Curtain Lofts, a 97-unit mixed income rental housing project for seniors (55 years and older). Rents for 63 of the units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $9.8 million in construction financing for the development of Greenridge Apartments in the Village of Pascoag, RI. The 96-unit housing development is restricted to renters with incomes at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 81 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank’s level of qualified investments.

Bank of America’s performance under the Investment Test in the Providence-Warwick, RI-MA Multistate MSA is rated Outstanding.

The bank made 200 community development investments during the evaluation period totaling $124.7 million. Approximately $78.1 million or 63 percent of the current period investment dollars supported more than 1,000 units of affordable housing and $41.7 million or 33 percent supported revitalization and stabilization efforts. In addition, the bank has 47 community development investments totaling $22.3 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $147 million or 12.5 percent of the bank’s Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally innovative or complex with LIHTCs, Historic Tax Credits, and New Markets Tax Credits representing $80.5 million or 65 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $9.4 million in LIHTCs and Historic Tax Credits for the rehabilitation of the former Ames Shovel campus in North Easton, MA into a mixed-income residential community. The project will have 113 apartment units with 60 units restricted to renters with incomes at or below 60 percent of the area median income. The bank also provided construction financing and letter of credit.

- The bank purchased $2.7 million in New Markets Tax Credit equity investments for the construction of a new headquarters building for Amos House. The organization provides food, housing, and social services to the homeless population of Providence. The new building will allow Amos House to consolidate all of its activities into one building. The bank also provided $105,000 in grants to Amos House, which are responsive to identified needs for education, transitional housing, hunger relief, and workforce development.

- The bank purchased $5 million in LIHTC equity investments for the rehabilitation of Constitution Hill in Woonsocket, RI. The project comprises 63 units of affordable housing with rents restricted to incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

The bank’s performance under the Service Test in the Providence-Warwick, RI-MA Multistate MSA is rated Outstanding.

BANA’s service delivery systems in the Providence-Warwick, RI-MA Multistate MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank’s 52 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has eight or 15.4 percent of its financial centers in low-income geographies and nine or 17.3 percent of its financial centers in moderate-income geographies. According to the 2010 U.S. Census data, 10.4 percent of the population lives in low-income geographies and 19.2 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank’s products and services. Alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has eight financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to moderate-income geographies. These adjacent financial centers help improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened 2 financial centers and it closed 12. The bank closed seven financial centers in moderate-income geographies. Despite these closures, financial centers remain readily accessible to low- and moderate-income geographies and individuals.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are generally 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Providence-Warwick RI-MA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	47	12.8	166,545	10.4	8	15.4	23	13.4	0	0.0	0	0.0
Moderate	77	20.9	307,975	19.2	9	17.3	27	15.7	2	100.0	7	58.3
Middle	137	37.2	621,070	38.8	21	40.4	83	48.3	0	0.0	4	33.3
Upper	104	28.3	505,259	31.6	14	26.9	38	22.1	0	0.0	1	8.3
NA	3	0.8	3	0.0	0	0.0	1	0.6	0	0.0	0	0.0
Totals	**368**	**100.0**	**1,600,852**	**100.0**	**52**	**100.0**	**172**	**100.0**	**2**	**100.0**	**12**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 107 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 5 low- and moderate-income individuals and provided 43 financial education and foreclosure prevention workshops for 886 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 15 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 43 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Salisbury, MD-DE Multistate MSA

CRA rating for the Salisbury, MD-DE Multistate MSA[11]: Satisfactory

The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Good distribution of loans by geography and good distribution by borrower income or business revenue size;
- No CD lending;
- Excellent level and responsiveness of qualified investments; and
- Reasonably accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Salisbury, MD-DE Multistate MSA

The Salisbury, MD-DE Multistate MSA is Bank of America's 43rd largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $282.6 million or less than 0.1 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 24 depository financial institutions operating in the Salisbury, MD-DE Multistate MSA, Bank of America, with a deposit market share of 0.5 percent, is the ninth largest. The largest depository financial institution in the assessment area is Discover Bank with $50.5 billion in deposits and 88 percent market share. It operates one branch in the market. No other depository financial institution has more than 2.5 percent market share. Other large depository financial institutions operating in the assessment area with more than $1 billion in deposits include second ranked PNC Bank with $1.4 billion in deposits and third ranked Manufacturers and Traders Trust Company with $1.1 billion in deposits. As of December 31, 2016, the bank operated 3 full-service financial centers and 11 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Salisbury, MD-DE Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[11] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Salisbury, MD-DE MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with various local nonprofit organizations. The contacts identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 897 home mortgage loans totaling $236.3 million, 1,200 small loans to businesses totaling $24.8 million, and 70 small loans to farms totaling $1.6 million. Small loans to businesses accounted for approximately 55 percent of loan volume by number of loans while home mortgage loans accounted for approximately 41 percent. Therefore, examiners weighted small loans to businesses more than home mortgage loans and small loans to farms. Small loans to farms represented 3.2 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN SALISBURY, MD-DE MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Salisbury, MD-DE MSA is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Salisbury, MD-DE MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 0.5 percent. The bank ranks ninth in deposits among 24 depository financial institutions in the multistate MSA, which places it in the top 38 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks 15th among 451 home mortgage lenders in the multistate MSA, which places it in the top 4 percent of lenders. According to peer small business data for 2016, the bank has a market share of 4.8 percent based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 85 small business lenders, which places it in the top 10 percent of lenders. According to peer farm data for 2016, the bank has a market share of 9.1 percent based on the number of small loans to farms originated or purchased. The bank ranks fifth among 16 farm lenders, which places it in the top 32 percent of lenders.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME			Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good overall. The bank did not originate or purchase home mortgage loans in low-income geographies. Considering the one low-income census tract has no owner-occupied housing units, examiners placed all weight on performance in moderate-income geographies.

The distribution of home mortgage loans in moderate-income geographies at 9.1 percent is lower than the 12.2 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 8.2 percent for aggregate lenders. Performance is good.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Salisbury MD-DE MSA	911	238,225	100.0	16,943	0.0	0.0	0.0	12.2	9.1	8.2	70.1	65.0	69.4	17.6	25.9	22.4	0.0	0.0	0.0
Total	**911**	**238,225**	**100.0**	**16,943**	**0.0**	**0.0**	**0.0**	**12.2**	**9.1**	**8.2**	**70.1**	**65.0**	**69.4**	**17.6**	**25.9**	**22.4**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is good overall. The distribution is excellent in the low-income geography and adequate in moderate-income geographies. The proportion of the bank's small loans to businesses in the low-income geography at 0.3 percent is consistent with the 0.3 percent of businesses operating in the low-income geography and it is slightly higher than the 0.2 percent for aggregate lenders. Due to the low opportunities for lending in the one low-income geography, examiners placed more weight on performance in moderate-income geographies. The proportion of the bank's small loans to businesses in moderate-income geographies at 11.1 percent is lower the 14.5 percent of businesses operating in moderate-income geographies and it is lower than the 13.3 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Salisbury MD-DE MSA	1,200	24,773	100.0	8,198	0.3	0.3	0.2	14.5	11.1	13.3	65.7	60.9	63.6	19.5	27.7	22.8	0.1	0.0	0.0
Total	**1,200**	**24,773**	**100.0**	**8,198**	**0.3**	**0.3**	**0.2**	**14.5**	**11.1**	**13.3**	**65.7**	**60.9**	**63.6**	**19.5**	**27.7**	**22.8**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is good overall. The distribution is adequate in the low-income geography and excellent in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 0 percent is lower than the 0.1 percent of farms in the low-income geography, but is consistent with the 0 percent for aggregate lenders. Considering that very few farms are located in the one low-income geography, which indicates fewer opportunities to make small loans to farms, examiners weighted performance in moderate-income geographies more. The bank's proportion of small loans to farms in moderate-income geographies at 12.9 percent is slightly higher than the 12.1

percent of farms in moderate-income geographies and it is slightly lower than the 13.9 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Salisbury MD-DE MSA	70	1,619	100.0	252	0.1	0.0	0.0	12.1	12.9	13.9	76.7	82.9	79.4	10.8	13.0	5.6	0.3	0.0	1.2
Total	**70**	**1,619**	**100.0**	**252**	**0.1**	**0.0**	**0.0**	**12.1**	**12.9**	**13.9**	**76.7**	**82.9**	**79.4**	**10.8**	**13.0**	**5.6**	**0.3**	**0.0**	**1.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The bank’s distribution of home mortgage loans by borrower income is good overall. The distribution is adequate to low-income borrowers and good to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income families at 6.7 percent is significantly lower than the 20 percent of low-income families and higher than the 3.7 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 12.5 percent is lower than the proportion of moderate-income families at 18.7 percent, but is higher than the 10.6 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Salisbury MD-DE MSA	911	238,225	100.0	16,943	20.0	6.7	3.7	18.7	12.5	10.6	21.8	15.5	16.1	39.5	56.3	52.7	0.0	9.0	16.9
Total	**911**	**238,225**	**100.0**	**16,943**	**20.0**	**6.7**	**3.7**	**18.7**	**12.5**	**10.6**	**21.8**	**15.5**	**16.1**	**39.5**	**56.3**	**52.7**	**0.0**	**9.0**	**16.9**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36.8 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.5 percent is lower than the 77.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 48.5 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues										2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Salisbury MD-DE MSA	1,200	24,773	100.0	8,198	77.8	53.5	48.5	4.2	9.8	18.0	36.8
Total	**1,200**	**24,773**	**100.0**	**8,198**	**77.8**	**53.5**	**48.5**	**4.2**	**9.8**	**18.0**	**36.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 37.1 percent of its small loans to farms. Approximately 57.1 percent of the bank's small loans to farms with known revenues were to farms with gross annual revenues of $1 million or less. The bank's proportion is significantly lower than the 96.8 percent of farms with gross annual revenues of $1 million or less, but is higher than the 46 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Salisbury MD-DE MSA	70	1,619	100.0	252	96.8	57.1	46.0	1.6	8.0	1.6	37.1
Total	**70**	**1,619**	**100.0**	**252**	**96.8**	**57.1**	**46.0**	**1.6**	**8.0**	**1.6**	**37.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the bank's Lending Test performance in the Salisbury, MD-DE MSA. The bank met the community's credit needs primarily through retail lending. During the evaluation period, the bank did not purchase or originate any CD loans.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 92 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Salisbury, MD-DE Multistate MSA is rated Outstanding.

The bank made 101 community development investments during the evaluation period totaling $18.8 million. Approximately $18.3 million or 98 percent of the current period investment dollars supported more than 200 units of affordable housing. In addition, the bank has 76 community development investments totaling $4.9 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $23.6 million or 66.6 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $17.8 million or 95 percent of the investment dollars.

Examples of community development investments include:

- The bank made a $25,000 contribution to the Delaware Community Reinvestment Action Council, with a mission to ensure equitable treatment and equal access to credit and capital through advocacy, education, legislation, and outreach in Delaware. The organization used the grant funds to help address foreclosure and pre-purchase counseling needs. More than 80 percent of the clients have incomes below 80 percent of the area median income.

- The bank made a $25,000 contribution to First State Community Action Agency, with a mission to work towards the elimination of poverty and to make less severe the effects of poverty. The organization used the grant funds toward providing housing counseling and financial literacy training to low-income residents in rural Coverdale Crossroads.

- The bank made a $12,500 contribution to Goodwill Industries of Delaware and Delaware County. The mission of Goodwill is to improve the quality of life for people with barriers to self-sufficiency through the “Power of Work”. The organization used the grant funds to deploy the human and technological resources to build capacity to track job placement and retention.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

The bank's performance under the Service Test in the Salisbury, MD-DE Multistate MSA is rated Low Satisfactory.

BANA's service delivery systems in the Salisbury, MD-DE Multistate MSA are reasonably accessible to geographies and individuals of different income levels, based on a comparison of the bank's three financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has no financial centers in low- or moderate-income geographies where 0.4 percent and 16.9 percent of the population lives, respectively.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have no effect on the retail banking services conclusion.

The bank has one financial center in an upper-income geography that is adjacent to or in very close proximity to a moderate-income geography that helps improve access to service delivery systems in the moderate-income geography and to low- and moderate-income individuals.

The bank did not open nor close any financial centers in the assessment area during the evaluation period.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Salisbury MD-DE MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	1	1.0	1,323	0.4	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	15	15.6	63,041	16.9	0	0.0	0	0.0	0	0.0	0	0.0
Middle	60	62.5	251,682	67.3	2	66.7	7	63.6	0	0.0	0	0.0
Upper	17	17.7	54,322	14.5	1	33.3	4	36.4	0	0.0	0	0.0
NA	3	3.1	3,434	0.9	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**96**	**100.0**	**373,802**	**100.0**	**3**	**100.0**	**11**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 75 community development services targeted to low- and moderate-income individuals. Employees provided 42 financial education workshops for 1,089 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 12 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 12 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

St. Louis, MO-IL Multistate MSA

CRA rating for the St. Louis, MO-IL Multistate MSA[12]: Satisfactory

The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Good distribution of loans by geography and good distribution by borrower income or business revenue size;
- Low level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in St. Louis, MO-IL Multistate MSA

The St. Louis, MO-IL Multistate MSA is Bank of America's 18th largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $11.3 billion or 0.9 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 129 depository financial institutions operating in the St. Louis, MO-IL Multistate MSA, Bank of America, with a deposit market share of 11.9 percent, is the third largest. The largest depository financial institutions in the assessment area with more than 5 percent market shares include Scottrade Bank (15.5 percent), U.S. Bank, N.A. (14.2 percent), Stifel Bank and Trust (8.3 percent), and Commerce Bank (6.8 percent). As of December 31, 2016, the bank operated 52 full-service financial centers and 131 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the St. Louis, MO-IL Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in St. Louis, MO-IL Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community

[12] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

development needs with various local nonprofit organizations. The contacts identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 16,573 home mortgage loans totaling $2.7 billion, 18,521 small loans to businesses totaling $489.2 million, 221 small loans to farms totaling $3.4 million, and 10 CD loans totaling $37.6 million. Small loans to businesses accounted for approximately 52 percent of loan volume by number of loans while home mortgage loans accounted for approximately 47 percent. Therefore, examiners weighted small loans to businesses slightly more than home mortgage. Small loans to farms represented less than 1 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN St. Louis, MO-IL Multistate MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the St. Louis, MO-IL Multistate MSA is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the St. Louis, MO-IL Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 11.9 percent. The bank ranks third in deposits among 129 depository financial institutions in the multistate MSA, which places it in the top 3 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks 12th among 647 home mortgage lenders in the multistate MSA, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a market share of 7.2 percent based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 155 small business lenders, which places it in the top 3 percent of lenders. According to peer farm data for 2016, the bank has a market share of 3.4 percent based on the number of small loans to farms originated or purchased. The bank ranks 10th among 34 farm lenders, which places it in the top 30 percent of lenders. Loan volumes for home mortgage lending is adequate after considering the strong competition from non-depository financial institutions. Small business lending is excellent after considering the bank's market share ranking among the competition. In addition, the average small business loan size for first ranked Citibank and third ranked American Express is $12,000 compared to $24,000 for Bank of America. The smaller loan amount indicates credit card lending, which tends to lead to higher loan volume and market share.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME				Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	% of Total Loans(#) in	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits
Rated Area	Rated Area*	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	in Rated Area***
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is good. The bank's home mortgage lending is adequate in low-income census tracts and good in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 2.5 percent is lower than the 4.3 percent of owner-occupied housing units in low-income geographies, but higher than the 1.3 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 12.3 percent is lower than the 15.8 percent of owner-occupied housing units in moderate-income geographies, but higher than the 9.5 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS St Louis MO-IL MSA	6,823	1,195,920	100.0	123,633	4.3	2.5	1.3	15.8	12.3	9.5	46.8	43.6	45.5	33.1	41.6	43.6	0.0	0.0	0.0
Total	**6,823**	**1,195,920**	**100.0**	**123,633**	**4.3**	**2.5**	**1.3**	**15.8**	**12.3**	**9.5**	**46.8**	**43.6**	**45.5**	**33.1**	**41.6**	**43.6**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is good overall. The distribution is adequate in low-income geographies and good in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 3.3 percent is lower than the 5.5 percent of businesses operating in low-income geographies and it is lower than the 4.6 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 13 percent is lower than the 15.6 percent of businesses operating in moderate-income geographies and it is lower than the 14.3 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS St Louis MO-IL MSA	11,518	284,849	100.0	56,997	5.5	3.3	4.6	15.6	13.0	14.3	40.8	35.8	37.7	38.1	47.8	43.3	0.1	0.1	0.1
Total	**11,518**	**284,849**	**100.0**	**56,997**	**5.5**	**3.3**	**4.6**	**15.6**	**13.0**	**14.3**	**40.8**	**35.8**	**37.7**	**38.1**	**47.8**	**43.3**	**0.1**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is excellent overall. The distribution is excellent in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 2.2 percent is higher than the 1.3 percent of farms in low-income geographies and it is higher than the 0.4 percent for aggregate lenders. Considering that very few farms are located in low-income geographies, which indicates fewer opportunities to make small loans to farms, examiners weighted performance in moderate-income geographies more. The bank's proportion of small loans to farms in moderate-income geographies at 10.1 percent is lower than the 11 percent of farms in moderate-income geographies and it is higher than the 5.9 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS St Louis MO-IL MSA	135	2,649	100.0	1,233	1.3	2.2	0.4	11.0	10.1	5.9	57.3	57.8	73.1	30.3	34.1	20.6	0.0	0.0	0.0
Total	**135**	**2,649**	**100.0**	**1,233**	**1.3**	**2.2**	**0.4**	**11.0**	**10.1**	**5.9**	**57.3**	**57.8**	**73.1**	**30.3**	**34.1**	**20.6**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The bank’s distribution of home mortgage loans by borrower income is excellent overall. The distribution is good to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income families at 13.1 percent is lower than the 20.9 percent of low-income families and higher than the 6.1 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 19.5 percent is higher than the proportion of moderate-income families at 17.1 percent and it is higher than the 15.8 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS St Louis MO-IL MSA	6,823	1,195,920	100.0	123,633	20.9	13.1	6.1	17.1	19.5	15.8	21.2	20.7	18.7	40.7	36.0	36.6	0.0	10.6	22.7
Total	**6,823**	**1,195,920**	**100.0**	**123,633**	**20.9**	**13.1**	**6.1**	**17.1**	**19.5**	**15.8**	**21.2**	**20.7**	**18.7**	**40.7**	**36.0**	**36.6**	**0.0**	**10.6**	**22.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34.6 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 54.7 percent is lower than the 75.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 42.7 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS St Louis MO-IL MSA	11,518	284,849	100.0	56,997	75.8	54.7	42.7	6.3	10.7	17.9	34.6
Total	**11,518**	**284,849**	**100.0**	**56,997**	**75.8**	**54.7**	**42.7**	**6.3**	**10.7**	**17.9**	**34.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 39.3 percent of its small loans to farms. Approximately 59.3 percent of the bank's small loans to farms with known revenues were to farms with gross annual revenues of $1 million or less. The bank's proportion is lower than the 97.2 percent of farms with gross annual revenues of $1 million or less and lower than the 64.1 percent for aggregate lenders

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS St Louis MO-IL MSA	135	2,649	100.0	1,233	97.2	59.3	64.1	1.7	4.3	1.1	39.3
Total	**135**	**2,649**	**100.0**	**1,233**	**97.2**	**59.3**	**64.1**	**1.7**	**4.3**	**1.1**	**39.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the bank's Lending Test performance in the St. Louis, MO-IL Multistate MSA. The bank met the community's credit needs primarily through retail lending. During the evaluation period, the bank originated 10 CD loans totaling $37.6 million or 2.7

percent of the allocated Tier 1 Capital. Approximately 88 percent of the loan dollars supported the creation of nearly 300 units of affordable housing.

Examples of CD loans include:

- The bank provided $5.5 million in financing to construct Green Gables II Senior Living Phase 2, a 48-unit affordable housing project. Units are for seniors (55 years and older) and are restricted to incomes at or below 60 percent of the area median income. The financing is responsive to identified needs for affordable housing. Phase 1, also with 48-units, is fully leased with a waiting list of at least 40 individuals. Vacancy rates for low-income seniors at other area housing projects are low at less than 1 percent.

- The bank provided $5.4 million in financing for the acquisition and renovation of the Landings at Belle Meadows, an existing 60-unit affordable housing project in Alton, IL. The financing created no new affordable housing, but rather funding allowed preservation of the existing property to continue serving low-income households in the area. The units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $280,000 in financing to a non-profit corporation created to promote housing savings and economic development for low- and moderate-income families. The borrower used the funds to finance loans under the SBA Community Advantage 7(a) program and it expects it will place 80 percent of its Community Advantage loans with low- and moderate-income individuals with a projection of 3-5 full-time jobs created per loan. The funding is responsive as access to small business capital is a need identified in the community.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 82 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the St. Louis, MO-IL Multistate MSA is rated Outstanding.

The bank made 164 community development investments during the evaluation period totaling $108.3 million. Approximately $105.3 million or 97 percent of the current period investment dollars supported nearly 1,900 units of affordable housing. In addition, the bank has 136 community development investments totaling $35.3 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $143.6 million or 10.2 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally innovative or complex with LIHTCs representing approximately $64 million or 59 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $4.9 million in a Section 42 LIHTC Fund, which invested in a LIHTC to finance the Oak View Village II affordable housing project in Union, MO. The project consists of 49 two-bedroom units restricted to renters with incomes at or below 60 percent of the area median income.

- The bank invested $5.9 million in a LIHTC to finance the development of Bluff View Apartments, a 40-unit senior housing project. All units are restricted to renters with incomes at or below 60 percent of the area median income.

- The bank invested $5.7 million in a LIHTC to fund the construction of Green Gables Phase II, a 48-unit affordable housing development in Wentzville, MO for seniors aged 55 and older. All units are restricted to renters with incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the St. Louis, MO-IL Multistate MSA is rated High Satisfactory.

BANA's service delivery systems in the St. Louis, MO-IL Multistate MSA are accessible to geographies and individuals of different income levels, based on a comparison of the bank's 52 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has two or 3.8 percent of its financial centers in low-income geographies compared to 7.6 percent of the population in those geographies. The bank has nine or 17.3 percent of its financial centers in moderate-income geographies compared to 17.6 percent of population in those geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has seven financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. Of the seven financial centers, two are adjacent to low-income geographies and five are adjacent to moderate-income geographies. These adjacent financial centers help improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank did not open any financial centers and it closed eight. The bank closed five financial centers in moderate-income geographies. Despite these closures, service delivery systems remain accessible to low- and moderate-income geographies and individuals.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. Financial center lobby hours are 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday. All financial centers have the same operating hours except one financial center located in an upper-income geography, where the hours are 11:00 am to 4:00 pm Monday through Friday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS St Louis MO-IL MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	75	12.2	211,336	7.6	2	3.8	7	5.3	0	0.0	0	0.0
Moderate	116	18.9	490,536	17.6	9	17.3	23	17.6	0	0.0	5	62.5
Middle	256	41.6	1,235,480	44.3	15	28.8	36	27.5	0	0.0	0	0.0
Upper	166	27.0	849,189	30.5	26	50.0	65	49.6	0	0.0	3	37.5
NA	2	0.3	1,160	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**615**	**100.0**	**2,787,701**	**100.0**	**52**	**100.0**	**131**	**100.0**	**0**	**100.0**	**8**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 99 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 6 low- and moderate-income individuals and provided 59 financial education and foreclosure prevention workshops for 1,331 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 31 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, three employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA

CRA rating for the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA[13]: Outstanding

The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;
- Excellent level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA

The Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA is Bank of America's ninth largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $30.3 billion or 2.5 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 76 depository financial institutions operating in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA, Bank of America, with a deposit market share of 13.7 percent, is the third largest. Financial institutions in the assessment area with deposit market shares greater than 5 percent include E*Trade Bank (15 percent), Wells Fargo Bank (14.4 percent), Capital One (11.6 percent), SunTrust Bank (8.4 percent), Branch Banking and Trust Company (6 percent), and PNC Bank (5.7 percent). As of December 31, 2016, the bank operated 155 full-service financial centers and 455 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[13] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Scope of Evaluation in Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community development needs with various local nonprofit organizations. The contacts identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 41,176 home mortgage loans totaling $13.1 billion, 59,722 small loans to businesses totaling $1.7 billion, 195 small loans to farms totaling $4 million, and 74 CD loans totaling $741.8 million. Small loans to businesses accounted for approximately 59 percent of loan volume by number of loans while home mortgage loans accounted for approximately 41 percent. Therefore, examiners weighted small loans to businesses more than home mortgage loans and small loans to farms. Small loans to farms represented less than 1 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WASHINGTON-ARLINGTON-ALEXANDRIA, DC-VA-MD MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a significantly positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 13.7 percent. The bank ranks third among 76 depository financial institutions in the multistate MSA, which places it in the top 4 percent of institutions. According to mortgage peer data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks 12th among 820 home mortgage lenders in the multistate MSA, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a market share of 9.5 percent based on the number of small loans to businesses originated or purchased. The bank ranks fourth out 219 small business lenders, which places it in the top 2 percent of lenders. According to peer farm data for 2016, the bank has a market share of 11.7 percent based on the number of small loans to farms originated or purchased. The bank ranks third among 33 farm lenders, which places it in the top 10 percent of lenders. Lending activity is excellent considering the bank's higher ranking in home mortgage and small business lending relative to its deposit ranking.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
Rated Area		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is excellent. The bank's home mortgage lending is excellent in low-income census tracts and excellent in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 4.4 percent is higher than the 3.6 percent of owner-occupied housing units in low-income geographies and higher than the 3.8 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 19.7 percent is slightly lower than the 19.9 percent of owner-occupied housing units in moderate-income geographies and it is higher than the 19 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Washington-Arlington-Alexandria DC-VA-MD MSA	14,818	5,161,445	100.0	273,171	3.6	4.4	3.8	19.9	19.1	19.0	40.3	36.1	38.5	36.3	40.4	38.7	0.0	0.0	0.0
Total	**14,818**	**5,161,445**	**100.0**	**273,171**	**3.6**	**4.4**	**3.8**	**19.9**	**19.1**	**19.0**	**40.3**	**36.1**	**38.5**	**36.3**	**40.4**	**38.7**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is excellent overall. The distribution is excellent in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 4.5 percent is higher than the 4.3 percent of businesses operating in low-income geographies and it is higher than the 3.9 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 20.4 percent is slightly higher than the 20.1 percent of businesses operating in moderate-income geographies and it is higher than the 19.5 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Washington-Arlington-Alexandria DC-VA-MD MSA	40,230	1,058,673	100.0	154,255	4.3	4.5	3.9	20.1	20.4	19.5	35.4	35.7	35.2	39.8	39.3	41.4	0.5	0.1	0.1
Total	**40,230**	**1,058,673**	**100.0**	**154,255**	**4.3**	**4.5**	**3.9**	**20.1**	**20.4**	**19.5**	**35.4**	**35.7**	**35.2**	**39.8**	**39.3**	**41.4**	**0.5**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is adequate overall. The distribution is very poor in low-income geographies but considering very few farms are located in low-income geographies, which indicate fewer opportunities to lend, performance is poor. Due to the limited opportunities in low-income geographies, examiners placed more weight on performance in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 0 percent is lower than the 2.5 percent of farms in low-income geographies and it is lower than the 0.3 percent for aggregate lenders. The bank's proportion of small loans to farms in moderate-income geographies at 16.9 percent is lower than the 21.7 percent of farms in moderate-income geographies and it is lower than the 24.5 percent for aggregate lenders. Farm lending is not a primary loan product for the bank.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Washington-Arlington-Alexandria DC-VA-MD MSA	124	1,879	100.0	388	2.5	0.0	0.3	21.7	16.9	24.5	43.1	41.1	45.1	32.6	41.9	30.2	0.0	0.0	0.0
Total	**124**	**1,879**	**100.0**	**388**	**2.5**	**0.0**	**0.3**	**21.7**	**16.9**	**24.5**	**43.1**	**41.1**	**45.1**	**32.6**	**41.9**	**30.2**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The bank’s distribution of home mortgage loans by borrower income is excellent overall. The distribution is good to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income families at 12.1 percent is lower than the 21.1 percent of low-income families and higher than the 6.9 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 20.1 percent is lower than the proportion of moderate-income families at 17.5 percent and it is higher than the 16 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			**2014-16**
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Washington-Arlington-Alexandria DC-VA-MD MSA	14,818	5,161,445	100.0	273,171	21.1	11.6	6.9	17.5	18.7	16.0	21.3	21.4	20.3	40.1	40.1	33.6	0.0	8.2	23.3
Total	**14,818**	**5,161,445**	**100.0**	**273,171**	**21.1**	**11.6**	**6.9**	**17.5**	**18.7**	**16.0**	**21.3**	**21.4**	**20.3**	**40.1**	**40.1**	**33.6**	**0.0**	**8.2**	**23.3**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 28.9 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 60.8 percent is lower than the 78.2 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 49.5 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues										**2014-16**
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Washington-Arlington-Alexandria DC-VA-MD MSA	40,230	1,058,673	100.0	154,255	84.4	60.8	49.5	6.2	10.3	9.5	28.9
Total	**40,230**	**1,058,673**	**100.0**	**154,255**	**84.4**	**60.8**	**49.5**	**6.2**	**10.3**	**9.5**	**28.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35.5 percent of its small loans to farms. Approximately 58.9 percent of the bank's small loans to farms with known revenues were to farms with revenues of $1 million or less. The bank's proportion is significantly lower than the 95 percent of farms with revenues of $1 million or less, but is higher than the 33.2 percent for aggregate lenders

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Washington-Arlington-Alexandria DC-VA-MD MSA	124	1,879	100.0	388	94.4	58.9	33.2	3.3	9.0	2.2	35.5
Total	**124**	**1,879**	**100.0**	**388**	**94.4**	**58.9**	**33.2**	**3.3**	**9.0**	**2.2**	**35.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect on the bank's Lending Test performance in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA. During the evaluation period, the bank originated 74 CD loans totaling $741.8 million or 19.5 percent of the allocated Tier 1 Capital. Approximately $403 million (54 percent) supported the creation of nearly 3,000 units of affordable housing. The bank used approximately $223 million (30 percent) to fund organizations providing community services targeted to low- and moderate-income individuals.

Examples of CD loans include:

- The bank provided $12.2 million in financing to construct and renovate 520 North Market Street, an affordable housing project in Frederick, MD. The developer converted the former school building into 14 apartment units and constructed 45 new apartment units. The project has 53 units restricted to incomes at or below 50 percent of the area median income. The remaining six units are unrestricted market rate rentals. The bank also invested in LIHTCs supporting this housing project.

- The bank provided $12 million in financing to acquire and renovate Taney Village Apartments in Frederick, MD, a 130-unit affordable housing project. The project has 117 units set aside for the elderly and 13 units for adults with disabilities. All units receive Section 8 assistance.

- The bank provided $15.5 million in financing to construct a mixed-use building with 116 residential rental units with 5,200 square feet of retail space. All units are restricted to incomes at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 80 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA is rated Outstanding.

The bank made 376 community development investments during the evaluation period totaling $327.2 million. Approximately $232.4 million or 71 percent of the current period investment dollars supported nearly 2,800 units of affordable housing. In addition, the bank has 106 community development investments totaling $79.1 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $406.3 million or 10.7 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally innovative or complex with LIHTCs and New Markets Tax Credits representing approximately $218.6 million or 66 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $15.4 million in a LIHTC to finance the construction of 520 North Market Street, an affordable housing project in Frederick, MD. The developer converted a former school building into 14 apartment units and constructed 45 new apartment units. The project includes 53 units restricted to incomes at or below 50 percent of the area median income. The remaining six units are unrestricted market rate rentals. The bank also provided the construction financing for this development.

- The bank purchased $20.8 million in Multifamily Housing Tax Exempt Development Bonds to support the Housing Opportunities Commission's mission to provide affordable housing. The organization used the bond proceeds to finance mortgage loans in connection with the acquisition and rehabilitation of 1) Arcola Towers, a 141-unit multifamily public housing development in Silver Springs, MD and 2) Waverly House, a 158-unit multifamily public housing development in Bethesda, MD. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $12.6 million in three New Markets Tax Credit equity investments to fund the construction and renovation of the Achievement Preparatory Academy (APA) Wahler Campus in Washington DC. According to the DC Public Charter School Board 2016 Quality Report, which reports student demographics for the 2015-2016 school year, more than 60 percent of its 273 elementary school students were economically disadvantaged. More than 85 percent of its 383 middle school students were economically disadvantaged.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments				Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s		#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15		0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07		0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77		33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12		8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43		4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05		0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77		45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87		4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77		7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91		5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15		0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89		7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51		13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36		1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA is rated Outstanding.

BANA's service delivery systems in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank's 155 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has 14 or 9 percent of its financial centers in low-income geographies and 41 or 26.5 percent of its financial centers in moderate-income geographies. According to the 2010 U.S. Census data, 8.1 percent of the population lives in low-income geographies and 24.3 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has 19 financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. Of the 19 financial centers, two are adjacent to low-income geographies and 17 are adjacent to moderate-income geographies. These adjacent financial centers help improve access of service delivery systems to low- and moderate-income geographies and individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened seven financial center and closed twenty-six. The bank closed three financial centers in low-income geographies and twelve in moderate-income geographies. Despite these closures, service delivery systems remain readily accessible to low- and moderate-income geographies and individuals.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Washington-Arlington-Alexandria DC-VA-MD MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	121	9.0	454,454	8.1	14	9.0	50	11.0	1	14.3	3	11.5
Moderate	332	24.7	1,354,861	24.3	41	26.5	146	32.1	3	42.9	12	46.2
Middle	474	35.3	2,041,022	36.6	50	32.3	140	30.8	2	28.6	6	23.1
Upper	404	30.1	1,722,109	30.8	48	31.0	114	25.1	1	14.3	5	19.2
NA	12	0.9	10,288	0.2	2	1.3	5	1.1	0	0.0	0	0.0
Totals	**1,343**	**100.0**	**5,582,734**	**100.0**	**155**	**100.0**	**455**	**100.0**	**7**	**100.0**	**26**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 231 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 2 low- and moderate-income individuals and provided 131 financial education and foreclosure prevention workshops for 2,637 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 56 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 40 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Worcester, MA-CT Multistate MSA

CRA rating for the Worcester, MA-CT Multistate MSA[14]: Outstanding

The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Good distribution of loans by geography and good distribution by borrower income or business revenue size;
- Excellent level of CD lending;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and low- and moderate-income individuals.

Description of Institution's Operations in Worcester, MA-CT MSA

The Worcester, MA-CT Multistate MSA is Bank of America's 33rd largest rating area based on its total deposits in the MSA. As of June 30, 2016, the bank maintained approximately $2.4 billion or 0.2 percent of its total domestic deposits in financial centers in the multistate MSA. Of the 42 depository financial institutions operating in the Worcester, MA-CT Multistate MSA, Bank of America, with a deposit market share of 13.9 percent, is the largest. Financial institutions in the assessment area with market shares greater than 5 percent include Commerce Bank & Trust Company (9.8 percent), Unibank for Savings (8.8 percent), TD Bank (8.4 percent), and Santander Bank (7.5 percent). As of December 31, 2016, the bank operated 24 full-service financial centers and 86 deposit-taking ATMs in the multistate MSA.

Refer to the community profile for the Worcester, MA-CT Multistate MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Worcester, MA-CT Multistate MSA

Examiners selected the entire multistate MSA for a full-scope review and based conclusions and ratings on activity within this multistate MSA. Examiners discussed area community

[14] This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

development needs with various local nonprofit organizations. The contacts identified affordable housing as the primary need in the assessment area.

During the evaluation period, Bank of America originated or purchased 1,345 home mortgage loans totaling $291 million, 4,609 small loans to businesses totaling $129.8 million, 45 small loans to farms totaling $806,000, and 3 CD loans totaling $52.2 million. Small loans to businesses accounted for approximately 77 percent of loan volume by number of loans while home mortgage loans accounted for approximately 22 percent. Therefore, examiners weighted small loans to businesses more than home mortgage loans and small loans to farms. Small loans to farms represented less than 1 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WORCESTER, MA-CT MULTISTATE MSA

LENDING TEST

Conclusions in Multistate MSA

Bank of America's performance under the Lending Test in the Worcester, MA-CT Multistate MSA is rated Outstanding, based on excellent lending activity, good geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a significantly positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Worcester, MA-CT Multistate MSA is excellent.

According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 13.9 percent. The bank ranks first in deposits among 42 depository financial institutions in the multistate MSA, which places it in the top 3 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 12th among 496 home mortgage lenders in the multistate MSA, which places it in the top 3 percent of lenders. According to peer small business data for 2016, the bank has a market share of 10.4 percent based on the number of small loans to businesses originated or purchased. The bank ranks third among 119 small business lenders, which places it in the top 3 percent of lenders. According to peer farm data for 2016, the bank has a market share of 27.5 percent based on the number of small loans to farms originated or purchased. The bank ranks first among 11 farm lenders within the multistate MSA, which places it in the top 10 percent of lenders.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME			Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016					
Rated Area	% of Total Loans(#) in Rated Area*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Total Deposits in Rated Area***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Allentown, PA/NJ	100.00	3,727	628,948	3,731	81,801	27	176	2	286	7,487	711,211	100.00
Augusta, GA/SC	100.00	2,346	313,412	2,678	75,905	52	411	0	0	5,076	389,728	100.00
Boston, MA/NH MMSA	100.00	26,379	9,106,001	57,911	2,120,563	182	2,486	65	492,677	84,537	11,721,727	100.00
Charlotte, NC/SC	100.00	23,169	4,962,369	21,090	610,053	97	1,526	24	109,056	44,380	5,683,004	100.00
Kansas City, MO/KS	100.00	12,085	1,804,370	12,439	302,499	145	2,300	11	22,061	24,680	2,131,230	100.00
Kingsport, TN/VA****	100.00	362	46,037	290	4,509	4	20	0	0	656	50,566	100.00
Myrtle Beach, SC/NC	100.00	3,522	593,955	2,310	51,124	11	83	2	5,627	5,845	650,789	100.00
New York, NY/NJ MMSA	100.00	56,030	23,192,160	169,069	6,563,633	458	4,712	205	1,031,390	225,762	30,791,895	100.00
Philadelphia, PA/NJ/DE MMSA	100.00	25,259	5,600,721	30,708	916,936	167	1,463	26	1,022,953	56,160	7,542,073	100.00
Portland, OR/WA	100.00	14,488	3,520,012	27,928	689,599	317	4,134	43	93,133	42,776	4,306,878	100.00
Providence, RI/MA	100.00	6,815	1,654,746	15,151	901,310	114	2,106	19	102,445	22,099	2,660,607	100.00
Salisbury, MD/DE	100.00	1,140	272,930	1,435	30,846	85	1,714	0	0	2,660	305,490	100.00
St. Louis, MO/IL	100.00	16,573	2,672,516	18,521	489,176	221	3,403	10	37,632	35,325	3,202,727	100.00
Washington, DC/VA/MD MMSA	100.00	41,176	13,064,389	59,722	1,726,381	195	4,022	74	741,842	101,167	15,536,634	100.00
Worcester, MA/CT	100.00	3,434	717,960	7,272	229,460	59	859	3	52,213	10,768	1,000,492	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.
(****) Bank of America sold/divested all financial centers in the Kingsport Multistate MSA during October 2014.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The geographic distribution of home mortgage loans is excellent. The bank's home mortgage lending is excellent in low-income census tracts and good in moderate-income census tracts.

The distribution of the bank's home mortgage loans in low-income geographies at 2 percent is higher than the 1.9 percent of owner-occupied housing units in low-income geographies and higher than the 1.7 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 12.1 percent is lower than the 14.2 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 12.6 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Worcester MA-CT MSA	1,485	317,940	100.0	31,845	1.9	2.0	1.7	14.2	12.1	12.6	50.9	45.1	48.0	32.9	40.8	37.7	0.0	0.0	0.0
Total	**1,485**	**317,940**	**100.0**	**31,845**	**1.9**	**2.0**	**1.7**	**14.2**	**12.1**	**12.6**	**50.9**	**45.1**	**48.0**	**32.9**	**40.8**	**37.7**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The geographic distribution of small loans to businesses is good overall. The distribution is good in low-income geographies and good in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 7.1 percent is lower than the 8 percent of businesses operating in low-income geographies and it is higher than the 6.8 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 17.2 percent is lower than the 18.3 percent of businesses operating in moderate-income geographies and it is lower than the 17.7 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Worcester MA-CT MSA	4,609	129,805	100.0	15,396	8.0	7.1	6.8	18.3	17.2	17.7	42.1	37.9	41.5	31.6	37.8	34.0	0.0	0.1	0.0
Total	**4,609**	**129,805**	**100.0**	**15,396**	**8.0**	**7.1**	**6.8**	**18.3**	**17.2**	**17.7**	**42.1**	**37.9**	**41.5**	**31.6**	**37.8**	**34.0**	**0.0**	**0.1**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is good overall. The distribution is poor in low-income geographies and excellent in moderate-income geographies. Considering very few farms are located in low-income geographies, which indicate fewer opportunities to lend, examiners placed more weight on performance in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 0 percent is lower than the 1.4 percent of farms in low-income geographies, but is consistent with the 0 percent for aggregate lenders. The bank's proportion of small loans to farms in moderate-income geographies at 17.8 percent is higher than the 8.5 percent of farms in moderate-income geographies and it is higher than the 7.2 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			**2014-16**
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Worcester MA-CT MSA	45	806	100.0	69	1.4	0.0	0.0	8.5	17.8	7.2	54.0	60.0	55.1	36.1	22.2	37.7	0.0	0.0	0.0
Total	**45**	**806**	**100.0**	**69**	**1.4**	**0.0**	**0.0**	**8.5**	**17.8**	**7.2**	**54.0**	**60.0**	**55.1**	**36.1**	**22.2**	**37.7**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The bank's distribution of home mortgage loans by borrower income is good overall. The distribution is adequate to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 8.4 percent is lower than the 21 percent of low-income families and higher than the 5.5 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 19.5 percent is higher than the proportion of moderate-income families at 16.8 percent and it is higher than the 16.6 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			**2014-16**
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Worcester MA-CT MSA	1,485	317,940	100.0	31,845	21.0	8.4	5.5	16.8	19.5	16.6	22.3	23.5	22.4	39.9	40.6	38.9	0.0	8.0	16.6
Total	**1,485**	**317,940**	**100.0**	**31,845**	**21.0**	**8.4**	**5.5**	**16.8**	**19.5**	**16.6**	**22.3**	**23.5**	**22.4**	**39.9**	**40.6**	**38.9**	**0.0**	**8.0**	**16.6**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 37.8 percent of its small loans to businesses. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 51.9 percent is lower than the 77.1 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 44.3 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Worcester MA-CT MSA	4,609	129,805	100.0	15,396	77.1	51.9	44.3	5.6	10.3	17.3	37.8
Total	**4,609**	**129,805**	**100.0**	**15,396**	**77.1**	**51.9**	**44.3**	**5.6**	**10.3**	**17.3**	**37.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33.3 percent of its small loans to farms. Approximately 53.3 percent of the bank's small loans to farms with known revenues were to farms with revenues of $1 million or less. The bank's proportion is significantly lower than the 96.8 percent of farms with revenues of $1 million or less, but is higher than the 44.9 percent for aggregate lenders

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues **2014-16**

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Worcester MA-CT MSA	45	806	100.0	69	96.8	53.3	44.9	1.9	18.8	1.3	33.3
Total	**45**	**806**	**100.0**	**69**	**96.8**	**53.3**	**44.9**	**1.9**	**18.8**	**1.3**	**33.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect on the bank's Lending Test performance in the Worcester, MA-CT Multistate MSA. During the evaluation period, the bank originated three CD loan totaling $52.3 million or 17.2 percent of the allocated Tier 1 Capital to fund affordable housing projects and to revitalize or stabilize low- or moderate-income geographies.

Examples of CD loans include:

- The bank provided $27 million for the renovation of the former Fitchburg Yarn Factory into the Fitchburg Yarn Lofts, a 96-unit mixed income multifamily housing development in Fitchburg, MA. The project, located in a moderate-income census tract, will have 39 units restricted to incomes at or below 60 percent of the area median income. The remaining 57 units are market rate rentals. The project helps to revitalize and stabilize the moderate-income geography. The bank also invested in LIHTCs supporting this project.

- The bank provided $23.3 million in construction financing for the historic preservation and adaptive reuse of the former Worcester Vocational Technical School located in a moderate-income census tract in Worcester. The area was once home to old mill buildings but has been undergoing transition into land of entrepreneurship and residency. The project will result in 84 mixed income rental units comprising 42 affordable housing units and 42 market rate units.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the multistate MSA, lending under the MHA and HARP programs accounted for 87 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions in Multistate MSA

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the Worcester, MA-CT Multistate MSA is rated Outstanding.

The bank made 50 community development investments during the evaluation period totaling $50 million. Approximately $27.8 million or 56 percent of the current period investment dollars support revitalization and stabilization efforts and $21.5 million or 43 percent support more than 600 units of affordable housing. In addition, the bank has 33 community development investments totaling $8.1 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Outstanding prior period and current period investments total $58 million or 19.1 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are generally innovative or complex with LIHTCs representing approximately $45.9 million or 92 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $731,000 in a LIHTC equity investment to fund the rehabilitation of 20 units of affordable housing in Worcester, MA. All units are restricted to renters with incomes at or below 60 percent of the area median income.

- The bank purchased $15.8 million in a LIHTC for the renovation of Fitchburg Yarn Mill into a 96-unit mixed-income market rate and affordable housing project. The project will include 39 units restricted to incomes at or below 60 percent of the area median income and 57 market rate units. Bank of America also provided the construction financing for the project.

- The bank invested $1.3 million in a LIHTC that funded the acquisition and rehabilitation of historically significant former Sitkowski School building in Webster, MA into 66 affordable housing units for seniors. All units are restricted to incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: MULTISTATE MSAs				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
Rated Area	#	$(000's)	#	$(000's)	#	$(000's)	% of Total $'s	#	$(000's)
Allentown, PA-NJ	29	2,182	62	21,597	91	23,779	0.15	0	0
Augusta, GA-SC	26	1,569	71	9,870	97	11,439	0.07	0	0
Boston, MA-NH	205	150,389	727	620,276	932	770,665	4.77	33	137,802
Charlotte, NC-SC	300	90,373	674	576,581	974	666,954	4.12	8	58,990
Kansas City, MO-KS	75	17,236	98	52,393	173	69,629	0.43	4	39,442
Myrtle Beach, SC-NC	12	892	56	6,662	68	7,554	0.05	0	0
New York, NY-NJ	360	290,675	908	1,289,227	1,268	1,579,902	9.77	45	308,425
Philadelphia, PA-NJ-DE	293	65,392	640	236,373	933	301,765	1.87	4	6,573
Portland, OR-WA	40	21,727	145	102,461	185	124,188	0.77	7	12,660
Providence, RI-MA	47	22,282	200	124,687	247	146,969	0.91	5	51,585
Salisbury, MD-DE	76	4,855	101	18,764	177	23,619	0.15	0	0
St. Louis, MO-IL	136	35,310	164	108,272	300	143,582	0.89	7	19,614
Washington, DC-VA-MD	106	79,115	376	327,228	482	406,343	2.51	13	104,251
Worcester, MA-CT	33	8,080	50	49,949	83	58,029	0.36	1	14,269

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions in Multistate MSA

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

The bank's performance under the Service Test in the Worcester, MA-CT Multistate MSA is rated Outstanding.

BANA's service delivery systems in the Worcester, MA-CT Multistate MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank's 24 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has three or 12.5 percent of its financial centers in low-income geographies and seven or 29.2 percent of its financial centers in moderate-income geographies. According to the 2010 U.S. Census data, 6.8 percent of the population lives in low-income geographies and 18.9 percent lives in moderate-income geographies.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the retail banking services conclusion.

The bank has three financial centers in middle-income geographies that are adjacent to or are in very close proximity to moderate-income geographies. These adjacent financial centers help improve access of service delivery systems to moderate-income geographies and to low- and moderate-individuals.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in a low-income geography and closed four. The bank closed two financial centers in low-income geographies and two in middle-income geographies. Despite these closures, service delivery systems remain readily accessible to low- and moderate-income geographies and individuals.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are generally 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Worcester MA-CT MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	16	8.1	62,381	6.8	3	12.5	12	14.0	1	100.0	2	50.0
Moderate	43	21.8	173,373	18.9	7	29.2	26	30.2	0	0.0	0	0.0
Middle	88	44.7	414,745	45.2	8	33.3	28	32.6	0	0.0	2	50.0
Upper	48	24.4	262,911	28.7	6	25.0	19	22.1	0	0.0	0	0.0
NA	2	1.0	3,570	0.4	0	0.0	1	1.2	0	0.0	0	0.0
Totals	**197**	**100.0**	**916,980**	**100.0**	**24**	**100.0**	**86**	**100.0**	**1**	**100.0**	**4**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

The bank provides a relatively high level of community development services within the assessment area. During the evaluation period, the bank participated with community development organizations to provide 90 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 5 low- and moderate-income individuals and provided 31 financial education and foreclosure prevention workshops for 806 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 20 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 13 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

State Ratings

State of Arizona

CRA Rating for Arizona[15]: **Satisfactory**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;

- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;

- Relatively low level of CD lending that has a neutral effect on overall lending performance;

- Excellent level and responsiveness of qualified investments; and

- Reasonably accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Arizona

The state of Arizona is Bank of America's 45th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $20.7 billion or 1.7 percent of its total domestic deposits in financial centers within the state of Arizona. Of the 65 depository financial institutions operating in the state, Bank of America, with a deposit market share of 18.1 percent, is the third largest. The only two other major banks that have deposit market shares greater than 5 percent include JPMorgan Chase Bank (26.3 percent) and Wells Fargo Bank (25.3 percent). As of December 31, 2016, the bank operated 141 financial centers and 491 ATMs in the state of Arizona.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Phoenix-Mesa-Scottsdale, AZ MSA, Bank of America reported an additional $437 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

[15] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Arizona in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Arizona

Examiners selected two assessment areas for full-scope reviews and the remaining five assessment areas for limited-scope reviews. The full-scope assessment areas included the Lake Havasu City-Kingman, AZ MSA and Phoenix-Mesa-Scottsdale, AZ MSA. While the Phoenix-Mesa-Scottsdale, AZ MSA carries approximately 82 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Arizona, examiners based the conclusions and ratings for the state on the activities within all assessment areas.

During the evaluation period, Bank of America originated or purchased 42,544 home mortgage loans totaling $8.3 billion, 49,006 small loans to businesses totaling $1.5 billion, 304 small loans to farms totaling $6.3 million, and 38 CD loans totaling $118.4 million in the state of Arizona. Lending volumes include loans originated or purchased in the Yuma, AZ MSA, which is no longer designated as an assessment area due to the bank's closure or sale of all financial centers and deposit-taking ATMs in the community. Based on loan volume, examiners weighted small loans to businesses, representing 53 percent of the volume, the most followed by home mortgage loans (46 percent), and small loans to farms (0.3 percent).

Examiners met with a variety of community development organizations, nonprofit organizations, and local and regional government agencies to learn about current economic trends and community development challenges and needs of low- and moderate-income people and neighborhoods. The community contacts identified several community development needs, including but not limited to mortgages for low- and moderate-income individuals, affordable housing, housing for the growing ageing population, and access to banks in rural communities.

The bank originated or purchased too few small loans to farms in the following assessment areas for any meaningful analysis: Lake Havasu City-Kingman, AZ MSA, Flagstaff MSA, Prescott MSA, and Sierra Vista-Douglas MSA.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ARIZONA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Arizona is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Arizona is excellent. Lending activity is excellent in the Lake Havasu City-Kingman, AZ MSA and excellent in the Phoenix-Mesa-Scottsdale, AZ MSA.

Lake Havasu City-Kingman, AZ MSA

Lending activity in the Lake Havasu City-Kingman, AZ MSA is excellent. According to FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 11.5 percent. The bank ranks third among 11 depository financial institutions, which places it in the top 28 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks 15th among 328 home mortgage lenders in the assessment area, which places it in the top 5 percent of lenders. Based on peer small business data for 2016, the bank has a 4.6 percent market share based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 52 small business lenders in the assessment area, which places it in the top 16 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Phoenix-Mesa-Scottsdale, AZ MSA

Lending activity in the Phoenix-Mesa-Scottsdale, AZ MSA is excellent. Based on the FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 19.8 percent. After adjusting for $437 million in corporate deposits, the bank ranks third among 57 depository financial institutions in the assessment area, which places it in the top 6 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.6 percent based on the number of home mortgage loans originated or purchased. The bank ranks 14th among 852 home mortgage lenders, which places it in the top 2 percent of lenders. Based on peer small business data for 2016, the bank has a 6.7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 203 small business lenders in the assessment area, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 6.5 percent based on the number of small loans to farms originated or purchased. The bank ranks fifth among 33 farm lenders, which places it in the top 16 percent of lenders. Considering the higher ranking for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: ARIZONA				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Lake Havasu City, AZ	2.75	1,537	210,374	980	24,745	13	1,049	1	1,053	2,531	237,221	1.48
Phoenix, AZ	73.52	30,114	6,185,303	37,259	1,193,167	160	2,930	30	93,363	67,563	7,474,763	82.38
Limited Review												
Flagstaff, AZ	2.09	851	183,039	1,063	24,399	5	35	0	0	1,919	207,473	0.81
Prescott, AZ	3.68	1,677	311,434	1,687	45,347	14	109	0	0	3,378	356,890	2.23
Sierra Vista, AZ	0.66	222	29,766	366	6,237	19	1,156	0	0	607	37,159	0.69
Tucson, AZ	14.24	6,519	1,113,776	6,517	170,468	45	520	5	16,045	13,086	1,300,809	12.41
Yuma, AZ	0.81	467	66,758	258	6,117	15	162	1	6,543	741	79,580	0.00
Arizona Non-MSA	2.25	1,157	169,718	876	27,824	33	330	1	1,388	2,067	199,260	0.00
ARIZONA	100.00	42,544	8,270,168	49,006	1,498,304	304	6,291	38	118,391	91,892	9,893,154	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is poor in the Lake Havasu City-Kingman, AZ MSA and adequate in the Phoenix-Mesa-Scottsdale, AZ MSA.

Lake Havasu City-Kingman, AZ MSA

The geographic distribution of home mortgage loans in the Lake Havasu City-Kingman, AZ MSA is poor. There are no low-income census tracts in the MSA. Performance is poor in moderate-income geographies. The distribution in moderate-income geographies at 2.8 percent is significantly lower than the 10.1 percent of owner-occupied housing units in moderate-income geographies and lower than the 3.5 percent for aggregate lenders.

Phoenix-Mesa-Scottsdale, AZ MSA

The geographic distribution of home mortgage loans in the Phoenix-Mesa-Scottsdale, AZ MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.6 percent is lower than the 3.7 percent of owner-occupied housing units in low-income geographies and it is slightly lower than the 1.7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 13.4 percent is lower than the 21.5 percent of owner-occupied housing units in moderate-income geographies and it is similar to the 13.9 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Lake Havasu City-Kingman AZ MSA	508	67,680	3.4	8,079	0.0	0.0	0.0	10.1	2.8	3.5	83.1	87.8	89.9	6.9	9.4	6.7	0.0	0.0	0.0
FS Phoenix-Mesa-Scottsdale AZ MSA	11,064	2,432,584	73.5	235,493	3.7	1.6	1.7	21.5	13.4	13.9	38.1	36.9	40.6	36.8	48.0	43.4	0.0	0.1	0.4
LS Arizona Non-MSA	34	4,426	0.2	463	12.7	0.0	0.0	41.9	0.0	3.7	35.4	85.3	71.7	10.0	14.7	24.6	0.0	0.0	0.0
LS Flagstaff AZ MSA	306	69,039	2.0	5,014	0.0	0.0	0.0	18.0	4.6	4.4	48.4	51.0	55.6	33.6	44.4	40.0	0.0	0.0	0.0
LS Prescott AZ MSA	687	142,475	4.6	10,654	0.0	0.0	0.0	11.6	9.0	11.8	68.2	66.2	70.3	20.2	24.7	17.9	0.0	0.0	0.0
LS Sierra Vista-Douglas AZ MSA	222	29,766	1.5	3,813	0.0	0.0	0.0	29.4	24.8	21.8	47.1	53.6	48.4	23.5	21.6	29.7	0.0	0.0	0.0
LS Tucson AZ MSA	2,225	381,588	14.8	42,948	3.5	2.4	1.7	22.0	15.8	14.2	37.4	35.3	36.2	37.2	46.5	47.9	0.0	0.0	0.0
Total	**15,046**	**3,127,558**	**100.0**	**306,464**	**3.3**	**1.5**	**1.5**	**21.0**	**13.1**	**13.5**	**41.4**	**40.4**	**42.7**	**34.3**	**44.9**	**41.9**	**0.0**	**0.1**	**0.3**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is good in the Lake Havasu City-Kingman, AZ MSA and excellent in the Phoenix-Mesa-Scottsdale, AZ MSA.

Lake Havasu City-Kingman, AZ MSA

The geographic distribution of small loans to businesses in the Lake Havasu City-Kingman, AZ MSA is excellent. Since there are no low-income census tracts, examiners based the conclusion on performance in moderate-income geographies. Performance is excellent in moderate-income geographies. The distribution in moderate-income geographies at 4.8 percent is slightly below the 5.4 percent of businesses in moderate-income geographies and it exceeds the 4.6 percent performance for aggregate lenders.

Phoenix-Mesa-Scottsdale, AZ MSA

The geographic distribution of small loans to businesses in the Phoenix-Mesa-Scottsdale, AZ MSA is excellent. The distribution is excellent in low-income geographies and excellent in moderate-income geographies. The geographic distribution in low-income geographies at 6.5 percent is similar to the 6.4 percent of businesses in low-income geographies and it is slightly higher than the 6.3 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 14.6 percent is slightly lower than the 15.9 percent of businesses in moderate-income geographies and it is slightly higher than the 14.5 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Lake Havasu City-Kingman AZ MSA	540	14,391	1.8	3,914	0.0	0.0	0.0	5.4	4.8	4.6	87.5	89.4	87.8	7.1	5.7	7.6	0.0	0.0	0.0
FS Phoenix-Mesa-Scottsdale AZ MSA	23,201	680,429	77.9	124,716	6.4	6.5	6.3	15.9	14.6	14.5	30.9	28.1	28.4	46.2	50.5	50.3	0.5	0.3	0.4
LS Flagstaff AZ MSA	600	13,806	2.0	2,914	0.0	0.0	0.0	15.3	15.0	14.1	44.8	36.5	42.8	39.9	48.5	43.1	0.0	0.0	0.0
LS Prescott AZ MSA	991	29,639	3.3	7,955	0.0	0.0	0.0	17.3	16.7	14.4	56.7	51.3	58.4	26.0	32.1	27.2	0.0	0.0	0.0
LS Arizona Non-MSA	27	456	0.1	222	3.8	16.7	1.4	21.0	14.3	16.7	59.6	66.7	57.2	15.6	18.5	24.8	0.0	0.0	0.0
LS Sierra Vista-Douglas AZ MSA	366	6,237	1.2	1,946	0.0	0.0	0.0	32.2	35.2	26.4	49.4	48.9	52.4	18.4	15.8	21.2	0.0	0.0	0.0
LS Tucson AZ MSA	4,045	98,484	13.6	23,108	5.8	5.3	4.7	25.2	25.1	22.8	30.1	30.4	30.4	38.9	39.2	42.1	0.0	0.0	0.0
Total	**29,770**	**843,442**	**100.0**	**164,775**	**5.7**	**5.8**	**5.4**	**17.2**	**16.2**	**15.6**	**34.1**	**30.8**	**32.1**	**42.6**	**47.1**	**46.5**	**0.4**	**0.2**	**0.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate, driven by performance in the Phoenix-Mesa-Scottsdale, AZ MSA.

Lake Havasu City-Kingman, AZ MSA

The bank made too few small loans to farms in the Lake Havasu City-Kingman, AZ MSA to perform any meaningful analysis.

Phoenix-Mesa-Scottsdale, AZ MSA

The geographic distribution of small loans to farms in the Phoenix-Mesa-Scottsdale, AZ MSA is adequate, based on poor performance in low-income geographies and good performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 3.6 percent is lower than the 5.6 percent of farms in low-income geographies and it is lower than the 5.2 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 13.3 percent is lower than the 17.2 percent of farms in moderate-income geographies and it is lower than the 17.5 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Lake Havasu City-Kingman AZ MSA	9	1,019	7.3	19	0.0	0.0	0.0	5.7	0.0	0.0	89.2	77.8	84.2	5.1	25.0	15.8	0.0	0.0	0.0
FS Phoenix-Mesa-Scottsdale AZ MSA	90	1,809	59.6	382	5.6	3.6	5.2	17.2	13.3	17.5	34.5	32.2	41.6	42.3	52.2	35.1	0.4	0.0	0.5
LS Flagstaff AZ MSA	1	15	1.9	14	0.0	0.0	0.0	12.5	0.0	14.3	54.4	100.0	57.1	33.0	0.0	28.6	0.0	0.0	0.0
LS Prescott AZ MSA	5	44	9.3	42	0.0	0.0	0.0	10.7	0.0	7.1	64.9	100.0	64.3	24.5	100.0	28.6	0.0	0.0	0.0
LS Arizona Non-MSA	1	8	2.4	14	1.8	0.0	0.0	5.5	0.0	0.0	80.4	100.0	92.9	12.3	100.0	7.1	0.0	0.0	0.0
LS Sierra Vista-Douglas AZ MSA	19	1,156	12.6	54	0.0	0.0	0.0	29.6	52.6	42.6	49.2	47.4	44.4	21.1	0.0	13.0	0.0	0.0	0.0
LS Tucson AZ MSA	23	355	15.8	62	4.4	0.0	0.0	22.2	13.3	22.6	36.6	56.5	37.1	36.8	34.8	40.3	0.0	0.0	0.0
Total	**151**	**4,426**	**100.0**	**587**	**4.6**	**2.1**	**3.4**	**17.6**	**15.9**	**18.6**	**39.3**	**43.0**	**46.0**	**38.2**	**39.7**	**31.7**	**0.3**	**0.0**	**0.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Lake Havasu City-Kingman, AZ MSA and it is good in the Phoenix-Mesa-Scottsdale, AZ MSA.

Lake Havasu City-Kingman, AZ MSA

The distribution of home mortgage loans by borrower income in the Lake Havasu City-Kingman, AZ MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.7 percent is lower than the 18.4 percent of low-income families in the

MSA; however, the bank's performance is higher than the 4.9 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 13.2 percent is lower than the 19.3 percent of moderate-income families and it exceeds the 12.8 percent performance for aggregate lenders.

Phoenix-Mesa-Scottsdale, AZ MSA

The distribution of home mortgage loans by borrower income in the Phoenix-Mesa-Scottsdale, AZ MSA is good. The distribution is adequate to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 9.1 percent is lower than the 21.2 percent of low-income families in the MSA; however, it is significantly higher than the 4.2 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 16.8 percent is slightly lower the 17.8 percent of moderate-income families in the MSA and it exceeds the 13.7 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Lake Havasu City-Kingman AZ MSA	508	67,680	3.4	8,079	18.4	7.7	4.9	19.3	13.2	12.8	23.4	18.1	17.9	38.9	53.9	43.3	0.0	7.1	21.1
FS Phoenix-Mesa-Scottsdale AZ MSA	11,064	2,432,584	73.5	235,493	21.2	9.1	4.2	17.8	16.8	13.7	20.5	18.9	19.1	40.6	45.1	39.6	0.0	10.2	23.4
LS Arizona Non-MSA	34	4,426	0.7	463	30.7	5.9	1.5	16.6	2.9	9.3	16.5	17.6	17.1	36.2	64.7	54.6	0.0	8.8	17.5
LS Flagstaff AZ MSA	306	69,039	2.0	5,014	21.2	4.9	1.6	17.8	9.8	10.1	20.0	14.7	17.4	41.0	65.4	55.4	0.0	5.2	15.5
LS Prescott AZ MSA	687	142,475	4.6	10,654	18.5	9.9	3.4	20.3	15.6	11.5	20.9	19.7	20.1	40.3	48.6	45.3	0.0	6.3	19.6
LS Sierra Vista-Douglas AZ MSA	222	29,766	1.5	3,813	20.7	16.2	6.9	17.9	15.3	12.3	20.0	15.8	15.3	41.4	33.3	29.6	0.0	19.4	35.9
LS Tucson AZ MSA	2,225	381,588	14.8	42,948	21.6	11.5	4.4	17.8	17.4	12.6	19.6	19.5	17.7	40.9	41.8	38.9	0.0	9.8	26.3
Total	**15,046**	**3,127,558**	**100.0**	**306,464**	**21.1**	**9.4**	**4.2**	**17.9**	**16.5**	**13.4**	**20.4**	**18.9**	**18.9**	**40.6**	**45.3**	**40.0**	**0.0**	**9.9**	**23.6**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Lake Havasu City-Kingman, AZ MSA and it is good in the Phoenix-Mesa-Scottsdale, AZ MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 32 percent of its small loans to businesses.

Lake Havasu City-Kingman, AZ MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Lake Havasu City-Kingman, AZ MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 49.4 percent is lower than the 80.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 45 percent for aggregate lenders, overall performance is good.

Phoenix-Mesa-Scottsdale, AZ MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Phoenix-Mesa-Scottsdale, AZ MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 58 percent is lower than the 80 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 41.6 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Lake Havasu City-Kingman AZ MSA	540	14,391	1.8	3,914	80.8	49.4	45.0	3.7	9.1	15.5	41.5
FS Phoenix-Mesa-Scottsdale AZ MSA	23,201	680,429	77.9	124,716	80.0	58.0	41.6	3.9	10.6	16.2	31.3
LS Flagstaff AZ MSA	600	13,806	2.0	2,914	76.9	50.8	44.3	4.3	12.2	18.8	37.0
LS Prescott AZ MSA	991	29,639	3.3	7,955	82.5	51.4	40.3	3.0	9.3	14.5	39.4
LS Arizona Non-MSA	27	456	0.1	222	60.0	48.1	45.0	6.6	27.3	33.4	40.7
LS Sierra Vista-Douglas AZ MSA	366	6,237	1.3	1,946	77.5	56.0	42.6	3.2	9.0	19.2	35.0
LS Tucson AZ MSA	4,045	98,484	13.6	23,108	79.4	57.3	40.0	4.1	9.2	16.5	33.4
Total	**29,770**	**843,442**	**100.0**	**164,775**	**79.8**	**57.4**	**41.4**	**3.9**	**10.4**	**16.3**	**32.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate, driven by performance in the Phoenix-Mesa-Scottsdale, AZ MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 32 percent of its small loans to farms.

Lake Havasu City-Kingman, AZ MSA

The bank made too few small loans to farms in the Lake Havasu City-Kingman, AZ MSA to perform any meaningful analysis.

Phoenix-Mesa-Scottsdale, AZ MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Phoenix-Mesa-Scottsdale, AZ MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 54.4 percent is lower than the 94 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution exceeded the 38.2 percent for aggregate lenders, performance is adequate.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Lake Havasu City-Kingman AZ MSA	8	982	7.3	19	97.4	50.0	26.3	1.3	50.0	1.3	37.5
FS Phoenix-Mesa-Scottsdale AZ MSA	90	1,809	59.6	382	94.0	54.4	38.2	4.2	13.3	1.7	32.2
LS Flagstaff AZ MSA	1	15	1.9	14	93.5	0.0	42.9	3.1	0.0	3.4	100.0
LS Prescott AZ MSA	7	58	6.4	42	97.5	57.1	38.1	1.0	0.0	1.6	42.9
LS Arizona Non-MSA	2	14	2.4	14	98.8	100.0	78.6	1.2	0.0	0.0	100.0
LS Sierra Vista-Douglas AZ MSA	19	1,156	12.6	54	97.0	52.6	37.0	1.4	16.7	1.6	36.8
LS Tucson AZ MSA	23	355	15.2	62	96.1	65.2	50.0	2.6	17.4	1.3	17.4
Total	**151**	**4,426**	**100.0**	**587**	**94.8**	**55.0**	**40.0**	**3.6**	**13.2**	**1.7**	**31.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

Community development lending has a neutral effect overall on the bank's Lending Test performance in the state of Arizona. The bank met the community's credit needs primarily through retail lending.

Lake Havasu City-Kingman, AZ MSA

In the Lake Havasu City-Kingman, AZ MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated one CD loan totaling $1.1 million that helped promote economic development through the financing of a small business. CD lending represents 2.7 percent of the allocated Tier 1 Capital.

Phoenix-Mesa-Scottsdale, AZ MSA

In the Phoenix-Mesa-Scottsdale, AZ MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated 30 CD loans totaling $93.4 million that mostly helped provide 755 units of affordable housing. CD lending represents 4.5 percent of the allocated Tier 1 Capital, after considering $437 million in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank provided $6.3 million in construction financing for Aurora Village Apartments, a 65-unit affordable multifamily housing project in Youngtown, AZ for seniors aged 62 or older. All units are restricted incomes at or below 60 percent of the area median income. The bank also provided a LIHTC equity investment for the project.

- The bank provided $7.5 million in construction and permanent financing for Escobedo at Verde Vista Phase II, a 62-unit affordable multifamily housing project in Mesa, AZ. The developers set aside 30 units for permanent supportive housing for chronically homeless individuals and families supported by a Project-Based Section 8 contract. All remaining units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $8.8 million in construction financing for Escobedo at Verde Vista Phase I, a 70-unit LIHTC affordable housing development in Mesa, AZ. This phase includes 12 new buildings with income restricted at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Arizona, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Flagstaff, AZ MSA, Prescott, AZ MSA, Sierra Vista-Douglas, AZ MSA, Tucson, AZ MSA, and Arizona Non-MSA is consistent with the High Satisfactory Lending Test performance in the state of Arizona.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Arizona is rated Outstanding. Investment performance is adequate in the Lake Havasu City-Kingman, AZ MSA and excellent in the Phoenix-Mesa-Scottsdale, AZ MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lake Havasu City-Kingman, AZ MSA

In the Lake Havasu City-Kingman, AZ MSA, Bank of America has an adequate level of community development investments. The bank made 16 CD investments during the evaluation period totaling $1.3 million. Approximately $1.3 million or 98 percent of the current period investment dollars supported 109 units of affordable housing. In addition, the bank has eight CD investments totaling $530,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $1.9 million or 4.9 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $1 million or 73 percent of the investment dollars.

Phoenix-Mesa-Scottsdale, AZ MSA

In the Phoenix-Mesa-Scottsdale, AZ MSA, the bank has an excellent level of CD investments. The bank made 281 CD investments during the evaluation period totaling $197.5 million. Approximately $183.2 million or 93 percent of the current period investment dollars supported nearly 1,700 units of affordable housing. In addition, the bank has 154 CD investments totaling $31.8 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $229.4 million or 11 percent of allocated Tier 1 Capital, after considering the $437 million in deposits that did not originate from the assessment area. The majority of current period investments are generally neither innovative nor complex with mortgage-backed securities representing approximately $102 million or 52 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $10 million in LIHTCs to fund the construction of Aurora Village Apartments, a 65-unit affordable multifamily housing project in Youngtown, AZ for seniors aged 62 or older. All units are restricted to incomes at or below 60 percent of the area median income. The bank also provided the construction financing for the project.

- The bank invested $12 million in a LIHTC to fund the construction of Meridian at 101, a 76-unit affordable housing development in Tempe, AZ for seniors aged 55 and older. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $13.8 million in a LIHTC to fund the gut rehabilitation and reconfiguration of Norwood Village Apartments in Glendale, AZ, an existing 115-unit into a 95-unit affordable housing development. All units will be restricted to incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: ARIZONA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Lake Havasu City, AZ	8	530	16	1,344	24	1,874	0.68	0	0
Phoenix, AZ	154	31,854	281	197,526	435	229,380	83.02	7	18,652
Limited Review									
Flaggstaff, AZ	5	537	9	507	14	1,044	0.38	0	0
Prescott, AZ	8	2,206	26	2,374	34	4,580	1.66	0	0
Sierra Vista, AZ	1	58	9	667	10	725	0.26	0	0
Tucson, AZ	20	5,222	71	24,404	91	29,626	10.72	2	11,561
Arizona Non-MSA	0	0	4	82	4	82	0.03	0	0
ARIZONA - Statewide	0	0	25	511	25	511	0.19	0	0
ARIZONA - Non Assessed	18	5,581	28	2,887	46	8,468	3.06	0	0
ARIZONA	214	45,988	469	230,303	683	276,291	100.00	9	30,213

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Arizona Non-MSA is consistent with the Outstanding Investment Test performance in the state of Arizona. Performance in the Flagstaff, AZ MSA, Prescott, AZ MSA, Sierra Vista-Douglas, AZ MSA, and Tucson, AZ MSA is weaker than the overall Outstanding Investment Test performance in the state of Arizona. Performance is weaker primarily due to lower levels of CD investments relative to the bank's size and resources in those assessment areas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Arizona is rated Low Satisfactory. Service Test performance is excellent in the Lake Havasu City-Kingman, AZ MSA and adequate in the Phoenix-Mesa-Scottsdale, AZ MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Lake Havasu City-Kingman, AZ MSA

In the Lake Havasu City-Kingman, AZ MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's three financial centers with the distribution of the population. Because the Lake Havasu City-Kingman, AZ MSA has no low-income census tracts, examiners based the conclusion on performance in moderate-income geographies. The bank has one of its three financial centers, representing 33.3 percent of the financial center located in moderate-income geographies where 11.3 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. We compared the usage of ADS by customers in moderate-income geographies with the percentage of the population residing in moderate-income geographies. In almost every ADS delivery channel, the percentage of customers in moderate-income geographies using those products exceeded the percentage of individuals in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in moderate-income geographies and to low- and moderate-income individuals. The bank closed one financial center in a middle-income geography during the evaluation period. Despite the closure, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are open 9:00 am to 5:00 pm Monday, 10:00 am to 5:00 pm Tuesday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Lake Havasu City-Kingman AZ MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	6	14.0	22,541	11.3	1	33.3	3	27.3	0	0.0	0	0.0
Middle	34	79.1	166,103	83.0	2	66.7	7	63.6	0	0.0	1	100.0
Upper	3	7.0	11,542	5.8	0	0.0	1	9.1	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**43**	**100.0**	**200,186**	**100.0**	**3**	**100.0**	**11**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Phoenix-Mesa-Scottsdale, AZ MSA

In the Phoenix-Mesa-Scottsdale, AZ MSA, the bank's service delivery systems are reasonably accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 106 financial centers with the distribution of the population. The bank has three financial centers or 2.8 percent of its financial centers in low-income geographies where 8.2 percent of the population lives. The bank has 22 financial centers or 20.8 percent of its financial centers located in moderate-income geographies where 24.7 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using online, telephone, mobile, and full-service ATMs are near the proportion of the population in low- and moderate-income geographies. Cash dispensing and text banking usage by customers in low- and moderate-income geographies exceeds the proportion of the population in low- and moderate-income geographies.

The bank has three financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low-income census tracts and 21 financial centers that are adjacent to moderate-income geographies. These adjacent financial centers provide additional access to retail banking services in low- and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of service delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in an upper-income geography and closed eleven. The bank closed three financial centers in low-income geographies and two in moderate-income geographies. The remaining six closures were in middle- and upper-income geographies.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm Friday, and 9:00 am to 1:00 pm Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Phoenix-Mesa-Scottsdale AZ MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	91	9.2	343,113	8.2	3	2.8	14	3.7	0	0.0	3	27.3
Moderate	243	24.5	1,035,604	24.7	22	20.8	77	20.4	0	0.0	2	18.2
Middle	336	33.9	1,509,434	36.0	37	34.9	144	38.2	0	0.0	3	27.3
Upper	311	31.4	1,297,760	31.0	43	40.6	130	34.5	1	100.0	3	27.3
NA	10	1.0	6,976	0.2	1	0.9	12	3.2	0	0.0	0	0.0
Totals	**991**	**100.0**	**4,192,887**	**100.0**	**106**	**100.0**	**377**	**100.0**	**1**	**100.0**	**11**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Lake Havasu City-Kingman, AZ MSA

The bank provides a relatively limited level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide seven community development services targeted to low- and moderate-income individuals. Employees provided seven financial education workshops for 109 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. The types of CD services provided are responsive to the needs identified in the community.

Phoenix-Mesa-Scottsdale, AZ MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 216 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 101 low- and moderate-income individuals and provided 53 financial education and foreclosure prevention workshops for 537 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 37 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 25 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Flagstaff, AZ MSA and Arizona Non-MSA is consistent with the Low Satisfactory Service Test performance in the state of Arizona. Performance in the Prescott, AZ MSA, Sierra Vista-Douglas, AZ MSA, and Tucson, AZ MSA is stronger than the Low Satisfactory Service Test performance in the state of Arizona. Performance is stronger primarily due to stronger financial center accessibility in moderate-income geographies.

State of Arkansas

CRA Rating for Arkansas[16]: **Satisfactory**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a negative effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Arkansas

The state of Arkansas is Bank of America's 28th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $4.2 billion or 0.4 percent of its total domestic deposits in financial centers within the state of Arkansas. Of the 127 depository financial institutions operating in the state, Bank of America, with a deposit market share of 6.9 percent, is the third largest. Competitors with deposit market shares greater than 5 percent include Arvest Bank (12.6 percent), Bank of the Ozarks (8.9 percent), Regions Bank (6.8 percent), Centennial Bank (6.3 percent), Simmons Bank (6 percent), and First Security Bank (6 percent). The state of Arkansas ranks 28th among 47 rating areas for total bank deposits. As of December 31, 2016, the bank operated 20 financial centers and 41 ATMs in Arkansas.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Little Rock-North Little Rock-Conway, AR MSA, Bank of America reported an additional $1 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external

[16] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Arkansas in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Arkansas

Examiners selected two assessment areas for full-scope reviews and the remaining two assessment areas for limited-scope reviews. The full-scope assessment areas selected included the Fayetteville-Springdale-Rogers, AR MSA and Little Rock-North Little Rock-Conway, AR MSA. While the Little Rock-North Little Rock-Conway, AR MSA carries approximately 86 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Arkansas, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 5,426 home mortgage loans totaling $798.6 million, 4,892 small loans to businesses totaling $125 million, 92 small loans to farms totaling nearly $707,000, and 2 CD loans totaling $444,000. Based on loan volume, examiners weighted home mortgage loans, representing 52 percent of the volume, the most followed by small loans to businesses (47 percent), and small loans to farms (1 percent).

Examiners conducted telephone interviews with two local government agencies. According to the agencies, although the local economies are stable and unemployment is low, affordable housing to own or rent remains a critical need.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ARKANSAS

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Arkansas is rated High Satisfactory, based on good lending activity, good geographic distribution, good borrower income distribution, and relatively low levels of CD lending that have a negative effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Arkansas is good. Lending activity is excellent in the Fayetteville-Springdale-Rogers, AR MSA and good in the Little Rock-North Little Rock-Conway, AR MSA.

Fayetteville-Springdale-Rogers, AR MSA

Lending activity in the Fayetteville-Springdale-Rogers, AR MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 4.3 percent. The bank ranks third among 35 depository financial institutions within the assessment area, which places it in the top 9 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.2 percent based on the number of home mortgage loans originated or purchased. The bank ranks 19th among 359 home mortgage lenders, which places it in the top 6 percent of lenders. Based on peer small business data for 2016, the bank has a 3.8 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 88 small business lenders in the assessment area, which places it in the top 10 percent of lenders. For small loans to farms, the bank has a market share of 0.7 percent based on the number of small loans to farms originated or purchased. The bank ranks seventh among 23 farm lenders, which places it in the top 31 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and similar ranking for small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Little Rock-North Little Rock-Conway, AR MSA

Lending activity in the Little Rock-North Little Rock-Conway, AR MSA is good. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 18.9 percent. The bank ranks second among 33 depository financial institutions in the assessment area, which places it in the top 7 percent of institutions. The bank's market share also includes $1 billion in deposits not derived from the local assessment area. Excluding those nonlocal deposits, the bank's market share is 14.5 percent. According to peer mortgage data for 2016, the bank has a market share of 1.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 16th among 347 home mortgage lenders, which places it in the top 5 percent of lenders. Based on peer small business data for 2016, the bank has a 4.5 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 91 small business lenders in the assessment area, which places it in the top 9 percent of lenders. The average size Bank of America's small loans to businesses is $25,000, which is significantly higher than the average loan size originated by four of the five top competitors. A low average loan size can indicate the lender is a credit card issuer, which can skew the market based on the number of loans originated. For small loans to farms, the bank has a market share of 2.1 percent based on the number of small loans to farms originated or purchased. The bank ranks 12th among 19 farm lenders in the assessment area, which places it in the bottom 36 percent of lenders. Considering the higher ranking for home mortgage loans and ranking for small loans to businesses relative to its ranking for deposits, overall lending activity is good.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: ARKANSAS				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Fayetteville, AR	33.30	1,740	278,372	1,470	29,239	38	298	0	0	3,248	307,909	9.61
Little Rock, AR	59.73	3,177	463,770	2,887	87,916	30	255	2	444	6,096	552,385	86.20
Limited Review												
Jonesboro, AR	4.27	269	36,274	346	3,133	17	121	0	0	632	39,528	2.05
Pine Bluff, AR	2.70	240	20,194	189	4,700	7	33	0	0	436	24,927	2.15
ARKANSAS	100.00	5,426	798,610	4,892	124,988	92	707	2	444	10,412	924,749	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Fayetteville-Springdale-Rogers, AR MSA and it is good in the Little Rock-North Little Rock-Conway, AR MSA.

Fayetteville-Springdale-Rogers, AR MSA

The geographic distribution of home mortgage loans in the Fayetteville-Springdale-Rogers, AR MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.2 percent is slightly lower than the 1.6 percent of owner-occupied housing units in low-income geographies, but is consistent with the 1.2 percent for aggregate lenders. The distribution in moderate-income geographies at 9.4 percent is lower than the 10.5 percent of owner-occupied housing units in moderate-income geographies; however, it exceeds the 8.1 percent for aggregate lenders.

Little Rock-North Little Rock-Conway, AR MSA

The geographic distribution of home mortgage loans in the Little Rock-North Little Rock-Conway, AR MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.9 percent is lower than the 2.8 percent of owner-occupied housing units in low-income geographies, but it is higher than the 1.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 14.5 percent is lower than the 17.5 percent of owner-occupied housing units in moderate-income geographies; however, it exceeds the 10.7 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Fayetteville-Springdale-Rogers AR-MO MSA	726	120,350	32.4	20,299	1.6	1.2	1.2	10.5	9.4	8.1	56.9	52.9	51.7	31.0	36.5	38.9	0.0	0.0	0.0
FS Little Rock-North Little Rock-Conway AR MSA	1,306	194,613	58.4	26,510	2.8	1.9	1.3	17.5	14.5	10.7	50.8	43.4	50.7	29.0	40.2	37.4	0.0	0.0	0.0
LS Jonesboro AR MSA	112	16,547	5.0	4,228	2.7	0.9	2.0	25.5	23.2	20.0	43.1	35.7	37.4	28.7	40.2	40.6	0.0	0.0	0.0
LS Pine Bluff AR MSA	94	7,765	4.2	1,515	2.0	2.1	0.7	23.9	13.8	9.6	39.6	41.5	39.6	34.4	42.6	50.1	0.0	0.0	0.0
Total	**2,238**	**339,275**	**100.0**	**52,552**	**2.4**	**1.7**	**1.3**	**16.5**	**13.2**	**10.4**	**51.2**	**46.0**	**49.7**	**30.0**	**39.1**	**38.6**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is excellent in the Fayette-Springdale-Rogers MSA and it is good in the Little Rock-North Little Rock-Conway, AR MSA.

Fayetteville-Springdale-Rogers, AR MSA

The geographic distribution of small loans to businesses in the Fayetteville-Springdale-Rogers, AR MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 3.6 percent exceeds the 3.4 percent of businesses in low-income geographies and it exceeds the 3.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 18.3 percent is lower than the 19.2 percent of businesses in moderate-income geographies; however, it exceeds the 16.7 percent performance for aggregate lenders.

Little Rock-North Little Rock-Conway, AR MSA

The geographic distribution of small loans to businesses in the Little Rock-North Little Rock-Conway, AR MSA is good. The distribution is adequate in low-income geographies and good in moderate-income geographies. The geographic distribution in low-income geographies at 3.6 percent is below the 4.5 percent of businesses in low-income geographies and it is lower than the 4.2 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 20.6 percent is lower than the 24.3 percent of businesses in moderate-income geographies; however, it is slightly higher than the 20.1 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Fayetteville-Springdale-Rogers AR-MO MSA	940	16,621	31.3	8,971	3.4	3.6	3.3	19.2	18.3	16.7	48.9	42.8	49.1	28.5	35.3	30.9	0.0	0.0	0.0
FS Little Rock-North Little Rock-Conway AR MSA	1,747	46,837	58.2	13,813	4.5	3.6	4.2	24.3	20.6	20.1	41.1	36.0	43.3	30.0	39.8	32.4	0.0	0.0	0.0
LS Jonesboro AR MSA	207	1,534	6.9	2,936	3.9	1.9	1.9	39.3	38.2	29.5	26.4	27.5	35.0	30.4	32.4	33.5	0.0	0.0	0.0
LS Pine Bluff AR MSA	106	1,874	3.5	1,050	4.7	7.5	4.0	28.2	27.4	23.2	40.0	37.7	47.2	27.1	27.4	25.5	0.0	0.0	0.0
Total	**3,000**	**66,866**	**100.0**	**26,770**	**4.1**	**3.6**	**3.6**	**24.2**	**21.3**	**20.1**	**42.2**	**37.6**	**44.5**	**29.4**	**37.4**	**31.8**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. Performance is poor in the Fayetteville-Springdale-Rogers, AR MSA and it is good in the Little Rock-North Little Rock-Conway, AR MSA.

Fayetteville-Springdale-Rogers, AR MSA

The geographic distribution of small loans to farms in the Fayetteville-Springdale-Rogers, AR MSA is poor, based on adequate performance in low-income geographies and poor performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 0 percent is lower than the 1.7 percent of farms in low-income geographies, but it is consistent with the 0 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 0 percent is lower than the 12 percent of farms in moderate-income geographies and it is significantly lower than the 19.1 percent for aggregate lenders.

Little Rock-North Little Rock-Conway, AR MSA

The geographic distribution of small loans to farms in the Little Rock-North Little Rock-Conway, AR MSA is good, based on poor performance in low-income geographies and excellent performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 0 percent is lower than the 2.4 percent of farms in low-income geographies and it is lower than the 1.2 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 26.7 percent is higher than the 21.5 percent of farms in moderate-income geographies and it exceeds the 22.4 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Fayetteville-Springdale-Rogers AR-MO MSA	22	179	41.7	1,024	1.7	0.0	0.0	12.0	0.0	19.1	60.2	81.8	69.2	26.1	26.7	11.6	0.0	0.0	0.0
FS Little Rock-North Little Rock-Conway AR MSA	15	151	29.3	340	2.4	0.0	1.2	21.5	26.7	22.4	49.7	46.7	58.5	26.4	33.3	17.9	0.0	0.0	0.0
LS Jonesboro AR MSA	14	93	30.8	432	1.8	14.3	0.5	28.2	40.0	15.0	44.2	50.0	61.8	25.7	50.0	22.7	0.0	0.0	0.0
LS Pine Bluff AR MSA	2	10	6.5	204	1.0	0.0	0.0	37.0	0.0	42.6	47.8	100.0	48.0	14.2	100.0	9.3	0.0	0.0	0.0
Total	**54**	**435**	**100.0**	**2,000**	**2.0**	**4.3**	**0.3**	**21.5**	**14.8**	**21.2**	**51.4**	**63.0**	**63.7**	**25.1**	**20.4**	**14.9**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Fayetteville-Springdale-Rogers, AR MSA and it is good in the Little Rock-North Little Rock-Conway, AR MSA.

Fayetteville-Springdale-Rogers, AR MSA

The distribution of home mortgage loans by borrower income in the Fayetteville-Springdale-Rogers, AR MSA is good. The distribution is adequate to low-income borrowers and good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 9.6 percent is significantly lower than the 19.9 percent of low-income families in the MSA; however, the bank's performance exceeds the 5.9 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 13.5 percent is lower than the 18.1 percent of moderate-income families and it is slightly lower than the 14.9 percent performance for aggregate lenders.

Little Rock-North Little Rock-Conway, AR MSA

The distribution of home mortgage loans by borrower income in the Little Rock-North Little Rock-Conway, AR MSA is good. The distribution is adequate to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 10.3 percent is well below the 21.4 percent of low-income families in the MSA; however, it exceeds the 6 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 19.3 percent exceeds the 17.9 percent of moderate-income families in the MSA and it exceeds the 15 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Fayetteville-Springdale-Rogers AR-MO MSA	726	120,350	32.4	20,299	19.9	9.6	5.9	18.1	13.5	14.9	20.5	17.2	17.3	41.4	51.2	42.5	0.0	8.4	19.4
FS Little Rock-North Little Rock-Conway AR MSA	1,306	194,613	58.4	26,510	21.4	10.3	6.0	17.9	19.3	15.0	20.5	20.2	18.8	40.2	38.9	35.0	0.0	11.3	25.1
LS Jonesboro AR MSA	112	16,547	7.2	4,228	24.2	8.0	3.6	17.0	11.6	11.5	18.9	12.5	18.8	40.0	59.8	44.4	0.0	8.0	21.6
LS Pine Bluff AR MSA	94	7,765	10.4	1,515	22.3	10.6	3.0	17.4	7.4	13.9	18.5	17.0	19.0	41.9	38.3	36.8	0.0	26.6	27.3
Total	**2,238**	**339,275**	**100.0**	**52,552**	**21.2**	**10.0**	**5.7**	**17.9**	**16.5**	**14.7**	**20.2**	**18.7**	**18.2**	**40.7**	**43.9**	**38.7**	**0.0**	**10.9**	**22.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Fayetteville-Springdale-Rogers, AR MSA and it is good in the Little Rock-North Little Rock-Conway, AR MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35 percent of its small loans to businesses.

Fayetteville-Springdale-Rogers, AR MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Fayetteville-Springdale-Rogers, AR MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 56.9 percent is lower than the 76 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution exceeds the 52.8 percent for aggregate lenders, overall performance is good.

Little Rock-North Little Rock-Conway, AR MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Little Rock-North Little Rock-Conway, AR MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 55.4 percent is lower than the 76.4 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution exceeds the 45.8 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Fayetteville-Springdale-Rogers AR-MO MSA	940	16,621	31.3	8,971	76.0	56.9	52.8	4.6	8.4	19.4	34.7
FS Little Rock-North Little Rock-Conway AR MSA	1,747	46,837	58.2	13,813	76.4	55.4	45.8	5.3	9.6	18.3	35.0
LS Jonesboro AR MSA	207	1,534	6.9	2,936	74.3	54.1	46.9	5.7	6.8	20.0	39.1
LS Pine Bluff AR MSA	106	1,874	4.3	1,050	75.8	48.1	39.4	4.2	14.2	20.0	37.7
Total	**3,000**	**66,866**	**100.0**	**26,770**	**76.1**	**55.5**	**48.0**	**5.1**	**9.2**	**18.8**	**35.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good, driven by primarily by performance in the Little Rock-North Little Rock-Conway, AR MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 41 percent of its small loans to farms.

Fayetteville-Springdale-Rogers, AR MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Fayetteville-Springdale-Rogers, AR MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 63.6 percent is significantly lower than the 95.8 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is significantly lower than the 91 percent for aggregate lenders.

Little Rock-North Little Rock-Conway, AR MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Little Rock-North Little Rock-Conway, AR MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 66.7 percent is also significantly lower than the 97 percent of farms with gross annual revenues of $1 million or less. However, the bank's distribution is higher than the 65 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Fayetteville-Springdale-Rogers AR-MO MSA	22	179	43.5	1,024	95.8	63.6	91.0	2.0	10.0	2.3	31.8
FS Little Rock-North Little Rock-Conway AR MSA	15	151	27.8	340	97.0	66.7	65.0	1.7	0.0	1.3	33.3
LS Jonesboro AR MSA	14	93	30.6	432	96.6	28.6	52.5	2.4	18.2	1.1	57.1
LS Pine Bluff AR MSA	3	12	7.7	204	97.5	100.0	42.6	1.0	0.0	1.5	100.0
Total	**54**	**435**	**100.0**	**2,000**	**96.6**	**53.7**	**73.4**	**1.8**	**8.3**	**1.6**	**40.7**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a negative effect overall on the bank's Lending Test performance in the state of Arkansas. The bank did not originate or purchase any CD loans in three of its four assessment areas during the evaluation period.

Fayetteville-Springdale-Rogers, AR MSA

In the Fayetteville-Springdale-Rogers, AR MSA, CD lending has a negative effect on the lending performance in the assessment area. During the evaluation period, the bank did not originate or purchase any CD loans.

Little Rock-North Little Rock-Conway, AR MSA

In the Little Rock-North Little Rock-Conway, AR MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated two CD loans totaling $444,000. CD lending represents 0.1 percent of the allocated Tier 1 Capital, after considering more than $1 billion in deposits from national corporations in which the deposits did not derive from the local community.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Arkansas, lending under the MHA and HARP programs accounted for 71 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Jonesboro, AR MSA is consistent with the High Satisfactory Lending Test performance in the state of Arkansas. Performance in the Pine Buff, AR MSA is weaker than the overall High Satisfactory Lending Test performance in the state of Arkansas primarily due to weaker borrower income distributions and or limited levels of CD lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 in the state of Arkansas section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Arkansas is rated Outstanding. Investment performance is poor in the Fayetteville-Springdale-Rogers, AR MSA and excellent in the Little Rock-North Little Rock-Conway, AR MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Fayetteville-Springdale-Rogers, AR MSA

In the Fayetteville-Springdale-Rogers, AR MSA, Bank of America has a poor level of community development investments. The bank made 24 CD investments during the evaluation period totaling $1.5 million. Approximately $1.5 million or 97 percent of the current period investment dollars originated during the evaluation period supported 53 units of affordable housing. In addition, the bank has 9 CD investments totaling $359,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $1.9 million or 3.8 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $1.3 million or 86 percent of the investment dollars.

Little Rock-North Little Rock-Conway, AR MSA

In the Little Rock-North Little Rock-Conway, AR MSA, the bank has an excellent level of CD investments. The bank made 141 CD investments during the evaluation period totaling $38.9 million. Approximately $38 million or 92 percent of the current period investment dollars supported 468 units of affordable housing. In addition, the bank has 51 CD investments totaling $11.2 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $50.1 million or 15.4 percent of allocated Tier 1 Capital, after considering more than $1 billion in deposits that did not originate from the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $36.9 million or 95 percent of the investment dollars.

Examples of community development investments include:

- The bank made five annual contributions of $35,000 each year to Baptist Health Foundation to help fund free healthcare through their Community Wellness Centers to homeless individuals and low-income families throughout Little Rock. All clients served are at or below the federal poverty level.

- The bank made a $1.4 million investment in LiftFund, Inc., of which the bank allocated $70,000 of the investment toward the Little Rock-North Little Rock-Conway, AR MSA. LiftFund, Inc. is a certified CDFI, formerly known as ACCION Texas, and it is a micro and small business lender. LiftFund used the investment funds to expand its micro and small business loan pool that offers loans from $500 to $250,000 to borrowers considered “unbankable” by traditional commercial lenders. LiftFund borrowers typically create an average of six jobs for every $50,000 borrowed. The investment is responsive to the community’s need for small business access to capital.

- The bank invested more than $847,000 in a fund that acquires direct and indirect investments in partnerships that own affordable housing projects across the nation that are financed in part with LIHTCs. This investment represents 51 units of affordable housing within the assessment area.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: ARKANSAS				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Fayetteville, AR	9	359	24	1,540	33	1,899	3.28	0	0
Little Rock, AR	51	11,230	141	38,875	192	50,105	86.60	0	0
Limited Review									
Jonesboro, AR	2	52	9	1,320	11	1,371	2.37	0	0
Pine Bluff, AR	6	155	14	333	20	488	0.84	0	0
ARKANSAS - Statewide	0	0	13	162	13	162	0.28	0	0
ARKANSAS - Non Assessed	23	2,825	23	1,007	46	3,832	6.62	0	0
ARKANSAS	91	14,621	224	43,237	315	57,858	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Jonesboro, AR MSA is consistent with the Outstanding Investment Test performance in the state of Arkansas. Performance in the Pine Bluff, AR MSA is weaker than the overall Outstanding Investment Test performance in the state of Arkansas primarily due to lower levels of CD investments relative to the bank’s size and resources.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Arkansas is rated High Satisfactory. Service Test performance is excellent in the Fayetteville-Springdale-Rogers, AR MSA and it is good in the Little Rock-North Little Rock-Conway, AR MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Fayetteville-Springdale-Rogers, AR MSA

In the Fayetteville-Springdale-Rogers, AR MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's six financial centers with the distribution of the population. The bank has one financial center in a low-income geography or 16.7 percent of its financial centers. Approximately 3.9 percent of the population lives in low-income geographies. The bank also has one financial center or 16.7 percent of its financial centers located in a moderate-income geography. Approximately 15.3 percent of the population lives in moderate-income geographies.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. Approximately 19 percent of the population resides in low- and moderate-income geographies. The percentages of customers using ADS are near to or exceed 19 percent.

The bank has three financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low and moderate-income census tracts. The adjacent financial centers help improve access to retail banking services to individuals in low- and moderate-income geographies.

Financial center openings and closings generally did not affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank closed two financial centers in moderate-income geographies during the evaluation period. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm

Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday. The University of Arkansas financial center, located in a moderate-income geography, is not open on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Fayetteville-Springdale-Rogers AR-MO MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	3	3.5	17,000	3.9	1	16.7	2	20.0	0	0.0	0	0.0
Moderate	13	15.3	67,505	15.3	1	16.7	2	20.0	0	0.0	2	100.0
Middle	46	54.1	239,341	54.4	4	66.7	6	60.0	0	0.0	0	0.0
Upper	23	27.1	116,275	26.4	0	0.0	0	0.0	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**85**	**100.0**	**440,121**	**100.0**	**6**	**100.0**	**10**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Little Rock-North Little Rock-Conway, AR MSA

In the Little Rock-North Little Rock-Conway, AR MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 12 financial centers with the distribution of the population. The bank has no financial centers in low-income geographies where only 5 percent of the population lives. The bank has four financial centers or 33.3 percent of its financial centers located in moderate-income geographies where 20.6 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using ADS are near to or exceed the percentage of the population residing in low- and moderate-income geographies.

The bank has two financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. These adjacent financial centers provide low- and moderate-income individuals and geographies additional access to retail banking services.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in a middle-income geography and closed two financial centers in moderate-income geographies, two in middle-income geographies, and one in an upper-income geography. Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday. The Little Rock Main Office, located in a moderate-income geography, is not open on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Little Rock-North Little Rock-Conway AR MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	11	6.7	34,878	5.0	0	0.0	1	3.8	0	0.0	0	0.0
Moderate	39	23.8	144,037	20.6	4	33.3	10	38.5	0	0.0	2	40.0
Middle	77	47.0	331,848	47.4	3	25.0	7	26.9	1	100.0	2	40.0
Upper	36	22.0	188,992	27.0	5	41.7	8	30.8	0	0.0	1	20.0
NA	1	0.6	2	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**164**	**100.0**	**699,757**	**100.0**	**12**	**100.0**	**26**	**100.0**	**1**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Fayetteville-Springdale-Rogers, AR MSA

The bank provides a limited level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 13 community development services targeted to low- and moderate-income individuals. Employees provided four financial education workshops for 163 students that are primarily from low- and moderate-income families. Employees participated in nine webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Little Rock-North Little Rock-Conway, AR MSA

The bank is a leader in providing community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 93 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 49 low- and moderate-income individuals and provided 19 financial education workshops for 256 individuals. Attendees to the financial education workshops were primarily elementary school students from low- and moderate-income families. Employees participated in 17 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, nine employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Pine Bluff, AR MSA is consistent with the High Satisfactory Service Test performance in the state of Arkansas. Performance in the Jonesboro, AR MSA is weaker than the overall High Satisfactory Service Test performance in the state of Arkansas primarily due to the bank's limited financial center presence in the assessment area.

State of California

CRA Rating for California[17]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in California

The state of California is Bank of America's largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $275.5 billion or 22.9 percent of its total domestic deposits in financial centers within the state of California. Of the 222 depository financial institutions operating in the state, Bank of America, with a deposit market share of 21.8 percent, is the state's largest. As of December 31, 2016, Bank of America operated 896 financial centers and 3,692 deposit-taking ATMs in the state. Wells Fargo is the state's second largest depository financial institution with 1,060 branches and $247.6 billion in deposits or 19.6 percent market share. JPMorgan Chase Bank is the third largest depository financial institution with 1,003 branches and $119 billion in deposits or 9.4 percent market share. MUFG Union Bank is the state's fourth largest depository financial institution with 331 branches and $78.9 billion in deposits or 6.2 percent market share. Fourteen other depository financial institutions have more than $10 billion in deposits in the state of California.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the San Francisco-Oakland-Hayward, CA MSA, Bank of America reported $18.1 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations.

[17] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Adjusting the bank’s total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank’s capacity in the assessment area.

Refer to the community profiles for the state of California in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in California

Examiners selected four assessment areas for full-scope reviews and the remaining twenty-three assessment areas for limited-scope reviews. The full-scope assessment areas included the Fresno, CA MSA, Los Angeles-Long Beach-Anaheim, CA MSA, Riverside-San Bernardino-Ontario, CA MSA, and San Francisco-Oakland-Hayward, CA MSA. While the Los Angeles-Long Beach-Anaheim and San Francisco-Oakland-Hayward, CA MSAs together carry approximately 75 percent of the weight of the overall conclusions based on the bank’s presence in those assessment areas relative to all assessment areas in California. Examiners based the conclusions and ratings for the state on the activities within all assessment areas.

During the evaluation period, Bank of America originated or purchased 311,204 home mortgage loans totaling $122.9 billion, 443,525 small loans to businesses totaling $12.4 billion, 4,022 small loans to farms totaling $147.6 million, and 590 CD loans totaling over $3 billion. Lending volumes include loans originated or purchased in the following six counties that the bank no longer designates as assessment areas due to the bank’s closure or sale of all financial centers and deposit-taking ATMs: Colusa, Del Norte, Glenn, Humboldt, Plumas, and Siskiyou counties. These counties were part of the California Non-MSA assessment area. Based on loan volume, examiners weighted small loans businesses, representing 58.5 percent of the volume, the most followed by home mortgage loans (41 percent), and small loans to farms (0.5 percent).

The bank did not originate or purchase sufficient volumes of small loans to farms in the Redding, CA MSA to provide any meaningful analyses.

The OCC interviewed six local government agencies and nonprofit organizations, which identified affordable housing, small dollar lending for businesses, and flexible lending for small businesses as some of the more pressing community development needs.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CALIFORNIA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of California is rated Outstanding, based on good lending activity, good geographic and borrower income distributions, and a relatively high level of CD lending that positively affected overall performance under the Lending Test. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of California is good. Lending activity is excellent in the Fresno, CA MSA and Riverside-San Bernardino-Ontario, CA MSA, and good in the Los Angeles-Long Beach-Anaheim MSA and San Francisco-Oakland-Hayward, CA MSA.

Fresno, CA MSA

Lending activity in the Fresno, CA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 16.6 percent. The bank ranks second among 26 depository financial institutions in the assessment area, which places the bank in the top 8 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.1 percent based on the number of home mortgage loans originated or purchased. The bank ranks 10th among 445 home mortgage lenders in the assessment area, which places it in the top 3 percent of home mortgage lenders. Based on peer small business data for 2016, the bank has a 6.1 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 81 small business lenders, which places it in the top 5 percent of lenders. For small loans to farms, the bank has a 16.7 percent market share based on the number of small loans to farms originated or purchased. The bank ranks second among 26 farm lenders, which places it in the top 8 percent of lenders. Considering the bank's higher ranking among all lenders for small loans to businesses relative to its ranking for deposits and the greater weight placed on small loans to businesses, overall lending activity is excellent.

Los Angeles-Long Beach-Anaheim, CA MSA

Lending activity in the Los Angeles-Long Beach-Anaheim, CA MSA is good. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 18.5 percent. The bank ranks first among 121 depository financial institutions in the assessment area, which places it in the top 1 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 4.4 percent based on the number of home mortgage loans originated or purchased. The bank ranks third among 941 home mortgage lenders, which places it in the top 1 percent of home mortgage lenders. Based on peer small business data for 2016, the bank has a 9.9 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 220 small business lenders, which places it in the top 2 percent of lenders. For small loans to farms, the bank has a market share of 15.9 percent based on the number of small loans to farms originated or purchased. The bank ranks third among 21 farm lenders, which places it in the top 15 percent of lenders. Considering the bank's lower relative ranking among all lenders for small loans to businesses relative to its ranking for deposits and the greater weight placed on small loans to businesses, overall lending activity is good.

Riverside-San Bernardino-Ontario, CA MSA

Lending activity in the Riverside-San Bernardino-Ontario, CA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 21.4 percent. The bank ranks first among 45 depository financial institutions in the assessment area, which places it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.4 percent based on the number of home mortgage loans originated or purchased. The bank ranks 10th among 814 home mortgage lenders, which places it in the top 2 percent of lenders. Based on peer small business data for 2016, the bank has a 9.2 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 155 small business lenders, which places it in the top 2 percent of lenders. For small loans to farms, the bank has a market share of 23.4 percent based on the number of small loans to farms originated or purchased. The bank ranks first among 17 farm lenders, which places it in the top 6 percent of lenders. Considering the bank’s rankings among all lenders for home mortgage loans and small loans to businesses are consistent with its ranking for deposits, overall lending activity is excellent.

San Francisco-Oakland-Hayward, CA MSA

Lending activity in the San Francisco-Oakland-Hayward, CA MSA is good. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 34.5 percent. The bank ranks first among 70 depository financial institutions in the assessment area, which places it in the top 2 percent of institutions. The bank’s market share also includes $18.1 billion in deposits not derived from the local assessment area. Excluding those nonlocal deposits, the bank’s market share is 30.8 percent. According to peer mortgage data for 2016, the bank has a market share of 5.1 percent based on the number of home mortgage loans originated or purchased. The bank ranks third among 744 home mortgage lenders, which places it in the top 1 percent of lenders. Based on peer small business data for 2016, the bank has an 8.6 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 180 small business lenders, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 14.2 percent based on the number of small loans to farms originated or purchased. The bank ranks third among 20 farm lenders, which places it in the top 15 percent of lenders. Considering the bank’s lower ranking among all lenders for small loans to businesses relative to its ranking for deposits and the greater weight placed on small loans to businesses, overall lending activity is good.

Table 1. Total Lending Volume												**2012-2016**
LENDING VOLUME				Geography: CALIFORNIA				Evaluation Period: January 1, 2012 to December 31, 2016				
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Fresno, CA	1.54	5,246	920,649	6,035	200,724	428	32,268	6	4,918	11,715	1,158,559	0.80
Los Angeles, CA	39.70	102,054	46,482,811	198,871	5,701,906	287	6,245	257	1,138,188	301,469	53,329,150	33.05
Riverside, CA	9.54	34,969	7,922,226	37,233	954,645	237	5,672	38	124,279	72,477	9,006,822	3.57
San Francisco, CA	15.35	48,997	25,952,851	67,286	1,952,990	162	2,761	116	1,134,078	116,561	29,042,680	42.04
Limited Review												
Bakersfield, CA	1.39	5,532	881,146	4,805	118,486	179	5,627	10	25,085	10,526	1,030,344	0.62
Chico, CA	0.34	1,469	271,066	1,087	20,767	57	1,087	0	0	2,613	292,920	0.21
El Centro, CA	0.18	670	94,663	648	16,086	34	390	0	0	1,352	111,139	0.10
Hanford, CA	0.17	714	110,731	553	16,057	40	1,860	0	0	1,307	128,648	0.06
Madera, CA	0.24	895	141,200	772	23,069	136	9,360	0	0	1,803	173,629	0.09
Merced, CA	0.37	1,556	231,303	1,070	28,308	168	8,971	1	2,463	2,795	271,045	0.12
Modesto, CA	0.88	3,767	640,634	2,778	81,275	151	4,002	1	2,361	6,697	728,272	0.42
Napa, CA	0.39	1,257	529,004	1,625	51,737	76	2,129	0	0	2,958	582,870	0.20
Oxnard, CA	2.31	7,773	2,856,584	9,593	255,999	161	4,194	16	68,440	17,543	3,185,217	1.39
Redding, CA	0.31	1,208	211,345	1,104	32,223	22	385	0	0	2,334	243,953	0.16
Sacramento, CA	4.96	18,392	4,482,144	18,970	520,425	246	3,589	22	79,166	37,630	5,085,324	2.78
Salinas, CA	0.79	3,082	1,103,205	2,799	78,675	134	4,456	2	524	6,017	1,186,860	0.52
San Diego, CA	7.43	24,608	9,938,275	31,587	919,237	170	3,711	54	241,285	56,419	11,102,508	4.35
San Jose, CA	6.67	21,796	12,947,608	28,707	722,557	137	5,073	34	140,601	50,674	13,815,839	6.11
San Luis Obispo, CA	0.54	1,607	496,261	2,387	71,284	130	4,540	4	14,867	4,128	586,952	0.29
Santa Cruz, CA	0.61	1,705	691,474	2,875	51,642	58	1,873	1	184	4,639	745,173	0.33
Santa Maria, CA	0.80	2,647	1,364,466	3,317	101,062	77	1,037	13	16,658	6,054	1,483,223	0.56
Santa Rosa, CA	1.11	3,658	1,249,609	4,641	138,835	136	3,632	7	24,368	8,442	1,416,444	0.53
Stockton, CA	1.22	4,746	901,130	4,355	104,967	176	7,150	1	1,161	9,278	1,014,408	0.51
Vallejo, CA	0.79	3,671	844,925	2,327	58,107	31	370	0	0	6,029	903,402	0.38
Visalia, CA	0.71	2,695	387,773	2,444	70,040	267	18,438	2	2,248	5,408	478,499	0.30
Yuba City, CA	0.28	1,261	213,269	785	25,684	101	4,440	3	1,584	2,150	244,977	0.12
California Non-MSA	1.36	5,229	1,074,932	4,871	119,620	221	4,343	2	3,104	10,323	1,201,999	0.42
CALIFORNIA	100.00	311,204	122,941,284	443,525	12,436,407	4,022	147,603	590	3,025,563	759,341	138,550,857	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is good in the Fresno, CA MSA, adequate in the Los Angeles-Long Beach-Anaheim, CA MSA, good in the Riverside-San Bernardino-Ontario, CA MSA, and adequate in the San Francisco-Oakland-Hayward, CA MSA.

Fresno, CA MSA

The geographic distribution of home mortgage loans in the Fresno, CA MSA is good. Performance is good in low- and moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 3.2 percent is lower than the 5 percent of owner-occupied housing units in low-income geographies, but it is higher than the 2.9 percent for aggregate lenders. The distribution in moderate-income geographies at 16.6 percent is lower than the 20.8 percent of owner-occupied housing units in moderate-income geographies; however, it is higher than the 14.5 percent for aggregate lenders.

Los Angeles-Long Beach-Anaheim, CA MSA

The geographic distribution of home mortgage loans in the Los Angeles-Long Beach-Anaheim, CA MSA is adequate. Performance is adequate in low-income geographies and it is adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.6 percent is lower than the 2.4 percent of owner-occupied housing units in low-income geographies and it is lower than the 2.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.9 percent is lower than the 17.4 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 16.9 percent performance for aggregate lenders.

Riverside-San Bernardino-Ontario, CA MSA

The geographic distribution of home mortgage loans in the Riverside-San Bernardino-Ontario, CA MSA is good. Performance is good in low-income geographies and it is good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.3 percent is slightly lower than the 2.9 percent of owner-occupied housing units in low-income geographies; however, it is greater than the 2.1 percent performance for aggregate lenders. The distribution in moderate-income geographies at 16.6 percent is lower than the 21.6 percent of owner-occupied housing units in moderate-income geographies; however, it is higher than the 15.9 percent performance for aggregate lenders.

San Francisco-Oakland-Hayward, CA MSA

The geographic distribution of home mortgage loans in the San Francisco-Oakland-Hayward, CA MSA is adequate. Performance is adequate in low-income geographies and it is adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 3.4 percent is lower than the 4.6 percent of owner-occupied housing units in low-income geographies and it is lower than the 4.8 percent performance for aggregate lenders. The distribution in moderate-income geographies at 10.8 percent is lower than the 14.5 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 14.2 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Fresno CA MSA	1,710	293,147	1.3	26,733	5.0	3.2	2.9	20.8	16.6	14.5	27.8	26.8	25.0	46.5	53.3	57.6	0.0	0.0	0.0
FS Los Angeles-Long Beach-Anaheim CA MSA	46,266	25,709,874	34.5	418,285	2.4	1.6	2.3	17.4	12.9	16.9	29.9	25.0	29.5	50.3	60.5	51.3	0.0	0.1	0.1
FS Riverside-San Bernardino-Ontario CA MSA	13,186	3,167,890	9.8	192,442	2.9	2.3	2.1	21.6	16.6	15.9	36.3	36.2	36.6	39.2	44.9	45.4	0.0	0.0	0.0
FS San Francisco-Oakland-Hayward CA MSA	23,716	14,491,507	17.7	192,850	4.6	3.4	4.8	14.5	10.8	14.2	39.9	34.5	40.4	41.0	51.3	40.6	0.0	0.0	0.0
LS Bakersfield CA MSA	1,984	294,664	1.5	26,180	2.0	1.2	0.7	23.2	20.8	14.6	30.8	25.7	25.6	44.1	52.4	59.1	0.0	0.0	0.0
LS California Non-MSA	1,482	339,128	1.1	19,179	0.4	0.3	0.2	11.3	7.5	7.7	54.0	48.7	48.1	34.4	43.5	43.9	0.0	0.0	0.0
LS Chico CA MSA	577	115,407	0.4	7,290	0.3	0.5	0.6	14.5	14.9	14.1	56.0	49.6	50.9	29.2	35.0	34.4	0.0	0.0	0.0
LS El Centro CA MSA	273	34,215	0.2	4,244	0.0	0.0	0.0	22.4	13.2	12.6	51.9	58.2	51.2	25.7	28.6	36.3	0.0	0.0	0.0
LS Hanford-Corcoran CA MSA	248	38,954	0.2	4,202	0.0	0.0	0.0	27.9	20.2	15.2	25.6	28.6	25.8	46.5	51.2	59.0	0.0	0.0	0.0
LS Madera CA MSA	294	43,002	0.2	4,430	0.0	0.0	0.0	19.8	20.1	21.5	60.7	62.9	55.6	19.5	17.0	23.0	0.0	0.0	0.0
LS Merced CA MSA	538	76,840	0.4	7,762	1.2	0.7	0.6	23.8	19.9	19.9	40.4	37.5	32.5	34.6	41.8	47.0	0.0	0.0	0.0
LS Modesto CA MSA	1,414	224,288	1.1	20,762	1.2	1.2	1.0	14.6	12.8	10.8	44.4	46.4	45.5	39.9	39.6	42.7	0.0	0.0	0.0
LS Napa CA MSA	584	279,866	0.4	5,798	0.0	0.0	0.0	22.4	21.1	22.9	45.5	43.8	44.1	32.1	35.1	33.1	0.0	0.0	0.0
LS Oxnard-Thousand Oaks-Ventura CA MSA	3,300	1,387,881	2.5	36,739	1.9	1.6	2.0	17.1	15.7	15.2	43.2	37.3	44.8	37.8	45.4	38.1	0.0	0.0	0.0
LS Redding CA MSA	366	62,661	0.3	7,072	0.0	0.0	0.0	20.8	23.2	20.6	53.8	46.7	52.5	25.4	30.1	26.8	0.0	0.0	0.0
LS Sacramento-Roseville-Arden-Arcade CA MSA	6,760	1,826,771	5.0	113,622	3.7	2.8	3.3	18.0	15.1	15.3	41.2	39.1	39.7	37.1	43.0	41.7	0.0	0.0	0.0
LS Salinas CA MSA	1,265	517,944	0.9	11,762	1.8	1.6	1.2	16.1	13.7	14.4	37.7	36.9	41.9	44.4	47.8	42.4	0.0	0.0	0.0
LS San Diego-Carlsbad CA MSA	10,226	4,919,229	7.6	141,802	3.3	2.7	3.2	14.3	10.6	13.2	38.8	29.4	38.1	43.6	57.3	45.5	0.0	0.0	0.0
LS San Jose-Sunnyvale-Santa Clara CA MSA	11,341	7,702,569	8.5	80,390	4.4	2.9	4.9	18.7	15.5	20.9	39.5	36.7	41.4	37.5	44.9	32.8	0.0	0.0	0.0
LS San Luis-Obispo-Paso Robles-Arroyo CA MSA	634	216,963	0.5	12,838	0.3	0.0	0.5	5.6	6.5	6.8	66.3	61.7	68.0	27.8	31.9	24.6	0.0	0.0	0.0
LS Santa Cruz-Watsonville CA MSA	759	351,882	0.6	10,024	0.5	0.1	0.4	22.3	15.9	20.7	36.6	39.7	37.0	40.6	44.3	41.9	0.0	0.0	0.0
LS Santa Maria-Santa Barbara CA MSA	1,022	685,263	0.8	13,960	2.8	3.1	3.4	15.1	16.5	17.7	34.9	25.8	35.4	47.1	54.5	43.5	0.0	0.0	0.0
LS Santa Rosa CA MSA	1,500	589,235	1.1	20,967	0.1	0.0	0.2	16.6	14.3	18.0	58.5	58.6	59.2	24.8	27.1	22.5	0.0	0.0	0.0
LS Stockton-Lodi MSA	1,802	350,677	1.3	29,040	2.2	1.1	1.5	20.8	15.8	13.9	33.0	33.2	30.9	44.0	49.9	53.8	0.0	0.0	0.0
LS Vallejo-Fairfield CA MSA	1,428	338,703	1.1	22,460	0.6	0.6	0.5	16.5	12.5	13.1	51.0	48.0	49.6	32.0	38.9	36.8	0.0	0.0	0.0
LS Visalia-Porterville CA MSA	962	125,909	0.7	12,554	0.7	0.6	0.2	22.5	21.2	12.9	34.6	32.4	27.5	42.2	45.7	59.3	0.0	0.0	0.0
LS Yuba City CA MSA	358	55,749	0.3	6,426	1.4	1.1	0.7	19.0	17.3	15.2	36.0	32.4	35.9	43.6	49.2	48.2	0.0	0.0	0.0
Total	**133,995**	**64,240,218**	**100.0**	**1,449,813**	**2.8**	**2.1**	**2.6**	**17.6**	**13.5**	**15.6**	**37.0**	**32.3**	**36.6**	**42.6**	**52.0**	**45.0**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Fresno, CA MSA, Los Angeles-Long Beach-Anaheim, CA MSA, Riverside-San Bernardino-Ontario, CA MSA, and San Francisco-Oakland-Hayward, CA MSA.

Fresno, CA MSA

The geographic distribution of small loans to businesses in the Fresno, CA MSA is excellent. Performance is good in low-income geographies and it is excellent in moderate-income geographies. The distribution in low-income geographies at 8.3 percent is lower than the 9.5 percent of businesses in low-income geographies; however, it is higher than the 6.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 22.6 percent is slightly lower than the 23.7 percent of businesses in moderate-income geographies; however, it exceeds the 19.4 percent performance for aggregate lenders.

Los Angeles-Long Beach-Anaheim, CA MSA

The geographic distribution of small loans to businesses in the Los Angeles-Long Beach-Anaheim, CA MSA is excellent. The distribution is excellent in low-income geographies and it is excellent in moderate-income geographies. The geographic distribution in low-income geographies at 6.6 percent is higher than the 6 percent of businesses in low-income geographies and it exceeds the 5.1 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 22.1 percent is higher than the 20.1 percent of businesses in moderate-income geographies and it exceeds the 18.7 percent performance of aggregate lenders.

Riverside-San Bernardino-Ontario, CA MSA

The geographic distribution of small loans to businesses in the Riverside-San Bernardino-Ontario, CA MSA is excellent. The distribution is excellent in low-income geographies and it is excellent in moderate-income geographies. The geographic distribution in low-income geographies at 4.2 percent is slightly lower than the 4.4 percent of businesses in low-income geographies; however, it exceeds the 3 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 23.7 percent is slightly lower than the 24 percent of businesses in moderate-income geographies; however, it exceeds the 20.7 percent performance of aggregate lenders.

San Francisco-Oakland-Hayward, CA MSA

The geographic distribution of small loans to businesses in the San Francisco-Oakland-Hayward, CA MSA is excellent. The distribution is excellent in low-income geographies and it is excellent in moderate-income geographies. The geographic distribution in low-income geographies at 12 percent is slightly lower than the 12.9 percent of businesses in low-income geographies; however, it exceeds the 9.7 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 16.7 percent is greater than the 14.7 percent of businesses in moderate-income geographies and it exceeds the 14.6 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Fresno CA MSA	4,047	128,831	1.3	22,850	9.5	8.3	6.3	23.7	22.6	19.4	26.1	29.8	24.8	40.5	39.2	49.5	0.2	0.1	0.0
FS Los Angeles-Long Beach-Anaheim CA MSA	138,838	3,730,150	45.6	523,485	6.0	6.6	5.1	20.1	22.1	18.7	27.3	28.7	27.0	45.5	41.9	48.4	1.2	0.8	0.9
FS Riverside-San Bernardino-Ontario CA MSA	26,338	642,812	8.7	111,947	4.4	4.2	3.0	24.0	23.7	20.7	34.2	32.9	32.8	37.3	39.2	43.4	0.1	0.0	0.0
FS San Francisco-Oakland-Hayward CA MSA	45,514	1,248,717	14.9	193,503	12.9	12.0	9.7	14.7	16.7	14.6	33.8	35.0	35.8	38.5	36.4	39.9	0.1	0.0	0.0
LS Bakersfield CA MSA	3,285	73,785	1.1	18,274	3.7	3.7	2.7	20.6	24.3	16.6	30.1	26.1	25.2	45.6	45.6	55.5	0.0	0.6	0.0
LS Chico CA MSA	694	13,166	0.2	12,377	0.4	0.0	0.3	28.3	24.2	14.7	43.2	43.4	43.6	28.1	32.4	41.4	0.0	0.0	0.0
LS El Centro CA MSA	416	8,451	0.1	2,660	0.0	0.0	0.0	31.6	33.7	26.9	45.6	50.2	48.6	22.8	16.1	24.5	0.0	0.0	0.0
LS Hanford-Corcoran CA MSA	360	10,708	0.1	2,010	0.0	0.0	0.0	39.8	39.2	30.0	20.8	22.5	26.6	39.3	38.3	43.3	0.2	0.0	0.1
LS Madera CA MSA	513	12,691	0.2	3,301	0.0	0.0	0.0	25.1	29.0	20.8	59.9	56.3	58.9	15.0	14.6	20.4	0.0	0.0	0.0
LS Merced CA MSA	718	16,709	0.2	5,097	2.2	1.0	1.1	39.7	37.9	27.6	28.4	34.7	35.9	29.7	26.5	35.3	0.0	0.0	0.0
LS Modesto CA MSA	1,890	48,337	0.6	12,465	2.4	3.2	2.1	19.1	21.1	16.4	44.4	41.4	42.6	34.2	34.3	38.9	0.0	0.0	0.0
LS Napa CA MSA	1,087	30,688	0.4	5,250	0.0	0.0	0.0	29.7	27.5	24.9	41.0	40.8	41.5	28.4	31.2	32.6	0.9	0.6	1.0
LS Oxnard-Thousand Oaks-Ventura CA MSA	6,497	161,299	2.1	32,805	3.4	4.0	2.9	18.8	21.3	16.0	44.6	39.4	41.8	33.2	35.2	39.4	0.0	0.0	0.0
LS Redding CA MSA	677	17,324	0.2	5,845	0.0	0.0	0.0	34.2	32.5	26.3	47.8	48.2	50.3	18.0	19.4	23.4	0.0	0.0	0.0
LS Sacramento-Roseville-Arden-Arcade CA MSA	12,889	335,693	4.2	68,359	7.0	7.9	5.8	20.9	21.7	17.1	38.8	36.8	37.8	33.3	33.6	39.3	0.0	0.0	0.0
LS Salinas CA MSA	1,806	53,207	0.6	9,770	1.4	2.8	1.3	18.9	19.2	16.9	38.9	41.0	39.9	40.3	35.9	41.5	0.6	1.1	0.4
LS Santa Maria-Santa Barbara CA MSA	2,247	60,693	0.7	13,631	13.2	11.4	9.5	21.6	23.9	19.8	26.4	25.6	27.9	38.3	38.6	42.2	0.5	0.5	0.6
LS Santa Cruz-Watsonville CA MSA	1,900	35,550	0.6	10,597	2.0	1.6	1.0	21.1	20.8	19.6	43.5	44.2	41.7	33.4	33.4	37.6	0.0	0.0	0.0
LS San Diego-Carlsbad CA MSA	21,427	602,372	7.0	123,509	5.8	5.9	4.4	15.5	16.5	14.1	35.3	32.9	34.4	43.3	44.7	47.1	0.1	0.1	0.1
LS San Jose-Sunnyvale-Santa Clara CA MSA	19,317	458,203	6.3	73,140	6.0	6.5	5.4	22.0	22.7	22.3	34.7	37.9	36.8	37.3	32.9	35.5	0.1	0.0	0.0
LS San Luis-Obispo-Paso Robles-Arroyo CA MSA	1,505	43,451	0.5	12,602	2.0	2.3	1.3	10.5	10.3	8.6	60.6	60.2	59.0	26.8	27.2	31.1	0.1	0.0	0.0
LS Santa Rosa CA MSA	3,034	89,510	1.0	19,124	3.6	2.7	2.1	19.9	20.5	17.3	53.1	53.0	53.8	23.3	23.8	26.8	0.0	0.0	0.0
LS Stockton-Lodi MSA	3,053	65,376	1.0	16,044	8.0	5.8	5.3	22.3	21.2	17.3	31.0	27.7	30.0	38.7	45.2	47.3	0.0	0.0	0.0
LS Vallejo-Fairfield CA MSA	1,642	38,088	0.5	9,738	2.0	1.5	1.4	24.2	27.5	18.5	47.0	46.8	45.6	26.6	24.3	34.5	0.2	0.0	0.0
LS Visalia-Porterville CA MSA	1,726	48,551	0.6	9,378	1.3	1.8	1.2	27.4	29.7	22.3	28.5	32.0	30.2	42.9	36.5	46.3	0.0	0.0	0.0
LS Yuba City CA MSA	519	16,530	0.2	3,417	0.6	0.8	0.8	32.7	30.1	22.5	31.0	29.5	33.6	35.7	39.9	43.1	0.0	0.0	0.0
LS California Non-MSA	2,736	66,017	0.9	13,672	0.7	0.2	0.5	15.6	12.0	14.1	55.6	55.2	54.3	28.1	32.6	31.1	0.0	0.0	0.0
Total	**304,675**	**8,056,909**	**100.0**	**1,334,850**	**6.4**	**6.8**	**5.1**	**19.7**	**21.1**	**17.8**	**33.2**	**32.6**	**32.8**	**40.2**	**39.1**	**43.8**	**0.5**	**0.4**	**0.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is good in the Fresno, CA MSA, excellent in the Los Angeles-Long Beach-Anaheim, CA MSA, good in the Riverside-San Bernardino-Ontario, CA MSA, and poor in the San Francisco-Oakland-Hayward, CA MSA.

Fresno, CA MSA

The geographic distribution of small loans to farms in the Fresno, CA MSA is good, based on good performance in low-income geographies and good performance in moderate-income geographies. The geographic distribution in low-income geographies at 4 percent is lower than the 4.8 percent of farms in low-income geographies and it is lower than the 4.4 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 27.9 percent is lower than the 29.6 percent of farms in moderate-income geographies and it is lower than the 30.5 percent for aggregate lenders.

Los Angeles-Long Beach-Anaheim, CA MSA

The geographic distribution of small loans to farms in the Los Angeles-Long Beach-Anaheim, CA MSA is excellent, based on adequate performance in low-income geographies and excellent performance in moderate-income geographies. The geographic distribution in low-income geographies at 2.6 percent is lower than the 3.7 percent of farms in low-income geographies and it is lower than the 3.5 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 17.9 percent is lower than the 19.4 percent of farms in moderate-income geographies; however, it exceeds the 17.7 percent for aggregate lenders.

Riverside-San Bernardino-Ontario, CA MSA

The geographic distribution of small loans to farms in the Riverside-San Bernardino-Ontario, CA MSA is good, based on good performance in low-income geographies and good performance in moderate-income geographies. The geographic distribution in low-income geographies at 4.8 percent is greater than the 3.9 percent of farms in low-income geographies; however, it is lower than the 5.4 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 20.4 percent is lower than the 22.9 percent of farms in moderate-income geographies and it is slightly lower than the 20.5 percent for aggregate lenders.

San Francisco-Oakland-Hayward, CA MSA

The geographic distribution of small loans to farms in the San Francisco-Oakland-Hayward, CA MSA is poor, based on poor performance in low-income geographies and poor performance in moderate-income geographies. The geographic distribution in low-income geographies at 2.5 percent is lower than the 6.6 percent of farms in low-income geographies and it is lower than the 4.2 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 3.5 percent is significantly lower than the 15.7 percent of farms in moderate-income geographies and it is lower than the 8.5 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Fresno CA MSA	301	22,662	11.3	545	4.8	4.0	4.4	29.6	27.9	30.5	34.1	40.9	37.6	31.5	27.2	27.5	0.0	0.0	0.0
FS Los Angeles-Long Beach-Anaheim CA MSA	195	4,297	7.6	458	3.7	2.6	3.5	19.4	17.9	17.7	29.0	24.1	29.5	47.4	53.3	48.5	0.6	2.9	0.9
FS Riverside-San Bernardino-Ontario CA MSA	167	3,825	6.3	298	3.9	4.8	5.4	22.9	20.4	20.5	35.6	29.3	28.5	37.7	45.5	45.6	0.0	0.0	0.0
FS San Francisco-Oakland-Hayward CA MSA	113	1,627	4.5	260	6.6	2.5	4.2	15.7	3.5	8.5	38.4	49.6	36.5	39.3	45.1	50.8	0.0	0.0	0.0
LS Bakersfield CA MSA	127	4,977	4.8	253	1.2	0.0	0.4	28.5	30.7	34.4	29.8	24.4	28.5	40.4	44.9	36.8	0.0	0.0	0.0
LS Chico CA MSA	34	916	1.4	170	0.4	7.7	0.6	21.4	20.6	14.1	36.1	32.4	40.0	42.1	44.1	45.3	0.0	0.0	0.0
LS El Centro CA MSA	20	235	0.8	115	0.0	0.0	0.0	19.3	30.0	15.7	40.6	50.0	40.0	40.0	20.0	44.3	0.0	0.0	0.0
LS Hanford-Corcoran CA MSA	28	1,194	1.1	139	0.0	0.0	0.0	20.5	10.0	11.5	42.0	53.6	38.8	37.4	39.3	49.6	0.1	0.0	0.0
LS Madera CA MSA	105	7,023	3.9	180	0.0	0.0	0.0	16.6	16.2	14.4	69.6	69.5	67.8	13.8	14.3	17.8	0.0	0.0	0.0
LS Merced CA MSA	110	5,519	4.1	376	0.3	0.0	0.0	17.0	19.1	15.2	52.8	51.8	59.6	29.9	29.1	25.3	0.0	0.0	0.0
LS Modesto CA MSA	105	3,096	4.3	470	0.8	2.7	0.6	8.2	4.8	5.5	51.4	54.3	56.2	39.7	40.0	37.7	0.0	0.0	0.0
LS Napa CA MSA	40	1,904	1.5	98	0.0	0.0	0.0	15.1	17.5	13.3	32.3	37.5	32.7	52.5	45.0	54.1	0.1	0.0	0.0
LS Oxnard-Thousand Oaks-Ventura CA MSA	112	3,218	4.2	206	5.9	8.9	9.7	24.9	23.2	23.3	44.6	43.8	45.6	24.6	24.1	21.4	0.0	0.0	0.0
LS Redding CA MSA	16	267	0.7	51	0.0	0.0	0.0	23.5	43.8	41.2	52.7	50.0	41.2	23.7	18.8	17.6	0.0	0.0	0.0
LS Sacramento-Roseville-Arden-Arcade CA MSA	149	2,118	5.8	438	3.7	4.3	1.4	16.3	13.7	10.0	46.4	47.7	50.0	33.6	41.6	38.6	0.0	0.0	0.0
LS Salinas CA MSA	89	2,525	3.3	169	0.6	0.0	1.2	15.1	11.2	20.1	43.1	36.0	45.6	40.8	52.8	32.5	0.4	0.0	0.6
LS Santa Maria-Santa Barbara CA MSA	50	690	2.2	164	6.4	18.0	8.5	16.4	15.2	17.1	24.1	24.0	38.4	52.8	46.0	36.0	0.2	5.0	0.0
LS Santa Cruz-Watsonville CA MSA	35	687	1.3	93	1.6	0.0	1.1	27.8	34.3	49.5	38.2	34.3	32.3	32.3	31.4	17.2	0.0	0.0	0.0
LS San Diego-Carlsbad CA MSA	114	2,422	4.3	282	3.9	0.0	0.7	16.2	15.8	12.1	38.8	26.3	36.2	41.1	57.9	50.7	0.0	0.0	0.4
LS San Jose-Sunnyvale-Santa Clara CA MSA	81	3,535	3.0	152	6.6	0.0	2.0	25.3	29.6	30.9	36.3	35.8	34.2	31.6	34.6	32.9	0.1	0.0	0.0
LS San Luis-Obispo-Paso Robles-Arroyo CA MSA	83	2,943	3.1	230	0.4	0.0	0.9	5.9	4.2	3.9	64.4	60.2	64.3	29.3	38.6	30.9	0.0	0.0	0.0
LS Santa Rosa CA MSA	90	2,920	3.4	213	0.9	0.0	0.5	12.5	6.8	8.5	55.7	51.1	58.2	30.8	44.4	32.9	0.0	0.0	0.0
LS Stockton-Lodi MSA	116	5,477	4.4	524	4.6	10.3	5.5	12.0	6.0	7.4	31.5	31.9	30.5	51.9	51.7	56.5	0.0	0.0	0.0
LS Vallejo-Fairfield CA MSA	17	255	0.6	53	0.5	0.0	0.0	11.4	0.0	1.9	56.0	41.2	67.9	32.1	58.8	30.2	0.0	0.0	0.0
LS Visalia-Porterville CA MSA	184	12,412	6.9	435	2.5	4.3	3.4	25.1	33.2	27.4	42.1	45.1	42.3	30.3	17.4	26.9	0.0	0.0	0.0
LS Yuba City CA MSA	68	3,067	2.6	204	0.2	0.0	0.0	6.9	4.8	3.4	37.3	30.9	36.8	55.7	67.6	59.8	0.0	0.0	0.0
LS California Non-MSA	111	2,474	4.2	216	0.2	0.0	0.5	13.4	12.6	12.0	58.8	67.6	65.7	27.6	19.8	21.8	0.0	0.0	0.0
Total	**2,660**	**102,285**	**100.0**	**6,792**	**3.3**	**2.6**	**2.5**	**18.6**	**17.5**	**16.5**	**39.6**	**41.5**	**43.1**	**38.4**	**38.2**	**37.9**	**0.1**	**0.3**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is adequate. The distribution is good in the Fresno, CA MSA, adequate in the Los Angeles-Long Beach-Anaheim, CA MSA, good in the Riverside-San Bernardino-Ontario, CA MSA, and adequate in the San Francisco-Oakland-Hayward, CA MSA.

Fresno, CA MSA

The distribution of home mortgage loans by borrower income in the Fresno, CA MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7 percent is significantly lower than the 24.7 percent of low-income families in the MSA; however, the bank's performance is higher than the 1.7 percent for aggregate lenders. Examiners applied more weight to the bank's performance relative to aggregate lenders due to the high cost of housing. The proportion of home mortgage loans to moderate-income borrowers at 11.5 percent is lower than the 16 percent of moderate-income families; however, it exceeds the 7.4 percent performance for aggregate lenders.

Los Angeles-Long Beach-Anaheim, CA MSA

The distribution of home mortgage loans by borrower income in the Los Angeles-Long Beach-Anaheim, CA MSA is adequate. The distribution is adequate to low-income borrowers and it is adequate to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 4.5 percent is significantly lower than the 23.6 percent of low-income families in the MSA; however, the bank's performance is higher than the 1.7 percent for aggregate lenders. Examiners applied more weight to the bank's performance relative to aggregate lenders due to the high cost of housing. The proportion of home mortgage loans to moderate-income borrowers at 8 percent is lower than the 16.6 percent of moderate-income families; however, it exceeds the 6 percent performance for aggregate lenders.

Riverside-San Bernardino-Ontario, CA MSA

The distribution of home mortgage loans by borrower income in the Riverside-San Bernardino-Ontario, CA MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 6.6 percent is significantly lower than the 21.8 percent of low-income families in the MSA; however, the bank's performance exceeds the 2.2 percent for aggregate lenders. Examiners applied more weight to the bank's performance relative to aggregate lenders due to the high cost of housing. The proportion of home mortgage loans to moderate-income borrowers at 15.3 percent is lower than the 17.5 percent of moderate-income families; however, it exceeds the 9.5 percent performance for aggregate lenders.

San Francisco-Oakland-Hayward, CA MSA

The distribution of home mortgage loans by borrower income in the San Francisco-Oakland-Hayward, CA MSA is adequate. The distribution is adequate to low-income borrowers and it is poor to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 4.4 percent is significantly lower than the 23.4 percent of low-income families in the MSA; however, the bank's performance exceeds the 2.6 percent for aggregate lenders. Examiners applied more weight to the bank's performance relative to aggregate lenders due to the high cost of housing. The proportion of home mortgage loans to moderate-income borrowers at 8.4 percent is lower than the 16.4 percent of moderate-income families and it is lower than the 9.7 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower 2014-16

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Fresno CA MSA	1,710	293,147	1.3	26,733	24.7	7.0	1.7	16.0	11.5	7.4	17.1	20.3	16.6	42.1	53.6	51.3	0.0	7.7	22.9
FS Los Angeles-Long Beach-Anaheim CA MSA	46,266	25,709,874	34.5	418,285	23.6	4.5	1.7	16.6	8.0	6.0	18.1	13.6	15.2	41.7	67.9	62.6	0.0	6.0	14.7
FS Riverside-San Bernardino-Ontario CA MSA	13,186	3,167,890	9.8	192,442	21.8	6.6	2.2	17.5	15.3	9.5	19.8	22.0	18.7	40.8	50.0	47.5	0.0	6.1	22.1
FS San Francisco-Oakland-Hayward CA MSA	23,716	14,491,507	17.7	192,850	23.4	4.4	2.6	16.4	8.4	9.7	18.9	14.0	18.6	41.4	68.8	57.5	0.0	4.4	11.7
LS Bakersfield CA MSA	1,984	294,664	1.5	26,180	23.0	8.6	2.6	17.2	15.3	9.5	18.0	23.3	17.3	41.8	45.4	45.8	0.0	7.3	24.9
LS California Non-MSA	1,482	339,128	1.1	19,179	19.4	7.8	2.5	17.4	11.7	9.5	19.9	16.2	18.2	43.3	58.4	53.9	0.0	5.9	16.0
LS Chico CA MSA	577	115,407	0.4	7,290	22.1	8.8	3.3	17.2	13.0	12.0	19.4	21.0	19.8	41.4	50.1	50.3	0.0	7.1	14.5
LS El Centro CA MSA	273	34,215	0.2	4,244	24.4	8.4	1.8	17.0	9.5	8.0	16.4	17.9	17.8	42.1	56.0	47.1	0.0	8.1	25.2
LS Hanford-Corcoran CA MSA	248	38,954	0.2	4,202	22.4	10.9	1.2	18.5	15.7	5.8	18.9	21.4	14.9	40.2	42.3	46.7	0.0	9.7	31.4
LS Madera CA MSA	294	43,002	0.2	4,430	20.5	7.1	1.5	18.9	19.0	8.1	20.7	23.1	17.7	40.0	43.2	49.2	0.0	7.5	23.5
LS Merced CA MSA	538	76,840	0.4	7,762	24.8	6.1	1.2	16.5	17.3	7.0	17.2	23.4	17.7	41.5	45.9	53.3	0.0	7.2	20.8
LS Modesto CA MSA	1,414	224,288	1.1	20,762	22.6	7.4	2.3	16.7	17.3	11.3	19.6	23.1	23.3	41.1	45.8	45.2	0.0	6.4	17.9
LS Napa CA MSA	584	279,866	0.4	5,798	21.9	5.8	2.7	16.7	9.6	8.5	20.3	17.6	19.5	41.1	59.6	57.6	0.0	7.4	11.6
LS Oxnard-Thousand Oaks-Ventura CA MSA	3,300	1,387,881	2.5	36,739	21.4	7.0	2.8	17.4	12.7	10.7	20.5	18.0	22.9	40.7	51.1	48.7	0.0	11.2	14.9
LS Redding CA MSA	366	62,661	0.3	7,072	22.7	9.3	2.1	18.0	14.5	8.9	19.1	18.9	19.0	40.2	48.1	47.0	0.0	9.3	23.0
LS Sacramento-Roseville-Arden-Arcade CA MSA	6,760	1,826,771	5.0	113,622	22.0	7.5	2.5	17.0	15.1	11.0	20.0	19.4	20.2	41.0	51.1	49.6	0.0	6.9	16.8
LS Salinas CA MSA	1,265	517,944	0.9	11,762	21.8	5.5	1.3	16.7	10.5	5.8	19.5	18.1	16.8	42.0	58.9	60.9	0.0	7.0	15.1
LS San Diego-Carlsbad CA MSA	10,226	4,919,229	7.6	141,802	22.4	4.6	1.5	17.6	8.5	6.3	18.7	14.4	17.5	41.3	66.9	55.9	0.0	5.5	18.8
LS San Jose-Sunnyvale-Santa Clara CA MSA	11,341	7,702,569	8.5	80,390	23.7	3.4	2.2	16.3	7.0	8.6	19.5	13.2	19.1	40.5	73.9	60.7	0.0	2.5	9.3
LS San Luis-Obispo-Paso Robles-Arroyo CA MSA	634	216,963	0.5	12,838	19.8	7.4	2.4	18.2	11.8	8.2	21.6	16.6	20.8	40.4	57.9	55.5	0.0	6.3	13.1
LS Santa Cruz-Watsonville CA MSA	759	351,882	0.6	10,024	23.9	5.8	2.2	16.9	9.4	8.5	18.3	13.4	18.2	40.9	66.3	60.4	0.0	5.1	10.6
LS Santa Maria-Santa Barbara CA MSA	1,022	685,263	0.8	13,960	21.7	6.7	2.8	17.8	11.3	10.6	18.6	13.3	19.2	41.9	60.8	51.6	0.0	8.0	15.8
LS Santa Rosa CA MSA	1,500	589,235	1.1	20,967	20.1	6.0	2.0	18.5	10.9	8.8	20.8	17.3	20.8	40.6	58.9	56.8	0.0	6.9	11.7
LS Stockton-Lodi MSA	1,802	350,677	1.3	29,040	22.0	6.4	1.8	17.7	15.0	8.0	19.1	24.5	19.4	41.1	48.0	53.0	0.0	6.0	17.6
LS Vallejo-Fairfield CA MSA	1,428	338,703	1.1	22,460	19.9	7.1	2.7	17.7	17.5	12.5	22.6	25.4	23.4	39.8	42.2	40.3	0.0	7.8	21.1
LS Visalia-Porterville CA MSA	962	125,909	0.7	12,554	22.8	7.7	1.1	17.6	13.1	6.1	17.8	18.9	14.1	41.8	50.6	51.2	0.0	9.7	27.5
LS Yuba City CA MSA	358	55,749	0.3	6,426	21.4	10.3	2.1	17.3	15.4	10.6	20.3	22.1	22.1	41.0	43.6	42.2	0.0	8.7	23.1
Total	**133,995**	**64,240,218**	**100.0**	**1,449,813**	**22.8**	**5.2**	**2.0**	**16.9**	**10.0**	**8.2**	**18.9**	**15.9**	**17.9**	**41.4**	**63.2**	**55.5**	**0.0**	**5.8**	**16.3**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 29 percent of its small loans to businesses. The distribution is good in the Fresno, CA MSA, Los Angeles-Long Beach-Anaheim, CA MSA, Riverside-San Bernardino-Ontario, CA MSA, and San Francisco-Oakland-Hayward, CA MSA.

Fresno, CA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Fresno, CA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.5 percent is lower than the 77.4 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 38.2 percent for aggregate lenders, overall performance is good.

Los Angeles-Long Beach-Anaheim, CA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Los Angeles-Long Beach-Anaheim, CA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 60.1 percent is lower than the 79 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 44.4 percent for aggregate lenders, overall performance is good.

Riverside-San Bernardino-Ontario, CA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Riverside-San Bernardino-Ontario, CA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 61.8 percent is lower than the 79.6 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 44.2 percent for aggregate lenders, overall performance is good.

San Francisco-Oakland-Hayward, CA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the San Francisco-Oakland-Hayward, CA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 58.6 percent is lower than the 78.6 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 38.8 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues										**2014-16**
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Fresno CA MSA	4,047	128,831	1.3	22,850	77.4	53.5	38.2	5.2	14.9	17.5	31.6
FS Los Angeles-Long Beach-Anaheim CA MSA	138,838	3,730,150	45.6	523,485	79.0	60.1	44.4	5.6	11.2	15.4	28.7
FS Riverside-San Bernardino-Ontario CA MSA	26,338	642,812	8.6	111,947	79.6	61.8	44.2	4.5	11.7	15.9	26.5
FS San Francisco-Oakland-Hayward CA MSA	45,514	1,248,717	14.9	193,503	78.6	58.6	38.8	5.6	10.4	15.8	31.0
LS Bakersfield CA MSA	3,285	73,785	1.1	18,274	78.2	56.9	39.5	4.5	12.5	17.3	30.6
LS Chico CA MSA	694	13,166	0.2	12,377	80.4	51.6	27.7	4.1	10.4	15.6	38.0
LS El Centro CA MSA	416	8,451	0.1	2,660	71.0	56.3	44.1	5.3	16.6	23.6	27.2
LS Hanford-Corcoran CA MSA	360	10,708	0.1	2,010	75.4	61.1	42.8	4.5	8.1	20.1	30.8
LS Madera CA MSA	513	12,691	0.2	3,301	79.8	55.2	43.7	4.2	14.6	16.1	30.2
LS Merced CA MSA	718	16,709	0.2	5,097	77.2	55.4	40.9	4.3	11.4	18.6	33.1
LS Modesto CA MSA	1,890	48,337	0.6	12,465	78.6	56.9	42.4	5.0	10.8	16.5	32.3
LS Napa CA MSA	1,087	30,688	0.4	5,250	80.2	52.1	41.2	5.4	12.1	14.3	35.9
LS Oxnard-Thousand Oaks-Ventura CA MSA	6,497	161,299	2.1	32,805	80.3	59.8	40.9	4.8	9.9	14.9	30.3
LS Redding CA MSA	677	17,324	0.2	5,845	80.3	53.2	36.5	4.5	12.7	15.3	34.1
LS Sacramento-Roseville-Arden-Arcade CA MSA	12,889	335,693	4.2	68,359	79.7	59.7	40.8	4.2	12.1	16.1	28.1
LS Salinas CA MSA	1,806	53,207	0.6	9,770	79.1	53.0	44.2	4.7	15.3	16.3	31.7
LS Santa Maria-Santa Barbara CA MSA	2,247	60,693	0.7	13,631	78.6	52.1	40.1	5.3	13.2	16.1	34.7
LS Santa Cruz-Watsonville CA MSA	1,900	35,550	0.6	10,597	82.6	55.5	39.1	4.2	11.9	13.2	32.6
LS San Diego-Carlsbad CA MSA	21,427	602,372	7.0	123,509	79.9	59.0	42.1	4.6	11.5	15.5	29.5
LS San Jose-Sunnyvale-Santa Clara CA MSA	19,317	458,203	6.3	73,140	78.2	61.4	39.6	5.6	9.9	16.1	28.7
LS San Luis-Obispo-Paso Robles-Arroyo CA MSA	1,505	43,451	0.5	12,602	81.4	52.2	38.1	4.1	12.8	14.5	35.0
LS Santa Rosa CA MSA	3,034	89,510	1.0	19,124	81.0	52.6	40.3	4.7	12.1	14.3	35.3
LS Stockton-Lodi MSA	3,053	65,376	1.0	16,044	77.2	61.2	44.1	5.0	10.9	17.9	27.9
LS Vallejo-Fairfield CA MSA	1,642	38,088	0.5	9,738	79.7	58.5	38.9	3.8	12.0	16.5	29.5
LS Visalia-Porterville CA MSA	1,726	48,551	0.6	9,378	77.4	61.0	39.1	5.1	9.4	17.5	29.6
LS Yuba City CA MSA	519	16,530	0.2	3,417	78.6	58.6	40.1	3.7	10.4	17.6	31.0
LS California Non-MSA	2,736	66,017	0.9	13,672	80.8	51.5	41.7	3.8	8.8	15.4	39.7
Total	**304,675**	**8,056,909**	**100.0**	**1,334,850**	**79.2**	**59.4**	**42.1**	**5.1**	**11.2**	**15.7**	**29.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35 percent of its small loans to farms. The distribution is poor in the Fresno, CA MSA, good in the Los Angeles-Long Beach-Anaheim, CA MSA, and adequate in the Riverside-San Bernardino-Ontario, CA MSA and San Francisco-Oakland-Hayward, CA MSA.

Fresno, CA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Fresno, CA MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 41.5 percent is significantly lower than the 90.6 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is lower than the 49.7 percent for aggregate lenders.

Los Angeles-Long Beach-Anaheim, CA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Los Angeles-Long Beach-Anaheim, CA MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 57.4 percent is lower than the 93.4 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 40.2 percent for aggregate lenders, overall performance is good.

Riverside-San Bernardino-Ontario, CA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Riverside-San Bernardino-Ontario, CA MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 53.9 percent is lower than the 93.5 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution exceeds the 50 percent for aggregate lenders, overall performance is adequate.

San Francisco-Oakland-Hayward, CA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the San Francisco-Oakland-Hayward, CA MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 52.2 percent is lower than the 94.4 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 48.1 percent for aggregate lenders, overall performance is adequate.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Fresno CA MSA	301	22,662	11.3	545	90.6	41.5	49.7	7.5	17.9	1.9	40.5
FS Los Angeles-Long Beach-Anaheim CA MSA	195	4,297	7.6	458	93.4	57.4	40.2	4.2	13.3	2.4	29.2
FS Riverside-San Bernardino-Ontario CA MSA	167	3,825	6.3	298	93.5	53.9	50.0	4.5	16.8	2.0	29.3
FS San Francisco-Oakland-Hayw ard CA MSA	113	1,627	4.2	260	94.4	52.2	48.1	3.9	12.4	1.7	35.4
LS Bakersfield CA MSA	127	4,977	5.5	253	87.7	36.2	39.5	9.2	26.8	3.1	37.0
LS Chico CA MSA	34	916	1.5	170	95.0	35.3	61.2	4.2	14.3	0.8	55.9
LS El Centro CA MSA	20	235	0.8	115	78.5	20.0	42.6	18.7	50.0	2.7	30.0
LS Hanford-Corcoran CA MSA	28	1,194	1.1	139	88.6	50.0	42.4	9.4	28.6	2.0	21.4
LS Madera CA MSA	105	7,023	3.9	180	91.2	38.1	48.3	7.6	27.6	1.2	34.3
LS Merced CA MSA	110	5,519	4.1	376	89.4	40.0	42.0	9.1	16.4	1.5	43.6
LS Modesto CA MSA	105	3,096	4.1	470	91.9	42.9	51.9	6.1	28.6	2.0	28.6
LS Napa CA MSA	40	1,904	1.5	98	92.1	37.5	43.9	6.8	27.5	1.1	35.0
LS Oxnard-Thousand Oaks-Ventura CA MSA	112	3,218	4.4	206	90.4	49.1	41.7	6.8	26.8	2.8	24.1
LS Redding CA MSA	16	267	0.7	51	95.4	56.3	47.1	1.9	0.0	2.6	58.3
LS Sacramento-Roseville-Arden-Arcade CA MSA	149	2,118	5.6	438	94.7	49.7	59.4	3.3	7.4	2.0	43.0
LS Salinas CA MSA	89	2,525	4.1	169	83.3	29.2	44.4	12.9	30.3	3.8	40.4
LS Santa Maria-Santa Barbara CA MSA	50	690	2.0	164	89.8	46.0	50.0	7.6	10.0	2.6	44.0
LS Santa Cruz-Watsonville CA MSA	35	687	1.3	93	92.4	48.6	44.1	6.1	17.1	1.5	34.3
LS San Diego-Carlsbad CA MSA	114	2,422	4.7	282	94.6	69.3	56.7	3.8	7.0	1.6	23.7
LS San Jose-Sunnyvale-Santa Clara CA MSA	81	3,535	3.2	152	93.2	53.1	54.6	4.5	17.3	2.3	29.6
LS San Luis-Obispo-Paso Robles-Arroyo CA MSA	83	2,943	3.1	230	95.5	45.8	50.4	3.3	14.5	1.2	39.8
LS Santa Rosa CA MSA	90	2,920	4.0	213	94.4	47.8	49.8	3.7	14.4	1.9	37.8
LS Stockton-Lodi MSA	116	5,477	4.4	524	91.8	34.5	45.8	6.8	26.7	1.4	38.8
LS Vallejo-Fairfield CA MSA	17	255	0.6	53	95.1	52.9	54.7	3.7	20.0	1.2	41.2
LS Visalia-Porterville CA MSA	184	12,412	6.9	435	88.2	46.7	47.8	9.8	25.5	2.0	27.7
LS Yuba City CA MSA	68	3,067	2.6	204	93.0	48.5	60.3	5.6	16.2	1.5	35.3
LS California Non-MSA	111	2,474	5.6	216	95.7	45.0	59.3	2.4	8.6	1.8	48.6
Total	**2,660**	**102,285**	**100.0**	**6,792**	**92.6**	**46.3**	**49.1**	**5.4**	**18.3**	**2.0**	**35.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect overall on the bank's Lending Test performance in the state of California.

Fresno, CA MSA

In the Fresno, CA MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated six CD loans totaling $4.9 million that helped provide 217 units of affordable housing. CD lending represents approximately 1.8 percent of the allocated Tier 1 Capital. The bank met the community's needs primarily through retail lending.

Los Angeles-Long Beach-Anaheim, CA MSA

In the Los Angeles-Long Beach-Anaheim, CA MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 257 CD loans totaling more than $1.1 billion that primarily helped provide

3,552 units of affordable housing. CD lending represents 10 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided $28 million in construction financing to develop Alegre Apartments, a 104-unit affordable multifamily housing project in Irvine, CA. All units except one reserved for the onsite property manager are restricted to incomes at or below 50 percent of the area median income. Bank of America also provided the LIHTC investment for this project.

- The bank provided $27.3 million in construction financing to develop Depot at Santiago, a 70-unit affordable multifamily housing project in Santa Ana, CA. All units except one reserved for the onsite property manager are restricted to incomes at or below 60 percent of the area median income. Bank of America also provided the LIHTC investment for this project.

- The bank provided $19.6 million in construction financing to construct Courson East Arts Colony, an 81-unit affordable housing development in Palmdale, CA. All units except one reserved for the onsite property manager are restricted to incomes at or below 50 percent of the area median income. Bank of America also provided the LIHTC investment for this project.

Riverside-San Bernardino-Ontario, CA MSA

In the Riverside-San Bernardino-Ontario, CA MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 38 CD loans totaling $124.3 million that primarily helped provide 864 units of affordable housing. CD lending represents 10.1 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided $10.2 million in construction financing to develop Citrus Circle Apartments, a 61-unit affordable multifamily housing project in Corona, CA. All units except one reserved for the onsite property manager are restricted to incomes at or below 60 percent of the area median income. Bank of America also provided the LIHTC investment for this project. This loan is responsive to identified needs as demand for affordable housing in Corona, CA far exceeds the supply.

- The bank provided $28 million in tax-exempt construction financing to develop Ivy at College Park II Apartments, a 200-unit affordable housing development in Chino, CA. All units except two that are reserved for onsite property managers are restricted to incomes at or below 60 percent of the area median income. Bank of America also provided a taxable construction loan for this project.

- The bank provided a $10.2 million construction loan to develop Citrus Circle Apartments, a 61-unit affordable housing development in Corona, CA. The project includes 14 one-bedroom, 28 two-bedroom, and 18 three-bedroom units to help address the housing needs of larger families. All units except one reserved for the onsite property manager are restricted to incomes at or below 60 percent of the area median income. Bank of America also provided a LIHTC equity investment toward this project.

San Francisco-Oakland-Hayward, CA MSA

In the San Francisco-Oakland-Hayward, CA MSA, CD lending has a positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 116 CD loans totaling more than $1.1 billion that primarily helped provide 3,007 units of affordable housing. CD lending represents 9.3 percent of the allocated Tier 1 Capital, after considering approximately $18 billion in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank provided $19.5 million in construction financing to develop 1100 Ocean Avenue Apartments, a 71-unit affordable housing development serving very low-income families in San Francisco. All units except the onsite manager’s unit are restricted to incomes at or below 50 percent of the area median income. Bank of America also provided a LIHTC equity investment in the project’s development.

- The bank provided $20.7 million in construction financing for the substantial rehabilitation of 1880 Pine Apartments, a 113-unit existing affordable housing development for seniors (62+) in San Francisco. All units except the onsite property manager’s unit are restricted to incomes at or below 50 percent of the area median income. Bank of America also provided a LIHTC equity investment and a standby letter of credit to support the development.

- The bank provided $19.1 million in construction financing for the rehabilitation of Alemany Apartments, a 150-unit existing affordable housing development in San Francisco. The development includes 139 units restricted to incomes at or below 50 percent of the area median income. The bank also provided a LIHTC equity investment along with a standby letter of credit in support of the development.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America’s Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of California, lending under the MHA and HARP programs accounted for 89 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance varied across the limited-scope assessment areas. Performance in the Bakersfield, CA MSA, Merced, CA MSA, Modesto, CA MSA, Oxnard-Thousand Oaks-Ventura, CA MSA, Sacramento-Roseville-Arden-Arcade, CA MSA, Salinas, CA MSA, San Diego-Carlsbad, CA MSA, San Jose-Sunnyvale-Santa Clara, CA MSA, San Luis-Obispo-Paso Robles-Arroyo, CA MSA, Santa Maria-Santa Barbara, CA MSA, Santa Rosa, CA MSA, Stockton-Lodi, CA MSA, and Visalia-Porterville, CA MSA is consistent with the Outstanding Lending Test performance in the state of California. Performance in the Chico, CA MSA, El Centro, CA MSA, Hanford-Corcoran, CA MSA, Madera, CA MSA, Napa, CA MSA, Redding, CA MSA, Santa Cruz-Watsonville, CA MSA, Vallejo-Fairfield, CA MSA, Yuba City, CA MSA, and California Non-MSA is good and it is weaker than the overall Outstanding Lending Test performance in the state of California primarily due to weaker geographic distributions and relatively lower levels of CD lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank’s level of qualified investments.

Bank of America’s performance under the Investment Test in the state of California is rated Outstanding. Investment performance is excellent in the Fresno, CA MSA, Los Angeles-Long Beach-Ontario MSA, Riverside-San Bernardino-Ontario, CA MSA, and San Francisco-Oakland-Hayward, CA MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Fresno, CA MSA

In the Fresno, CA MSA, Bank of America has an excellent level of CD investments. The bank made 81 CD investments during the evaluation period totaling $32.8 million. Approximately $32.8 million or 96 percent of the current period investment dollars supported 243 units of affordable housing. In addition, the bank has 18 CD investments totaling $3.1 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $35.8 million or 13 percent of allocated Tier 1 Capital. The majority of current period investments are either innovative or complex with LIHTCs representing approximately $23 million or 70 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $6.2 million in a Section 42 LIHTC fund that invests in a portfolio of four LIHTC projects in multiple assessment areas. One of the projects, comprising two sites located in the Fresno, CA MSA, will provide 44 units of affordable housing. All units are restricted to incomes at or below 60 percent of the area median income. The investment amount represents just the portion allocated to the Fresno, CA MSA.

- The bank invested $16.7 million in a Section 42 LIHTC fund that invests in a portfolio of six LIHTC projects in multiple assessment areas. Two of the projects are located in the Fresno, CA MSA and provide 77 units of affordable housing to seniors aged 55 and older. All units are restricted to incomes at or below 60 percent of the area median income. This investment amount represents just the portion allocated to the Fresno, CA MSA.

- The bank provided $500,000 in grants to the Northern California Community Loan Fund (NCCLF), a certified CDFI and CDE that supplies loan capital and financial training to organizations that develop affordable housing and community facilities, provide job-training programs, and vital human services throughout northern California. The grant money has helped NCCLF to preserve low-income housing and provide much needed services to low- and moderate-income individuals. Bank of America has invested $3 million in the NCCLF. The bank allocated $500,000 of the grants to the Fresno, CA MSA.

Los Angeles-Long Beach-Anaheim, CA MSA

In the Los Angeles-Long Beach-Anaheim, CA MSA, Bank of America has an excellent level of CD investments. The bank made 897 CD investments during the evaluation period totaling $973.8 million. Approximately $944.9 million or 97 percent of the current period investment dollars supported 6,214 units of affordable housing. In addition, the bank has 262 CD investments totaling $270.8 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $1.2 billion or 10.9 percent of allocated Tier 1 Capital. The majority of current period investments are either innovative or complex with LIHTCs representing approximately $613.2 million or 63 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $17.3 million in a LIHTC to finance the construction of Crenshaw Villas, a 50-unit affordable housing development for senior aged 55 and over in Los Angeles, CA. All units except one reserved for the onsite property manager are restricted to incomes at or below 50 percent of the area median income.

- The bank invested $9.2 million in a LIHTC to finance the construction of Day Street, a 46-unit supportive housing development in the City of Los Angeles. The developer set aside 37 units for the homeless. The remaining units are restricted to incomes at or below 40 percent of the area median income.

- The bank invested $23.9 million in a LIHTC to finance the construction of Glendale Arts Colony Apartments, a 70-unit affordable housing development in Glendale, CA. All units except one reserved for the onsite property manager are restricted to incomes at or below 60 percent of the area median income.

Riverside-San Bernardino-Ontario, CA MSA

In the Riverside-San Bernardino-Ontario, CA MSA, Bank of America has an excellent level of CD investments. The bank made 114 CD investments during the evaluation period totaling $114.9 million. Approximately $111.6 million or 97 percent of the current period investment dollars supported 1,152 units of affordable housing. In addition, the bank has 53 CD investments totaling $17.4 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $132.3 million or 10.7 percent of allocated Tier 1 Capital. The majority of current period investments are either innovative or complex with LIHTCs representing approximately $109.7 million or 95 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $12.3 million in a LIHTC to finance the construction and rehabilitation of Citrus Circle Apartments, a 61-unit affordable housing development in Corona, CA. All units except one reserved for the onsite property manager are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $8.1 million in a Section 42 LIHTC fund that invests in portfolio of five LIHTC projects in multiple assessment areas. One of the projects is Paseo de los Heroes, a 53-unit affordable housing development in Mecca, CA. The developer targeted the units to migrant farm workers, which receive U.S. Rural Development Section 521 Rental Assistance. Eligible applicants pay no more than 30 percent of income for housing. The investment amount represents just the portion allocated to the Riverside-San Bernardino-Ontario, CA MSA.

- The bank invested $11.6 million in a Section 42 LIHTC fund that invests indirectly in qualifying LIHTC properties in multiple assessment areas. This investment amount represents Paseo Verde Phase II, a 46-unit affordable housing development in Fontana, CA. The development restricts all units to renters with incomes at or below 60 percent of the area median income.

San Francisco-Oakland-Hayward, CA MSA

In the San Francisco-Oakland-Hayward, CA MSA, Bank of America has an excellent level of CD investments. The bank made 895 CD investments during the evaluation period totaling $1.6 billion. Approximately $1.5 million or 96 percent of the current period investment dollars supported 8,309 units of affordable housing. In addition, the bank has 351 CD investments totaling $218.2 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $1.8 billion or 14.9 percent of allocated Tier 1 Capital after considering approximately $18 billion in deposits from national corporations in which the deposits did not derive from the local community. The majority of current period investments are either innovative or complex with LIHTCs and New Markets Tax Credits representing approximately $1 billion or 63 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $11.6 million in a LIHTC to finance the rehabilitation of 227 Bay Street, a 61-unit affordable housing complex in the City of San Francisco for seniors and individuals with disabilities. All units except one reserved for the onsite property manager are restricted to incomes at or below 50 percent of the area median income.

- The bank invested $19.7 million in a LIHTC to finance the rehabilitation of 255 Woodside Avenue, a 109-unit affordable housing complex in the City of San Francisco for seniors and individuals with disabilities. All units except one reserved for the onsite property manager are restricted to incomes at or below 50 percent of the area median income.

- The bank invested $52.6 million in a LIHTC to finance the rehabilitation of Clementina Towers of 345, a 276-unit affordable housing complex in the City of San Francisco for seniors and individuals with disabilities. All units except two reserved for the onsite property managers are restricted to incomes at or below 50 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: CALIFORNIA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Fresno, CA	18	3,063	81	32,777	99	35,840	0.90	0	0
Los Angeles, CA	262	270,797	897	973,808	1,159	1,244,605	31.10	31	177,898
Riverside, CA	53	17,378	114	114,876	167	132,254	3.31	4	8,506
San Francisco, CA	351	218,207	895	1,599,530	1,246	1,817,737	45.43	58	769,212
Limited Review									
Bakersfield, CA	23	5,698	49	16,633	72	22,332	0.56	0	0
Chico, CA	9	1,619	34	4,647	43	6,266	0.16	0	0
El Centro, CA	14	3,470	14	1,135	28	4,605	0.12	0	0
Hanford, CA	5	617	21	1,477	26	2,093	0.05	0	0
Madera, CA	3	78	21	991	24	1,069	0.03	0	0
Merced, CA	4	910	19	3,687	23	4,596	0.11	0	0
Modesto, CA	10	533	37	8,711	47	9,245	0.23	0	0
Napa, CA	5	917	49	4,142	54	5,059	0.13	2	639
Oxnard, CA	22	17,899	49	42,403	71	60,303	1.51	4	3,600
Redding, CA	8	738	23	3,911	31	4,649	0.12	1	204
Sacramento, CA	41	35,155	181	71,411	222	106,565	2.66	6	3,538
Salinas, CA	23	3,749	42	15,909	65	19,658	0.49	0	0
San Diego, CA	72	46,534	154	125,472	226	172,006	4.30	3	1,554
San Jose, CA	77	45,867	208	156,762	285	202,629	5.06	10	48,957
San Luis Obispo, CA	10	2,224	41	9,231	51	11,455	0.29	1	131
Santa Cruz, CA	7	326	40	8,726	47	9,052	0.23	0	0
Santa Maria, CA	29	9,848	40	13,097	69	22,945	0.57	2	1,713
Santa Rosa, CA	22	4,595	77	30,068	99	34,663	0.87	2	221
Stockton, CA	9	590	47	16,008	56	16,598	0.41	0	0
Vallejo, CA	10	1,926	75	11,422	85	13,348	0.33	0	0
Visalia, CA	12	6,885	49	4,624	61	11,509	0.29	0	0
Yuba City, CA	9	231	26	3,191	35	3,422	0.09	0	0
California Non-MSA	11	4,298	40	5,505	51	9,803	0.24	0	0
CALIFORNIA - Statewide	0	0	45	929	45	929	0.02	0	0
CALIFORNIA - Non Assessed	19	3,293	56	12,851	75	16,145	0.40	0	0
CALIFORNIA	1,138	707,446	3,424	3,293,934	4,562	4,001,380	100.00	124	1,016,173

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance varied across the limited-scope assessment areas. Performance in the Bakersfield, CA MSA, El Centro, CA MSA, Hanford-Corcoran, CA MSA, Merced, CA MSA, Oxnard-Thousand Oaks-Ventura, CA MSA, Sacramento-Roseville-Arden-Arcade, CA MSA, Salinas, CA MSA, San Diego-Carlsbad, CA MSA, San Luis-Obispo-Paso Robles-Arroyo, CA MSA, Santa Maria-Santa Barbara, CA MSA, Santa Rosa, CA MSA, Vallejo-Fairfield, CA MSA, and Visalia-Porterville, CA MSA is consistent with the Outstanding Investment Test performance in the state of California. Performance in the Chico, CA MSA, Madera, CA MSA, Modesto, CA MSA, Napa, CA MSA, Redding, CA MSA, San Jose-Sunnyvale-Santa Clara, CA MSA, Santa Cruz-Watsonville, CA MSA, Stockton-Lodi, CA MSA, Yuba City, CA MSA, and California Non-MSA is weaker than the overall Outstanding Investment Test performance in the state of California. Performance is weaker primarily due to lower levels of investments relative to the bank's capacity in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of California is rated Outstanding. Service Test performance is excellent in the Fresno, CA MSA, Los Angeles-Long Beach-Ontario MSA, Riverside-San Bernardino-Ontario, CA MSA, and San Francisco-Oakland-Hayward, CA MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Fresno, CA MSA

In the Fresno, CA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 20 financial centers with the distribution of the population. The bank has two financial centers in low-income geographies representing 10 percent of its financial centers. Considering 10.9 percent of the population lives in low-income geographies, the distribution in low-income geographies is excellent. The bank has nine financial centers located in moderate-income geographies representing 45 percent of its financial centers. Considering 29.4 percent of the population lives in moderate-income geographies along with the added accessibility adjacent financial centers provide as described below, the distribution performance is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has four financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The adjacent financial centers help expand accessibility of service delivery systems in low- and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed one financial center in a middle-income geography.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to

5:00 pm Monday through Thursday and 9:00 am to 6:00 pm on Friday. Financial centers are generally open for Saturday banking 10:00 am to 2:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Fresno CA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	22	11.1	101,341	10.9	2	10.0	4	6.8	0	0.0	0	0.0
Moderate	56	28.1	273,918	29.4	9	45.0	29	49.2	0	0.0	0	0.0
Middle	51	25.6	257,097	27.6	5	25.0	15	25.4	0	0.0	1	100.0
Upper	68	34.2	291,166	31.3	4	20.0	11	18.6	0	0.0	0	0.0
NA	2	1.0	6,928	0.7	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**199**	**100.0**	**930,450**	**100.0**	**20**	**100.0**	**59**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Los Angeles-Long Beach-Anaheim, CA MSA

In the Los Angeles-Long Beach-Anaheim, CA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 331 financial centers with the distribution of the population. In low-income geographies, the bank has 23 financial centers representing 6.9 percent of its financial centers. Considering 7.6 percent of the population lives in low-income geographies along with additional access provided by adjacent financial centers, financial center distribution in low-income geographies is excellent. The bank has 81 financial centers in moderate-income geographies representing 24.5 percent of its financial centers. Considering 29.5 percent of the population resides in moderate-income geographies along with the additional access provided with adjacent financial centers, financial center distribution is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a neutral effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has 59 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. Of the 59 financial centers, seven financial centers provide additional access to retail banking services in low-income geographies and 52 financial centers provide additional access in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened four financial centers and closed fourteen. The bank closed one financial center in a low-income geography, four financial centers in moderate-income geographies, one in an undefined census tract, and the remaining eight in middle- and upper-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 6:00 pm Monday through Friday. Saturday banking is generally available 10:00 am to 2:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Los Angeles-Long Beach-Anaheim CA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	245	8.4	981,371	7.6	23	6.9	117	7.8	1	25.0	1	7.1
Moderate	825	28.2	3,785,321	29.5	81	24.5	406	26.9	0	0.0	4	28.6
Middle	819	28.0	3,721,999	29.0	89	26.9	424	28.1	1	25.0	5	35.7
Upper	999	34.1	4,301,605	33.5	135	40.8	539	35.7	2	50.0	3	21.4
NA	41	1.4	38,541	0.3	3	0.9	22	1.5	0	0.0	1	7.1
Totals	**2,929**	**100.0**	**12,828,837**	**100.0**	**331**	**100.0**	**1,508**	**100.0**	**4**	**100.0**	**14**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Riverside-San Bernardino-Ontario, CA MSA

In the Riverside-San Bernardino-Ontario, CA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 89 financial centers with the distribution of the population. In low-income geographies, the bank has eight financial centers representing 9 percent of its financial centers. Considering 5.7 percent of the population lives in low-income geographies along with additional access provided by adjacent financial centers, financial center distribution in low-income geographies is excellent. The bank has 27 financial centers in moderate-income geographies representing 30.3 percent of its financial centers. Considering 26.4 percent of the population resides in moderate-income geographies along with the additional access provided with adjacent financial centers, financial center distribution is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of ADS usage by customers residing in low- and moderate-income geographies are near or exceed the proportion of individuals residing in low- and moderate-income geographies. This indicates a greater penetration of ADS usage in low- and moderate-income areas than in non-low- and moderate-income areas.

The bank has 18 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. Of the 18 financial centers, two financial centers provide additional access to retail banking services in low-income geographies and 16 financial centers provide additional access in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened four financial centers and closed eight. The bank closed one financial center in a moderate-income geography closed the remaining seven in middle- and upper-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 2:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Riverside-San Bernardino-Ontario CA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	47	5.7	241,210	5.7	8	9.0	38	8.9	0	0.0	0	0.0
Moderate	232	28.2	1,117,386	26.4	27	30.3	143	33.4	0	0.0	1	12.5
Middle	295	35.9	1,496,838	35.4	21	23.6	112	26.2	1	25.0	4	50.0
Upper	243	29.6	1,355,762	32.1	33	37.1	135	31.5	3	75.0	3	37.5
NA	5	0.6	13,655	0.3	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**822**	**100.0**	**4,224,851**	**100.0**	**89**	**100.0**	**428**	**100.0**	**4**	**100.0**	**8**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

San Francisco-Oakland-Hayward, CA MSA

In the San Francisco-Oakland-Hayward, CA MSA, the bank’s service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank’s 141 financial centers with the distribution of the population. In low-income geographies, the bank has 17 financial centers representing 12.1 percent of its financial centers. Considering 11.5 percent of the population lives in low-income geographies along with additional access provided by adjacent financial centers, financial center distribution in low-income geographies is excellent. The bank has 29 financial centers in moderate-income geographies representing 20.6 percent of its financial centers. Considering 19.7 percent of the population resides in moderate-income geographies along with the additional access provided with adjacent financial centers, financial center distribution is excellent.

Examiners also considered the bank’s alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank’s products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank’s service delivery systems to low- and moderate-income individuals and geographies. The proportions of ADS usage by customers residing in low- and moderate-income geographies are near or exceed the proportion of individuals residing in low- and moderate-income geographies. This indicates a greater penetration of ADS usage in low- and moderate-income areas than in non-low- and moderate-income areas.

The bank has 27 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. Of the 27 financial centers, eight financial centers provide additional access to retail banking services in low-income geographies and 19 financial centers provide additional access in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened three financial centers and closed eleven. The bank closed three financial centers in low-income geographies, two in moderate-income geographies, one in an undefined census tract, with the remaining five in middle- and upper-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 10:00 am to 2:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS San Francisco-Oakland-Hayward CA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	120	12.3	496,464	11.5	17	12.1	68	13.0	1	33.3	3	27.3
Moderate	191	19.5	853,705	19.7	29	20.6	112	21.5	1	33.3	2	18.2
Middle	349	35.7	1,624,338	37.5	48	34.0	171	32.8	1	33.3	2	18.2
Upper	310	31.7	1,355,821	31.3	47	33.3	171	32.8	0	0.0	3	27.3
NA	8	0.8	5,063	0.1	0	0.0	0	0.0	0	0.0	1	9.1
Totals	**978**	**100.0**	**4,335,391**	**100.0**	**141**	**100.0**	**522**	**100.0**	**3**	**100.0**	**11**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Fresno, CA MSA

The bank provides a limited level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 13 community development services targeted to low- and moderate-income individuals. Employees provided five financial education workshops for 109 individuals. Attendees to the financial education workshops were primarily elementary school students from low- and moderate-income families. Employees participated in four webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, four employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Los Angeles-Long Beach-Anaheim, CA MSA

The bank is a leader in providing community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 247 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 4 low- and moderate-income individuals and provided 113 financial education and foreclosure prevention workshops for 3,579 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 79 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 51 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Riverside-San Bernardino-Ontario, CA MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 76 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to three low- and moderate-income individuals. Employees also provided 28 foreclosure prevention workshops for 1,470 individuals and 11 financial education workshops for 254 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 20 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 17 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

San Francisco-Oakland-Hayward, CA MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 207 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 4 low- and moderate-income individuals and provided 111 financial education, workforce, and foreclosure prevention workshops for 2,962 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 68 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 24 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance varied across the limited-scope assessment areas. Performance in the El Centro, CA MSA, Hanford-Corcoran, CA MSA, Madera, CA MSA, Merced, CA MSA, Napa, CA MSA, Redding, CA MSA, Sacramento-Roseville-Arden-Arcade, CA MSA, San Diego-Carlsbad, CA MSA, San Jose-Sunnyvale-Santa Clara, CA MSA, Santa Rosa, CA MSA, Stockton-Lodi, CA MSA, and Visalia-Porterville, CA MSA is consistent with the Outstanding Service Test performance in the state of California. Performance in the Bakersfield, CA MSA, Chico, CA MSA, Modesto, CA MSA, Oxnard-Thousand Oaks-Ventura, CA MSA, Salinas, CA MSA, San Luis-Obispo-Paso Robles-Arroyo, CA MSA, Santa Cruz-Watsonville, CA MSA, Santa Maria-Santa Barbara, CA MSA, Vallejo-Fairfield, CA MSA, Yuba City, CA MSA, and California Non-MSA is weaker than the overall Outstanding Service Test performance in the state of California primarily due to weaker financial center distribution.

State of Colorado

CRA Rating for Colorado[18]: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;

- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;

- High level of CD lending that has a significantly positive effect on overall lending performance;

- Excellent level and responsiveness of qualified investments; and

- Reasonably accessible service delivery systems to low- and moderate-income geographies and individuals when considering the relatively high usage of alternative delivery systems that has a significantly positive effect on overall Service Test performance.

Description of Institution's Operations in Colorado

The state of Colorado is Bank of America's 35th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $1.6 billion or 0.1 percent of its total domestic deposits in financial centers within the state of Colorado. Of the 138 depository financial centers operating in the state, Bank of America, with a deposit market share of 1.2 percent, is the 14th largest. Competitors with deposit market shares greater than 5 percent include Wells Fargo Bank (24.1 percent), FirstBank (11.1 percent), U.S. Bank (10.6 percent), and JP Morgan Chase Bank (9.2 percent). As of December 31, 2016, the bank operated 4 financial centers and 25 ATMs in Colorado.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Denver-Aurora-Lakewood, CO MSA, Bank of America reported an additional $621 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the

[18] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Colorado in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Colorado

The bank has defined three assessment areas. Examiners selected the Denver-Aurora-Lakewood, CO MSA for a full-scope review and the Boulder, CO MSA and Colorado Non-MSA for limited-scope reviews. While the Denver-Aurora-Lakewood, CO MSA carries approximately 99 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Colorado, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 15,026 home mortgage loans totaling $4.2 billion, 6,568 small loans to businesses totaling $264.8 million, and 50 small loans to farms totaling $393 million. Based on loan volume, examiners weighted home mortgage loans, representing 69 percent of the volume, the most followed by small loans to business (30.4 percent), and small loans to farms (0.2 percent).

Examiners conducted a telephone interview with one local community services agency representing neighborhood housing, economic development, and community development financial institutions. The community contact noted that skilled trade laborers, workers with certifications, construction funding, public transportation, and affordable housing continue to be a concern across the state. The agencies request that financial institutions can help by offering start-up funding. A review of the bank's investments noted that the bank is active in the state in providing affordable housing assistance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN COLORADO

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Colorado is rated Outstanding, based on excellent lending activity, good geographic distribution, good borrower income distribution, and excellent CD lending that has a significantly positive effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Colorado is excellent. Lending activity is excellent in the Denver-Aurora-Lakewood, CO MSA.

Denver-Aurora-Lakewood, CO MSA

Lending activity in the Denver-Aurora-Lakewood, CO MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 2 percent. The bank ranks ninth among 68 depository financial institutions in the assessment area, which places it in the top 14 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 0.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks 28th among 835 home mortgage lenders in the assessment area, which places it in the top 4 percent of lenders. According to peer small business data for 2016, the bank has a 1.5 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks 11th among 177 small business lenders in the assessment area, which places it in the top 7 percent of lenders. For small loans to farms, the bank has a market share of 1.7 percent based on the number of small loans to farms originated or purchased. The bank ranks 10th among 28 farm lenders, which places it in the top 36 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume														**2012-2016**
LENDING VOLUME					Geography: COLORADO				Evaluation Period: January 1, 2012 to December 31, 2016					
	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans			% of Rated Area Deposits in MA/AA***
MA/Assessment Area		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)		
Full Review													
Denver, CO	93.43	14,257	3,808,104	5,916	247,288	49	384	14	53,985	20,236	4,109,761		99.87
Limited Review													
Boulder, CO	4.82	519	206,934	524	14,193	1	9	0	0	1,044	221,136		0.13
Colorado Non-MSA	1.75	250	217,882	128	3,339	0	0	0	0	378	221,221		0.00
COLORADO	100.00	15,026	4,232,920	6,568	264,820	50	393	14	53,985	21,658	4,552,118		100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is adequate in the Denver-Aurora-Lakewood, CO MSA.

Denver-Aurora-Lakewood, CO MSA

The geographic distribution of home mortgage loans in the Denver-Aurora-Lakewood, CO MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 4.5 percent is lower than the 6.3 percent of owner-occupied housing units in low-income geographies and lower than the 5.5 percent for aggregate lenders. The distribution in moderate-income geographies at 14.9 percent is lower than the 19.1 percent of owner-occupied housing units in moderate-income geographies and lower than the 17.2 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Denver-Aurora-Lakewood CO MSA	5,760	#######	88.2	193,207	6.3	4.5	5.5	19.1	14.9	17.2	36.1	34.1	36.2	38.5	46.4	41.1	0.0	0.0	0.0
LS Boulder CO MSA	519	206,934	7.9	15,659	2.8	1.9	3.2	15.0	12.7	15.9	45.8	46.1	46.7	36.5	39.3	34.2	0.0	0.0	0.0
LS Colorado Non-MSA	250	217,882	3.8	2,829	0.0	0.0	0.0	1.9	11.2	6.0	14.4	9.6	13.7	83.7	79.2	80.3	0.0	0.0	0.0
Total	**6,529**	**#######**	**100.0**	**211,695**	**5.9**	**4.1**	**5.3**	**18.4**	**14.6**	**16.9**	**36.7**	**34.1**	**36.7**	**39.0**	**47.1**	**41.1**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Denver-Aurora-Lakewood, CO MSA.

Denver-Aurora-Lakewood, CO MSA

The geographic distribution of small loans to businesses in the Denver-Aurora-Lakewood, CO MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 8.8 percent is slightly higher than the 8.3 percent of businesses in low-income geographies and it is equal to the 8.8 percent performance for aggregate lenders. The distribution in moderate-income geographies at 20.1 percent is equal to the 20.1 percent of businesses in moderate-income geographies and it is slightly lower than the 20.3 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																					2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts				
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate		
FS Denver-Aurora-Lakewood CO MSA	3,649	124,590	84.9	88,098	8.3	8.8	8.8	20.1	20.1	20.3	31.0	29.4	29.3	40.3	41.3	41.3	0.3	0.5	0.3		
LS Boulder CO MSA	523	14,173	12.2	12,645	3.8	5.0	3.2	22.3	20.5	20.8	42.3	37.3	41.8	31.7	37.3	34.3	0.0	0.0	0.0		
LS Colorado Non-MSA	128	3,339	3.2	2,279	0.0	0.0	0.0	1.0	7.1	1.8	18.5	14.1	14.9	80.5	83.6	83.3	0.0	0.0	0.0		
Total	**4,300**	**142,102**	**100.0**	**103,022**	**7.6**	**8.0**	**7.9**	**20.0**	**19.6**	**20.0**	**32.2**	**29.9**	**30.5**	**40.0**	**42.1**	**41.4**	**0.3**	**0.4**	**0.2**		

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is poor. The performance in the Denver-Aurora-Lakewood, CO MSA is poor.

Denver-Aurora-Lakewood, CO MSA

The geographic distribution of small loans to farms in the Denver-Aurora-Lakewood, CO MSA is poor, based on very poor performance in low-income geographies and adequate performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 0 percent is lower than the 6.8 percent of farms in low-income geographies and it is lower than the 1.4 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 10.5 percent is lower than the 17.6 percent of farms in moderate-income geographies; however, it exceeds the 8.8 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Denver-Aurora-Lakewood CO MSA	24	186	96.0	294	6.8	0.0	1.4	17.6	10.5	8.8	35.8	25.0	50.7	39.7	66.7	39.1	0.1	0.0	0.0
LS Boulder CO MSA	1	9	8.3	60	3.7	0.0	1.7	16.3	0.0	13.3	47.6	0.0	46.7	32.4	100.0	38.3	0.0	0.0	0.0
LS Colorado Non-MSA	0	0	0.0	10	0.0	0.0	0.0	0.0	0.0	0.0	14.1	0.0	0.0	85.9	0.0	100.0	0.0	0.0	0.0
Total	**25**	**195**	**100.0**	**364**	**6.2**	**0.0**	**1.4**	**16.9**	**10.0**	**9.3**	**36.8**	**24.0**	**48.6**	**40.1**	**68.0**	**40.7**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Denver-Aurora-Lakewood, CO MSA.

Denver-Aurora-Lakewood, CO MSA

The distribution of home mortgage loans by borrower income in the Denver-Aurora-Lakewood, CO MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 9.5 percent is lower than the 21.9 percent of low-income families in the MSA; however, the bank's performance is higher than the 5 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 15.4 percent is lower than the 17.1 percent of moderate-income families and it is lower than the 17 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Denver-Aurora-Lakewood CO MSA	5,760	1,706,479	88.2	193,207	21.9	9.5	5.0	17.1	15.4	17.0	20.3	19.4	22.8	40.7	48.1	38.0	0.0	7.7	17.2
LS Boulder CO MSA	519	206,934	7.9	15,659	22.1	9.8	6.6	16.6	12.9	15.2	20.1	20.4	22.4	41.3	52.0	44.8	0.0	4.8	11.0
LS Colorado Non-MSA	250	217,882	3.8	2,829	12.6	3.2	0.7	13.3	1.6	3.4	14.9	8.0	11.4	59.2	78.4	71.5	0.0	8.8	13.0
Total	**6,529**	**2,131,295**	**100.0**	**211,695**	**21.8**	**9.3**	**5.1**	**17.0**	**14.7**	**16.7**	**20.2**	**19.0**	**22.6**	**41.0**	**49.5**	**39.0**	**0.0**	**7.5**	**16.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Denver-Aurora-Lakewood. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 31 percent of its small loans to businesses.

Denver-Aurora-Lakewood, CO MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Denver-Aurora-Lakewood, CO MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.4 percent is lower than the 79.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 43.6 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Denver-Aurora-Lakewood CO MSA	3,649	124,590	84.9	88,098	79.8	53.4	43.6	4.0	15.2	16.2	31.4
LS Boulder CO MSA	523	14,173	12.2	12,645	80.6	58.5	43.4	3.7	11.3	15.7	30.2
LS Colorado Non-MSA	128	3,339	3.4	2,279	76.2	45.3	49.9	5.5	18.8	18.4	35.9
Total	**4,300**	**142,102**	**100.0**	**103,022**	**79.9**	**53.7**	**43.7**	**4.0**	**14.9**	**16.1**	**31.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is poor. The distribution is poor in the Denver-Aurora-Lakewood, CO MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 48 percent of its small loans to farms.

Denver-Aurora-Lakewood CO MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Denver-Aurora-Lakewood, CO MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 41.7 percent is lower than the 95.8 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is also lower than the 55.8 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Denver-Aurora-Lakewood CO MSA	24	186	96.0	294	95.8	41.7	55.8	2.7	10.5	1.5	50.0
LS Boulder CO MSA	1	9	8.3	60	96.4	100.0	61.7	1.7	0.0	1.9	0.0
LS Colorado Non-MSA	0	0	0.0	10	92.7	0.0	40.0	5.1	0.0	2.2	0.0
Total	**25**	**195**	**100.0**	**364**	**95.8**	**44.0**	**56.3**	**2.6**	**10.0**	**1.6**	**48.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect overall on the bank's Lending Test performance in the state of Colorado.

Denver-Aurora-Lakewood, CO MSA

In the Denver-Aurora-Lakewood, CO MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 14 CD loans totaling $54 million that mostly helped provide 516 units of affordable housing. CD lending represents 46.3 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided a $7.2 million construction-financing loan for the development of Aria Townhome Apartments, a 72-unit affordable multifamily project located in Denver CO.

- The bank provided a $4.2 million construction-financing loan for the development of Dahlia Square Senior Apartments Phase II, which is a 40-unit LIHTC housing development for seniors age 62+ to be located in Denver CO.

- The bank provided a $12 million construction loan for the development of Foundry Apartments, which is a 70-unit development in Englewood CO.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Colorado, lending under the MHA and HARP programs accounted for approximately 83 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Boulder, CO MSA, and Colorado Non-MSA is weaker than the overall Outstanding Lending Test performance in the state of Colorado primarily due to weaker lending activity, weaker borrower income distributions, and lower levels of CD lending that had no effect on Lending Test performance in those assessment areas.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Colorado is rated Outstanding. Investment performance is excellent in the Denver-Aurora-Lakewood, CO MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Denver-Aurora-Lakewood, CO MSA

In the Denver-Aurora-Lakewood, CO MSA, Bank of America has an excellent level of CD investments. The bank made 88 CD investments during the current period totaling $35.5 million. Approximately $30.8 million or 87 percent of the current period investment dollars supported 873 units of affordable housing. In addition, the bank has 21 CD investments totaling $6.2 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $41.7 million or 35.7 percent of allocated Tier 1 Capital, after adjusting for $620.7 million in deposits derived outside of the assessment area. The majority of current period investments are innovative or complex with LIHTCs representing approximately $19.9 million or 56 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $11 million in a LIHTC equity investment for new construction of Aria Apartments a 72-unit multifamily affordable housing development to be located in the Chaffee Park neighborhood of Denver CO, which is a Neighborhood Stabilization Program 2 (NSP2) target area.

- The bank invested $2 million in Accion New Mexico (Accion), a certified CDFI and a member of the Accion U.S. Network, which is the largest nonprofit micro- and small business-lending network in the United States.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: COLORADO				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments				Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s		#	$(000s)
Full Review										
Denver, CO	21	6,167	88	35,487	109	41,654	89.66		0	0
Limited Review										
Boulder, CO	4	91	6	412	10	503	1.08		0	0
Colorado Non-MSA	0	0	0	0	0	0	0.00		0	0
COLORADO - Statewide	0	0	16	151	16	151	0.32		0	0
COLORADO - Non Assessed	13	2,804	13	1,344	26	4,148	8.93		0	0
COLORADO	38	9,062	123	37,394	161	46,456	100.00		0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Boulder, CO MSA is consistent with the Outstanding Investment Test performance in the state of Colorado. Investment Test performance in the Colorado Non-MSA is weaker than the overall Outstanding Investment Test performance in the state of Colorado due to the lack of any CD investments in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of Colorado is rated Low Satisfactory. Service Test performance is adequate in the Denver-Aurora-Lakewood, CO MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

Denver-Aurora-Lakewood, CO MSA

In the Denver-Aurora-Lakewood, CO MSA, the bank’s service delivery systems are reasonably accessible to geographies and individuals of different income levels when considering alternative delivery systems. Examiners based this conclusion on a comparison of the distribution of the bank’s three financial centers with the distribution of the population. The bank has no financial centers in low- and moderate-income geographies where 11.1 percent and 23.1 percent of the population lives, respectively.

Examiners considered the bank’s alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank’s products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The customer usage for low- and moderate-income individuals exceeded the percentage of same individuals in the geographies. Access to retail banking services through alternative delivery systems helped to offset poor access to financial centers.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened three financial centers in upper-income geographies and closed a limited-service financial center in a moderate-income geography. The bank replaced the limited-service financial center with a full-service financial center and moved the financial center to a more central location (upper-income tract) within Denver.

Banking products and services do not vary in a way that inconveniences the assessment area to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 9:00 am to 5:00 pm Monday through Friday and 9:00 am to 2:00 pm on Saturday. One financial center is open 8:30 am to 4:30 pm Monday through Friday with no Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Denver-Aurora-Lakewood CO MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	69	11.1	283,450	11.1	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	140	22.5	587,016	23.1	0	0.0	2	10.5	0	0.0	1	100.0
Middle	208	33.5	848,873	33.4	0	0.0	3	15.8	0	0.0	0	0.0
Upper	197	31.7	823,015	32.4	3	100.0	14	73.7	3	100.0	0	0.0
NA	7	1.1	1,128	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**621**	**100.0**	**2,543,482**	**100.0**	**3**	**100.0**	**19**	**100.0**	**3**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Denver-Aurora-Lakewood, CO MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 119 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 49 low- and moderate-income individuals and provided 43 financial education and foreclosure prevention workshops for 445 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 21 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, six employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Boulder, CO MSA and Colorado Non-MSA is consistent with the Low Satisfactory Service Test performance in the state of Colorado.

State of Connecticut

CRA Rating for Connecticut[19]: Outstanding
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Connecticut

The state of Connecticut is Bank of America's 10th largest rating area based on its total deposits in the state when excluding deposits in the Worcester, MA-CT Multistate MSA. Examiners excluded the Worcester, MA-CT Multistate MSA from the analysis of the state of Connecticut because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $30 billion or 2.3 percent of its total domestic deposits in financial centers in areas of the state of Connecticut that do not include the Worcester, MA-CT Multistate MSA. Of the 61 depository financial institutions operating in the state of Connecticut that excludes the multistate MSA, Bank of America, with a deposit market share of 23.3 percent, is the largest. Competitors with deposit market shares greater than 5 percent include Webster Bank, N.A. (12.9 percent), People's United, N.A. (12.8 percent), Wells Fargo, N.A. (7 percent), TD Bank, N.A. (5.4 percent) and Citibank, N.A. (5.3 percent). As of December 31, 2016, the bank operated 134 financial centers and 290 ATMs in the portion of Connecticut that excludes the multistate MSA.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Hartford-West Hartford-East Hartford, CT MSA, Bank of America reported an additional $2.6 billion in deposits of national corporations, in which the funds originated from communities

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[19] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank’s total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank’s capacity in the assessment area.

Refer to the community profiles for the state of Connecticut in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Connecticut

Examiners selected two assessment areas for full-scope reviews and the remaining three assessment areas for limited-scope reviews. The full-scope assessment areas were the Bridgeport-Stamford-Norwalk, CT MSA and Hartford-West Hartford-East Hartford, CT MSA. While the Hartford-West Hartford-East Hartford, CT MSA carries approximately 62 percent weight of the overall conclusions based on the bank’s presence there relative to all assessment areas in Connecticut, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 18,576 home mortgage loans totaling $6.2 billion, 36,422 small loans to businesses totaling $1.6 billion, 170 small loans to farms totaling $3 million, and 35 CD loans totaling $129.4 million. Based on loan volume, examiners weighted small loans to businesses, representing 66 percent of the volume, the most followed by home mortgage loans (33.7 percent), and small loans to farms (0.3 percent).

Examiners conducted telephone interviews with four local community services agencies representing neighborhood housing, economic development, and community development financial institutions. The community contacts noted that affordable housing along with revitalization of blighted areas continues to be a concern across the state. The agencies request that financial institutions can assist in closing the gap for affordable housing by offering financial and educational support to low- and moderate-income individuals and families. A review of the bank’s investments noted the bank is active in the state in providing affordable housing assistance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CONNECTICUT

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of Connecticut is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Connecticut is excellent. Lending activity is excellent in the Bridgeport-Stamford-Norwalk, CT MSA, Hartford-West Hartford-East Hartford, CT MSA, and remaining limited-scope assessment areas.

Bridgeport-Stamford-Norwalk, CT MSA

Lending activity in the Bridgeport-Stamford-Norwalk, CT MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 16.2 percent. The bank ranks second among 28 depository financial institutions in the assessment area, which places it in the top 8 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 3.6 percent based on the number home mortgage loans originated or purchased. The bank ranks sixth among 441 home mortgage lenders in the assessment area, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has an 8.4 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 125 small business lenders in the assessment area, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 11.1 percent based on the number of small loans to farms originated or purchased. The bank ranks fourth among seven farm lenders, which places it in the bottom 42 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Hartford-West Hartford-East Hartford, CT MSA

Lending activity in the Hartford-West Hartford-East Hartford, CT MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 42.9 percent. The bank ranks first among 29 depository financial institutions in the assessment area, which places it in the top 4 percent of institutions. The bank's market share also includes $2.6 billion in deposits not derived from the local assessment area. Excluding those nonlocal deposits, the bank's market share is 39.2 percent. According to peer mortgage data for 2016, the bank has a market share of 2.4 percent based on the number of home mortgage loans originated or purchased. The bank ranks seventh among 454 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has an 8.6 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 122 small business lenders in the assessment area, which places it in the top 4 percent of lenders. For small loans to farms, the bank has a market share of 15.8 percent based on the number of small loans to farms originated or purchased. The bank ranks second among 12 farm lenders, which places it in the top 17 percent of lenders. Considering the ranking for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: CONNECTICUT				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Bridgeport, CT	33.36	5,734	3,378,784	12,644	545,953	29	318	11	46,387	18,418	3,971,442	24.57
Hartford, CT	32.98	6,234	1,317,912	11,906	542,342	58	1,057	10	40,062	18,208	1,901,373	61.69
Limited Review												
New Haven, CT	21.60	4,254	937,351	7,628	359,811	30	184	11	36,767	11,923	1,334,113	10.40
Norwich, CT	5.68	1,027	236,143	2,080	74,402	26	1,193	1	97	3,134	311,835	2.02
Connecticut Non-MSA	6.38	1,327	335,654	2,164	87,181	27	222	2	6,056	3,520	429,113	1.32
CONNECTICUT	100.00	18,576	6,205,844	36,422	1,609,689	170	2,974	35	129,368	55,203	7,947,875	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is adequate in the Bridgeport-Stamford-Norwalk, CT MSA and excellent in the Hartford-West Hartford-East Hartford, CT MSA.

Bridgeport-Stamford-Norwalk, CT MSA

The geographic distribution of home mortgage loans in the Bridgeport-Stamford-Norwalk, CT MSA is adequate. Performance is poor in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.8 percent is lower than the 5.2 percent of owner-occupied housing units in low-income geographies and lower than the 3.6 percent for aggregate lenders. The distribution in moderate-income geographies at 11.8 percent is lower than the 15.9 percent of owner-occupied housing units in moderate-income geographies and lower than the 13.2 percent for aggregate lenders.

Hartford-West Hartford-East Hartford, CT MSA

The geographic distribution of home mortgage loans in the Hartford-West Hartford-East Hartford, CT MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 3.5 percent is comparable to the 3.6 percent of owner-occupied housing units in low-income geographies and it is higher than the 3.1 percent performance for aggregate lenders. The distribution in moderate-income geographies at 11.6 percent exceeds the 11.1 percent of owner-occupied housing units in moderate-income geographies and it exceeds the 9.6 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Bridgeport-Stamford-Norwalk CT MSA	2,445	1,723,249	34.8	25,483	5.2	2.6	3.6	15.9	11.2	13.2	40.3	28.3	39.2	38.6	57.9	44.0	0.0	0.0	0.0
FS Hartford-West Hartford-East Hartford CT MSA	2,411	546,820	34.3	32,521	3.6	3.5	3.1	11.1	11.3	9.6	46.7	40.8	46.0	38.6	44.4	41.3	0.0	0.0	0.0
LS Connecticut Non-MSA	366	112,910	5.2	4,951	0.5	0.8	0.2	14.7	12.0	12.5	58.2	62.8	58.1	26.6	24.3	29.2	0.0	0.0	0.0
LS New Haven-Milford CT MSA	1,455	333,743	20.7	19,102	3.5	2.5	2.7	16.6	12.9	12.9	40.5	36.2	40.6	39.4	48.4	43.8	0.0	0.0	0.0
LS Norwich-New London CT MSA	343	87,275	4.9	7,283	1.5	2.3	1.6	11.9	11.7	11.3	56.7	51.3	54.5	29.9	34.7	32.7	0.0	0.0	0.0
Total	**7,020**	**2,803,997**	**100.0**	**89,340**	**3.6**	**2.8**	**2.9**	**14.0**	**11.7**	**11.6**	**45.2**	**37.2**	**44.2**	**37.3**	**48.4**	**41.2**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is excellent in the Bridgeport-Stamford MSA and good in the Hartford-West Hartford-East Hartford, CT MSA.

Bridgeport-Stamford-Norwalk, CT MSA

The geographic distribution of small loans to businesses in the Bridgeport-Stamford-Norwalk, CT MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 10.4 percent is equal to the 10.4 percent of businesses in low-income geographies and it exceeds the 8.8 percent performance for aggregate lenders. The distribution in moderate-income geographies at 16.3 percent is equal to the 16.3 percent of businesses in moderate-income geographies and it exceeds the 11.1 percent performance for aggregate lenders.

Hartford-West Hartford-East Hartford, CT MSA

The geographic distribution of small loans to businesses in the Hartford-West Hartford-East Hartford, CT MSA is good. The distribution is good in low-income geographies and good in moderate-income geographies. The geographic distribution in low-income geographies at 7.2 percent is below the 9.2 percent of businesses in low-income geographies and it is slightly lower than the 7.5 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 10 percent is lower than the 11 percent of businesses in moderate-income geographies and it is slightly lower than the 11.1 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Bridgeport-Stamford-Norwalk CT MSA	7,950	320,342	35.6	31,937	10.4	10.4	8.8	16.3	16.3	15.8	32.7	35.1	34.4	40.6	38.2	41.0	0.0	0.0	0.0
FS Hartford-West Hartford-East Hartford CT MSA	7,261	307,655	32.6	26,757	9.2	7.2	7.5	11.0	10.0	11.1	42.0	41.4	44.5	37.5	41.2	36.8	0.4	0.2	0.2
LS Connecticut Non-MSA	1,111	38,507	5.0	6,036	1.2	1.2	1.0	14.5	14.9	11.1	59.5	58.5	60.6	24.8	25.7	27.4	0.0	0.0	0.0
LS New Haven-Milford CT MSA	4,726	219,494	21.2	22,319	8.5	7.1	6.2	15.3	13.2	14.4	38.9	39.9	37.7	37.3	39.8	41.7	0.0	0.0	0.0
LS Norwich-New London CT MSA	1,258	39,142	5.6	4,501	2.5	2.3	2.4	18.2	18.5	17.5	51.4	46.7	51.2	27.8	32.5	28.9	0.2	0.0	0.0
Total	**22,306**	**925,140**	**100.0**	**91,550**	**8.5**	**7.7**	**7.0**	**14.4**	**13.7**	**13.8**	**39.8**	**40.0**	**40.7**	**37.1**	**38.6**	**38.4**	**0.1**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is excellent. The distribution is excellent in the Bridgeport-Stamford-Norwalk, CT MSA and excellent in the Hartford-West Hartford-East Hartford, CT MSA.

Bridgeport-Stamford-Norwalk, CT MSA

The geographic distribution of small loans to farms in the Bridgeport-Stamford-Norwalk, CT MSA is excellent, based on excellent performance in low-income geographies and excellent performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 12.5 percent is higher than the 9.5 percent of farms in low-income geographies and it is higher than the 0 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 18.8 percent is higher than the 18.3 percent of farms in moderate-income geographies and it is higher than the 5.7 percent for aggregate lenders.

Hartford-West Hartford-East Hartford, CT MSA

The geographic distribution of small loans to farms in the Hartford-West Hartford-East Hartford, CT MSA is excellent, based on excellent performance in low-income geographies and excellent performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 6.3 percent is higher than the 2.9 percent of farms in low-income geographies and it is higher than the 1 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 6.3 percent is lower than the 6.8

percent of farms in moderate-income geographies; however, it exceeds the 3.1 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Bridgeport-Stamford-Norwalk CT MSA	20	273	19.3	35	9.5	12.5	0.0	18.3	18.8	5.7	35.3	15.0	40.0	36.9	60.0	54.3	0.0	0.0	0.0
FS Hartford-West Hartford-East Hartford CT MSA	45	986	41.0	97	2.9	6.3	1.0	6.8	6.3	3.1	43.5	40.0	38.1	46.7	55.6	57.7	0.0	0.0	0.0
LS Connecticut Non-MSA	12	103	13.0	56	0.1	0.0	0.0	10.1	30.0	12.5	61.4	33.3	62.5	28.4	58.3	25.0	0.0	0.0	0.0
LS New Haven-Milford CT MSA	21	151	20.2	62	3.4	25.0	0.0	11.8	0.0	1.6	33.0	23.5	19.4	51.8	76.2	79.0	0.0	0.0	0.0
LS Norwich-New London CT MSA	24	1,086	21.7	24	1.0	0.0	0.0	5.9	20.8	12.5	62.1	41.7	62.5	31.0	50.0	25.0	0.0	0.0	0.0
Total	**122**	**2,599**	**100.0**	**274**	**4.5**	**3.3**	**0.4**	**11.5**	**9.8**	**5.8**	**42.6**	**30.3**	**41.2**	**41.4**	**56.6**	**52.6**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is adequate in the Bridgeport-Stamford-Norwalk, CT MSA and excellent in the Hartford-West Hartford-East Hartford, CT MSA.

Bridgeport-Stamford-Norwalk, CT MSA

The distribution of home mortgage loans by borrower income in the Bridgeport-Stamford-Norwalk, CT MSA is adequate. The distribution is adequate to low-income borrowers and it is adequate to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income borrowers at 7.8 percent is lower than the 22.7 percent of low-income families in the MSA; however, the bank's performance is higher than the 6.1 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 11.7 percent is lower than the 17 percent of moderate-income families and it is lower than the 14.8 percent performance for aggregate lenders.

Hartford-West Hartford-East Hartford, CT MSA

The distribution of home mortgage loans by borrower income in the Hartford-West Hartford-East Hartford, CT MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 11 percent is lower than the 21.4 percent of low-income families in the MSA; however, it is higher than the 6.6 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 19.6 percent slightly exceeds the 17 percent of moderate-income families in the MSA and it is slightly higher than the 19 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Bridgeport-Stamford-Norwalk CT MSA	2,445	1,723,249	34.8	25,483	22.7	7.6	6.1	16.7	10.3	14.8	20.0	11.8	18.4	40.7	61.0	49.1	0.0	9.3	11.6
FS Hartford-West Hartford-East Hartford CT MSA	2,411	546,820	34.3	32,521	21.4	10.5	6.6	17.0	18.0	19.0	22.1	21.3	22.4	39.6	41.0	34.2	0.0	9.1	17.9
LS Connecticut Non-MSA	366	112,910	5.2	4,951	17.9	9.8	9.9	19.0	17.2	21.2	24.9	22.7	22.2	38.2	41.3	30.5	0.0	9.0	16.2
LS New Haven-Milford CT MSA	1,455	333,743	20.7	19,102	22.9	7.2	5.7	16.7	17.2	17.9	19.8	22.1	23.1	40.6	46.1	35.1	0.0	7.4	18.2
LS Norwich-New London CT MSA	343	87,275	4.9	7,283	18.3	13.7	5.8	19.2	17.8	18.0	23.3	21.0	22.8	39.2	38.2	36.9	0.0	9.3	16.5
Total	**7,020**	**2,803,997**	**100.0**	**89,340**	**21.6**	**8.9**	**6.4**	**17.1**	**15.1**	**17.6**	**21.2**	**18.2**	**21.5**	**40.0**	**48.9**	**38.7**	**0.0**	**8.8**	**15.9**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Bridgeport-Stamford-Norwalk, CT MSA and good in the Hartford-West Hartford-East Hartford, CT MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 31 percent of its small loans to businesses.

Bridgeport-Stamford-Norwalk, CT MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Bridgeport-Stamford-Norwalk, CT MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 52.6 percent is lower than the 80.5 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 48.3 percent for aggregate lenders, overall performance is good.

Hartford-West Hartford-East Hartford, CT MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Hartford-West Hartford-East Hartford, CT MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 50.6 percent is lower than the 78.6 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 47.9 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Bridgeport-Stamford-Norwalk CT MSA	7,950	320,342	35.6	31,937	80.5	52.6	48.3	5.2	11.4	14.3	36.0
FS Hartford-West Hartford-East Hartford CT MSA	7,261	307,655	32.6	26,757	78.6	50.6	47.9	5.4	12.3	16.0	37.2
LS Connecticut Non-MSA	1,111	38,507	5.0	6,036	82.6	49.9	52.6	4.3	8.2	13.1	41.9
LS New Haven-Milford CT MSA	4,726	219,494	21.2	22,319	79.3	51.3	47.2	5.2	12.9	15.5	35.8
LS Norwich-New London CT MSA	1,258	39,142	5.6	4,501	79.1	51.4	49.5	4.3	9.4	16.6	39.2
Total	**22,306**	**925,140**	**100.0**	**91,550**	**79.7**	**51.5**	**48.3**	**5.2**	**11.7**	**15.2**	**36.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate, primarily driven by performance in the Hartford-West Hartford-East Hartford, CT MSA. The distribution is good in the Bridgeport-Stamford-Norwalk, CT MSA and adequate in the Hartford-West Hartford-East Hartford, CT MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 39 percent of its small loans to farms.

Bridgeport-Stamford-Norwalk, CT MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Bridgeport-Stamford-Norwalk, CT MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 70 percent is lower than the 96.4 percent of farms with gross annual revenues of $1 million or less. However, the bank's distribution exceeds the 60 percent for aggregate lenders.

Hartford-West Hartford-East Hartford, CT MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Hartford-West Hartford-East Hartford, CT MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 55.6 percent is lower than the 96.6 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is also lower than the 62.9 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Bridgeport-Stamford-Norwalk CT MSA	20	273	20.0	35	96.4	70.0	60.0	2.3	18.2	1.3	25.0
FS Hartford-West Hartford-East Hartford CT MSA	45	986	36.9	97	96.6	55.6	62.9	1.9	7.1	1.5	42.2
LS Connecticut Non-MSA	12	103	15.4	56	98.3	83.3	64.3	1.4	16.7	0.2	25.0
LS New Haven-Milford CT MSA	21	151	20.2	62	96.2	47.6	64.5	2.3	17.6	1.5	38.1
LS Norwich-New London CT MSA	24	1,086	21.7	24	98.3	62.5	66.7	1.0	11.1	0.7	29.2
Total	**122**	**2,599**	**100.0**	**274**	**96.8**	**60.7**	**63.5**	**2.0**	**7.4**	**1.2**	**32.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Connecticut. The bank met the community's credit needs primarily through retail lending.

Bridgeport-Stamford-Norwalk, CT MSA

In the Bridgeport-Stamford-Norwalk, CT MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated 11 CD loans totaling $46.4 million that primarily helped provide 96 units of affordable housing. CD lending represents 1.7 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided $2.5 million in funding to the Connecticut Housing Finance Authority (CHFA), which allowed the CHFA to re-fund a loan it provides to the Danbury Housing Authority (DHA) for financing the installation of energy conservation measures at several DHA properties. The DHA administers the public housing program in Danbury of approximately 900 apartment units and it administers approximately 1,100 Section 8 vouchers.

- The bank provided $9.8 million through the bank's Special Bond Offering (SBO) product for Multifamily Housing Revenue Bonds. The SBO helped to finance the construction of The Residences at Laurel Hill, a 72-unit multifamily residential housing project in

Brookfield, CT. All units are restricted to incomes at or below 60 percent of the area median income. The bank also provided the term loan for $6.9 million.

- The bank provided $23.5 million in construction financing for Park 215, a mixed-use, mixed-income 78-unit multifamily housing complex in Stamford, CT. The development will comprise 47 LIHTC units restricted to incomes at or below 60 percent of the area median income.

Hartford-West Hartford-East Hartford, CT MSA

In the Hartford-West Hartford-East Hartford, CT MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated 10 CD loans totaling $40 million that primarily helped provide 238 units of affordable housing. CD lending represents 2 percent of the allocated Tier 1 Capital, after considering $2.6 billion in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank provided $17.4 million in financing for the acquisition and historic rehabilitation of 390 Capitol, a former mill building in downtown Hartford, CT. The developer will gut the building and convert it into 112 multifamily units comprising 23 affordable units at 50 percent of the area median income and 89 work-force housing market rate units at 120 percent of the area median income.

- The bank provided $2.1 million in construction financing for Jefferson Heights, a 70-unit affordable multifamily housing project in New Britain, CT for seniors aged 62 or older. All units are restricted incomes at or below 60 percent of the area median income.

- The bank provided $2 million in funding to the Hartford Community Loan Fund (HCLF), a non-profit certified CDFI. The HCLF’s mission is to stabilize and revitalize Hartford’s neighborhoods and create affordable housing and economic opportunities for residents and business owners in the city’s low- and moderate-income neighborhoods.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America’s Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Connecticut, lending under the MHA and HARP programs accounted for 89 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Norwich-New London, CT MSA, New Haven-Milford, CT MSA, and Connecticut Non-MSA is stronger than the overall High Satisfactory Lending Test performance in the state of Connecticut primarily due to higher relative levels of CD lending that positively affected Lending Test performance in those assessment areas.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Connecticut is rated Outstanding. Investment performance is adequate in the Bridgeport-Stamford-Norwalk, CT MSA and excellent in the Hartford-West Hartford-East Hartford, CT MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Bridgeport-Stamford-Norwalk, CT MSA

In the Bridgeport-Stamford-Norwalk, CT MSA, Bank of America has an adequate level of community development investments. The bank made 53 CD investments during the current period totaling $40.4 million. Approximately $3.7 million or 55 percent of the current period investment dollars supported 276 units of affordable housing. In addition, the bank has 37 CD investments totaling $14.5 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $55 million or 6 percent of allocated Tier 1 Capital. The majority of current period investments are innovative or complex with LIHTCs representing approximately $36.1 million or 89 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $5.3 million in a LIHTC to fund the construction of Albion Street Apartments, a 35-unit public housing development in Bridgeport, CT. All units are restricted to families earning no more than 60 percent of the area median income.

- The bank invested $19.6 million in a LIHTC to finance the construction of Park 215, a 78-unit mixed-use, mixed-income housing development. The development will include 47 units restricted to incomes at or below 60 percent of the area median income.

- The bank invested $9.6 million in a LIHTC to finance the construction of St. Paul's Commons, a 56-unit affordable housing development in Bridgeport, CT. The development comprises two sites approximately 1.5 miles apart. One site is restricted to seniors aged 62 or older and the site is for families. All units are restricted to incomes at or below 60 percent of the area median income.

Hartford-West Hartford-East Hartford, CT MSA

In the Hartford-West Hartford-East Hartford, CT MSA, the bank has an excellent level of CD investments. The bank made 301 CD investments during the current period totaling $194 million. Approximately $190.2 million or 98 percent of the current period investment dollars supported 232 units of affordable housing. In addition, the bank has 178 CD investments totaling $36.1 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $230.2 million or 11.7 percent of allocated Tier 1 Capital, after considering the $2.6 billion in deposits that did not originate from the assessment area. In addition to the community development investments, Bank of America made 73 grants and donations of more than $2 million to various community development organizations that serve the needs of the community. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $142.5 million or 73 percent of the investment dollars.

Examples of community development investments include:

- The bank provided $2 million in funding to the Boston Community Loan Fund (BCLF), a certified CDFI. The mission of the BCLF is to create and preserve healthy communities where low-income people live and work. The BCLF finances community development projects that include affordable housing, childcare, public education, healthcare facilities, and commercial revitalization projects.

- The bank invested $33.7 million in a Section 42 LIHTC Fund that indirectly invests in a portfolio of nine LIHTC affordable housing projects. The funds represent the amount invested in Square Village, a development of 32 two-story apartments in Manchester, CT containing 379 rental units. All units, except one unit reserved for the onsite property manager, are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $1.9 million in funding to the Hartford Community Loan Fund (HCLF), a certified CDFI. The mission of the HCLF is to provide and promote just and affordable financial services that benefit the low-wealth residents of Hartford, CT. HCLF's primary lending product is a construction/rehab loan designed to create affordable housing opportunities in low- and moderate-income areas. This funding will allow HCLF to expand its construction/rehab mini permanent loan pool. According to the HCLF, the construction/rehab program improved approximately 430 units. Approximately 88 percent of those units were affordable to residents with incomes at or below 50 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: CONNECTICUT				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Bridgeport, CT	37	14,513	53	40,443	90	54,956	13.71	3	18,213
Hartford, CT	178	36,121	301	194,047	479	230,167	57.40	0	0
Limited Review									
New Haven, CT	13	6,941	87	47,774	100	54,716	13.65	1	9,625
Norwich, CT	6	190	46	7,428	52	7,618	1.90	0	0
Connecticut Non-MSA	7	1,131	32	3,620	39	4,751	1.18	0	0
CONNECTICUT - Statewide	0	0	17	48,751	17	48,751	12.16	0	0
CONNECTICUT	241	58,895	536	342,064	777	400,959	100.00	4	27,838

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Norwich-New London, CT MSA, New Haven-Milford, CT MSA, and Connecticut Non-MSA is consistent with the Outstanding Investment Test performance in the state of Connecticut.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of Connecticut is rated Outstanding. Service Test performance is good in the Bridgeport-Stamford-Norwalk, CT MSA and excellent in the Hartford-West Hartford-East Hartford, CT MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

Bridgeport-Stamford-Norwalk, CT MSA

In the Bridgeport-Stamford-Norwalk, CT MSA, the bank’s service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank’s 48 financial centers with the distribution of the population. The bank has six financial centers in low-income geographies or 12.5 percent of its financial centers where 13.5 percent of the population lives. The bank also has six financial centers or 12.5 percent of its financial centers located in moderate-income geographies where 19.5 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has five financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The adjacent financial centers help improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings generally did not affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank closed six financial centers during the evaluation period. The bank closed two financial centers in low-income geographies, one in a moderate-income geography, and three in middle- and upper-income geographies. Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 4:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Bridgeport-Stamford-Norwalk CT MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	33	15.7	123,570	13.5	6	12.5	17	19.5	0	0.0	2	33.3
Moderate	37	17.6	178,760	19.5	6	12.5	16	18.4	0	0.0	1	16.7
Middle	67	31.9	308,502	33.6	20	41.7	32	36.8	0	0.0	2	33.3
Upper	73	34.8	305,997	33.4	16	33.3	22	25.3	0	0.0	1	16.7
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**210**	**100.0**	**916,829**	**100.0**	**48**	**100.0**	**87**	**100.0**	**0**	**100.0**	**6**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Hartford-West Hartford-East Hartford, CT MSA

In the Hartford-West Hartford-East Hartford, CT MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 46 financial centers with the distribution of the population. The bank has 6 financial centers or 13 percent of its financial centers in low-income geographies where 11.8 percent of the population lives. The bank has five financial centers or 10.9 percent of its financial centers located in moderate-income geographies where 14 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using online, telephone, mobile, and text banking are near the proportion of the population in low- and moderate-income geographies. Cash dispensing and full-service ATM usage by customers in low- and moderate-income geographies exceeds the proportion of the population in low- and moderate-income geographies.

The bank has five financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. One of the financial centers provides additional access to retail banking services in low-income geographies and four financial centers provide additional access in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened two financial center and closed sixteen. The bank closed three financial centers in low-income geographies, four in moderate-income geographies, and the remaining nine in middle- and upper-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 4:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Hartford-West Hartford-East Hartford CT MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	46	15.9	142,551	11.8	6	13.0	19	17.9	0	0.0	3	18.8
Moderate	42	14.5	169,588	14.0	5	10.9	13	12.3	1	50.0	4	25.0
Middle	114	39.3	504,873	41.6	20	43.5	40	37.7	0	0.0	3	18.8
Upper	82	28.3	379,496	31.3	15	32.6	33	31.1	1	50.0	6	37.5
NA	6	2.1	15,873	1.3	0	0.0	1	0.9	0	0.0	0	0.0
Totals	**290**	**100.0**	**1,212,381**	**100.0**	**46**	**100.0**	**106**	**100.0**	**2**	**100.0**	**16**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Bridgeport-Stamford-Norwalk, CT MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 47 community development services targeted to low- and moderate-income individuals. Employees provided 12 financial education and foreclosure prevention workshops for 547 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 20 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 15 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Hartford-West Hartford-East Hartford, CT MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 89 community development services targeted to low- and moderate-income individuals. Employees provided 31 financial education and foreclosure prevention workshops for 584 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 26 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 30 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the New Haven-Milford, CT MSA and Connecticut Non-MSA is consistent with the Outstanding Service Test performance in the state of Connecticut. Performance in the Norwich-New London, CT MSA is weaker than the overall Outstanding Service Test performance in the state of Connecticut primarily due to the weaker distribution of financial centers, particularly in low-income geographies.

State of Delaware

CRA Rating for Delaware[20]: **Satisfactory**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: High Satisfactory
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;

- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;

- Relatively low level of CD lending that has a neutral effect on overall lending performance;

- Good level and responsiveness of qualified investments; and

- Reasonably accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Delaware

Bank of America, N.A. has no financial centers in the state of Delaware in areas that exclude the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD Multistate MSA and Salisbury, MD-DE Multistate MSA. Examiners excluded the two multistate MSAs from the analysis of the state of Delaware because examiners evaluated the two multistate MSAs as separate rating areas. Because the bank has no financial centers in the state of Delaware in areas that exclude the multistate MSAs, deposit market share data is not available. As of December 31, 2016, the bank operated one ATM in the state of Delaware. Depository financial institutions in the rating area with deposit market shares greater than 5 percent include Manufacturers and Traders Trust Company (28.9 percent), PNC Bank (20.8 percent), Wilmington Savings Fund Society (16.7 percent), Citizens Bank (10.9 percent), and Wells Fargo Bank (9.4 percent).

Refer to the community profiles for the state of Delaware in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[20] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Scope of Evaluation in Delaware

The bank has defined the Dover, DE MSA as its sole assessment area in the state of Delaware. Examiners based conclusions and ratings for the state of Delaware solely on performance in the Dover, DE MSA. During the evaluation period, Bank of America originated or purchased 384 home mortgage loans totaling $65.6 million, 301 small loans to businesses totaling $5.9 million, 10 small loans to farms totaling $46,000, and 1 CD loan totaling $240,000. Loan volumes include loans that originated or purchased in the Delaware Non-MSA assessment area (Sussex County) prior to OMB including the county in the Salisbury, MD-DE Multistate MSA. Based on loan volume, examiners weighted home mortgage loans, representing 55 percent of the volume, the most followed by small loans to businesses (43 percent), and small loans to farms (2 percent).

Examiners conducted a telephone interview with an affordable housing representative at one local community services agency. The contact noted the need for affordable housing due to the increasing senior population and the need to revitalize blighted areas.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN DELAWARE

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of Delaware is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the state of Delaware is excellent. Lending activity is excellent in the Dover, DE MSA.

Dover, DE MSA

Lending activity in the Dover, DE MSA is excellent. Because the bank has no financial centers in the state of Delaware, deposit market share data is not available. According to peer mortgage data for 2016, the bank has a market share of 1.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 14th among 249 home mortgage lenders in the assessment area, which places it in the top 6 percent of 249 lenders. According to peer small business data for 2016, the bank has a 3.7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks 10th among 68 small business lenders, which places it in the top 15 percent of the lenders. The bank originated or purchased too few small loans to farms during the evaluation period for any meaningful analysis. Considering the bank has no deposits derived from the community, its overall lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: DELAWARE | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Dover, DE	35.26	384	65,636	301	5,899	10	46	1	240	696	71,821	0.00
Delaware Non-MSA	64.74	937	226,891	329	8,117	12	60	0	0	1,278	235,068	0.00
DELAWARE	100.00	1,321	292,527	630	14,016	22	106	1	240	1,974	306,889	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Dover, DE MSA.

Dover, DE MSA

The geographic distribution of home mortgage loans in the Dover, DE MSA is good. There are no low-income census tracts in the Dover, DE MSA. Performance is good in moderate-income geographies. The distribution in moderate-income geographies at 7.6 percent is lower than the 9.2 percent of owner-occupied housing units in moderate-income geographies; however, the bank slightly exceeds the 7.2 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Dover DE MSA	384	65,636	100.0	6,157	0.0	0.0	0.0	9.2	7.6	7.2	75.3	77.1	78.3	15.5	15.4	14.5	0.0	0.0	0.0
Total	**384**	**65,636**	**100.0**	**6,157**	**0.0**	**0.0**	**0.0**	**9.2**	**7.6**	**7.2**	**75.3**	**77.1**	**78.3**	**15.5**	**15.4**	**14.5**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Dover, DE MSA.

Dover, DE MSA

The geographic distribution of small loans to businesses in the Dover, DE MSA is excellent. There are no low-income census tracts in the Dover, DE MSA. Performance is excellent in moderate-income geographies. The distribution in moderate-income geographies at 26.2 percent exceeds the 20.2 percent of businesses in moderate-income geographies and it exceeds the 19.5 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Dover DE MSA	301	5,899	100.0	2,689	0.0	0.0	0.0	20.2	26.2	19.5	65.0	53.5	65.3	14.8	20.3	15.2	0.0	0.0	0.0
Total	**301**	**5,899**	**100.0**	**2,689**	**0.0**	**0.0**	**0.0**	**20.2**	**26.2**	**19.5**	**65.0**	**53.5**	**65.3**	**14.8**	**20.3**	**15.2**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The bank originated or purchased too few small loans to farms during the evaluation period for any meaningful analysis.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Dover DE MSA	10	46	100.0	65	0.0	0.0	0.0	8.4	0.0	13.8	77.6	100.0	80.0	14.0	0.0	6.2	0.0	0.0	0.0
Total	**10**	**46**	**100.0**	**65**	**0.0**	**0.0**	**0.0**	**8.4**	**0.0**	**13.8**	**77.6**	**100.0**	**80.0**	**14.0**	**0.0**	**6.2**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

Examiners noted no conspicuous or unexplained gaps in lending in moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Dover, DE MSA.

Dover, DE MSA

The distribution of home mortgage loans by borrower income in the Dover, DE MSA is good. The distribution is adequate to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 8.3 percent is lower than the 18.7 percent of low-income families in the MSA; however, the bank's performance exceeded the 4.2 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 28.1 percent exceeds the 18.4 percent of moderate-income families and it exceeds the 16.5 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower — 2014-16

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Dover DE MSA	384	65,636	100.0	6,157	18.7	8.3	4.2	18.4	28.1	16.5	23.3	28.1	22.0	39.6	19.3	27.2	0.0	16.1	30.1
Total	**384**	**65,636**	**100.0**	**6,157**	**18.7**	**8.3**	**4.2**	**18.4**	**28.1**	**16.5**	**23.3**	**28.1**	**22.0**	**39.6**	**19.3**	**27.2**	**0.0**	**16.1**	**30.1**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Dover, DE MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36 percent of its small loans to businesses.

Dover, DE MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Dover, DE MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 48.2 percent is lower than the 76.9 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 46.2 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Dover DE MSA	301	5,899	100.0	2,689	76.9	48.2	46.2	3.7	15.9	19.4	35.9
Total	**301**	**5,899**	**100.0**	**2,689**	**76.9**	**48.2**	**46.2**	**3.7**	**15.9**	**19.4**	**35.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The bank originated or purchased too few small loans to farms for any meaningful analysis.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Dover DE MSA	10	46	100.0	65	97.5	60.0	29.2	1.3	0.0	1.1	40.0
Total	**10**	**46**	**100.0**	**65**	**97.5**	**60.0**	**29.2**	**1.3**	**0.0**	**1.1**	**40.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the bank's Lending Test performance in the state of Delaware, based on its limited presence in the state. The bank met the community's credit needs primarily through retail lending.

Dover, DE MSA

In the Dover, DE MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated one CD loan totaling $240,000 for affordable housing purposes. This loan did not create any new units of affordable housing.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Delaware is rated High Satisfactory. Investment performance is good in the Dover, DE MSA.

Dover, DE MSA

In the Dover, DE MSA, Bank of America has a good level of community development investments considering its very limited presence in the state of Delaware. The bank made 21 CD investments during the current evaluation period totaling $1 million. Approximately $823,000 or 83 percent of the current period investment dollars supported three units of affordable housing. In addition, the bank has five CD investments totaling $386,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $1.4 million. The majority of current period investments are innovative or complex with LIHTCs representing approximately $800,000 or 80 percent of the investment dollars.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: DELAWARE				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Dover, DE	5	$386	21	$989	26	1,374	5	0	0
DELAWARE - Statewide	4	$24,175	63	$3,957	67	28,132	95	0	0
DELAWARE	9	$24,561	84	$4,946	93	29,507	100	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Delaware is rated Low Satisfactory. Service Test performance is adequate in the Dover, DE MSA.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Dover, DE MSA

In the Dover, DE MSA, the bank's service delivery systems are reasonably accessible to geographies and individuals of different income levels. Because the bank has no financial centers in the state of Delaware, customers access retail banking services through alternative delivery systems, including ATMs, telephone, online, mobile, and text banking. Based on customer usage data provided by the bank, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Dover DE MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	5	15.6	19,750	12.2	0	0.0	1	100.0	0	0.0	0	0.0
Middle	22	68.8	119,687	73.7	0	0.0	0	0.0	0	0.0	0	0.0
Upper	5	15.6	22,873	14.1	0	0.0	0	0.0	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**32**	**100.0**	**162,310**	**100.0**	**0**	**100.0**	**1**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Dover, DE MSA

The bank provides an adequate level of community development services. During the evaluation period, the bank participated with community development organizations to provide 23 community development services targeted to low- and moderate-income individuals. Employees provided six financial education and foreclosure prevention workshops for 230 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in one webinar with a non-profit organization to help the organization with capacity building. In addition, eight employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

State of Florida

CRA Rating for Florida[21]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business/farm revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Florida

The state of Florida is Bank of America's fifth largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $103 billion or 8.6 percent of its total domestic deposits in financial centers within the state of Florida. Of the 237 depository financial institutions operating in the state, Bank of America, with a deposit market share of 19.2 percent, is the largest. Depository financial institutions in the state with deposit market shares greater than 5 percent include Wells Fargo Bank (14.7 percent), SunTrust Bank (9 percent), and JPMorgan Chase Bank (5.4 percent). As of December 31, 2016, Bank of America operated 572 full-service financial centers and 1,637 deposit-taking ATMs in the state.

A bank's deposit volume serves as an indicator of its capacity to lend and invest in its assessment areas; however, not all deposits originate within the local community. In the Jacksonville, FL MSA, Bank of America reported an additional $3 billion in deposits of national corporations. The funds for these large national corporations originated from communities across the nation and deposited in financial centers near the headquarters of those corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

[21] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Florida in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Florida

Examiners selected three assessment areas for full-scope reviews and the remaining 19 assessment areas for limited-scope reviews. The full-scope assessment areas are Miami-Fort Lauderdale-West Palm Beach, FL MSA, Jacksonville, FL MSA, and North Port-Sarasota-Bradenton, FL MSA. Examiners based their conclusions on activities within all assessment areas. Examiners interviewed five community based organizations and local government agencies serving various housing, employment, and community service needs. The organizations identified affordable housing, financial literacy, and financing programs for applicants with weak credit as some of the most pressing needs.

During the evaluation period, Bank of America originated or purchased 103,230 home mortgage loans totaling $21.3 billion, 255,015 small loans to businesses totaling $6.8 billion, 1,574 small loans to farms totaling $21.1 million, and 139 CD loans totaling $683.6 million. Lending volumes include loans originated or purchased in the following counties, which the bank no longer designates as assessment areas due to the bank’s closure or sale of all financial centers or deposit-taking ATMs: Calhoun, Columbia, Dixie, Hamilton, and Suwannee counties. These counties were previously part of the Florida Non-MSA assessment area. Small loans to businesses represented nearly 71 percent of the loan volume; therefore, examiners weighted small loans to businesses more than home mortgage loans. Small loans to farms represented less than 1 percent of the loan volume and thus examiners weighted them very little in the overall Lending Test performance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN FLORIDA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of Florida is rated Outstanding, based on excellent lending activity, good geographic and borrower income distributions, and a relatively high level of CD lending that positively affected overall performance under the Lending Test. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the state of Florida is excellent. Lending activity is excellent in the Jacksonville, FL MSA, North Port-Sarasota-Bradenton, FL MSA, and Miami-Fort Lauderdale-West Palm Beach, FL MSA. Performance in the Miami-Fort Lauderdale-West Palm Beach, FL MSA carried the most weight in arriving at the good performance overall. Lending activity in limited-scope areas is consistent with the excellent performance.

Jacksonville, FL MSA

Lending activity in the Jacksonville, FL MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 41 percent. The bank ranks first among 35 depository financial institutions in the assessment area, which places it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks 12th among 674 home mortgage lenders in the assessment area, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 10 percent market share based on the number of small loans to businesses originated or purchased. The bank ranks third among 133 small business lenders, which places it in the top 3 percent of lenders. According to peer small farm data for 2016, the bank has a 14.1 percent market share based on the number of small loans to farms originated or purchased. The bank ranks second among 16 farm lenders, which places it in the top 13 percent of lenders. Considering the higher ranking for home mortgage loans and ranking for small loans to businesses relative to its ranking for deposits, lending activity is excellent.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

Lending activity in the Miami-For Lauderdale-West Palm Beach, FL MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 16.7 percent. The bank ranks second among 97 depository financial institutions in the assessment area, which places it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.4 percent based on the number of home mortgage loans originated or purchased. The bank ranks ninth among 997 home mortgage lenders in the assessment area, which places it in the top 1 percent of lenders. According to peer small business data for 2016, the bank has a 13 percent market share based on the number of small loans to businesses originated or purchased. The bank ranks third among 236 small business lenders, which places it in the top 2 percent of lenders. According to peer small farm data for 2016, the bank has a 32.7 percent market share based on the number of small loans to farms originated or purchased. The bank ranks first among 24 farm lenders, which places it in the top 5 percent of lenders. Considering the higher ranking for home mortgage loans and small loans to businesses relative to its ranking for deposits, lending activity is excellent.

North Port-Sarasota-Bradenton, FL MSA

Lending activity in the North Port-Sarasota-Bradenton, FL MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 19.9 percent. The bank ranks first among 40 depository financial institutions, placing it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks fourth among 783 home mortgage lenders, which places it in the top 1 percent of lenders. According to peer small business data for 2016, the bank has a 12.2 percent market share based on the number of small loans to businesses originated or purchased. The bank ranks third among 135 small business lenders, which places it in the top 3 percent of lenders.

According to peer small farm data for 2016, the bank has a 29.6 percent market share based on the number of small loans to farms originated or purchased. The bank ranks first among 18 farm lenders, which places it in the top 6 percent of lenders. Considering the higher ranking for home mortgage loans and ranking for small loans to businesses relative to its ranking for deposits, lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: FLORIDA | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Jacksonville, FL	5.80	8,832	1,757,817	11,971	364,574	62	534	5	15,373	20,870	2,138,298	23.28
Miami, FL	40.10	25,894	7,053,842	117,949	3,220,487	453	5,933	65	299,122	144,361	10,579,384	35.92
North Port, FL	4.72	5,417	1,132,665	11,489	232,622	79	991	7	18,374	16,992	1,384,652	3.74
Limited Review												
Cape Coral, FL	3.31	4,105	766,589	7,754	174,662	65	413	3	14,638	11,927	956,302	2.11
Crestview , FL	0.87	1,622	368,809	1,508	33,998	13	98	0	0	3,143	402,905	0.39
Deltona, FL	2.56	3,690	532,289	5,468	110,440	50	587	4	27,915	9,212	671,231	1.94
Gainesville, FL	1.10	1,459	230,110	2,473	79,848	38	655	2	2,688	3,972	313,301	0.90
Homosassa Springs, FL	0.30	348	42,926	712	14,318	13	127	0	0	1,073	57,371	0.42
Lakeland, FL	1.72	2,684	382,704	3,467	115,501	36	901	2	2,610	6,189	501,716	0.98
Naples, FL	2.02	2,279	913,373	4,927	129,706	48	444	0	0	7,254	1,043,523	1.60
Ocala, FL	1.20	1,654	197,248	2,572	73,348	84	570	0	0	4,310	271,166	0.81
Orlando, FL	10.67	11,896	2,151,067	26,373	729,658	122	2,254	16	96,255	38,407	2,979,234	9.19
Palm Bay, FL	2.32	3,527	572,726	4,775	123,112	32	1,469	2	3,510	8,336	700,817	1.48
Palm Coast, FL	0.27	615	90,331	339	5,271	6	71	0	0	960	95,673	0.00
Pensacola, FL	1.33	2,453	387,324	2,322	58,986	22	264	5	42,099	4,802	488,673	0.61
Port St. Lucie, FL	2.03	2,593	448,033	4,673	96,852	55	595	4	14,486	7,325	559,966	1.20
Punta Gorda, FL	0.81	1,334	197,345	1,549	35,823	15	185	2	13,750	2,900	247,103	0.67
Sebastian, FL	0.67	861	229,251	1,536	47,420	24	325	0	0	2,421	276,996	0.70
Sebring, FL	0.13	137	18,943	328	7,126	20	236	0	0	485	26,305	0.21
Tallahassee, FL	0.97	1,368	237,211	2,096	54,659	18	218	0	0	3,482	292,088	0.75
Tampa, FL	15.14	17,609	2,991,418	36,695	1,057,375	177	2,368	22	132,778	54,503	4,183,939	12.34
The Villages, FL	0.18	284	51,914	349	10,336	13	575	0	0	646	62,825	0.11
Florida Non-MSA	1.77	2,569	536,606	3,690	69,366	129	1,241	0	0	6,388	607,213	0.65
FLORIDA	100.00	103,230	21,290,541	255,015	6,845,488	1,574	21,054	139	683,596	359,958	28,840,679	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is adequate in the Jacksonville, FL MSA, Miami-Fort Lauderdale-West Palm Beach, FL MSA, and North Port-Sarasota-Bradenton, FL MSA.

Jacksonville, FL MSA

The geographic distribution of home mortgage loans in the Jacksonville, FL MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. At 1.4 percent, the distribution of the bank's home mortgage loans in low-income geographies is lower than the 2.9 percent of owner-occupied housing units in low-income geographies; however, the bank's distribution is higher than the 0.8 percent for aggregate lenders. At 9.8 percent, the distribution in moderate-income geographies is also lower than the 15.6 percent of owner-occupied housing units in moderate-income geographies and it is similar to the 9.9 percent for aggregate lenders.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

The geographic distribution of home mortgage loans in the Miami-Fort Lauderdale-West Palm Beach, FL MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. At 1 percent, the distribution in low-income geographies is lower than the 2.1 percent of owner-occupied housing units in low-income geographies and lower than the 1.2 percent for aggregate lenders. At 14.3 percent, the distribution in moderate-income geographies is lower than the 23.1 percent of owner-occupied housing units in moderate-income geographies and it is slightly lower than the 16.8 percent for aggregate lenders.

North Port-Sarasota-Bradenton, FL MSA

The geographic distribution of home mortgage loans in the North Port-Sarasota-Bradenton, FL MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. At 0.4 percent, the distribution in low-income geographies is lower than the 1.3 percent of owner-occupied housing units in low-income geographies, but comparable to the 0.4 percent for aggregate lenders. At 11.7 percent, the distribution in moderate-income geographies is lower than the 20.1 percent of owner-occupied housing units in moderate-income geographies and lower than the 12.2 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Jacksonville FL MSA	2,998	647,728	8.1	55,232	2.9	1.4	0.8	15.6	9.8	9.9	47.9	43.3	48.2	33.6	45.5	41.1	0.0	0.0	0.0
FS Miami-Fort Lauderdale-West Palm Beach FL MSA	9,615	3,193,359	25.9	145,423	2.1	1.0	1.2	23.1	14.3	16.8	36.3	32.3	36.9	38.6	52.4	45.0	0.0	0.0	0.1
FS North Port-Sarasota-Bradenton FL MSA	2,228	529,623	6.0	30,116	1.3	0.4	0.4	20.1	11.7	12.2	49.0	45.6	50.6	29.7	42.4	36.8	0.0	0.0	0.0
LS Cape Coral-Fort Myers FL MSA	1,527	317,526	4.1	28,289	1.3	0.3	1.3	14.2	9.3	12.3	55.6	52.3	55.5	28.9	38.1	30.9	0.0	0.0	0.0
LS Crestview-Fort Walton Beach-Destin FL MSA	633	186,840	1.7	13,244	0.0	0.0	0.0	16.6	8.5	7.7	57.7	52.6	55.3	25.7	38.9	36.9	0.0	0.0	0.0
LS Deltona-Daytona Beach-Ormond Beach FL MSA	1,552	234,396	4.2	22,254	1.1	0.4	0.3	14.0	9.5	10.8	58.3	54.5	57.6	26.6	35.6	31.3	0.0	0.0	0.0
LS Florida Non-MSA	386	134,498	1.0	4,802	0.0	0.0	0.0	20.4	9.3	12.3	47.7	33.2	33.8	32.0	57.5	53.9	0.0	0.0	0.0
LS Gainesville FL MSA	510	85,092	1.4	6,191	4.7	2.7	3.9	19.7	12.4	13.3	30.5	27.1	29.9	45.1	57.8	52.9	0.0	0.0	0.0
LS Homosassa Springs FL MSA	348	42,926	0.9	4,164	0.0	0.0	0.0	8.1	6.0	7.4	75.5	72.1	70.6	16.4	21.8	22.1	0.0	0.0	0.0
LS Lakeland-Winter Haven FL MSA	893	144,537	2.4	19,662	1.3	0.6	0.4	19.2	13.2	14.3	54.7	54.8	55.4	24.9	31.5	29.9	0.0	0.0	0.0
LS Naples-Immokalee-Marco Island FL MSA	983	503,045	2.6	14,107	2.4	1.7	1.8	16.4	14.5	13.6	46.0	39.9	54.8	35.2	43.8	29.8	0.0	0.0	0.0
LS Ocala FL MSA	516	59,718	1.4	9,526	0.0	0.0	0.0	13.0	9.9	9.4	73.1	74.2	75.4	13.9	15.9	15.2	0.0	0.0	0.0
LS Orlando-Kissimmee-Sanford FL MSA	4,115	777,559	11.1	81,146	0.5	0.3	0.2	20.0	14.2	15.5	43.8	43.2	44.3	35.7	42.3	39.9	0.0	0.0	0.0
LS Palm Bay-Melbourne-Titusville FL MSA	1,153	215,189	3.1	22,135	1.2	1.1	0.5	18.8	13.3	14.4	46.9	43.5	46.9	33.1	42.2	38.1	0.0	0.0	0.0
LS Pensacola-Ferry Pass-Brent FL MSA	785	112,058	2.1	16,838	1.0	0.1	0.2	17.9	13.1	9.5	49.8	47.8	47.9	31.3	39.0	42.4	0.0	0.0	0.0
LS Port St Lucie FL MSA	956	171,668	2.6	16,858	1.0	0.2	0.2	14.7	7.3	7.4	57.5	58.4	64.0	26.8	34.1	28.4	0.0	0.0	0.0
LS Punta Gorda FL MSA	468	73,196	1.3	6,979	0.0	0.0	0.0	6.3	3.4	4.9	76.5	72.7	79.2	17.3	23.9	15.8	0.0	0.0	0.0
LS Sebastian-Vero Beach FL MSA	330	105,583	0.9	5,035	1.1	0.0	0.6	11.9	5.8	8.6	58.7	52.7	65.0	28.3	41.5	25.8	0.0	0.0	0.0
LS Sebring FL MSA	137	18,943	0.4	2,067	0.0	0.0	0.0	7.2	3.7	3.7	80.1	70.8	75.4	12.7	25.5	20.9	0.0	0.0	0.0
LS Tallahassee FL MSA	573	110,575	1.5	9,261	3.3	3.5	3.1	24.8	18.2	15.7	37.1	31.1	35.9	34.8	47.3	45.3	0.0	0.0	0.0
LS Tampa-St Petersburg-Clearwater FL MSA	6,186	1,130,333	16.6	102,154	1.8	1.3	1.3	22.2	14.5	15.3	43.8	42.2	42.9	32.2	41.9	40.5	0.0	0.0	0.0
LS The Villages FL MSA	284	51,914	0.8	4,666	0.9	0.0	0.2	15.7	25.4	37.4	58.7	23.2	25.6	24.7	51.4	36.9	0.0	0.0	0.0
Total	**37,176**	**8,846,306**	**100.0**	**620,149**	**1.6**	**0.9**	**0.9**	**19.5**	**12.7**	**13.9**	**46.1**	**42.6**	**46.4**	**32.8**	**43.8**	**38.9**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is good in the Jacksonville, FL MSA, excellent in the Miami-Fort Lauderdale-West Palm Beach, FL MSA, and good in the North Port-Sarasota-Bradenton, FL MSA.

Jacksonville, FL MSA

The geographic distribution of small loans to businesses in the Jacksonville, FL MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. At 2.3 percent, the distribution in low-income geographies is lower than the 3.4 percent of businesses in low-income geographies and lower than the 3.1 percent for aggregate lenders. At 17.1 percent, the distribution in moderate-income geographies is lower than the 19.3 percent of businesses in moderate-income geographies and comparable with the 17.3 percent for aggregate lenders. In the Jacksonville, FL MSA, competition for small business banking is strong, with American Express and Citibank owning a majority of market share at 21.5 percent and 17.1 percent, respectively. Additionally, there are 17 low-income census tracts in the Jacksonville, FL MSA; however, Bank of America only has two financial centers in low-income census tracts, limiting the ability to lend in these geographies.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

The geographic distribution of small loans to businesses in the Miami-Fort Lauderdale-West Palm Beach, FL MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. At 3.1 percent, the distribution in low-income geographies is comparable to the 3.3 percent of businesses in low-income geographies and it is comparable to the 3.2 percent for aggregate lenders. At 21.6 percent, the distribution in moderate-income geographies is comparable to the 21.9 percent of businesses in moderate-income geographies and higher than the 20.5 percent for aggregate lenders.

North Port-Sarasota-Bradenton, FL MSA

The geographic distribution of small loans to businesses in the North Port-Sarasota-Bradenton, FL MSA is good. Performance is excellent in low-income geographies and good in moderate-income geographies. At 1.5 percent, the distribution in low-income geographies is comparable with the 1.5 percent of businesses in low-income geographies and it is slightly higher than the 1.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17.7 percent is slightly lower than the 20.3 percent of businesses in moderate-income geographies and it is slightly lower than the 18.7 percent performance for aggregate lenders. Competition for small business banking is strong within the North Port-Sarasota-Bradenton, FL MSA, with American Express and Citibank owning a majority of market share at 19.8 percent and 17.1 percent, respectively.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Jacksonville FL MSA	7,992	228,809	4.7	31,327	3.4	2.3	3.1	19.3	17.1	17.3	42.8	39.2	40.0	34.5	41.4	39.5	0.0	0.0	0.0
FS Miami-Fort Lauderdale-West Palm Beach FL MSA	80,820	2,016,980	47.4	242,848	3.3	3.1	3.2	21.9	21.6	20.5	30.3	29.5	28.5	43.6	45.0	46.8	0.8	0.9	0.9
FS North Port-Sarasota-Bradenton FL MSA	7,511	147,382	4.4	22,839	1.5	1.5	1.3	20.3	17.7	18.7	42.8	41.7	40.1	35.3	39.1	39.8	0.0	0.0	0.0
LS Cape Coral-Fort Myers FL MSA	5,182	109,747	3.0	20,877	3.5	3.5	3.0	14.7	14.0	12.3	51.8	50.4	47.7	29.9	32.1	36.9	0.1	0.0	0.0
LS Crestview-Fort Walton Beach-Destin FL MSA	1,027	22,929	0.6	6,473	0.0	0.0	0.0	15.0	12.9	13.6	54.4	50.5	51.3	30.6	36.6	35.1	0.0	0.0	0.0
LS Deltona-Daytona Beach-Ormond Beach FL MSA	3,720	72,038	2.2	12,984	2.8	2.1	3.1	18.8	15.6	18.6	50.7	49.3	47.3	27.7	33.0	30.9	0.0	0.0	0.0
LS Gainesville FL MSA	1,533	48,715	0.9	4,717	10.3	9.8	8.7	20.2	16.4	20.5	28.8	29.0	28.2	40.7	44.7	42.6	0.0	0.0	0.0
LS Homosassa Springs FL MSA	712	14,318	0.4	2,835	0.0	0.0	0.0	8.8	9.4	9.9	75.3	72.2	72.6	15.9	18.4	17.5	0.0	0.0	0.0
LS Lakeland-Winter Haven FL MSA	2,260	76,685	1.3	10,175	4.7	4.2	4.9	19.5	18.5	20.1	49.8	50.5	49.9	26.0	26.9	25.1	0.0	0.0	0.0
LS Naples-Immokalee-Marco Island FL MSA	3,341	83,752	2.0	15,717	2.6	3.9	1.7	13.3	13.3	11.0	42.2	42.9	42.3	41.8	39.8	45.0	0.0	0.0	0.0
LS Ocala FL MSA	1,637	46,644	1.0	5,942	0.0	0.0	0.0	17.9	16.0	18.1	55.0	52.8	52.8	27.1	31.2	29.1	0.0	0.0	0.0
LS Orlando-Kissimmee-Sanford FL MSA	17,803	480,677	10.4	62,740	0.6	0.5	0.6	23.5	21.2	21.0	38.6	38.7	36.7	37.3	39.6	41.7	0.0	0.0	0.0
LS Palm Bay-Melbourne-Titusville FL MSA	2,975	79,066	1.7	11,299	1.8	1.4	1.7	22.3	19.3	23.3	41.9	40.5	39.9	33.9	38.8	35.0	0.0	0.0	0.0
LS Pensacola-Ferry Pass-Brent FL MSA	1,464	29,348	0.9	8,019	2.2	2.3	3.4	24.5	21.1	24.9	44.1	40.9	40.7	29.1	35.7	31.0	0.0	0.0	0.0
LS Port St Lucie FL MSA	3,095	58,482	1.8	11,518	1.8	1.1	1.5	18.7	16.0	19.3	52.7	50.9	48.0	26.8	31.7	31.0	0.1	0.4	0.2
LS Punta Gorda FL MSA	977	20,104	0.6	4,120	0.0	0.0	0.0	6.6	7.8	5.8	79.0	77.1	79.1	14.4	15.1	15.2	0.0	0.0	0.0
LS Sebastian-Vero Beach FL MSA	962	30,887	0.6	4,033	4.8	6.9	7.2	8.8	8.3	8.8	56.0	54.5	53.8	30.2	29.8	29.6	0.2	0.5	0.6
LS Sebring FL MSA	328	7,126	0.2	1,475	0.0	0.0	0.0	8.3	7.3	10.0	74.2	75.3	72.8	17.1	13.1	16.5	0.4	4.3	0.7
LS Tallahassee FL MSA	1,305	28,957	0.8	7,281	6.7	6.2	5.6	25.3	22.3	24.1	33.8	32.0	30.2	33.9	38.9	39.7	0.4	0.7	0.4
LS Tampa-St Petersburg-Clearwater FL MSA	24,036	647,472	14.1	74,386	2.8	2.8	3.3	21.3	19.3	20.7	38.9	38.6	38.4	36.9	39.2	37.6	0.1	0.1	0.1
LS The Villages FL MSA	349	10,336	0.2	1,698	1.7	2.0	2.2	18.9	21.8	29.4	48.9	39.0	38.2	30.5	37.2	30.2	0.0	0.0	0.0
LS Florida Non-MSA	1,546	22,727	0.9	6,110	0.0	0.0	0.0	16.4	9.8	13.1	35.9	30.7	34.1	47.6	59.4	52.7	0.1	0.2	0.0
Total	**170,575**	**4,283,181**	**100.0**	**569,413**	**2.7**	**2.6**	**2.7**	**20.6**	**19.6**	**19.4**	**38.8**	**36.1**	**36.0**	**37.5**	**41.2**	**41.4**	**0.3**	**0.5**	**0.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is poor in the Jacksonville, FL MSA, adequate in the Miami-Fort Lauderdale-West Palm Beach, FL MSA, and good in the North Port-Sarasota-Bradenton, FL MSA.

Jacksonville, FL MSA

The geographic distribution of small loans to farms in the Jacksonville, FL MSA is poor. Performance is very poor in low-income geographies and adequate in moderate-income geographies. At 0 percent, the proportion of loans in low-income geographies is lower than the 2.5 percent of farms in low-income geographies and lower than the 1.2 percent for aggregate lenders. At 10 percent, the proportion of loans in moderate-income geographies is lower than the 15.4 percent of farms in moderate-income geographies and lower than the 12 percent for aggregate lenders.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

The geographic distribution of small loans to farms in the Miami-Fort Lauderdale-West Palm Beach, FL MSA is adequate. Performance is good in low-income geographies and poor in moderate-income geographies. At 2.2 percent, the proportion of loans in low-income geographies is lower than the 3.1 percent of farms in low-income geographies and comparable to the 2.3 percent for aggregate lenders. At 9.5 percent, the distribution in moderate-income geographies is lower than the 22.8 percent of farms in moderate-income geographies and it is lower than the 13.1 percent for aggregate lenders.

North Port-Sarasota-Bradenton, FL MSA

The geographic distribution of small loans to farms in North Port-Sarasota-Bradenton, FL MSA is good. Performance is poor in low-income geographies and excellent in moderate-income geographies. At 0 percent, the proportion of loans in low-income geographies is lower than the 1.7 percent of farms in low-income geographies, but is consistent with the 0 percent for aggregate lenders. At 17.9 percent, the proportion in moderate-income geographies is consistent with the 17.9 percent of farms in moderate-income geographies, but is slightly lower than the 18.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			**2014-16**
	Total Loans to Farms				**Low-Income Tracts**			**Moderate-Income**			**Middle-Income Tracts**			**Upper-Income Tracts**			**Not Available-Income**		
Assessment Area:	**#**	**$**	**% of Total**	**Overall Market**	**% Farms**	**% Bank Loans**	**Aggregate**	**% Farms**	**% Bank Loans**	**Aggregate**	**% Farms**	**% Bank Loans**	**Aggregate**	**% Farms**	**% Bank Loans**	**Aggregate**	**% Farms**	**% Bank Loans**	**Aggregate**
FS Jacksonville FL MSA	41	381	4.4	83	2.5	0.0	1.2	15.4	10.0	12.0	51.3	48.8	45.8	30.8	43.9	41.0	0.0	0.0	0.0
FS Miami-Fort Lauderdale-West Palm Beach FL MSA	306	4,004	30.4	351	3.1	2.2	2.3	22.8	9.5	13.1	31.6	29.7	20.5	42.3	60.1	63.8	0.3	0.0	0.3
FS North Port-Sarasota-Bradenton FL MSA	55	759	5.8	71	1.7	0.0	0.0	17.9	17.9	18.3	47.0	32.7	45.1	33.4	54.5	36.6	0.0	0.0	0.0
LS Cape Coral-Fort Myers FL MSA	40	295	4.0	49	1.5	0.0	0.0	17.7	8.3	8.2	56.0	42.5	46.9	24.9	55.0	44.9	0.1	0.0	0.0
LS Crestview-Fort Walton Beach-Destin FL MSA	10	78	1.0	23	0.0	0.0	0.0	19.3	0.0	30.4	61.8	70.0	60.9	18.9	30.0	8.7	0.0	0.0	0.0
LS Deltona-Daytona Beach-Ormond Beach FL MSA	28	448	3.1	41	1.2	9.5	2.4	16.3	14.3	12.2	55.9	35.7	51.2	26.6	46.4	34.1	0.0	0.0	0.0
LS Gainesville FL MSA	23	542	2.8	107	3.2	0.0	0.0	18.6	11.1	32.7	43.7	52.2	41.1	34.5	39.1	26.2	0.0	0.0	0.0
LS Homosassa Springs FL MSA	12	124	1.7	16	0.0	0.0	0.0	12.8	16.7	12.5	69.5	75.0	87.5	17.7	28.6	0.0	0.0	0.0	0.0
LS Lakeland-Winter Haven FL MSA	19	208	1.9	64	2.3	0.0	1.6	20.5	16.7	26.6	51.4	52.6	43.8	25.8	36.8	28.1	0.0	0.0	0.0
LS Naples-Immokalee-Marco Island FL MSA	36	351	4.1	31	6.5	55.6	19.4	18.6	22.2	29.0	49.0	21.7	22.6	25.9	10.7	29.0	0.0	0.0	0.0
LS Ocala FL MSA	49	369	4.9	73	0.0	0.0	0.0	15.0	24.5	8.2	60.3	49.0	57.5	24.7	26.5	34.2	0.0	0.0	0.0
LS Orlando-Kissimmee-Sanford FL MSA	71	908	7.1	161	0.6	0.0	0.0	19.9	8.5	13.0	46.0	59.2	50.3	33.4	32.4	36.6	0.1	0.0	0.0
LS Palm Bay-Melbourne-Titusville FL MSA	24	912	2.4	31	1.5	0.0	0.0	22.6	15.4	19.4	45.2	16.7	32.3	30.7	75.0	48.4	0.0	0.0	0.0
LS Pensacola-Ferry Pass-Brent FL MSA	19	238	2.2	48	1.5	0.0	0.0	16.9	12.5	10.4	53.8	78.9	83.3	27.8	15.8	6.3	0.0	0.0	0.0
LS Port St Lucie FL MSA	40	472	4.0	53	1.4	0.0	0.0	21.9	15.0	30.2	51.3	40.0	34.0	25.4	45.0	35.8	0.0	0.0	0.0
LS Punta Gorda FL MSA	12	172	1.2	9	0.0	0.0	0.0	7.3	0.0	0.0	75.2	41.7	33.3	17.4	58.3	66.7	0.0	0.0	0.0
LS Sebastian-Vero Beach FL MSA	13	251	1.7	28	2.2	0.0	0.0	16.7	25.0	21.4	62.6	25.0	46.4	18.3	53.8	32.1	0.2	0.0	0.0
LS Sebring FL MSA	20	236	2.0	26	0.0	0.0	0.0	6.3	0.0	0.0	73.5	85.0	84.6	19.3	23.1	11.5	0.9	0.0	3.8
LS Tallahassee FL MSA	11	162	1.2	57	2.4	0.0	0.0	27.6	37.5	47.4	38.2	54.5	31.6	31.8	50.0	21.1	0.0	0.0	0.0
LS Tampa-St Petersburg-Clearwater FL MSA	115	1,737	11.5	152	2.1	3.8	2.6	22.5	10.4	17.8	43.5	40.9	40.8	31.9	46.1	38.8	0.0	0.0	0.0
LS The Villages FL MSA	13	575	1.5	11	0.8	0.0	0.0	22.5	23.1	27.3	68.0	61.5	54.5	8.8	20.0	18.2	0.0	0.0	0.0
LS Florida Non-MSA	48	645	4.8	95	0.0	0.0	0.0	20.6	14.6	16.8	49.5	43.8	62.1	29.8	41.7	21.1	0.0	0.0	0.0
Total	**1,006**	**13,870**	**100.0**	**1,580**	**1.9**	**2.7**	**1.3**	**19.9**	**11.1**	**17.8**	**46.1**	**40.5**	**42.2**	**31.9**	**45.7**	**38.5**	**0.1**	**0.0**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Jacksonville, FL MSA, adequate in the Miami-Fort Lauderdale-West Palm Beach, FL MSA, and adequate in the North Port-Sarasota-Bradenton, FL MSA.

Jacksonville, FL MSA

The distribution of home mortgage loans by borrower income in the Jacksonville, FL MSA is good. The distribution is adequate for low-income borrowers and good for moderate-income borrowers. At 8.4 percent, the proportion of the bank's home mortgage loans to low-income borrowers is lower than the 20.6 percent of low-income families, but higher than the 5 percent for aggregate lenders. At 15.3 percent, the proportion of loans to moderate-income borrowers is lower than the 17.7 percent of moderate-income families, but higher than the 14.8 percent for aggregate lenders.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

The distribution of home mortgage loans by borrower income in the Miami-Fort Lauderdale-West Palm Beach, FL MSA is adequate. The distribution is adequate for low-income borrowers and adequate for moderate-income borrowers. At 5.7 percent, the proportion of the bank's home mortgage loans to low-income borrowers is lower than the 22.4 percent of low-income families, but higher than the 2.2 percent for aggregate lenders. At 9.4 percent, the proportion of loans to moderate-income borrowers is lower than the 17.3 percent of moderate-income families and it is consistent with the 9.6 percent for aggregate lenders.

North Port-Sarasota-Bradenton, FL MSA

The distribution of home mortgage loans by borrower income in the North Port-Sarasota-Bradenton, FL MSA is adequate. The distribution is adequate for low-income borrowers and adequate for moderate-income borrowers. At 8.6 percent, the proportion of the bank's home mortgage loans to low-income borrowers is lower than the 19.6 percent of low-income families, but higher than the 3.7 percent for aggregate lenders. The proportion of loans to moderate-income borrowers at 12.8 percent is lower than the 19.0 percent of moderate-income families and less than the 14.1 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Jacksonville FL MSA	2,998	647,728	8.1	55,232	20.6	8.4	5.0	17.7	13.7	14.8	21.9	16.4	20.5	39.9	40.7	39.1	0.0	20.8	20.6
FS Miami-Fort Lauderdale-West Palm Beach FL MSA	9,615	3,193,359	25.9	145,423	22.4	5.7	2.2	17.3	9.4	9.6	18.9	15.3	17.6	41.3	58.6	53.7	0.0	10.9	16.8
FS North Port-Sarasota-Bradenton FL MSA	2,228	529,623	6.0	30,116	19.6	8.6	3.7	19.0	12.8	14.1	20.9	18.1	20.4	40.5	53.5	49.8	0.0	7.0	12.0
LS Cape Coral-Fort Myers FL MSA	1,527	317,526	4.1	28,289	19.0	10.3	3.3	19.0	13.8	13.7	21.4	16.3	19.1	40.7	52.7	48.9	0.0	7.0	15.0
LS Crestview-Fort Walton Beach-Destin FL MSA	633	186,840	1.7	13,244	19.6	5.7	3.3	18.0	11.8	11.4	23.0	17.7	17.3	39.5	47.9	46.8	0.0	16.9	21.2
LS Deltona-Daytona Beach-Ormond Beach FL MSA	1,552	234,396	4.2	22,254	19.7	9.5	3.9	18.2	14.0	14.7	22.0	18.6	21.0	40.1	48.3	42.5	0.0	9.7	17.9
LS Florida Non-MSA	386	134,498	1.0	4,802	20.2	6.7	2.0	17.3	6.7	6.2	18.9	10.1	11.8	43.6	65.5	64.4	0.0	10.9	15.5
LS Gainesville FL MSA	510	85,092	1.4	6,191	23.8	7.6	3.7	17.2	14.1	13.1	18.0	21.8	19.4	41.0	46.1	45.3	0.0	10.4	18.5
LS Homosassa Springs FL MSA	348	42,926	0.9	4,164	17.5	10.1	7.4	20.5	16.4	18.5	21.4	19.8	21.2	40.6	43.1	36.5	0.0	10.6	16.5
LS Lakeland-Winter Haven FL MSA	893	144,537	2.4	19,662	20.3	8.4	3.3	18.6	18.0	15.0	20.8	21.8	22.6	40.3	38.7	37.9	0.0	13.0	21.2
LS Naples-Immokalee-Marco Island FL MSA	983	503,045	2.6	14,107	21.1	4.4	1.9	18.3	10.0	10.4	19.0	8.6	16.3	41.5	69.0	57.0	0.0	8.0	14.4
LS Ocala FL MSA	516	59,718	1.4	9,526	18.1	14.0	4.0	19.8	17.8	14.5	22.8	18.8	21.6	39.3	36.8	40.6	0.0	12.6	19.3
LS Orlando-Kissimmee-Sanford FL MSA	4,115	777,559	11.1	81,146	20.1	8.0	3.4	18.6	15.1	13.4	20.8	18.4	19.7	40.5	49.2	46.1	0.0	9.3	17.4
LS Palm Bay-Melbourne-Titusville FL MSA	1,153	215,189	3.1	22,135	19.4	15.0	5.1	18.8	18.4	14.6	21.5	16.6	19.1	40.4	40.5	43.1	0.0	9.5	18.1
LS Pensacola-Ferry Pass-Brent FL MSA	785	112,058	2.1	16,838	21.1	8.8	4.4	17.6	17.8	14.0	20.8	20.5	20.8	40.4	33.5	39.1	0.0	19.4	21.6
LS Port St Lucie FL MSA	956	171,668	2.6	16,858	18.6	8.8	3.5	20.1	12.0	13.8	20.3	19.1	20.9	41.0	51.8	44.0	0.0	8.3	17.8
LS Punta Gorda FL MSA	468	73,196	1.3	6,979	16.4	11.3	3.9	19.6	17.5	13.8	25.3	17.5	20.9	38.6	47.0	47.8	0.0	6.6	13.6
LS Sebastian-Vero Beach FL MSA	330	105,583	0.9	5,035	20.3	6.7	3.3	17.0	13.9	12.8	22.0	13.6	18.4	40.7	61.5	50.3	0.0	4.2	15.3
LS Sebring FL MSA	137	18,943	0.4	2,067	15.6	10.9	4.0	21.3	12.4	12.3	24.0	20.4	18.6	39.1	44.5	42.9	0.0	11.7	22.2
LS Tallahassee FL MSA	573	110,575	1.5	9,261	23.5	8.0	6.3	16.2	16.4	16.7	19.1	21.1	20.2	41.2	44.5	39.5	0.0	9.9	17.3
LS Tampa-St Petersburg-Clearwater FL MSA	6,186	1,130,333	16.6	102,154	20.7	10.0	4.1	18.5	15.0	14.2	19.7	18.3	19.7	41.0	44.6	43.5	0.0	12.1	18.5
LS The Villages FL MSA	284	51,914	0.8	4,666	17.5	7.7	4.4	19.5	11.3	13.2	23.8	22.5	21.5	39.2	53.9	51.8	0.0	4.6	9.2
Total	**37,176**	**8,846,306**	**100.0**	**620,149**	**20.8**	**8.2**	**3.5**	**18.2**	**13.2**	**12.9**	**20.3**	**17.2**	**19.3**	**40.8**	**50.2**	**46.6**	**0.0**	**11.3**	**17.6**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The distribution is good in the Jacksonville, FL MSA, Miami-Fort Lauderdale-West Palm Beach, FL MSA, and North Port-Sarasota-Bradenton, FL MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 27.4 percent of its small loans to businesses.

Jacksonville, FL MSA

The distribution of small loans to businesses by revenue within the Jacksonville FL MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 60 percent is lower than the 79.7 percent of businesses with gross annual revenues of $1 million or less. The bank's distribution is significantly higher than the 48 percent for aggregate lenders.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

The distribution of small loans to businesses by revenue within the Miami-Fort Lauderdale-West Palm Beach, FL MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 62.5 percent is lower than the 80.8 percent of businesses with gross annual revenues of $1 million or less. The bank's distribution is significantly higher than the 48.5 percent for aggregate lenders.

North Port-Sarasota-Bradenton, FL MSA

The distribution of small loans to businesses by revenue within the North Port-Sarasota-Bradenton, FL MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 63.3 percent is lower than the 82.1 percent of businesses with gross annual revenues of $1 million or less. The bank's distribution is significantly higher than the 49.1 percent for aggregate lenders.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Jacksonville FL MSA	7,992	228,809	4.7	31,327	79.7	60.0	48.0	3.5	12.1	16.8	27.9
FS Miami-Fort Lauderdale-West Palm Beach FL MSA	80,820	2,016,980	47.4	242,848	80.8	62.5	48.5	3.3	11.1	15.9	26.4
FS North Port-Sarasota-Bradenton FL MSA	7,511	147,382	4.4	22,839	82.1	63.3	49.1	2.9	8.8	15.0	28.0
LS Cape Coral-Fort Myers FL MSA	5,182	109,747	3.0	20,877	81.6	61.8	44.2	3.0	9.9	15.4	28.3
LS Crestview-Fort Walton Beach-Destin FL MSA	1,027	22,929	0.6	6,473	80.9	61.3	46.0	2.8	9.9	16.3	28.7
LS Deltona-Daytona Beach-Ormond Beach FL MSA	3,720	72,038	2.2	12,984	82.3	62.1	53.3	2.5	8.1	15.2	29.8
LS Gainesville FL MSA	1,533	48,715	0.9	4,717	78.5	56.6	50.6	3.5	13.2	17.9	30.1
LS Homosassa Springs FL MSA	712	14,318	0.4	2,835	83.5	60.4	53.9	2.4	9.4	14.1	30.2
LS Lakeland-Winter Haven FL MSA	2,260	76,685	1.3	10,175	80.7	57.2	46.5	3.0	14.5	16.3	28.3
LS Naples-Immokalee-Marco Island FL MSA	3,341	83,752	2.0	15,717	81.2	63.1	42.4	3.0	9.8	15.8	27.1
LS Ocala FL MSA	1,637	46,644	1.0	5,942	82.0	58.1	49.9	3.0	12.9	15.0	29.0
LS Orlando-Kissimmee-Sanford FL MSA	17,803	480,677	10.4	62,740	80.9	61.2	47.4	3.1	11.8	16.0	27.0
LS Palm Bay-Melbourne-Titusville FL MSA	2,975	79,066	1.7	11,299	81.2	59.6	48.9	3.2	11.7	15.6	28.7
LS Pensacola-Ferry Pass-Brent FL MSA	1,464	29,348	0.9	8,019	81.6	54.7	44.2	3.2	12.3	15.2	33.0
LS Port St Lucie FL MSA	3,095	58,482	1.8	11,518	83.1	63.2	47.9	2.6	9.7	14.3	27.1
LS Punta Gorda FL MSA	977	20,104	0.6	4,120	83.4	61.9	51.5	2.2	7.4	14.4	30.7
LS Sebastian-Vero Beach FL MSA	962	30,887	0.6	4,033	78.3	56.4	46.4	2.6	13.1	19.1	30.5
LS Sebring FL MSA	328	7,126	0.2	1,475	81.4	56.1	55.9	1.5	10.4	17.1	33.5
LS Tallahassee FL MSA	1,305	28,957	0.8	7,281	79.9	60.7	49.3	3.2	10.3	16.9	29.0
LS Tampa-St Petersburg-Clearwater FL MSA	24,036	647,472	14.1	74,386	80.5	60.4	48.6	3.2	11.0	16.3	28.6
LS The Villages FL MSA	349	10,336	0.2	1,698	80.6	55.6	43.1	2.5	13.5	16.9	30.9
LS Florida Non-MSA	1,546	22,727	0.9	6,110	80.1	60.8	47.3	2.8	6.7	17.2	32.5
Total	**170,575**	**4,283,181**	**100.0**	**569,413**	**80.9**	**61.6**	**48.1**	**3.1**	**11.0**	**16.0**	**27.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The distribution is adequate in the Jacksonville, FL MSA, good in the Miami-Fort Lauderdale-West Palm Beach, FL MSA, and adequate in the North Port-Sarasota-Bradenton, FL MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 27.9 percent of its small loans to farms.

Jacksonville, FL MSA

The distribution of the bank's small loans to farms by revenue within the Jacksonville, FL MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 56.1 percent is lower than the 96.7 percent of farms with gross annual revenues of $1 million or less. The distribution of the bank's small loans to farms is higher than the 43.4 percent for aggregate lenders.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

The distribution of the bank's small loans to farms by revenue within the Miami-Fort Lauderdale-West Palm Beach is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 61.1 percent is lower than the 96.6 percent of farms with gross annual revenues of $1 million or less. The distribution of the bank's small loans to farms is higher than the 51.9 percent for aggregate lenders.

North Port-Sarasota-Bradenton, FL MSA

The distribution of the bank's small loans to farms by revenue within the North Port-Sarasota-Bradenton, FL MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 54.5 percent is lower than the proportion of farms with gross annual revenues of $1 million or less. The distribution of the bank's small loans to farms is higher than the 38 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues — 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Jacksonville FL MSA	41	381	4.1	83	96.7	56.1	43.4	2.1	7.3	1.2	36.6
FS Miami-Fort Lauderdale-West Palm Beach FL MSA	306	4,004	31.4	351	96.6	61.1	51.9	2.5	11.1	1.0	27.8
FS North Port-Sarasota-Bradenton FL MSA	55	759	5.9	71	96.3	54.5	38.0	2.7	9.1	1.0	36.4
LS Cape Coral-Fort Myers FL MSA	40	295	4.0	49	96.8	80.0	53.1	2.1	7.1	1.1	17.5
LS Crestview-Fort Walton Beach-Destin FL MSA	10	78	1.0	23	97.2	60.0	17.4	1.7	0.0	1.1	40.0
LS Deltona-Daytona Beach-Ormond Beach FL MSA	28	448	3.0	41	97.5	67.9	43.9	1.4	15.0	1.1	21.4
LS Gainesville FL MSA	23	542	3.1	107	95.9	60.9	57.9	2.4	20.0	1.7	30.4
LS Homosassa Springs FL MSA	13	127	1.7	16	99.1	69.2	75.0	0.4	0.0	0.5	33.3
LS Lakeland-Winter Haven FL MSA	19	208	1.9	64	95.6	63.2	67.2	3.4	21.1	0.9	25.0
LS Naples-Immokalee-Marco Island FL MSA	36	351	4.5	31	94.3	80.6	64.5	3.9	13.3	1.7	38.5
LS Ocala FL MSA	49	369	7.5	73	97.4	65.3	37.0	1.8	4.2	0.8	32.7
LS Orlando-Kissimmee-Sanford FL MSA	71	908	7.6	161	96.2	62.0	40.4	2.5	16.9	1.2	21.1
LS Palm Bay-Melbourne-Titusville FL MSA	24	912	2.9	31	97.9	50.0	51.6	1.4	21.1	0.7	33.3
LS Pensacola-Ferry Pass-Brent FL MSA	19	238	2.0	48	98.2	63.2	25.0	0.8	14.3	1.0	35.7
LS Port St Lucie FL MSA	40	472	4.0	53	95.9	70.0	49.1	2.8	7.7	1.4	25.0
LS Punta Gorda FL MSA	12	172	1.3	9	97.7	58.3	55.6	1.0	25.0	1.4	33.3
LS Sebastian-Vero Beach FL MSA	13	251	1.8	28	94.7	25.0	53.6	3.8	33.3	1.5	61.5
LS Sebring FL MSA	20	236	2.0	26	93.3	40.0	42.3	5.0	20.0	1.7	40.0
LS Tallahassee FL MSA	11	162	1.1	57	97.1	100.0	49.1	1.9	0.0	1.0	0.0
LS Tampa-St Petersburg-Clearwater FL MSA	115	1,737	11.9	152	96.7	62.6	42.8	2.2	7.0	1.1	30.4
LS The Villages FL MSA	13	575	1.8	11	96.4	69.2	36.4	2.0	16.7	1.6	42.9
LS Florida Non-MSA	48	645	6.0	95	94.3	58.3	47.4	3.7	14.6	2.0	27.1
Total	**1,006**	**13,870**	**100.0**	**1,580**	**96.5**	**62.3**	**47.4**	**2.4**	**9.7**	**1.1**	**27.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect overall on the bank's Lending Test performance in the state of Florida.

Jacksonville, FL MSA

In the Jacksonville, FL MSA, CD lending has a neutral effect on the lending performance in the assessment area. The bank originated five CD loans totaling $15.4 million that primarily support economic development, and community services. CD loans helped to finance the development of 72 units of affordable housing. CD lending represents 0.6 percent of the allocated Tier 1 Capital, after adjusting for $3.7 billion in non-local deposits. The bank met the community's credit needs primarily through retail lending.

Examples of CD loans include:

- An End-2-End loan for $12.7 million for new construction of the Houston Street Manor Apartments targeted to seniors, age 62 and older, to be located in Jacksonville, FL. The project consists of a seven-story building with 37 one- and 35 two-bedroom units. Unit income restrictions include eight at 33 percent of area median income (AMI) and 64 at 60 percent of AMI. The bank is also providing LIHTC equity investment for this project.

- A two-month renewal of an existing $222,000 line of credit to an organization that works to bridge the gap in high-poverty communities between the support that students actually need and what their schools can provide. This organization collaborates with public schools in 27 locations across the United States. All 152 schools served between 2012 and 2014 had a majority of students that were economically disadvantaged with percentages ranging from 75 percent to 100 percent. Economic disadvantage was determined based on school-level demographics and poverty data, including the percentage students eligible for the free/reduced-price lunch and also census and state human services database information.

- An SBA 504 lending package for $1.1 million for the purchase of existing industrial buildings and land located in Jacksonville FL. The loan recipient is a scrap metal recycling business that collects and sells primarily nonferrous metals mostly copper tin and aluminum. This financing package will allow the customer to acquire three lots and existing buildings to start a new recycling business.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

In the Miami-Fort Lauderdale-West Palm Beach, FL MSA, CD lending has a positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 65 CD loans totaling $299 million, or 6.5 percent of the allocated Tier 1 Capital. The CD loans primarily support economic development and affordable housing. CD loans provided over 2,000 units of affordable housing.

Examples of CD loans include:

- A $1.9 million loan to refinance the acquisition of an industrial building located in Doral, FL. The subject transaction is part of an SBA 504 lending package for a wholesale distributer of computer hardware, software and related equipment and supplies in the United States. Utilizing the SBA program enables the small business to obtain financing with substantially less cash investment than is typical in conventional financing.

- Construction and bridge financing for $8.8 million for rehab of South Miami Plaza Preservation, an existing affordable housing development constructed in 1974 and located in Miami, FL. The project consists of one 6-story building with 97 studio and one-bedroom units, community room with a computer and library center, leasing office, fitness center, and laundry facilities. Unit income restrictions include 19 for households at or below 28 percent of AMI and 78 for households at or below 60 percent AMI (replacement public housing units) under an Annual Contribution Contract for seniors age 55 years and older. The Bank is also providing LIHTC equity investment for this project.

- Construction financing for $17 million to rehabilitate Jack Orr Plaza, a 200-unit affordable housing community for seniors 55 years or older that is located in Miami FL. The project consists of one twelve-story building with 154 studio units and 46 one-bedroom units. After renovations, there will be 200 one-bedroom units. In addition, the project will have a community room, exercise room, computer and library lab, leasing office, and laundry facilities. Unit income restrictions include 40 units at 28 percent of AMI or below, and 160 units at 60 percent AMI or below. All of the units have an Annual Contributions Contract (ACC) operating subsidy managed by the Miami-Dade Public Housing Agency. Any vacancies not filled by existing residents (either at initial occupancy or thereafter) will be filled by residents who are referred by the County from the County's waiting list. The Bank is also providing LIHTC equity investment for this project.

North Port-Sarasota-Bradenton, FL MSA

In the North Port-Sarasota-Bradenton, FL MSA, CD lending has a neutral effect on the lending performance in the assessment area. The bank originated seven CD loans totaling $18.4 million that primarily supported affordable housing and economic development. CD lending represents 3.8 percent of the allocated Tier 1 Capital. The bank met the community's credit needs primarily through retail lending.

Examples of CD loans include:

- The bank provided $8.4 million in construction/bridge financing for Venetian Walk Senior Apartments, a 61-unit affordable housing development located in Venice FL. This project is for seniors age 62 and over, of which 25 will be public housing units. It is the first phase of a planned two-phase development to replace 50 public housing units at Grove Terrace Apartments that were in poor condition and functionally obsolete. The development will include a single four-story building with 53 one-bedroom and eight two-bedroom units. An Annual Contributions Contract operating subsidy will support the housing units. All units are restricted to renters with incomes at or below 60 percent of the area median income.

- The bank provided a six-month renewal to extend the maturity date of a $1 million construction loan to facilitate the development of Bradenton Village II, a scattered-site development located in Bradenton FL. This renewal allows additional time for the borrower to obtain permanent financing. Bradenton Village II includes 30 non-assisted senior units, 48 multifamily and 39 single-family rental properties attached and detached for 117 units total. Sixty-five units are public housing units restricted to households earning at or below 30 percent of the area median income and 52 are LIHTC units restricted to households earning at or below 60 percent of the area median income.

- The bank provided $2.3 million in bridge financing for the development of Rolling Green Apartments, a 118-unit affordable housing project in Sarasota, FL. All units are restricted to renters with incomes at or below 60 percent of the area median income. Bank of America also provided a LIHTC equity investment in the project.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Florida, lending under the MHA and HARP programs accounted for 77 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance varied across the limited-scope assessment areas. Performance in the Deltona-Daytona Beach-Ormond Beach, FL MSA, Orlando-Kissimmee-Sanford, FL MSA, Pensacola-Ferry Pass-Brent, FL MSA, Punta Gorda, FL MSA, and Tampa-St Petersburg-Clearwater, FL MSA is consistent with the Outstanding Lending Test performance in the state of Florida. Performance in the Cape Coral-Fort Myers, FL MSA, Crestview-Fort Walton Beach-Destin, FL MSA, Gainesville, FL MSA, Homosassa Springs, FL MSA, Lakeland-Winter Haven, FL MSA, Naples-Immokalee-Marco Island, FL MSA, Ocala, FL MSA, Palm Bay-Melbourne-Titusville, FL MSA, Port St Lucie, FL MSA, Sebastian-Vero Beach, FL MSA, Sebring, FL MSA, Tallahassee, FL MSA, The Villages, FL MSA, and Florida Non-MSA is weaker than the overall Outstanding Lending Test performance in the state of Florida due to weaker geographic distributions and or limited levels of CD lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Florida is rated Outstanding. Investment performance is excellent in the Jacksonville, FL MSA, Miami-Fort Lauderdale-West Palm Beach, FL MSA, and North Port-Sarasota-Bradenton, FL MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Jacksonville, FL MSA

In the Jacksonville, FL MSA, the bank has an excellent level of community development investments. The bank made 452 community development investments during the current evaluation period totaling $240 million. Approximately $88.5 million or 99 percent of the current period investment dollars supported more than 2,000 units of affordable housing. In addition, the bank has 293 community development investments totaling $50 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior and current period investments total $290.0 million or 9.64 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $193.6 million or 81 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $19.8 million in a LIHTC to finance the rehabilitation of Cathedral Towers, a 203-unit affordable housing development in Jacksonville, FL. The property consists of an 18-story high rise that houses low-income elderly families and persons requiring accessible features. All units, except one designated for the onsite manager, are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $19.3 million in a LIHTC to help fund construction of Houston Street Manor Apartments, a 72-unit affordable housing development in Jacksonville, FL for seniors aged 55 and older. All units are restricted to incomes at or below 60 percent of the area median income. The bank is also providing construction financing for the project.

- The bank invested $1.8 million in a commercial-backed security backed by a pool of recently originated multifamily mortgage loans. This transaction represents Whispering Woods, a 200-unit multifamily affordable housing development in St. Augustine, FL. The bank's investment represents its 14 percent share of total funding for the housing development. Based on its share in the pool, the investment supports 37 units of affordable housing.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

In the Miami-Fort Lauderdale-West Palm Beach, FL MSA, the bank has an excellent level of community development investments. The bank made 779 community development investments during the current evaluation period totaling $554 million. Approximately $359.3 million or 65 percent of the current period investment dollars supported more than 3,000 units of affordable housing. In addition, the bank has 331 community development investments totaling $119 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior and current period investments total $673.3 million or 14.5 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are innovative or complex with LIHTCs, New Markets Tax Credits, and the School District of Palm Beach bond representing approximately $348.7 million or 63 percent of the investment dollars.

Examples of community development investments include:

- The bank purchased a $115.6 million Certificate of Participation note issued by the School Board of Palm Beach County. This note replaces a note issued in 2002 for the original purpose of financing the replacement and modernization of four elementary schools (Belvedere Elementary, Greenacres Elementary, Jupiter Elementary, and South Olive Elementary), a middle school (Lantana Middle), constructing a new middle school (Jeaga Middle), and acquiring the site for a new middle school (Don Estridge High Tech). Six of the seven schools have a majority of students eligible for the free or reduced price lunch program

- The bank invested $19.8 million in a Fannie Mae commercial mortgage backed security representing Miami Gardens Apartments, a 331-unit multifamily affordable housing development. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $23.1 million in a LIHTC for the rehabilitation of Jack Orr Plaza, a 200-unit affordable housing community for seniors located in Miami, FL. All units are restricted to incomes at or below 60 percent of the area median income.

North Port-Sarasota-Bradenton, FL MSA

In the North Port-Sarasota-Bradenton, FL MSA, the bank has an excellent level of community development investments. The bank made 118 community development investments during the current evaluation period totaling $44 million. Approximately $43.6 million or 99 percent of the current period investment dollars supported more than 80 units of affordable housing. In addition, the bank has 79 community development investments totaling $4.6 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior and current period investments total $48.6 million or 10.1 percent of the bank’s Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $22.5 million or 51 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $7.8 million in a low-income housing tax credit (LIHTC) for the construction of Rolling Green Apartments, a 118-unit multifamily housing development located in Sarasota, FL. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $13.2 million in a LIHTC for the construction of Venetian Walk, a 61-unit affordable housing complex for seniors located in Venice, FL. All units are restricted to incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: FLORIDA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Jacksonville, FL	293	50,061	452	239,901	745	289,962	17.01	0	0
Miami, FL	331	119,409	779	553,861	1,110	673,270	39.49	7	27,375
North Port, FL	79	4,573	118	44,008	197	48,581	2.85	0	0
Limited Review									
Cape Coral, FL	30	3,110	95	26,523	125	29,633	1.74	0	0
Crestview, FL	4	164	35	4,913	39	5,077	0.30	0	0
Deltona, FL	35	1,788	35	27,334	70	29,122	1.71	0	0
Gainesville, FL	13	589	51	11,285	64	11,874	0.70	0	0
Homosassa Springs, FL	1	50	49	4,072	50	4,122	0.24	0	0
Lakeland, FL	15	6,345	45	92,276	60	98,621	5.78	0	0
Naples, FL	35	1,528	69	12,660	104	14,188	0.83	0	0
Ocala, FL	9	465	76	9,021	85	9,487	0.56	0	0
Orlando, FL	38	28,796	91	150,884	129	179,680	10.54	2	4,488
Palm Bay, FL	19	2,585	85	16,575	104	19,160	1.12	0	0
Pensacola, FL	11	5,107	38	5,155	49	10,261	0.60	0	0
Port St. Lucie, FL	8	342	26	17,967	34	18,310	1.07	1	2,233
Punta Gorda, FL	6	307	21	20,125	27	20,432	1.20	2	11,778
Sebastian, FL	4	371	40	9,707	44	10,078	0.59	0	0
Sebring, FL	2	1,371	21	1,278	23	2,649	0.16	0	0
Tallahassee, FL	5	957	52	8,707	57	9,664	0.57	0	0
Tampa, FL	36	48,927	217	156,000	253	204,927	12.02	2	1,604
The Villages, FL	0	0	17	1,607	17	1,607	0.09	0	0
Florida Non-MSA	3	167	52	2,498	55	2,665	0.16	0	0
FLORIDA - Statewide	0	0	35	695	35	695	0.04	0	0
FLORIDA - Non Assessed	25	8,188	50	2,712	75	10,900	0.64	0	0
FLORIDA	1,002	285,200	2,549	1,419,765	3,551	1,704,965	100.00	14	47,479

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance varied across the limited-scope assessment areas. Performance in the Cape Coral-Fort Myers, FL MSA, Crestview-Fort Walton Beach-Destin, FL MSA, Deltona-Daytona Beach-Ormond Beach, FL MSA, Gainesville, FL MSA, Lakeland-Winter Haven, FL MSA, Orlando-Kissimmee-Sanford, FL MSA, Palm Bay-Melbourne-Titusville, FL MSA, Pensacola-Ferry Pass-Brent, FL MSA, Port St Lucie, FL MSA, Punta Gorda, FL MSA, Sebastian-Vero Beach, FL MSA, Tampa-St Petersburg-Clearwater, FL MSA, and The Villages, FL MSA is consistent with the Outstanding Investment Test performance in the state of Florida. Performance in the Homosassa Springs, FL MSA, Naples-Immokalee-Marco Island, FL MSA, Ocala, FL MSA, Sebring, FL MSA, Tallahassee, FL MSA, and Florida Non-MSA is weaker than the overall Outstanding Investment Test performance in the state of Florida. Performance is weaker due to lower levels of community development investments relative to the bank's financial capacity in those assessment areas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Florida is rated High Satisfactory. Service Test performance is excellent in the Jacksonville, FL MSA, good in the Miami-Fort Lauderdale-West Palm Beach, FL MSA, and adequate in the North Port-Sarasota-Bradenton, FL MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Jacksonville, FL MSA

In the Jacksonville, FL MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 34 financial centers with the distribution of the population. The bank has two financial centers in low-income geographies representing 5.9 percent of its financial centers. Considering 4.6 percent of the population lives in low-income geographies, financial center distribution in low-income geographies is excellent. The bank has seven financial centers in moderate-income geographies representing 20.6 percent of its financial centers. Considering 19.2 percent of the population lives in moderate-income geographies, financial center distribution in moderate-income geographies is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no effect on the retail banking services conclusion.

The bank has six financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. The bank has one financial center adjacent to a low-income census tract and five financial centers adjacent to middle-income census tracts. The adjacent financial centers help expand accessibility of service delivery systems in low- and moderate-income geographies and to low- and moderate-income individuals.

The bank's record of opening and closing branches generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in a moderate-income geography and closed four (one each in a low and moderate-income geography and two in middle-income geographies). The closure of these branches has not had a significant adverse effect due to the high number of branches located in low- and moderate-income tracts.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday and 9:00 am to 5:00 pm Friday. The bank has 17 or 50 percent of the financial centers open 9:00 am to 1:00 pm for Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Jacksonville FL MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	17	6.5	61,693	4.6	2	5.9	4	3.9	0	0.0	1	25.0
Moderate	60	23.1	258,679	19.2	7	20.6	26	25.5	1	100.0	1	25.0
Middle	112	43.1	624,089	46.4	13	38.2	44	43.1	0	0.0	2	50.0
Upper	69	26.5	401,135	29.8	12	35.3	28	27.5	0	0.0	0	0.0
NA	2	0.8	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**260**	**100.0**	**1,345,596**	**100.0**	**34**	**100.0**	**102**	**100.0**	**1**	**100.0**	**4**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Miami-Fort Lauderdale-West Palm Beach, FL MSA

In the Miami-Fort Lauderdale-West Palm Beach, FL MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 196 financial centers with the distribution of the population. The bank has six financial centers in low-income geographies representing 3.1 percent of its financial centers. Considering 4.7 percent of the population resides in low-income geographies, financial center distribution in low-income geographies is adequate. The bank has 45 financial centers in moderate-income geographies representing 23 percent of its financial centers. Considering 27.3 percent of the population resides in moderate-income geographies, financial center distribution in moderate-income geographies is good.

Examiners also considered the bank's alternative delivery systems, including ATMs and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no effect on the retail banking services conclusion.

The bank has 46 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. The bank has 3 financial centers adjacent to low-income census tracts and 43 financial centers adjacent to middle-income census tracts. The adjacent financial centers help expand accessibility of service delivery systems in low- and moderate-income geographies and to low- and moderate-income individuals.

The bank's record of opening and closing branches generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened five financial centers and closed 14. Five of the closures were in moderate-income geographies with the remaining nine financial center closures in middle- and upper-income geographies.

Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday and 9:00 am to 6:00 pm Friday. The bank has 130 or 66 percent of the financial centers open 9:00 am to 1:00 pm for Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Miami-Fort Lauderdale-West Palm Beach FL MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	71	5.8	262,858	4.7	6	3.1	21	3.0	1	20.0	0	0.0
Moderate	315	25.9	1,519,843	27.3	45	23.0	182	25.6	1	20.0	5	35.7
Middle	405	33.3	1,925,153	34.6	60	30.6	229	32.3	1	20.0	4	28.6
Upper	399	32.8	1,839,405	33.1	82	41.8	237	33.4	2	40.0	5	35.7
NA	26	2.1	17,376	0.3	3	1.5	41	5.8	0	0.0	0	0.0
Totals	**1,216**	**100.0**	**5,564,635**	**100.0**	**196**	**100.0**	**710**	**100.0**	**5**	**100.0**	**14**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

North Port-Sarasota-Bradenton, FL MSA

In the North Port-Sarasota-Bradenton, FL MSA, the bank's service delivery systems are reasonably accessible to geographies and individuals of different income levels. The bank has no financial centers in low-income geographies where 2.7 percent of the population lives. Financial center distribution in low-income geographies is poor. The bank has five financial centers in moderate-income geographies representing 15.2 percent of its financial centers. Considering 23.5 percent of the population lives in moderate-income geographies, financial center distribution in moderate-income geographies adequate.

Examiners also considered the bank's alternative delivery systems, including ATMs and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no effect on the service delivery systems conclusion.

The bank has eight financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The adjacent financial centers help expand accessibility of service delivery systems in moderate-income geographies and to low- and moderate-income individuals.

The bank's record of opening and closing branches did adversely affect the accessibility or retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The North Port-Sarasota-Bradenton, FL MSA does not have any branches in low-income tracts. During the evaluation period, the bank opened one financial center in a moderate-income geography and closed three financial centers in moderate-income geographies and one in a middle-income geography.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday and 9:00 am to 4:00 pm Friday. The bank has 12 or 36 percent of the financial centers open 9:00 am to 1:00 pm for Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS North Port-Sarasota-Bradenton FL MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	4	2.3	18,761	2.7	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	42	24.4	164,698	23.5	5	15.2	13	19.1	1	100.0	3	75.0
Middle	78	45.3	328,465	46.8	18	54.5	38	55.9	0	0.0	1	25.0
Upper	48	27.9	190,357	27.1	10	30.3	17	25.0	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**172**	**100.0**	**702,281**	**100.0**	**33**	**100.0**	**68**	**100.0**	**1**	**100.0**	**4**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Jacksonville, FL MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 201 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 79 low- and moderate-income individuals and provided 29 financial education and foreclosure prevention workshops for 960 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees also provided 49 tax preparation workshops. Employees participated in 26 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 18 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Miami-Fort Lauderdale-West Palm Beach, FL MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 354 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 13 low- and moderate-income individuals and provided 160 financial education and foreclosure prevention workshops for 3,329 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 82 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 93 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

North Port-Sarasota-Bradenton, FL MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 43 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 2 low- and moderate-income individuals and provided 16 financial education and foreclosure prevention workshops for 345 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 11 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 14 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance varied across the limited-scope assessment areas. Performance in the Naples-Immokalee-Marco Island, FL MSA is consistent with the High Satisfactory performance under the Service Test in the state of Florida. Performance in the Cape Coral-Fort Myers, FL MSA, Gainesville, FL MSA, Lakeland-Winter Haven, FL MSA, Orlando-Kissimmee-Sanford, FL MSA, Tallahassee, FL MSA, and Tampa-St Petersburg-Clearwater, FL MSA is stronger than the overall good performance primarily due to higher accessibility to retail banking services. Performance in the Crestview-Fort Walton Beach-Destin, FL MSA, Deltona-Daytona Beach-Ormond Beach, FL MSA, Homosassa Springs, FL MSA, Ocala, FL MSA, Palm Bay-Melbourne-Titusville, FL MSA, Pensacola-Ferry Pass-Brent, FL MSA, Port St Lucie, FL MSA, Punta Gorda, FL MSA, Sebastian-Vero Beach, FL MSA, Sebring, FL MSA, The Villages, FL MSA, and Florida Non-MSA is weaker than the overall High Satisfactory Service Test performance in the state of Florida primarily due to lower accessibility to retail banking services in low- and moderate-income geographies and to low- and moderate-income individuals.

State of Georgia

CRA Rating for Georgia[22]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: High Satisfactory
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Significant level and good responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Georgia

The state of Georgia is Bank of America's eighth largest rating area based on its total deposits in the state when excluding deposits in the Augusta-Richmond County, GA-SC Multistate MSA. Examiners excluded the multistate MSA from the analysis of the state of Georgia because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $32.3 billion or 2.7 percent of its total domestic deposits in financial centers in areas of the state that do not include the multistate MSA. Of the 233 depository financial institutions operating in the portion of the state that excludes the multistate MSA, Bank of America, with a deposit market share of 14.7 percent, is the third largest. Depository financial institutions in the state of Georgia with deposit market shares greater than 5 percent include SunTrust Bank (22.3 percent), Wells Fargo Bank (15.4 percent), Synovus Bank (6.2 percent), and Branch Banking and Trust Company (5.6 percent). As of December 31, 2016, Bank of America operated 167 financial centers and 616 deposit-taking ATMs in the state, excluding the multistate MSA.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Atlanta-Sandy Springs-Roswell, GA MSA, Bank of America reported an additional $3.4 billion in deposits of national corporations, in which the funds originated from communities

[22] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area

Refer to the community profiles for the state of Georgia in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Georgia

Examiners selected two assessment areas for full-scope reviews and the remaining nine assessment areas for limited-scope reviews. The full-scope assessment areas were Athens-Clarke County, GA MSA and Atlanta-Sandy Springs-Roswell, GA MSA. While the Atlanta-Sandy Springs-Roswell, GA MSA carries approximately 90 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Georgia, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 46,314 home mortgage loans totaling $8.5 billion, 67,828 small loans to businesses totaling $1.9 billion, 317 small loans to farms totaling $5.6 million, and 32 CD loans totaling $144.6 million. Lending volumes include loans originated or purchased in the Albany, GA MSA and Hinesville-Ft Stewart, GA MSA, which the bank no longer designates as assessment areas due to the bank's closure or sale of all financial centers and deposit-taking ATMs. Based on loan volume, examiners weighted small loans to businesses, representing 59.3 percent of the volume, the most followed by home mortgage lending at 40.5 percent, and small loans to farms at less than 1 percent.

Only in the Atlanta-Sandy Springs-Roswell, GA MSA and Georgia Non-MSA (limited-scope) assessment areas did the bank originate or purchase sufficient volumes of small loans to farms to provide any meaningful analysis.

The OCC interviewed four community based organizations and local government agencies. The interviewees identified affordable housing, employment, and community services as the most pressing needs of the communities.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN GEORGIA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Georgia is rated Outstanding, based on excellent lending activity, excellent geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Georgia is excellent. Lending activity is excellent in each of the full-scope assessment areas.

Athens-Clarke County, GA MSA

Lending activity in the Athens-Clarke County, GA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 14 percent. The bank ranks second among 18 depository financial institutions in the assessment area, which places it in the top 12 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 21st among 285 home mortgage lenders, which places it in the top 8 percent of lenders. According to peer small business lending data for 2016, the bank has a market share of 7.6 percent based on the number of small loans to businesses originated or purchased. The bank ranks third among 73 small business lenders, which places it in the top 5 percent of lenders. The bank originated too few small loans to farms for any meaningful analysis. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its deposit ranking, overall lending activity is excellent.

Atlanta-Sandy Springs-Roswell, GA MSA

Lending activity in the Atlanta-Sandy Springs-Roswell, GA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 16.3 percent. The bank ranks third among 87 depository financial institutions in the assessment area, which places it in the top 4 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.2 percent based on the number of home mortgage loans originated or purchased. The bank ranks eighth among 841 home mortgage lenders in the assessment area, which places it in the top 1 percent of lenders. According to peer small business lending data for 2016, the bank has a market share of 9.5 percent based on the number of small loans to businesses originated or purchased. The bank ranks third among 205 small business lenders, placing it in the top 2 percent of lenders. According to peer small farm lending data for 2016, the bank has a market share of 10.4 percent based on the number of small loans to farms originated or purchased. The bank ranks fourth among 29 farm lenders, which places it in the top 14 percent of lenders for farm loans. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its deposit ranking, overall lending activity is excellent.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME				Geography: GEORGIA				Evaluation Period: January 1, 2012 to December 31, 2016				
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Athens, GA	1.55	685	103,656	1,070	18,734	23	199	1	44	1,779	122,633	1.71
Atlanta, GA	82.99	37,397	7,107,532	57,448	1,583,647	149	1,737	21	110,448	95,015	8,803,364	89.97
Limited Review												
Albany, GA	0.42	260	30,071	211	6,043	10	1,463	0	0	481	37,577	0.00
Brunswick, GA	1.15	536	128,976	764	21,568	18	371	0	0	1,318	150,915	0.42
Columbus, GA	0.95	646	94,617	436	9,359	3	21	1	7,104	1,086	111,101	0.09
Dalton, GA	0.75	374	40,156	480	14,992	4	22	1	88	859	55,258	1.26
Gainesville, GA	1.83	913	145,590	1,176	47,515	9	87	1	44	2,099	193,236	0.52
Hinesville, GA	0.20	165	20,682	65	2,739	0	0	0	0	230	23,421	0.00
Macon, GA	1.51	795	95,670	915	21,138	15	114	2	2,784	1,727	119,706	1.34
Savannah, GA	4.71	2,352	405,210	3,008	112,862	23	305	4	12,477	5,387	530,854	3.28
Valdosta, GA	1.05	514	67,527	667	18,500	18	132	0	0	1,199	86,159	0.58
Warner Robins, GA	1.06	643	86,650	554	11,683	13	713	1	11,645	1,211	110,691	0.48
Georgia Non-MSA	1.83	1,034	138,214	1,034	21,370	32	441	0	0	2,100	160,025	0.36
GEORGIA	100.00	46,314	8,464,551	67,828	1,890,150	317	5,605	32	144,634	114,491	10,504,940	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is adequate in the Athens-Clarke County, GA MSA and good in the Atlanta-Sandy Springs-Roswell, GA MSA.

Athens-Clarke County, GA MSA

The geographic distribution of home mortgage loans in the Athens-Clarke County, GA MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 4.4 percent is lower than the 4.9 percent of owner-occupied housing units in low-income geographies and 6.2 percent for aggregate lenders. The distribution in moderate-income geographies at 7.7 percent is lower than the 11.1 percent of owner-occupied housing units in moderate-income geographies and 8.8 percent for aggregate lenders.

Atlanta-Sandy Springs-Roswell, GA MSA

The geographic distribution of home mortgage loans in the Atlanta-Sandy Springs-Roswell, GA MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.3 percent is lower than the 2.8 percent of owner-occupied housing units in low-income geographies, but higher than the 1.8 percent performance for aggregate lenders. The distribution in moderate-income geographies at 14.7 percent is lower than the 18.7 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 13.7 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Athens-Clarke County GA MSA	274	41,878	1.5	6,159	4.9	4.4	6.2	11.1	7.7	8.8	47.9	40.9	40.2	36.1	47.1	44.7	0.0	0.0	0.0
FS Atlanta-Sandy Springs-Roswell GA MSA	15,377	3,273,036	82.1	229,304	2.8	2.3	1.8	18.7	14.7	13.7	41.1	39.8	40.4	37.4	43.2	44.1	0.0	0.0	0.0
LS Brunswick GA MSA	219	58,856	1.2	3,700	0.0	0.0	0.0	25.4	12.3	13.2	47.1	36.1	38.5	27.5	51.6	48.3	0.0	0.0	0.0
LS Columbus GA MSA	267	36,802	1.4	5,935	2.4	0.7	0.6	15.8	11.2	7.7	33.9	35.2	28.0	47.9	52.8	63.8	0.0	0.0	0.0
LS Dalton GA MSA	149	14,445	0.8	2,783	1.5	2.7	1.4	8.4	11.4	7.1	63.1	56.4	59.8	26.9	29.5	31.7	0.0	0.0	0.0
LS Gainesville GA MSA	362	62,556	1.9	7,177	0.0	0.0	0.0	15.5	14.1	14.3	55.5	58.8	54.7	29.0	27.1	31.0	0.0	0.0	0.0
LS Georgia Non-MSA	246	32,470	1.3	5,414	0.6	0.4	0.6	5.2	3.7	3.8	44.9	35.8	38.6	49.4	60.2	57.0	0.0	0.0	0.0
LS Macon-Bibb County GA MSA	315	36,568	1.7	4,319	5.2	2.9	1.2	21.5	14.3	10.9	37.0	30.5	39.2	36.3	52.4	48.7	0.0	0.0	0.0
LS Savannah GA MSA	978	165,001	5.2	13,538	4.2	3.2	2.5	15.8	10.8	8.6	38.9	35.4	38.1	41.1	50.6	50.8	0.0	0.0	0.0
LS Valdosta GA MSA	241	31,141	1.3	3,774	2.8	0.4	1.1	24.2	20.7	21.0	35.8	23.7	27.8	37.2	55.2	50.1	0.0	0.0	0.0
LS Warner Robins GA MSA	296	41,801	1.6	6,573	0.9	0.0	0.4	22.8	13.9	12.0	42.5	45.3	37.8	33.8	40.9	49.8	0.0	0.0	0.0
Total	**18,724**	**3,794,554**	**100.0**	**288,676**	**2.7**	**2.2**	**1.7**	**18.0**	**14.2**	**13.0**	**41.7**	**39.7**	**40.3**	**37.5**	**44.0**	**45.0**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is good in the Athens-Clarke County, GA MSA and excellent in the Atlanta-Sandy Springs-Roswell, GA MSA.

Athens-Clarke County, GA MSA

The geographic distribution of small loans to businesses in the Athens-Clarke County, GA MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 11.5 percent is lower than the 16.3 percent of businesses in low-income geographies and 13.4 percent performance for aggregate lenders. The distribution in moderate-income geographies at 8.8 percent is lower than the 11 percent of businesses in moderate-income geographies and 9.6 percent performance for aggregate lenders.

Atlanta-Sandy Springs-Roswell, GA MSA

The geographic distribution of small loans to businesses in the Atlanta-Sandy Springs-Roswell, GA MSA is excellent. The distribution is excellent in low-income geographies and good in moderate-income geographies. The geographic distribution in low-income geographies at 4.8 percent is higher than the 4.6 percent of businesses in low-income geographies and 4.1 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 18.7 percent is lower than the 21.2 percent of businesses in moderate-income geographies, but is higher than the 18.3 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Athens-Clarke County GA MSA	670	12,053	1.5	3,344	16.3	11.5	13.4	11.0	8.8	9.6	36.0	36.4	34.5	36.7	43.3	42.4	0.0	0.0	0.0
FS Atlanta-Sandy Springs-Roswell GA MSA	37,622	975,686	86.3	148,983	4.6	4.8	4.1	21.2	18.7	18.3	35.2	31.8	32.3	38.9	44.7	45.3	0.1	0.0	0.0
LS Brunswick GA MSA	468	11,326	1.1	2,236	0.0	0.0	0.0	35.0	30.3	26.1	31.2	26.3	29.6	33.7	43.4	44.3	0.0	0.0	0.0
LS Columbus GA MSA	264	3,907	0.6	3,298	8.8	6.4	7.9	22.0	16.7	19.0	27.7	25.4	26.4	41.4	51.5	46.7	0.1	0.0	0.0
LS Dalton GA MSA	294	10,992	0.7	1,691	4.5	3.1	5.0	21.3	22.4	20.0	51.1	55.1	48.7	23.1	19.4	26.3	0.0	0.0	0.0
LS Gainesville GA MSA	749	29,373	1.7	4,208	0.0	0.0	0.0	28.7	28.3	26.3	46.1	44.6	47.4	25.2	27.1	26.3	0.0	0.0	0.0
LS Georgia Non-MSA	411	7,767	0.9	2,924	2.6	1.5	3.8	10.0	6.6	10.6	48.1	43.3	42.7	39.2	48.7	42.9	0.0	0.0	0.0
LS Macon-Bibb County GA MSA	513	9,397	1.2	3,326	7.0	5.1	5.3	20.7	17.0	19.8	36.6	37.4	34.5	35.7	40.5	40.4	0.0	0.0	0.0
LS Savannah GA MSA	1,860	70,957	4.3	7,441	5.6	4.5	4.9	20.3	19.3	19.7	36.6	37.0	34.5	37.2	38.9	40.6	0.3	0.3	0.3
LS Valdosta GA MSA	385	7,131	0.9	2,196	4.7	3.1	3.6	37.1	37.7	37.8	21.2	21.6	19.3	37.0	37.7	39.3	0.0	0.0	0.0
LS Warner Robins GA MSA	361	6,125	0.9	2,041	3.8	2.1	2.2	27.1	20.8	25.4	46.0	45.4	46.8	23.0	32.4	25.6	0.0	0.0	0.0
Total	**43,597**	**1,144,714**	**100.0**	**181,688**	**4.9**	**4.7**	**4.2**	**21.4**	**19.0**	**18.8**	**35.7**	**32.5**	**33.0**	**37.9**	**43.8**	**44.0**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The geographic distribution of small loans to farms is excellent, driven by performance in the Atlanta-Sandy Springs-Roswell, GA MSA.

Athens-Clarke County, GA MSA

The bank made too few small loans to farms in the Athens-Clarke County, GA MSA to perform any meaningful analysis.

Atlanta-Sandy Springs-Roswell, GA MSA

The geographic distribution of small loans to farms in the Atlanta-Sandy Springs-Roswell, GA MSA is excellent based on excellent performance in low-income geographies and excellent performance in moderate-income geographies. The geographic distribution in low-income geographies at 3.7 percent is higher than the 2.8 percent of farms in low-income geographies and it is higher than the 0.9 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 25.3 percent is higher than the 20.2 percent of farms in moderate-income geographies and the bank's performance is slightly lower than the 27.4 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Athens-Clarke County GA MSA	18	172	13.0	60	3.0	0.0	0.0	8.9	14.3	0.0	52.5	66.7	88.3	35.6	27.8	11.7	0.0	0.0	0.0
FS Atlanta-Sandy Springs-Roswell GA MSA	91	1,095	50.0	321	2.8	3.7	0.9	20.2	25.3	27.4	43.9	44.0	42.7	33.0	29.7	29.0	0.0	0.0	0.0
LS Brunswick GA MSA	10	310	5.5	24	0.0	0.0	0.0	26.6	40.0	33.3	43.1	33.3	45.8	30.3	40.0	20.8	0.0	0.0	0.0
LS Columbus GA MSA	1	10	1.6	42	4.1	0.0	0.0	17.7	0.0	23.8	27.7	100.0	61.9	50.3	100.0	14.3	0.2	0.0	0.0
LS Dalton GA MSA	2	12	3.3	14	0.9	0.0	0.0	11.3	0.0	0.0	67.3	100.0	78.6	20.5	0.0	21.4	0.0	0.0	0.0
LS Gainesville GA MSA	6	70	4.4	26	0.0	0.0	0.0	16.3	50.0	11.5	52.7	33.3	61.5	31.0	66.7	26.9	0.0	0.0	0.0
LS Georgia Non-MSA	3	29	1.6	99	0.0	0.0	0.0	4.3	0.0	3.0	46.1	0.0	61.6	49.7	100.0	35.4	0.0	0.0	0.0
LS Macon-Bibb County GA MSA	13	104	7.8	42	2.4	0.0	0.0	23.9	50.0	23.8	31.5	30.8	40.5	42.3	30.8	35.7	0.0	0.0	0.0
LS Savannah GA MSA	14	182	12.2	37	3.0	0.0	0.0	14.5	21.4	8.1	41.4	78.6	48.6	41.1	35.7	43.2	0.1	0.0	0.0
LS Valdosta GA MSA	12	107	6.6	92	0.7	0.0	0.0	29.3	41.7	38.0	38.0	41.7	38.0	31.9	25.0	23.9	0.0	0.0	0.0
LS Warner Robins GA MSA	7	693	5.9	55	1.0	0.0	1.8	34.2	50.0	25.5	40.9	57.1	61.8	23.9	33.3	10.9	0.0	0.0	0.0
Total	**183**	**2,857**	**100.0**	**812**	**2.5**	**1.9**	**0.5**	**19.4**	**24.0**	**21.4**	**43.8**	**44.8**	**51.6**	**34.3**	**30.6**	**26.5**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is good in the Athens-Clarke County, GA MSA and excellent in the Atlanta-Sandy Springs-Roswell, GA MSA.

Athens-Clarke County, GA MSA

The distribution of home mortgage loans by borrower income in the Athens-Clarke County, GA MSA is good. The distribution is adequate to low-income borrowers and good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.7 percent is lower than the 24.5 percent of low-income families in the MSA, but the bank's performance is higher than the 3.6 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 12 percent is lower than the 16.1 percent of moderate-income families, but is higher than the 11.1 percent performance for aggregate lenders.

Atlanta-Sandy Springs-Roswell, GA MSA

The distribution of home mortgage loans by borrower income in the Atlanta-Sandy Springs-Roswell, GA MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 11.6 percent is lower than the 21.8 percent of low-income families in the MSA, but it is higher than the 5.3 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 19.4 percent exceeds the 17.1 percent of moderate-income families in the MSA and it exceeds the 14.5 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			**2014-16**
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Athens-Clarke County GA MSA	274	41,878	1.5	6,159	24.5	7.7	3.6	16.1	12.0	11.1	18.2	18.2	16.7	41.2	50.4	47.0	0.0	11.7	21.6
FS Atlanta-Sandy Springs-Roswell GA MSA	15,377	3,273,036	82.1	229,304	21.8	11.6	5.3	17.1	19.4	14.5	19.6	18.2	18.2	41.5	39.3	41.5	0.0	11.6	20.5
LS Brunswick GA MSA	219	58,856	1.2	3,700	23.8	8.2	2.9	16.5	10.0	9.1	19.8	15.5	14.5	40.0	51.1	54.5	0.0	15.1	19.1
LS Columbus GA MSA	267	36,802	1.4	5,935	21.1	9.7	3.4	16.1	19.5	9.5	18.8	18.0	16.4	44.0	34.1	39.1	0.0	18.7	31.6
LS Dalton GA MSA	149	14,445	0.8	2,783	22.3	4.7	2.8	17.6	32.2	20.6	21.1	19.5	18.5	39.0	34.2	38.6	0.0	9.4	19.5
LS Gainesville GA MSA	362	62,556	1.9	7,177	21.3	10.2	3.5	18.3	18.5	12.6	20.1	17.1	18.5	40.4	41.4	44.9	0.0	12.7	20.5
LS Georgia Non-MSA	246	32,470	1.3	5,414	18.7	4.5	2.0	15.3	10.2	9.0	17.4	21.5	19.1	48.5	48.0	47.9	0.0	15.9	22.0
LS Macon-Bibb County GA MSA	315	36,568	1.7	4,319	25.5	7.6	3.9	15.3	16.8	12.8	18.1	20.6	18.6	41.1	39.0	39.6	0.0	15.9	25.1
LS Savannah GA MSA	978	165,001	5.2	13,538	21.5	7.3	3.7	17.1	16.3	12.2	19.7	22.3	19.7	41.7	42.9	37.1	0.0	11.2	27.3
LS Valdosta GA MSA	241	31,141	1.3	3,774	22.5	5.8	4.0	18.6	12.9	11.0	18.4	20.7	19.4	40.5	46.9	35.9	0.0	13.7	29.7
LS Warner Robins GA MSA	296	41,801	1.6	6,573	21.8	12.5	5.1	17.8	21.3	12.8	19.9	22.6	19.8	40.5	29.4	32.3	0.0	14.2	29.9
Total	**18,724**	**3,794,554**	**100.0**	**288,676**	**21.9**	**10.9**	**5.0**	**17.0**	**18.9**	**13.9**	**19.4**	**18.5**	**18.2**	**41.6**	**39.8**	**41.4**	**0.0**	**11.9**	**21.5**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Athens-Clarke County, GA MSA and Atlanta-Sandy Springs-Roswell, GA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 30 percent of its small loans to businesses.

Athens-Clarke County, GA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Athens-Clarke County, GA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 56.6 percent is lower than the 77.6 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 48.6 percent for aggregate lenders, overall performance is good.

Atlanta-Sandy Springs-Roswell, GA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Atlanta-Sandy Springs-Roswell, GA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 60.2 percent is lower than the 79.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 49.9 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Athens-Clarke County GA MSA	670	12,053	1.5	3,344	77.6	56.6	48.6	3.7	10.1	18.7	33.3
FS Atlanta-Sandy Springs-Roswell GA MSA	37,622	975,686	86.3	148,983	79.8	60.2	49.9	4.1	10.4	16.2	29.4
LS Brunswick GA MSA	468	11,326	1.1	2,236	77.5	51.3	48.3	3.6	11.5	18.9	37.2
LS Columbus GA MSA	264	3,907	0.7	3,298	75.5	58.3	47.5	4.7	7.2	19.8	34.5
LS Dalton GA MSA	294	10,992	0.7	1,691	73.9	44.6	44.8	6.4	24.8	19.8	30.6
LS Gainesville GA MSA	749	29,373	1.7	4,208	79.6	50.3	45.8	4.9	17.0	15.5	32.7
LS Georgia Non-MSA	411	7,767	0.9	2,924	76.4	51.8	48.1	3.9	11.9	19.7	36.3
LS Macon-Bibb County GA MSA	513	9,397	1.2	3,326	75.6	55.4	49.9	4.8	8.6	19.5	36.1
LS Savannah GA MSA	1,860	70,957	4.3	7,441	76.4	56.3	48.3	4.5	14.0	19.1	29.6
LS Valdosta GA MSA	385	7,131	0.9	2,196	75.8	56.1	46.2	4.5	8.6	19.8	35.3
LS Warner Robins GA MSA	361	6,125	0.9	2,041	76.7	55.7	51.6	3.2	10.0	20.1	34.3
Total	**43,597**	**1,144,714**	**100.0**	**181,688**	**79.1**	**59.4**	**49.6**	**4.1**	**10.8**	**16.8**	**29.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good, driven by performance in the Atlanta-Sandy Springs-Roswell, GA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 30 percent of its small loans to farms.

Athens-Clarke County, GA MSA

The bank made too few small loans to farms in the Athens-Clarke County, GA MSA to perform any meaningful analysis.

Atlanta-Sandy Springs-Roswell, GA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Atlanta-Sandy Springs-Roswell, GA MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 67 percent is lower than the 96 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution was higher than the 43 percent for aggregate lenders, performance is good.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues										2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Athens-Clarke County GA MSA	18	172	10.7	60	97.0	61.1	40.0	1.8	0.0	1.3	53.8
FS Atlanta-Sandy Springs-Roswell GA MSA	91	1,095	50.0	321	96.0	67.0	43.0	2.4	6.6	1.6	26.4
LS Brunswick GA MSA	10	310	6.1	24	97.4	70.0	58.3	1.0	0.0	1.6	42.9
LS Columbus GA MSA	2	16	1.6	42	96.0	100.0	57.1	2.0	0.0	2.0	0.0
LS Dalton GA MSA	2	12	3.3	14	94.8	50.0	14.3	3.2	0.0	2.0	50.0
LS Gainesville GA MSA	6	70	4.4	26	96.2	83.3	65.4	2.5	0.0	1.4	33.3
LS Georgia Non-MSA	3	29	1.6	99	97.7	100.0	64.6	0.9	0.0	1.4	0.0
LS Macon-Bibb County GA MSA	13	104	7.4	42	97.0	76.9	52.4	1.0	0.0	2.1	33.3
LS Savannah GA MSA	19	249	10.4	37	95.8	63.2	45.9	1.8	0.0	2.4	36.8
LS Valdosta GA MSA	12	107	6.6	92	95.2	50.0	52.2	3.2	0.0	1.5	50.0
LS Warner Robins GA MSA	7	693	5.9	55	96.4	66.7	45.5	3.0	50.0	0.6	42.9
Total	**183**	**2,857**	**100.0**	**812**	**96.1**	**65.6**	**48.6**	**2.3**	**4.4**	**1.6**	**30.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Georgia. To help assess the bank's capacity to lend, examiners compared the dollar volume of CD loans with the dollar volume of the bank's net Tier 1 Capital allocated to the assessment area according to the assessment area's proportion of deposits. The bank met the credit needs of its communities primarily through retail lending.

Athens-Clarke County, GA MSA

In the Athens-Clarke County, GA MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated one CD loan totaling $44,118 that helped provide community services targeted to low- and moderate-income individuals. CD lending represents 0.06 percent of the allocated Tier 1 Capital.

Atlanta-Sandy Springs-Roswell, GA MSA

In the Atlanta-Sandy Springs-Roswell, GA MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated 21 CD loans totaling $110.5 million that primarily helped provide 936 units of affordable housing. CD lending represents 3.4 percent of the allocated Tier 1 Capital, after considering $3.4 billion in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank provided $5.5 million in construction financing to develop Allen Wilson Terrace Phase III, a 71-unit affordable multifamily housing project in Decatur, GA. This is the third phase of the redevelopment of the former public housing development, built in 1941. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $3 million in funding to help form Appalachian Community Capital (ACC), an organization created by the Appalachian Regional Commission (ARC) along with 12 high-performing CDFI and non-CDFI funds. ARC created ACC primarily to increase the availability of capital to small businesses in chronically underserved areas of the 13-state Appalachian Region. Of the $3 million commitment, the bank allocated more than $529,000 specifically to the Atlanta-Sandy Springs-Roswell, GA MSA.

- The bank provided $10.7 million in construction financing to develop Mallalieu Pointe, a 67-unit affordable multifamily housing project in East Point, GA. All units are restricted to incomes at or below 60 percent of the area median income. The area has a strong demand for affordable housing with occupancy rates at comparable properties ranging between 88 percent and 100 percent.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Georgia, lending under the MHA and HARP programs accounted for 70 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance varied across the limited-scope assessment areas. Performance in the Columbus, GA MSA, Gainesville, GA MSA, and Savannah, GA MSA is consistent with the excellent Lending Test performance in the state of Georgia. Performance in the Brunswick, GA MSA, Dalton, GA MSA, Macon-Bibb County, GA MSA, Valdosta, GA MSA, Warner Robins, GA MSA, and Georgia Non-MSA is weaker than the overall excellent Lending Test performance in the state of Georgia primarily due to lower levels of CD lending relative to the bank's financial capacity in those assessment areas.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test is good. Investment performance is poor in the Athens-Clark County MSA and excellent in the Atlanta-Sandy Springs-Roswell, GA MSA. Performance in limited-scope assessment areas has a negative effect on the state rating.

Athens-Clarke County, GA MSA

In the Athens-Clarke County, GA MSA, the bank has a poor level of CD investments. The bank made 32 CD investments during the current evaluation period totaling $2.1 million. Approximately $1.8 million or 89 percent of the current period investment dollars supported 15 units of affordable housing. In addition, the bank has five CD investments totaling $430,000 made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $2.5 million or 3.6 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $1.8 million or 88 percent of the investment dollars.

Examples of community development investments include:

- The bank made two donations totaling $200,000 to the Boys & Girls Clubs of Metro Atlanta, with a mission to save and change the lives of children and teens by providing a safe, positive, and engaging environment and programs that prepare and inspire them to achieve great futures. According to the organization and income information it collects through the membership application process, the average annual household income is $27,000 and over half of the members live at or below the federal poverty level.

- The bank provided $15,000 in grants to Mercy Housing, Inc., with a mission to create stable, vibrant, and healthy communities by developing financing and operating affordable housing for families, seniors, and people with special needs who lack the economic resources to access quality safe housing opportunities. According to the organization, 71 percent of all residents are families and the median family income is $23,575. Mercy Housing is one of the nation’s largest nonprofit affordable housing organizations. The organization used the grant funds, which is the amount specifically allocated to the Athens-Clarke County, GA MSA, to provide general operating support.

- The bank provided more than $11,000 in grants to Project Open Hand, an organization that serves a 19-county service area with nutritional meals. According to the organization, more than 99 percent of those served live at or below 200 percent of the federal poverty level (equivalent to a household income at or below 68 percent of the area median income).

Atlanta-Sandy Springs-Roswell, GA MSA

In the Atlanta-Sandy Springs-Roswell, GA MSA, the bank has an excellent level of CD investments. The bank made 395 CD investments during the current evaluation period totaling $341 million. Approximately $294 million or 86 percent of the current period investment dollars supported more than 2,600 units of affordable housing. In addition, the bank has 152 CD investments totaling $42.8 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $383.9 million or 11.9 percent of allocated Tier 1 Capital, after considering the $3.9 billion in deposits that did not originate from the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $220.4 million or 88 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $7.6 million in LIHTCs to support the construction of Abbington Trail Apartments, a 60-unit housing development for seniors to be located in Powder Springs, GA. The project will have 57 units restricted to incomes at or below 60 percent of the median area income. The bank also provided the construction loan.

- The bank invested $7.3 million in LIHTCs to support the construction of Allen Wilson III, a 71-unit multifamily affordable housing project in Decatur, GA. This is the third phase of a redevelopment of a former public housing development built in 1941. Units are restricted to incomes at or below 60 percent of the area median income. The bank also provided the construction loan.

- The bank has $37 million in deposits in Citizens Trust Bank (CTB), a minority-owned community development bank and certified CDFI and CDE. The U.S. Treasury's CDFI Bank Enterprise Award Program awarded funds to CTB, which is one of 77 national award recipients. The Treasury provides awards to organizations serving economically distressed communities where at least 30 percent of the population is living below the federal poverty rate and unemployment is 1.5 times above the national average. Bank of America has been a leader in helping CTB meet its mission to develop the community by providing capital to underserved borrowers in the Atlanta-Sandy Springs-Roswell, GA MSA.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: GEORGIA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Athens, GA	5	430	32	2,062	37	2,493	0.59	0	0
Atlanta, GA	152	42,827	395	341,044	547	383,871	90.75	9	25,311
Limited Review									
Brunswick, GA	3	2,582	17	459	20	3,041	0.72	0	0
Columbus, GA	2	226	16	10,087	18	10,313	2.44	1	6,385
Dalton, GA	3	127	26	1,795	29	1,923	0.45	0	0
Gainesville, GA	3	118	18	799	21	918	0.22	0	0
Macon, GA	7	395	34	1,595	41	1,990	0.47	0	0
Savannah, GA	6	391	36	8,603	42	8,994	2.13	1	6,120
Valdosta, GA	3	90	14	711	17	801	0.19	0	0
Warner Robins, GA	3	274	13	575	16	850	0.20	0	0
Georgia Non-MSA	2	260	21	942	23	1,202	0.28	0	0
GEORGIA - Statewide	0	0	18	244	18	244	0.06	0	0
GEORGIA - Non Assessed	32	2,044	72	4,335	104	6,379	1.51	0	0
GEORGIA	221	49,765	712	373,253	933	423,018	100.00	11	37,817

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance varied across the limited-scope assessment areas. Performance in the Georgia Non-MSA is consistent with the High Satisfactory Investment Test performance in the state of Georgia. Performance in the Brunswick, GA MSA and Columbus, GA MSA is stronger than the overall High Satisfactory Investment Test performance in the state of Georgia primarily due to higher levels of CD investments relative to the bank's financial capacity in those assessment areas. Performance in the Dalton, GA MSA, Gainesville, GA MSA, Macon-Bibb County, GA MSA, Savanah, GA MSA, Valdosta, GA MSA, and Warner Robins, GA MSA is weaker than the overall High Satisfactory Investment Test performance in the state of Georgia primarily due to limited or no CD investments in those communities.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Georgia is rated Outstanding. Service Test performance is excellent in the Athens-Clarke County, GA MSA and Atlanta-Sandy Springs-Roswell, GA MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Athens-Clarke County, GA MSA

In the Athens-Clarke County, GA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's four financial centers with the distribution of the population along with the accessibility provided through alternative delivery systems. The bank has one financial center in a low-income geography and one financial center in a moderate-income geography each representing 25 percent of its financial centers. According to the 2010 U.S. Census data, approximately 15 percent of the area population resides in low-income geographies and approximately 16 percent resides in moderate-income geographies. Although the bank only has four financial centers, half are located in low- and moderate-income geographies, which exceeds the 31 percent of the population residing in low- and moderate-income geographies.

Examiners considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of alternative delivery systems through income proxies based on customers' residency. The percentage of customers in low- and moderate-income geographies using five of six alternative delivery systems exceeds 70 percent of the proportion of the population living in low- and moderate-income geographies.

The bank has one financial center in an upper-income census tract that is adjacent to or in very close proximity to a low-income census tract. This adjacent financial center helps improve access to retail banking services to individuals in low-income geographies.

The bank did not open or close any financial centers in the assessment area during the evaluation period.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday. The Main Branch (low-income geography) is the only financial center not open for Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Athens-Clarke County GA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	8	17.4	28,038	14.6	1	25.0	4	25.0	0	0.0	0	0.0
Moderate	8	17.4	30,906	16.1	1	25.0	3	18.8	0	0.0	0	0.0
Middle	18	39.1	78,919	41.0	0	0.0	2	12.5	0	0.0	0	0.0
Upper	12	26.1	54,678	28.4	2	50.0	7	43.8	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**46**	**100.0**	**192,541**	**100.0**	**4**	**100.0**	**16**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Atlanta-Sandy Springs-Roswell, GA MSA

In the Atlanta-Sandy Springs-Roswell, GA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 134 financial centers with the distribution of the population along with the accessibility provided through alternative delivery systems. The bank has 7 financial centers in low-income geographies and 41 financial centers in moderate-income geographies each representing 5.2 percent and 30.6 percent of its financial centers. According to the 2010 U.S. Census data, approximately 6.2 percent of the area population resides in low-income geographies and approximately 23.7 percent resides in moderate-income geographies.

Alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of alternative delivery systems through income proxies based on customers' residency. The percentage of customers in low- and moderate-income geographies using the five alternative delivery systems exceeds 70 percent of the proportion of the population living in low- and moderate-income geographies.

The bank has 21 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to 4 low-income census tracts and 17 moderate-income census tracts. These adjacent financial centers help improve access to retail banking services to individuals in low- and moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened three financial centers and closed ten. The bank closed two financial centers in low-income geographies, four in moderate-income geographies, and the remaining four in middle- and upper-income geographies. Despite the closures, service delivery systems remain readily accessible.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday. Four financial centers (8 percent) in low- and moderate-income geographies are not open for Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Atlanta-Sandy Springs-Roswell GA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	93	9.8	327,813	6.2	7	5.2	26	5.0	0	0.0	2	20.0
Moderate	234	24.6	1,251,913	23.7	41	30.6	159	30.4	1	33.3	4	40.0
Middle	330	34.7	2,054,136	38.9	39	29.1	175	33.5	0	0.0	2	20.0
Upper	289	30.4	1,647,220	31.2	47	35.1	162	31.0	2	66.7	2	20.0
NA	5	0.5	5,646	0.1	0	0.0	1	0.2	0	0.0	0	0.0
Totals	**951**	**100.0**	**5,286,728**	**100.0**	**134**	**100.0**	**523**	**100.0**	**3**	**100.0**	**10**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Athens-Clarke County, GA MSA

The bank provides a limited level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide nine community development services targeted to low- and moderate-income individuals. Employees provided eight financial education workshops for 216 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in one webinar with a non-profit organization to help the organization with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Atlanta-Sandy Springs-Roswell, GA MSA

The bank is a leader in providing community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 1,191 community development services targeted to low- and moderate-income individuals.

Employees provided homebuyer education workshops to 1,051 low- and moderate-income individuals and provided 79 financial education and foreclosure prevention workshops for 2,640 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 47 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 15 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance varied across the limited-scope assessment areas. Performance in the Brunswick, GA MSA, Columbus, GA MSA, Gainesville, GA MSA, Macon-Bibb County, GA MSA, Warner Robins, GA MSA, and Georgia Non-MSA is consistent with the Outstanding Service Test performance in the state of Georgia. Performance in the Dalton, GA MSA, Savannah, GA MSA, and Valdosta, GA MSA is weaker than the overall Outstanding Service Test performance in the state of Georgia primarily due to weaker branch distribution.

State of Idaho

CRA Rating for Idaho[23]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Idaho

The state of Idaho is Bank of America's 40th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $827 million or less than 0.1 percent of its total domestic deposits in financial centers within the state of Idaho. Of the 31 depository financial institutions operating in the state, Bank of America, with a deposit market share of 3.6 percent, is the seventh largest. The bank's primary competitors for deposits in the state of Idaho with deposit market shares greater than 5 percent include Wells Fargo Bank, N.A. (23.7 percent), US Bank (17.8 percent), ZB Bank (6.3 percent), and Key Bank (6.3 percent). As of December 31, 2016, BANA operated three financial centers and five full-service ATMs in Idaho.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originate from the local community. In the Coeur d'Alene, ID MSA, Bank of America reported $427.5 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these companies. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's financial capacity in the assessment area.

[23] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Idaho in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Idaho

The bank has defined one assessment area in the state of Idaho. Examiners selected the Coeur d'Alene, ID MSA for a full-scope review and it comprises 100 percent of the bank's deposits and lending in the state of Idaho.

During the evaluation period, Bank of America originated or purchased 864 home mortgage loans totaling $176.5 million, 1,545 small loans to businesses totaling $22.9 million, and 23 small loans to farms totaling $163,000. Based on loan volume, examiners weighted small loans to businesses, representing 64 percent of the volume, the most followed by home mortgage loans at 36 percent. The bank originated or purchased too few small loans to farms for any meaningful analysis.

Examiners interviewed one local community development organization. According to the community contact, the top housing needs in the community are housing for first-time homebuyers and affordable rental housing, particularly for individuals with annual incomes between $15,000 and $20,000.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN IDAHO

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Idaho is rated High Satisfactory, based on good lending activity, good geographic distribution, and good borrower income distribution.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the Coeur d'Alene, ID MSA is excellent.

Coeur d'Alene, ID MSA

Lending activity in the Coeur d'Alene, ID MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 29.9 percent. The bank ranks first among 14 depository financial institutions, which places it in the top 8 percent of institutions. Excluding the $427.5 million in deposits derived from outside the assessment area, the bank's market share declines to 17.1 percent and it places it in the top 15 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.1 percent based on the number of home mortgage loans originated or purchased. The bank ranks 20th among 235 home mortgage lenders, which places it in the top 9 percent of lenders. According to peer small business data for 2016, the bank has a 5.5 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 62 small business lenders, which places it in the top 9 percent of the lenders. The bank originated or purchased too few small loans to farms for any meaningful analysis. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its adjusted deposit market share ranking, overall lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: IDAHO				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Coeur d'Alene, ID	100.00	864	176,468	1,545	22,897	23	163	0	0	2,432	199,528	100.00
IDAHO	100.00	864	176,468	1,545	22,897	23	163	0	0	2,432	199,528	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Coeur d'Alene, ID MSA.

Coeur d'Alene, ID MSA

The geographic distribution of home mortgage loans in the Coeur d'Alene, ID MSA is good. Performance is good in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.7 percent is lower than the 2.1 percent of owner-occupied housing units in low-income geographies and it exceeds the 1.3 percent for aggregate lenders. The distribution in moderate-income geographies at 7.3 percent is lower than the 10.5 percent of owner-occupied housing units in moderate-income geographies and lower than the 9.4 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Coeur d Alene ID MSA	289	70,379	100.0	8,579	2.1	1.7	1.3	10.5	7.3	9.4	68.7	66.1	73.7	18.6	24.9	15.7	0.0	0.0	0.0
Total	**289**	**70,379**	**100.0**	**8,579**	**2.1**	**1.7**	**1.3**	**10.5**	**7.3**	**9.4**	**68.7**	**66.1**	**73.7**	**18.6**	**24.9**	**15.7**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Coeur d'Alene, ID MSA.

Coeur d'Alene, ID MSA

The geographic distribution of small loans to businesses in the Coeur d'Alene, ID MSA is excellent. Performance is excellent in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 10.7 percent is consistent with the 10.6 percent of businesses in low-income geographies and it exceeds the 7.2 percent performance for aggregate lenders. The distribution in moderate-income geographies at 14.9 percent is lower than the 17.1 percent of businesses in moderate-income geographies, but it exceeds the 13.2 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Coeur d Alene ID MSA	945	13,796	100.0	5,547	10.6	10.7	7.2	17.1	14.9	13.2	55.8	57.7	58.8	16.5	16.7	20.9	0.0	0.0	0.0
Total	**945**	**13,796**	**100.0**	**5,547**	**10.6**	**10.7**	**7.2**	**17.1**	**14.9**	**13.2**	**55.8**	**57.7**	**58.8**	**16.5**	**16.7**	**20.9**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The bank originated or purchased too few small loans to farms to provide any meaningful analysis.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Coeur d Alene ID MSA	16	124	100.0	42	2.7	0.0	0.0	12.7	0.0	7.1	69.8	87.5	76.2	14.8	16.7	16.7	0.0	0.0	0.0
Total	**16**	**124**	**100.0**	**42**	**2.7**	**0.0**	**0.0**	**12.7**	**0.0**	**7.1**	**69.8**	**87.5**	**76.2**	**14.8**	**16.7**	**16.7**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is excellent in the Coeur d’Alene, ID MSA.

Coeur d’Alene, ID MSA

The distribution of home mortgage loans by borrower income in the Coeur d’Alene, ID MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income borrowers at 11.4 percent is lower than the 18.9 percent of low-income families in the MSA; however, the bank’s performance is higher than the 4.7 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 18.3 percent is slightly lower than the 19.6 percent of moderate-income families; however, it exceeds the 17 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			**2014-16**
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Coeur d Alene ID MSA	289	70,379	100.0	8,579	18.9	11.4	4.7	19.6	18.3	17.0	21.3	19.0	23.0	40.1	42.2	37.0	0.0	9.0	18.3
Total	**289**	**70,379**	**100.0**	**8,579**	**18.9**	**11.4**	**4.7**	**19.6**	**18.3**	**17.0**	**21.3**	**19.0**	**23.0**	**40.1**	**42.2**	**37.0**	**0.0**	**9.0**	**18.3**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Coeur d'Alene, ID MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 37 percent of its small loans to businesses.

Coeur d'Alene, ID MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Coeur d'Alene, ID MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.3 percent is lower than the 80.5 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 39.3 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											**2014-16**
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Coeur d Alene ID MSA	945	13,796	100.0	5,547	80.5	53.3	39.3	4.9	10.2	14.5	36.5
Total	**945**	**13,796**	**100.0**	**5,547**	**80.5**	**53.3**	**39.3**	**4.9**	**10.2**	**14.5**	**36.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The bank originated or purchased too few small loans to farms to provide any meaningful analysis.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Coeur d Alene ID MSA	16	124	100.0	42	97.2	25.0	50.0	2.0	0.0	0.8	75.0
Total	16	124	100.0	42	97.2	25.0	50.0	2.0	0.0	0.8	75.0

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Idaho. The bank met the community's needs primarily through retail lending.

Coeur d'Alene, ID MSA

In the Coeur d'Alene, ID MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, Bank of America did not originate or purchase any CD loans within the Coeur d'Alene, ID MSA.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Idaho, lending under the MHA and HARP programs accounted for 94 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Idaho is rated Outstanding. Investment performance is excellent in the Coeur d'Alene, ID MSA.

Coeur d'Alene, ID MSA

In the Coeur d'Alene, ID MSA, Bank of America has an excellent level of CD investments. The bank made 34 CD investments during the current evaluation period totaling $5.6 million. Approximately $5.4 million or 98 percent of the current period investment dollars supported 28 units of affordable housing. In addition, the bank has 14 CD investments totaling $560,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $6.1 million or 12.2 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $5.4 million or 98 percent of the investment dollars.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: IDAHO				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Coeur d'Alene, ID	14	560	34	5,562	48	6,122	40.87	0	0
IDAHO - Statewide	0	0	13	48	13	48	0.32	0	0
IDAHO - Non Assessed	33	5,133	37	3,677	70	8,811	58.81	0	0
IDAHO	47	5,693	84	9,288	131	14,981	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Idaho is rated High Satisfactory. Service Test performance is good in the Coeur d'Alene, ID MSA.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Coeur d'Alene, ID MSA

In the Coeur d'Alene, ID MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's three financial centers with the distribution of the population. The bank has one financial center in a low-income geography representing 33.3 percent of its financial centers. Approximately 3.5 percent of the population lives in low-income geographies. The bank has no financial centers in moderate-income geographies where 13.2 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The percentages of customers in low- and moderate-income geographies using ATMs, online, telephone, mobile, and text banking exceed the percentages of individuals in low- and moderate-income geographies.

The bank has one financial center in a middle-income census tract that is adjacent to or in very close proximity to a moderate-income census tract. The adjacent financial center helps improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in moderate-income geographies and to low- and moderate-income individuals. The bank closed two financial centers during the evaluation period. The bank closed one financial center in a moderate-income geography and one in a middle-income geography.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. All three financial centers are open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 10:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Coeur d Alene ID MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	1	4.0	4,782	3.5	1	33.3	2	40.0	0	0.0	0	0.0
Moderate	5	20.0	18,240	13.2	0	0.0	0	0.0	0	0.0	1	50.0
Middle	14	56.0	93,473	67.5	2	66.7	3	60.0	0	0.0	1	50.0
Upper	5	20.0	21,999	15.9	0	0.0	0	0.0	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**25**	**100.0**	**138,494**	**100.0**	**3**	**100.0**	**5**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Coeur d'Alene, ID MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 33 community development services targeted to low- and moderate-income individuals. Employees provided five financial education workshops for 678 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in three webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, one employee served on the board of a community organization. The types of CD services provided are responsive to the needs identified in the community.

State of Illinois

CRA Rating for Illinois[24]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Illinois

The state of Illinois is Bank of America's seventh largest rating area based on its total deposits in the state when excluding the St. Louis, MO-IL Multistate MSA. Examiners excluded the St. Louis, MO-IL Multistate MSA from the analysis of the state of Illinois because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $41.5 billion or 3.4 percent of its total domestic deposits in financial centers in areas of the state of Illinois that do not include the multistate MSA. Of the 508 depository financial institutions operating in the portion of the state of Illinois that excludes the multistate MSA, Bank of America, with a deposit market share of 9 percent, is the third largest. Competitors with deposit market shares greater than 5 percent include JP Morgan Chase Bank (18.3 percent), BMO Harris Bank (11.4 percent), and the Northern Trust Company (6.3 percent). The state of Illinois is the bank's seventh largest rating area for the bank's total domestic deposits. As of December 31, 2016, the bank operated 158 financial centers and 398 ATMs in the portion of Illinois that excludes the multistate MSA.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Chicago-Naperville-Elgin, IL MSA, Bank of America reported an additional $12.3 billion in deposits of national corporations, in which the funds originated from communities across the

[24] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Illinois in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Illinois

The bank has defined two assessment areas in the state of Illinois. Examiners selected the Chicago-Naperville-Elgin, IL MSA for a full-scope review and the Rockford, IL MSA for a limited-scope review. The Chicago-Naperville-Elgin, IL MSA accounts for 99.8 percent of the bank's deposits within the state of Illinois. During the evaluation period, Bank of America originated or purchased 41,110 home mortgage loans totaling $10.1 billion, 45,842 small loans to businesses totaling $1.5 billion, 122 small loans to farms totaling $1.5 million, and 55 CD loans totaling $343.4 million. Lending volumes include loans originated or purchased in the Illinois Non-MSA assessment area (Adams County), which the bank no longer designates as an assessment area due to the bank's closure or sale of all financial centers and deposit-taking ATMs in the county. Based on loan volume, examiners weighted small loans to businesses, representing 53 percent of the volume, the most followed by home mortgage loans at 47 percent, and small loans to farms at less than 1 percent.

Examiners conducted interviews with two local community organizations representing housing and policy research. The community contacts identified the following as some of the most pressing needs in their communities: mortgage loans, small loans to businesses, and bank branches in low- and moderate-income neighborhoods in Chicago. The perception is that banks have avoided low- and moderate-income neighborhoods in favor of neighborhoods where banks can originate larger loan amounts that are more profitable. A nonprofit CDFI with a 43 percent market share in a community further illustrates the absence of banks in the community.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ILLINOIS

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Illinois is rated Outstanding, based on good lending activity, excellent geographic distribution, good borrower income distribution, and relatively high levels of CD lending that have a positive effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Illinois is good. Lending activity is good in the Chicago-Naperville-Elgin, IL MSA and excellent in the limited-scope assessment area.

Chicago-Naperville-Elgin, IL MSA

Lending activity in the Chicago-Naperville-Elgin, IL MSA is good. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 11 percent. The bank ranks third among 181 depository financial institutions in the assessment area, which places it in the top 2 percent of institutions. Adjusting for the $12.3 billion in corporate deposits, the bank's deposit market share would decline to 8 percent, but its ranking would remain unchanged. According to peer mortgage data for 2016, the bank has a market share of 1.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 10th among 906 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 5.2 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 217 small business lenders, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 1.9 percent based on the number of small loans to farms originated or purchased. The bank ranks 13th among 43 farm lenders, which places it in the top 31 percent of lenders. Considering the bank's ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is good.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME				Geography: ILLINOIS				Evaluation Period: January 1, 2012 to December 31, 2016				
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Chicago, IL	97.68	39,936	9,995,978	45,016	1,466,379	105	1,189	54	333,832	85,111	11,797,378	99.82
Limited Review												
Rockford, IL	2.13	1,118	124,896	728	12,595	9	54	1	9,600	1,856	147,145	0.18
Illinois Non-MSA	0.19	56	6,146	98	1,626	8	253	0	0	162	8,025	0.00
ILLINOIS	100.00	41,110	10,127,020	45,842	1,480,600	122	1,496	55	343,432	87,129	11,952,548	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank’s originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The geographic distribution of home mortgage loans in the Chicago-Naperville-Elgin, IL MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.8 percent is lower than the 3.8 percent of owner-occupied housing units in low-income geographies; however, it exceeds the 2.5 percent for aggregate lenders. The distribution in moderate-income geographies at 12.6 percent is lower than the 17.4 percent of owner-occupied housing units in moderate-income geographies; however, it exceeds the 12.3 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Chicago-Naperville-Elgin IL-IN-WI MSA	13,853	4,104,472	97.6	300,156	3.8	2.8	2.5	17.4	12.6	12.3	38.4	33.5	35.8	40.4	51.1	49.4	0.0	0.0	0.0
LS Rockford IL MSA	336	36,783	2.4	8,889	4.0	4.8	1.4	19.2	20.2	13.0	45.6	46.4	47.8	31.2	28.6	37.9	0.0	0.0	0.0
Total	**14,189**	**4,141,255**	**100.0**	**309,045**	**3.8**	**2.8**	**2.4**	**17.5**	**12.8**	**12.4**	**38.7**	**33.8**	**36.2**	**40.0**	**50.6**	**49.0**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank’s originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The geographic distribution of small loans to businesses in the Chicago-Naperville-Elgin, IL MSA is excellent. The distribution is good in low-income geographies and excellent in moderate-income geographies. The geographic distribution in low-income geographies at 3.1 percent is lower than the 4.3 percent of businesses in low-income geographies and it is slightly lower than the 3.3 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 17.2 percent is higher than the 15.2 percent of businesses in moderate-income geographies and it exceeds the 14.4 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																				2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts			
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	
FS Chicago-Naperville-Elgin IL-IN-WI MSA	30,638	890,906	98.6	218,120	4.3	3.1	3.3	15.2	17.2	14.4	33.4	35.9	33.7	46.9	43.7	48.5	0.1	0.1	0.1	
LS Rockford IL MSA	450	7,341	1.4	4,011	6.4	6.7	6.1	19.5	14.4	17.8	45.6	42.7	45.7	27.9	36.0	30.0	0.5	0.8	0.3	
Total	**31,088**	**898,247**	**100.0**	**222,131**	**4.4**	**3.2**	**3.3**	**15.4**	**17.1**	**14.5**	**33.8**	**36.0**	**34.0**	**46.3**	**43.6**	**48.2**	**0.1**	**0.1**	**0.1**	

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank’s originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is adequate in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The geographic distribution of small loans to farms in the Chicago-Naperville-Elgin, IL MSA is adequate, based on poor performance in low-income geographies and adequate performance in moderate-income geographies. The bank did not originate or purchase small loans to farms in low-income geographies where 2.4 percent of the farms are located. The performance for aggregate lenders was 0.7 percent. The geographic distribution in moderate-income geographies at 6.3 percent is lower than the 12.3 percent of farms in moderate-income geographies; however, it exceeds the 5.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																				2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income			
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	
FS Chicago-Naperville-Elgin IL-IN-WI MSA	66	696	100.0	846	2.4	0.0	0.7	12.3	6.3	5.3	44.4	48.5	68.1	40.9	50.0	25.9	0.0	0.0	0.0	
LS Rockford IL MSA	4	23	11.1	87	1.8	0.0	0.0	10.4	0.0	4.6	56.3	75.0	57.5	31.2	33.3	37.9	0.2	0.0	0.0	
Total	**70**	**719**	**100.0**	**933**	**2.3**	**0.0**	**0.6**	**12.1**	**6.3**	**5.3**	**45.4**	**50.0**	**67.1**	**40.1**	**48.6**	**27.0**	**0.0**	**0.0**	**0.0**	

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The distribution of home mortgage loans by borrower income in the Chicago-Naperville-Elgin, IL MSA is good. The distribution is adequate to low-income borrowers and good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.8 percent is lower than the 22.1 percent of low-income families in the MSA; however, it exceeds the 5.2 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 13.6 percent is lower than the 16.8 percent of moderate-income families in the MSA and it is slightly higher than the 13.5 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower 2014-16

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Chicago-Naperville-Elgin IL-IN-WI MSA	13,853	4,104,472	97.6	300,156	22.1	7.8	5.2	16.8	13.6	13.5	19.7	18.5	19.8	41.4	46.8	46.4	0.0	13.3	15.2
LS Rockford IL MSA	336	36,783	2.4	8,889	21.6	14.3	5.5	17.5	17.6	16.8	21.8	19.3	20.1	39.1	21.1	35.6	0.0	27.7	21.9
Total	**14,189**	**4,141,255**	**100.0**	**309,045**	**22.1**	**7.9**	**5.2**	**16.8**	**13.7**	**13.6**	**19.7**	**18.5**	**19.8**	**41.3**	**46.2**	**46.1**	**0.0**	**13.7**	**15.4**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Chicago-Naperville-Elgin, IL MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 28 percent of its small loans to businesses.

Chicago-Naperville-Elgin, IL MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Chicago-Naperville-Elgin, IL MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 58.9 percent is lower than the 75.7 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 39.6 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Chicago-Naperville-Elgin IL-IN-WI MSA	30,638	890,906	98.6	218,120	75.7	58.9	39.6	7.1	12.8	17.2	28.3
LS Rockford IL MSA	450	7,341	1.5	4,011	75.4	50.7	41.5	6.9	16.0	17.7	33.3
Total	**31,088**	**898,247**	**100.0**	**222,131**	**75.7**	**58.8**	**39.6**	**7.1**	**12.9**	**17.2**	**28.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is adequate in the Chicago-Naperville-Elgin, IL MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33 percent of its small loans to farms.

Chicago-Naperville-Elgin, IL MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Chicago-Naperville-Elgin, IL MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 54.5 percent is lower than the 92.2 percent of farms with gross annual revenues of $1 million or less. The bank's distribution slightly exceeds the 53.1 percent for aggregate lenders, overall performance is adequate.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Chicago-Naperville-Elgin IL-IN-WI MSA	66	696	94.3	846	94.2	54.5	53.1	3.6	13.6	2.2	31.8
LS Rockford IL MSA	4	23	11.1	87	97.0	50.0	50.6	1.7	0.0	1.3	66.7
Total	**70**	**719**	**100.0**	**933**	**94.5**	**54.3**	**52.8**	**3.4**	**12.9**	**2.1**	**32.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect overall on the bank's Lending Test performance in the state of Illinois.

Chicago-Naperville-Elgin, IL MSA

In the Chicago-Naperville-Elgin, IL MSA, CD lending has a positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 54 CD loans totaling $333.8 million that primarily helped provide 1,820 units of affordable housing. CD lending represents 9.1 percent of the allocated Tier 1 Capital, after considering $12.3 billion in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank provided its annual commitment of $18 million in funding to the Community Investment Corporation (CIC), which is a certified CDFI. The consortium provides funding for permanent loans on revitalized low- and moderate-income housing throughout Chicago. Bank of America's $72 million total commitment is the largest total dollar commitment in the CIC.

- The bank provided $11.8 million in construction financing for the rehabilitation of 201 units of public housing under the HUD Rental Assistance Demonstration Conversion Program to Project-Based Section 8 housing in Evanston, IL. The project consists of two separate public housing developments. All units except two reserved for the onsite property managers are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $16.1 million in acquisition and construction financing for the complete gut rehabilitation of a 20-story former public housing building named "Fannie Emanuel Apartments" in Chicago, IL. The completed 181-unit building will have 180 units restricted to seniors aged 62 and over with incomes up to 60 percent of the area median income. One unit is reserved for the onsite property manager.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's

Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Illinois, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Rockford, IL MSA is consistent with the Outstanding Lending Test performance in the state of Illinois.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Illinois is rated Outstanding. Investment performance is excellent in the Chicago-Naperville-Elgin, IL MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Chicago-Naperville-Elgin, IL MSA

In the Chicago-Naperville-Elgin, IL MSA, the bank has an excellent level of CD investments. The bank made 651 CD investments during the current evaluation period totaling $457.3 million. Approximately $419.2 million or 92 percent of the current period investment dollars supported nearly 3,900 units of affordable housing. In addition, the bank has 148 CD investments totaling $118 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $575.4 million or 15.7 percent of allocated Tier 1 Capital, after considering the $12.3 billion in deposits that did not originate from the assessment area. The majority of current period investments are innovative or complex with LIHTCs and New Markets Tax Credits representing approximately $243.8 million or 53 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $9.6 million in a LIHTC to fund the substantial rehabilitation and historic preservation of the 1704 N. Humboldt project located in the Humboldt Park neighborhood of Chicago, IL. The 1920's courtyard building has 29 units of affordable housing. The development has all units occupied and under Section 8 contracts.

- The bank invested $12 million in a LIHTC for the construction of 65th Infantry Regiment Veterans Housing, a new 49-unit multifamily housing project in Chicago, IL. All units, except one reserved for the onsite property manager, are restricted to veterans and families with incomes at or below 60 percent of the area median income.

- The bank invested $3.2 million in a joint venture to acquire investments in partnerships that own affordable housing projects financed with LIHTCs. This $3.2 million represents the portion of funding applied toward the Amberton Apartments LIHTC project, located in Bolingbrook, IL.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: ILLINOIS				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Chicago, IL	148	118,129	651	457,316	799	575,445	98.28	15	77,527
Limited Review									
Rockford, IL	4	50	16	424	20	474	0.08	0	0
ILLINOIS - Statewide	0	0	20	148	20	148	0.03	0	0
ILLINOIS - Non Assessed	35	6,239	35	3,208	70	9,447	1.61	0	0
ILLINOIS	187	124,418	722	461,097	909	585,515	100.00	15	77,527

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Rockford, IL MSA is weaker than the overall Outstanding Investment Test performance in the state of Illinois primarily due to lower levels of CD investments relative to the bank's size and resources in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Illinois is rated High Satisfactory. Service Test performance is good in the Chicago-Naperville-Elgin, IL MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Chicago-Naperville-Elgin, IL MSA

In the Chicago-Naperville-Elgin, IL MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 157 financial centers with the distribution of the population. The bank has 9 financial centers or 5.7 percent of its financial centers in low-income geographies where 8.7 percent of the population lives. The bank has 27 financial centers or 17.2 percent of its financial centers located in moderate-income geographies where 23 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using ATM, telephone, mobile, and text banking exceed the proportion of the population in low- and moderate-income geographies.

The bank has 20 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. These financial centers provide additional access to individuals and businesses in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of service delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened five financial centers and closed twenty-five. The bank closed four financial centers in moderate-income geographies and the remaining twenty-one in middle- and upper-income geographies.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Chicago-Naperville-Elgin IL-IN-WI MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	255	12.7	750,938	8.7	9	5.7	32	8.1	0	0.0	0	0.0
Moderate	466	23.1	1,978,920	23.0	27	17.2	94	23.7	1	20.0	4	16.0
Middle	654	32.5	2,971,692	34.6	47	29.9	116	29.2	3	60.0	12	48.0
Upper	632	31.4	2,880,652	33.5	74	47.1	155	39.0	1	20.0	9	36.0
NA	7	0.3	4,407	0.1	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**2,014**	**100.0**	**8,586,609**	**100.0**	**157**	**100.0**	**397**	**100.0**	**5**	**100.0**	**25**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Chicago-Naperville-Elgin, IL MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 288 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 4 low- and moderate-income individuals and provided 16 financial education and foreclosure prevention workshops for 1,042 individuals. Employees provided 216 income tax preparation services and participated in 47 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, five employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Rockford, IL MSA is weaker than the overall High Satisfactory Service Test performance in the state of Illinois. Performance is weaker primarily due to the weaker distribution of financial centers. The bank has only one financial center in the assessment area, which is located in an upper-income census tract.

State of Iowa

CRA Rating for Iowa[25]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the rating area;
- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;
- Relatively high level of CD lending, which has a positive effect on the overall Lending Test rating;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and to low- and moderate-income individuals.

Description of Institution's Operations in Iowa

The state of Iowa is Bank of America's 38th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $866 million or less than 0.1 percent of its total domestic deposits in financial centers within the state of Iowa. Of the 331 depository financial institutions operating in the state, Bank of America, with a deposit market share of 1.1 percent, is the 15th largest. The bank's primary banking competitors with deposit market shares greater than 5 percent include Wells Fargo Bank (8.9 percent) and U.S. Bank (7.1 percent). As of December 31, 2016, BANA operated four financial centers and six full-service ATMs in Iowa.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Des Moines-West Des Moines, IA MSA, Bank of America reported $46.6 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

[25] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Iowa in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Iowa

The bank has defined the Des Moines-West Des Moines, IA MSA as its only assessment area in the state of Iowa. Examiners reviewed the Des Moines-West Des Moines, IA MSA as a full-scope assessment area.

During the evaluation period, Bank of America originated or purchased 1,981 home mortgage loans totaling $266.4 million, 2,241 small loans to businesses totaling $57.9 million, 55 small loans to farms totaling $482,000, and 2 CD loans totaling $10 million. Lending volumes include loans originated or purchased in the Iowa Non-MSA assessment area (Cerro Gordo County), which the bank no longer designates as an assessment area due to the bank's closure or sale of all financial centers and deposit-taking ATMs in the county. Based on loan volume, small loans to businesses represented 52 percent of the volume while home mortgage loans represented 46 percent of the volume. Therefore, examiners weighted loans to small businesses more than home mortgage loans. Small loans to farms represented 1.3 percent of the total volume by number and therefore examiners weighted them the least.

Examiners interviewed one local community development organization to gain insight on the needs of the community. According to the contact, some neighborhoods such as Eagle Hill and King Irving are suffering from years of disinvestment even as economic conditions have improved for other neighborhoods. The neighborhoods need investments to improve the housing stock. The community also needs affordable banking services and small dollar loans for consumers.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN IOWA

LENDING TEST

Bank of America's performance under the Lending Test in the state of Iowa is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that positively affects the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Iowa is excellent. Lending activity is good in the Des Moines-West Des Moines, IA MSA.

Des Moines-West Des Moines, IA MSA

Lending activity in the Des Moines-West Des Moines, IA MSA is excellent. According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 5.2 percent. The bank ranks sixth among 50 depository financial institutions in the assessment area, which places it in the top 12 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 0.4 percent based on the number of home mortgage loans originated or purchased. The bank ranks 45th among 394 home mortgage lenders, which places it in the top 12 percent of lenders. According to peer small business lending data for 2016, the bank has a market share of 3.9 percent based on the number of small loans to businesses originated or purchased. The bank ranks ninth among 95 small business lenders, which places it in the top 10 percent of lenders. According to peer small farm lending data for 2016, the bank has a market share of 2.8 percent based on the number of small loans to farms originated or purchased. The bank ranks eighth among 23 farm lenders, which places the bank in the top 35 percent of lenders. Considering the bank's ranking for each loan category relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: IOWA | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Des Moines, IA	93.97	1,814	249,822	2,153	57,090	52	410	2	10,047	4,021	317,369	100.00
Limited Review												
Iowa Non-MSA	6.03	167	16,562	88	855	3	72	0	0	258	17,489	0.00
IOWA	100.00	1,981	266,384	2,241	57,945	55	482	2	10,047	4,279	334,858	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business lending, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

The geographic distribution of home mortgage loans is excellent. The distribution is excellent in the Des Moines-West Des Moines, IA MSA.

Des Moines-West Des Moines, IA MSA

The geographic distribution of home mortgage loans in the Des Moines-West Des Moines, IA MSA is excellent. Performance is excellent in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.9 percent is higher than the 2.3 percent of owner-occupied housing units and it exceeds the 1.6 percent for aggregate lenders. The distribution in moderate-income geographies at 15.8 is lower than the 19.9 percent of owner-occupied housing units; however, it exceeds the 12.1 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Des Moines-West Des Moines IA MSA	621	91,330	100.0	33,529	2.3	2.9	1.6	19.9	15.8	12.1	46.6	43.8	45.7	31.2	37.5	40.6	0.0	0.0	0.0
Total	**621**	**91,330**	**100.0**	**33,529**	**2.3**	**2.9**	**1.6**	**19.9**	**15.8**	**12.1**	**46.6**	**43.8**	**45.7**	**31.2**	**37.5**	**40.6**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Des Moines-West Des Moines, IA MSA.

Des Moines-West Des Moines, IA MSA

The geographic distribution of small loans to businesses in the Des Moines-West Des Moines, IA MSA is excellent. The distribution is good in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 7.7 percent is lower than the 10.2 percent of businesses operating in low-income geographies, but is higher than the 7 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 17 percent is equal to the percentage of businesses in moderate-income geographies and it is higher than the 14.3 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Des Moines-West Des Moines IA MSA	1,238	31,845	100.0	11,293	10.2	7.7	7.0	17.0	17.0	14.3	41.6	38.3	41.6	31.0	37.0	37.0	0.1	0.0	0.0
Total	**1,238**	**31,845**	**100.0**	**11,293**	**10.2**	**7.7**	**7.0**	**17.0**	**17.0**	**14.3**	**41.6**	**38.3**	**41.6**	**31.0**	**37.0**	**37.0**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The geographic distribution of small loans to farms is adequate overall. The distribution is adequate in the Des Moines-West Des Moines, IA MSA.

Des Moines-West Des Moines, IA MSA

The geographic distribution of small loans to farms in the Des Moines-West Des Moines, IA MSA is adequate in both low-income and moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 0 percent is lower than the 1.4 percent of farms in low-income geographies and lower than the 0.9 percent for aggregate lenders. Considering very few farms are located in low-income geographies, indicating few opportunities to make a loan, performance is adequate. The bank's proportion of small loans to farms in moderate-income geographies at 11.1 percent is lower than the 14.4 percent of farms located in moderate-income geographies and lower than the 16.9 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography 2014-16

	Total Loans to Farms				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Des Moines-West Des Moines IA MSA	29	236	100.0	320	1.4	0.0	0.9	14.4	11.1	16.9	62.8	65.5	66.6	21.4	31.0	15.6	0.0	0.0	0.0
Total	**29**	**236**	**100.0**	**320**	**1.4**	**0.0**	**0.9**	**14.4**	**11.1**	**16.9**	**62.8**	**65.5**	**66.6**	**21.4**	**31.0**	**15.6**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business lending, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The distribution of home mortgage loans by borrower income is good overall.

Des Moines-West Des Moines, IA MSA

The distribution of home mortgage loans by borrower income in the Des Moines-West Des Moines, IA MSA is good to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 15.5 percent is lower than the 19.6 percent of low-income families and it is higher than the 7.8 percent for aggregate lenders. The proportion of the bank's home mortgage loans to moderate-income borrowers at 23 percent exceeds the 18 percent of moderate-income families and it exceeds the 17.5 percent for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Des Moines-West Des Moines IA MSA	621	91,330	100.0	33,529	19.6	15.5	7.8	18.0	23.0	17.5	22.9	20.6	21.6	39.5	31.7	36.5	0.0	9.2	16.6
Total	**621**	**91,330**	**100.0**	**33,529**	**19.6**	**15.5**	**7.8**	**18.0**	**23.0**	**17.5**	**22.9**	**20.6**	**21.6**	**39.5**	**31.7**	**36.5**	**0.0**	**9.2**	**16.6**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The bank did not collect or consider the business gross annual revenues in the underwriting of approximately 36 percent of its small loans to businesses

Des Moines-West Des Moines, IA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Des Moines-West Des Moines, IA MSA is good. Based on businesses with known revenues, the proportion of small loans to businesses with gross annual revenues of $1 million or less at 51.7 percent is lower than the 76.8 percent of businesses with gross annual revenues of $1 million or less. The bank's performance is higher than the 43.1 percent for aggregate lenders.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Des Moines-West Des Moines IA MSA	1,238	31,845	100.0	11,293	76.8	51.7	43.1	5.4	12.8	17.8	35.5
Total	**1,238**	**31,845**	**100.0**	**11,293**	**76.8**	**51.7**	**43.1**	**5.4**	**12.8**	**17.8**	**35.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The bank did not collect or consider the business gross annual revenues in the underwriting of approximately 52 percent of its small loans to farms.

Des Moines-West Des Moines, IA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Des Moines-West Des Moines, IA MSA is adequate. Based on farms with known revenues, the proportion of small loans to farms with gross annual revenues of $1 million or less at 48.3 percent is lower than the 97.9 percent of farms with gross annual revenues of $1 million or less. The bank's performance is lower than the 52.2 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues — 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Des Moines-West Des Moines IA MSA	29	236	100.0	320	97.9	48.3	52.2	1.3	0.0	0.8	51.7
Total	29	236	100.0	320	97.9	48.3	52.2	1.3	0.0	0.8	51.7

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending in the Des Moines-West Des Moines, IA MSA is excellent and has a positive effect on the Lending Test rating in the state of Iowa.

Des Moines-West Des Moines, IA MSA

During the assessment period, the bank originated two CD loans totaling $10 million that financed projects providing 85 units of affordable housing within the Des Moines-West Des Moines, IA MSA. CD lending represents 9.8 percent of the allocated Tier 1 Capital, after considering $46.6 million in deposits from national corporations in which the deposits did not derive from the local community.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as Affordable Loan Solutions and Business Advantage Credit Line. The Affordable Loan Solution mortgage product is a conforming loan that features a fixed rate, low down payment, no mortgage insurance, and non-traditional credit. Bank of America collaborated with Federal Home Loan Mortgage Corporation and Self Help Ventures to define credit terms and roll out to low and moderate income homebuyers. For small business owners, the bank introduced the Business Advantage Credit Line that provides working capital with no collateral required. The Business Advantage Credit Line provides cash flow for longer term financing in larger amounts than a typical credit card. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Iowa, lending under the MHA and HARP programs accounted for 86 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the state of Iowa is rated Outstanding based on excellent performance in the Des Moines-West Des Moines, IA MSA.

During the current evaluation period, the bank made 18 community development investments totaling $22.9 million in the Des Moines-West Des Moines, IA MSA. Recipients of the current period investments used almost 100 percent of the investment dollars to help provide more than 250 units of affordable housing. In addition, the bank has 46 community development investments totaling $4.7 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $27.6 million or 25.4 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are innovative or complex with LIHTCs representing approximately $21 million or 92 percent of the investment dollars.

The bank also provided $40,000 in investments to organizations within the state that have the potential to benefit the Des Moines-West Des Moines, IA MSA and $5 million to organizations within the state that have no potential to benefit the assessment area. The investments that have no potential to benefit the assessment area are only considered if the bank has adequately met the credit needs of its assessment area.

Examples of community development investments include:

- The bank purchased $8 million in LIHTCs to facilitate the construction of Alice Place, a 59-unit mixed income housing development for seniors in Waukee, IA. Bank of America also provided the construction financing. The project has 55 units of affordable housing that are restricted to incomes at or below 60 percent of the area median income.

- The bank purchased $4.2 million in LIHTCs to help finance the acquisition and rehabilitation of Bloomsbury Village, an existing two building property with 30 affordable housing units in Des Moines, IA. Bank of America also provided the acquisition and rehabilitation financing.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: IOWA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Des Moines, IA	46	4,725	18	22,866	64	27,591	82.53	2	778
IOWA - Statewide	0	0	14	40	14	40	0.12	0	0
IOWA - Non Assessed	27	798	29	5,004	56	5,802	17.35	0	0
IOWA	73	5,523	61	27,910	134	33,432	100.00	2	778

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Bank of America's performance under the Service Test in the state of Iowa is rated Outstanding, based on excellent performance in the Des Moines-West Des Moines, IA MSA.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Des Moines-West Des Moines, IA MSA

The bank's service delivery systems in the Des Moines-West Des Moines, IA MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank's four financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has one financial center, representing 25 percent of its financial centers, located in a low-income census tract where 4.6 percent of the population lives. The bank has two financial centers in moderate-income geographies where 22.3 percent of the population lives.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. Approximately 24 percent of LMI customers use alternate banking methods with the majority making use of telephone and mobile banking. Alternative delivery systems have a significantly positive effect on the retail banking services conclusion.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, BANA closed two financial centers. The bank closed one financial center in a low-income geography and one financial center in a middle-income geography. Despite the financial center closure in a low-income geography, the bank still has 25 percent of its branches located in a low-income geography.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The bank offers a wide array of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are 9:00 am to 5:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday. Lobby hours are slightly different for the financial center located in a low-income geography. The financial center located in a low-income geography opens later at 10:00 am on Tuesday, Wednesday, and Thursday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Des Moines-West Des Moines IA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	8	6.1	26,303	4.6	1	25.0	1	16.7	0	0.0	1	50.0
Moderate	33	25.2	127,267	22.3	2	50.0	4	66.7	0	0.0	0	0.0
Middle	59	45.0	251,453	44.1	0	0.0	0	0.0	0	0.0	1	50.0
Upper	30	22.9	164,610	28.9	1	25.0	1	16.7	0	0.0	0	0.0
NA	1	0.8	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**131**	**100.0**	**569,633**	**100.0**	**4**	**100.0**	**6**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Des Moines-West Des Moines, IA MSA

The bank provides a relatively high level of community development services in the Des Moines-West Des Moines, IA MSA. During the evaluation period, the bank participated with community development organizations to provide 35 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 5 low- and moderate-income individuals and provided 11 financial education workshops for 223 individuals. Employees participated in nine webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 11 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

State of Kansas

CRA Rating for Kansas[26]: **Outstanding**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Adequate volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Kansas

The state of Kansas is Bank of America's 29th largest rating area based on its total deposits in the state when excluding deposits in the Kansas City, MO-KS Multistate MSA. Examiners excluded the Kansas City, MO-KS Multistate MSA from the analysis of the state of Kansas because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $4.1 billion or 0.3 percent of its total domestic deposits in financial centers in areas of the state of Kansas that excludes the multistate MSA. Of the 273 depository financial institutions operating in the state of Kansas that excludes the multistate MSA, Bank of America, with a deposit market share of 8.5 percent, is the largest. Competitors with deposit market shares greater than 5 percent include Intrust Bank (6.3 percent) and Capitol Federal Savings Bank (5.8 percent). As of December 31, 2016, the bank operated 17 financial centers and 36 ATMs in the portion of the state of Kansas that excludes the Kansas City, MO-KS Multistate MSA.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Wichita, KS MSA, Bank of America reported an additional $1.1 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the

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[26] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Kansas in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Kansas

Examiners selected two assessment areas for full-scope reviews and the remaining two assessment areas for limited-scope reviews. The full-scope assessment areas selected were the Topeka, KS MSA and Wichita, KS MSA. While the Wichita, KS MSA carries approximately 90 percent weight of the overall conclusions based on the bank's deposit presence there relative to all assessment areas in Kansas, the conclusions and ratings for the state are based on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 4,683 home mortgage loans totaling $547 million, 4,979 small loans to businesses totaling $132.5 million, 142 small loans to farms totaling $3.3 million, and 5 CD loans totaling $18.8 million. Lending volumes include loans originated or purchased in the Kansas Non-MSA assessment area, which includes the counties of Barton, Ellis, Ford, Lyon, McPherson, Montgomery, Reno, Saline, and Seward. The bank no longer designates these counties as assessment areas due to the bank's closure or sale of all financial centers or ATMs in those counties. Based on loan volume, examiners weighted small loans to businesses, representing 51 percent of the volume, the most followed by home mortgage loans at 48 percent, and small loans to farms at 1 percent.

The bank originated or purchased too few small loans to farms within the Topeka, KS MSA, Lawrence, KS MSA, and Manhattan, KS MSA during the evaluation period for any meaningful analysis. Therefore, discussion of performance in making small loans to farms is limited to the Wichita, KS MSA.

Examiners conducted telephone interviews with two local community services agencies representing affordable housing and small business lending. The community contacts noted that affordable housing through LIHTCs is a need in the Wichita, KS MSA. The contacts noted that affordable housing is ample in the Topeka, KS MSA. One contact noted the need to fund small businesses with working capital to help with their credit needs.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN KANSAS

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Kansas is rated High Satisfactory based on adequate lending activity, excellent geographic distribution, and good borrower income distribution performance. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Kansas is adequate. Lending activity is good in the Topeka, KS MSA, but adequate in the Wichita, KS MSA. The adequate performance in the Wichita, KS MSA primarily drives the overall adequate performance due to the bank's significant presence in the Wichita, KS MSA relative to its other assessment areas within the state of Kansas.

Topeka, KS MSA

Lending activity in the Topeka, KS MSA is good. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 6.1 percent. The bank ranks third among 36 depository financial institutions in the assessment area, which places it in the top 9 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 15th among 259 home mortgage lenders, which places it in the top 6 percent of lenders. According to peer small business data for 2016, the bank has a 5.4 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks ninth among 60 small business lenders, which places it in the top 15 percent of lenders. The bank originated too few small loans to farms for any meaningful analysis. Considering the bank's higher ranking among all lenders for home mortgage loans relative to its ranking for deposits, overall lending activity is good.

Wichita, KS MSA

Lending activity in the Wichita, KS MSA is adequate. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 24.8 percent. The bank ranks first among 55 depository financial institutions in the assessment area, which places it in the top 2 percent of institutions. Excluding the $1.1 billion in deposits from outside the assessment area, the bank's deposit market share declines to 18.8 percent, placing it in the top 4 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.3 percent based on the number of home mortgage loans originated or purchased. The bank ranks 20th among 344 home mortgage lenders, which places it in the top 6 percent of lenders.

During 2016, the bank originated 272 home mortgage loans. Consistent with the bank's responsible growth strategy, it has moved away from buying mortgages from other lenders if the bank does not already have a relationship with the customer. This strategy has significantly reduced the bank's volume of loans in the market when compared with other lenders that rely in whole or in part on loan purchases to increase their loan volume.

According to peer small business data for 2016, the bank has a 6.2 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks seventh among 88 small business lenders, which places it in the top 8 percent of lenders. During 2016, the bank originated 611 small loans to businesses averaging $26,000. Some of the top lenders in the market make small dollar loans, which is indicative of a small business card lender. For example, American Express tops the market with 1,180 loans for a market share of 11.9 percent based on the number of loans originated. However, its average loan size is $11,000. Fourth ranked Capital One Bank originated 783 loans, but its average loan size is $9,000. Ninth ranked Synchrony Bank's average loan size is only $2,000. Lenders primarily offering credit cards can often distort market share data based on the number of loans originated or purchased. For small loans to farms, the bank has a market share of 2.7 percent based on the number of small loans to farms originated or purchased. The bank ranks 10th among 20 farm lenders, which places it in the 50th percentile of lenders. Considering the lower ranking for all categories of loans relative to its ranking for deposits, even after adjusting for deposits likely not derived from the Wichita, KS MSA, coupled with the other performance context information discussed, overall lending activity is adequate.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: KANSAS				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Topeka, KS	21.51	1,266	132,536	822	17,012	22	123	0	0	2,110	149,671	7.56
Wichita, KS	55.88	2,322	278,865	3,098	89,317	58	926	3	11,230	5,481	380,338	89.60
Limited Review												
Kansas Non-MSA	10.31	442	42,357	531	13,842	38	2,084	0	0	1,011	58,283	0.00
Lawrence, KS	8.33	478	68,052	327	9,888	12	119	0	0	817	78,059	2.84
Manhattan, KS	3.98	175	25,154	201	2,461	12	83	2	5,580	390	33,278	0.00
KANSAS	100.00	4,683	546,964	4,979	132,520	142	3,335	5	16,810	9,809	699,629	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is excellent. The distribution is good in the Topeka, KS MSA and excellent in Wichita, KS MSA.

Topeka, KS MSA

The geographic distribution of home mortgage loans in the Topeka, KS MSA is good. Performance is adequate in low-income geographies and excellent in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.1 percent is lower than the 3.9 percent of owner-occupied housing units in low-income geographies; however, the bank's distribution exceeds the 1.7 percent for aggregate lenders. The distribution in moderate-income geographies at 12.2 percent is slightly lower than the 14.4 percent of owner-occupied housing units in moderate-income geographies and it exceeds the 11.1 percent for aggregate lenders.

Wichita, KS MSA

The geographic distribution of home mortgage loans in the Wichita, KS MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.9 percent is slightly lower than the 2.9 percent of owner-occupied housing units in low-income geographies and it exceeds the 1.5 percent performance for aggregate lenders. The distribution in moderate-income geographies at 18.5 percent is slightly lower than the 22.2 percent of owner-occupied housing units in moderate-income geographies and it exceeds the 17.1 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Topeka KS MSA	435	46,763	27.6	6,758	3.9	2.1	1.7	14.4	12.2	11.1	51.7	51.5	50.6	30.0	34.3	36.6	0.0	0.0	0.0
FS Wichita KS MSA	942	115,221	59.7	21,511	2.9	1.9	1.5	22.2	18.5	17.1	39.0	32.7	35.2	35.8	46.9	46.3	0.0	0.0	0.0
LS Lawrence KS MSA	149	22,277	9.4	3,490	2.2	4.7	2.9	16.1	15.4	14.3	51.0	48.3	52.1	30.7	31.5	30.7	0.0	0.0	0.0
LS Manhattan KS MSA	51	7,136	3.2	2,879	0.0	0.0	0.0	9.2	13.7	8.6	65.1	56.9	51.9	25.7	29.4	39.5	0.0	0.0	0.0
Total	**1,577**	**191,397**	**100.0**	**34,638**	**2.9**	**2.2**	**1.6**	**19.0**	**16.3**	**14.9**	**44.8**	**40.1**	**41.3**	**33.3**	**41.4**	**42.2**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Topeka, KS MSA and excellent in the Wichita, KS MSA.

Topeka, KS MSA

The geographic distribution of small loans to businesses in the Topeka, KS MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 12.7 percent is lower than the 14.6 percent of businesses in low-income geographies and it is lower than the 13.6 percent performance for aggregate lenders. The distribution in moderate-income geographies at 15.6 percent exceeds the 12.8 percent of businesses in moderate-income geographies and it is slightly lower than the 16.1 percent performance for aggregate lenders.

Wichita, KS MSA

The geographic distribution of small loans to businesses in the Wichita, KS MSA is excellent. The distribution is good in low-income geographies and excellent in moderate-income geographies. The geographic distribution in low-income geographies at 9.2 percent is slightly lower than the 9.6 percent of businesses in low-income geographies and it is lower than the 11 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 21.6 percent is slightly higher than the 20.9 percent of businesses in moderate-income geographies and it is comparable with the 21.7 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Topeka KS MSA	474	8,559	18.0	2,477	14.6	12.7	13.6	12.8	15.6	16.1	49.8	44.5	48.1	22.8	27.2	22.2	0.0	0.0	0.0
FS Wichita KS MSA	1,841	47,981	69.8	9,838	9.6	9.2	11.0	20.9	21.6	21.7	36.6	28.7	30.2	32.9	40.6	37.1	0.0	0.0	0.0
LS Lawrence KS MSA	212	6,223	8.0	1,860	7.0	6.1	3.3	23.6	22.2	24.1	42.9	48.1	44.4	26.5	23.6	28.2	0.0	0.0	0.0
LS Manhattan KS MSA	110	1,880	4.2	1,173	0.0	0.0	0.0	20.7	17.3	21.3	55.7	69.1	45.2	23.5	13.6	33.5	0.1	0.0	0.0
Total	**2,637**	**64,643**	**100.0**	**15,348**	**9.7**	**9.2**	**9.7**	**19.3**	**20.4**	**21.0**	**41.8**	**34.8**	**35.9**	**29.2**	**35.7**	**33.3**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is good, driven by performance in the Wichita, KS MSA.

Topeka, KS MSA

The bank made too few small loans to farms in the Topeka, KS MSA to perform any meaningful analysis.

Wichita, KS MSA

The geographic distribution of small loans to farms in the Wichita, KS MSA is good, based on adequate performance in low-income geographies and excellent performance in moderate-income geographies. The bank did not originate or purchase any loans in low-income geographies where only 1.3 percent of farms are located. Given the low demand for loans due to the low presence of farms in low-income geographies, performance is adequate. The geographic distribution in moderate-income geographies at 9.1 percent exceed the 6.7 percent of farms in moderate-income geographies and it significantly exceeds the 1.4 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Topeka KS MSA	10	59	17.9	101	0.7	0.0	0.0	2.8	0.0	0.0	71.8	40.0	80.2	24.7	60.0	19.8	0.0	0.0	0.0
FS Wichita KS MSA	33	570	58.9	486	1.3	0.0	0.2	6.7	9.1	1.4	62.2	63.6	76.7	29.8	33.3	21.6	0.0	0.0	0.0
LS Lawrence KS MSA	4	44	9.5	30	2.0	0.0	0.0	10.3	50.0	6.7	45.1	50.0	36.7	42.6	66.7	56.7	0.0	0.0	0.0
LS Manhattan KS MSA	8	68	14.3	55	0.0	0.0	0.0	2.1	0.0	0.0	78.4	100.0	80.0	19.5	0.0	20.0	0.0	0.0	0.0
Total	**56**	**744**	**100.0**	**672**	**1.1**	**0.0**	**0.1**	**5.3**	**7.1**	**1.3**	**65.5**	**60.7**	**75.7**	**28.1**	**33.9**	**22.8**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is excellent in the Topeka, KS MSA and excellent in the Wichita, KS MSA.

Topeka, KS MSA

The distribution of home mortgage loans by borrower income in the Topeka, KS MSA is excellent. The distribution is good to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 12.9 percent is lower than the 20.8 percent of low-income families in the MSA; however, the bank's performance significantly exceeds the 6.4 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 26 percent exceeds the 17.3 percent of moderate-income families and it exceeds the 19.1 percent performance for aggregate lenders.

Wichita, KS MSA

The distribution of home mortgage loans by borrower income in the Wichita, KS MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 12.7 percent is lower than the 20.2 percent of low-income families in the MSA; however, it is significantly higher than the 6.9 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 21.2 percent exceeds the 18.5 percent of moderate-income families in the MSA and it exceeds the 16.7 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Topeka KS MSA	435	46,763	27.6	6,758	20.8	12.9	6.4	17.3	26.0	19.1	23.2	21.6	21.8	38.6	28.3	36.1	0.0	11.3	16.6
FS Wichita KS MSA	942	115,221	59.7	21,511	20.2	12.7	6.9	18.5	21.2	16.7	21.2	22.6	20.9	40.1	33.7	33.0	0.0	9.8	22.4
LS Lawrence KS MSA	149	22,277	9.4	3,490	21.6	12.1	7.9	16.2	19.5	19.0	21.9	20.8	21.0	40.3	38.9	39.3	0.0	8.7	12.8
LS Manhattan KS MSA	51	7,136	7.1	2,879	18.9	3.9	4.1	19.3	19.6	13.3	22.6	23.5	22.0	39.3	43.1	41.0	0.0	9.8	19.6
Total	**1,577**	**191,397**	**100.0**	**34,638**	**20.4**	**12.4**	**6.7**	**18.1**	**22.3**	**17.1**	**21.9**	**22.2**	**21.2**	**39.7**	**33.0**	**34.9**	**0.0**	**10.1**	**20.1**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Topeka, KS MSA and good in the Wichita, KS MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36 percent of its small loans to businesses.

Topeka, KS MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Topeka, KS MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 56.3 percent is lower than the 74.5 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 37.6 percent for aggregate lenders, overall performance is good.

Wichita, KS MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Wichita, KS MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.6 percent is lower than the 75 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 36.9 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Topeka KS MSA	474	8,559	18.0	2,477	74.5	56.3	37.6	5.8	11.0	19.7	32.7
FS Wichita KS MSA	1,841	47,981	69.8	9,838	75.0	53.6	36.9	6.4	10.6	18.5	35.7
LS Law rence KS MSA	212	6,223	8.0	1,860	77.3	55.2	45.5	5.2	9.0	17.5	35.8
LS Manhattan KS MSA	110	1,880	4.2	1,173	73.9	46.4	41.9	5.9	10.9	20.2	42.7
Total	**2,637**	**64,643**	**100.0**	**15,348**	**75.1**	**53.9**	**38.5**	**6.1**	**10.6**	**18.8**	**35.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is poor, driven by poor performance in the Wichita, KS MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 48 percent of its small loans to farms.

Topeka, KS MSA

The bank made too few small loans to farms in the Topeka, KS MSA to perform any meaningful analysis.

Wichita, KS MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Wichita, KS MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 48.5 percent is lower than the 98.2 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is also lower than the 54.7 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Topeka KS MSA	10	59	17.9	101	99.2	50.0	28.7	0.4	0.0	0.3	50.0
FS Wichita KS MSA	33	570	58.9	486	98.2	48.5	54.7	1.2	18.2	0.6	45.5
LS Law rence KS MSA	5	47	9.5	30	96.8	60.0	33.3	2.2	0.0	1.0	50.0
LS Manhattan KS MSA	8	68	16.7	55	95.9	28.6	38.2	1.9	100.0	2.3	71.4
Total	**56**	**744**	**100.0**	**672**	**98.1**	**46.4**	**48.5**	**1.1**	**9.1**	**0.7**	**48.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Kansas. The bank met the communities' credit needs primarily through retail lending.

Topeka, KS MSA

In the Topeka, KS MSA, CD lending has a negative effect on the lending performance in the assessment area. The bank did not originate or purchase any CD loans in the Topeka, KS MSA during the evaluation period.

Wichita, KS MSA

In the Wichita, KS MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated three CD loans totaling $11.2 million that primarily helped provide more than 100 units of affordable housing. CD lending represents 3.5 percent of the allocated Tier 1 Capital, after considering $1.1 billion in deposits from national corporations in which the deposits did not derive from the local community.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Kansas, lending under the MHA and HARP programs accounted for 74 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Lawrence, KS MSA is consistent with the High Satisfactory Lending Test performance in the state of Kansas. Performance in the Manhattan, KS MSA is stronger than the overall High Satisfactory Lending Test performance in the state of Kansas primarily due to higher relative levels of CD lending that has a significantly positive effect on the lending performance in the assessment area.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Kansas is rated Outstanding. Investment performance is poor in the Topeka, KS MSA and excellent in the Wichita, KS MSA. Investment Test performance in the Wichita, KS MSA carried approximately 90 percent of the weight in arriving at the state rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Topeka, KS MSA

In the Topeka, KS MSA, Bank of America has a poor level of CD investments. The bank made 23 CD investments during the current evaluation period totaling $1.3 million. Approximately $1.3 million or 96 percent of the current period investment dollars supported 11 units of affordable housing. In addition, the bank has 13 CD investments totaling $403,000 it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $1.7 million or 4.4 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $1.3 million or 96 percent of the investment dollars.

Wichita, KS MSA

In the Wichita, KS MSA, the bank has an excellent level of CD investments. The bank made 143 CD investments during the current evaluation period totaling $48.5 million. Approximately $48 million or 99 percent of the current period investment dollars supported 113 units of affordable housing. In addition, the bank has 60 CD investments totaling $5.4 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $53.9 million or 16.6 percent of allocated Tier 1 Capital, after considering the $1.1 billion in deposits that did not originate from the assessment area. The bank invested approximately 76 percent of the investment dollars in Mortgage Backed Securities. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $36.6 million or 75 percent of the investment dollars.

Examples of community development investments include:

- The bank provided $11.4 million in funding for the construction of two phases of Broadstone Villas, a mixed-income multifamily LIHTC development in Bel Aire, KS. Phase 1 comprises 48 units with all units restricted to incomes at or below 60 percent of the area median income. Phase 2 comprises 60 units with 54 units restricted to incomes at or below 60 percent of the area median income and 6 units unrestricted at market rates.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: KANSAS				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Topeka, KS	13	403	23	1,327	36	1,730	2.56	0	0
Wichita, KS	60	5,373	143	48,518	203	53,891	79.70	1	82
Limited Review									
Lawrence, KS	2	42	17	456	19	498	0.74	0	0
Manhattan, KS	2	993	8	5,497	10	6,490	9.60	1	1,749
KANSAS - Statewide	0	0	10	62	10	62	0.09	0	0
KANSAS - Non Assessed	34	2,839	48	2,110	82	4,949	7.32	0	0
KANSAS	111	9,650	249	57,970	360	67,620	100.00	2	1,832

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Manhattan, KS MSA is consistent with the Outstanding Investment Test performance in the state of Kansas. Investment Test performance in the Lawrence, KS MSA is weaker than the overall Outstanding Investment Test performance in the state of Kansas due to a lower level of CD investments relative to the bank's size and capacity in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Kansas is rated Outstanding. Service Test performance is excellent in the Topeka, KS MSA and excellent in the Wichita, KS MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Topeka, KS MSA

In the Topeka, KS MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's four financial centers with the distribution of the population. The bank has one financial center in low-income geographies or 25 percent of its financial centers where 8.1 percent of the population lives. The bank also has one financial center representing 25 percent of its financial centers located in moderate-income geographies where 17.3 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has one financial center in a middle- or upper-income census tract that is adjacent to or in very close proximity to a moderate-income census tract. The adjacent financial center helps improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings generally did not affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank closed two financial centers during the evaluation period: one in a low-income geography and one in a moderate-income geography. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 9:00 am to 5:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday. The operating hours for the financial center located in a low-income geography are more restrictive. The financial center is only open 9:00 am to 4:00 pm Monday through Friday. Saturday banking is not available.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Topeka KS MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	6	10.5	18,981	8.1	1	25.0	2	25.0	0	0.0	1	50.0
Moderate	11	19.3	40,522	17.3	1	25.0	2	25.0	0	0.0	1	50.0
Middle	28	49.1	113,754	48.6	1	25.0	3	37.5	0	0.0	0	0.0
Upper	12	21.1	60,613	25.9	1	25.0	1	12.5	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**57**	**100.0**	**233,870**	**100.0**	**4**	**100.0**	**8**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Wichita, KS MSA

In the Wichita, KS MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 12 financial centers with the distribution of the population. The bank has two financial centers representing 16.7 percent of its financial centers in low-income geographies where 5.9 percent of the population lives. The bank has three financial centers representing 25 percent of its financial centers located in moderate-income geographies where 26.5 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using telephone, text banking, and full-service ATMs exceed the proportion of the population in low- and moderate-income geographies.

The bank has two financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. These financial centers provide additional access to retail banking services in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center and closed five. The bank closed one financial center in a low-income geography, three in moderate-income geographies, and one in a middle-income geography. Despite these closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Wichita KS MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	12	7.9	36,954	5.9	2	16.7	3	12.5	1	100.0	1	20.0
Moderate	46	30.3	166,945	26.5	3	25.0	7	29.2	0	0.0	3	60.0
Middle	52	34.2	231,873	36.8	3	25.0	7	29.2	0	0.0	1	20.0
Upper	42	27.6	195,147	30.9	4	33.3	7	29.2	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**152**	**100.0**	**630,919**	**100.0**	**12**	**100.0**	**24**	**100.0**	**1**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Topeka, KS MSA

The bank provides a relatively low level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 14 community development services targeted to low- and moderate-income individuals. Employees provided four financial education workshops for 76 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 10 webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Wichita, KS MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 37 community development services targeted to low- and moderate-income individuals. Employees provided two financial education workshops for 48 students from low- and moderate-income families. Employees participated in nine webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 26 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Lawrence, KS MSA is consistent with the Outstanding Service Test performance in the state of Kansas. Performance in the Manhattan, KS MSA is weaker than the overall Outstanding Service Test performance in the state of Kansas primarily because of having no financial centers to provide retail-banking services in the MSA.

State of Maine

CRA Rating for Maine[27]: **Outstanding**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Maine

The state of Maine is Bank of America's 34th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $1.8 billion or 0.2 percent of its total domestic deposits in financial centers within the state of Maine. Of the 31 depository financial institutions operating in the state, Bank of America, with a deposit market share of 6.7 percent, is the fifth largest. The bank's primary banking competitors for deposits in Maine with deposit shares greater than 5 percent include TD Bank (12.9 percent), KeyBank (12.5 percent), The Camden National Bank (10.4 percent), and Bangor Savings Bank (9.2 percent). As of December 31, 2016, the bank operated 17 financial centers and 37 full-service ATMs in Maine.

Refer to the market profiles for the state of Maine in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Maine

The bank has defined two assessment areas in the state of Maine that include the Portland-South Portland, ME MSA and Maine Non-MSA. Examiners selected the Portland-South Portland, ME MSA for a full-scope review. This assessment area comprises 100 percent of the

[27] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

bank's deposits and 94 percent of the bank's lending in the state of Maine. Examiners performed a limited-scope review on the Maine Non-MSA assessment area.

During the evaluation period, Bank of America originated or purchased 3,545 home mortgage loans totaling $764.2 million, 5,501 small loans to businesses totaling $180.3 million, 84 small loans to farms totaling $848,000, and one CD loan totaling $1.2 million. Lending volumes include loans originated or purchased in the Bangor, ME MSA, which the bank no longer designates as an assessment area due to the bank's closure or sale of all financial centers and deposit-taking ATMs. Based on loan volume, examiners weighted small loans to businesses, representing 60 percent of the volume, the most followed by home mortgage loans at 39 percent, and small loans to farms at 1 percent.

Examiners conducted a telephone interview with one local economic development organization. According to the community contact, affordable housing remains the area's biggest need.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN Maine

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Maine is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Maine is excellent. Lending activity is excellent in the Portland-South Portland, ME MSA.

Portland-South Portland, ME MSA

Lending activity in the Portland-South Portland, ME MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 14 percent. The bank ranks third among 21 depository financial institutions, which places it in the top 15 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks 12^{th} among 367 home mortgage lenders in the assessment area, which places it in the top 4 percent of lenders. According to peer small business data for 2016, the bank has an 8.9 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 88 small business lenders, which places it in the top 4 percent of lenders. For small loans to farms, the bank has a market share of 17.3 percent based on the number of small loans to farms originated or purchased. The bank ranks first among 19 farm lenders, which places it in the top 6 percent of lenders.

Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: MAINE				Evaluation Period: January 1, 2012 to December 31, 2016					
	% of Rated Area Loans (#) in	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area	
MA/Assessment Area	MA/AA*	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	Deposits in MA/AA***	
Full Review													
Portland, ME	87.72	3,055	688,448	4,886	159,542	68	722	1	1,196	8,010	849,908	100.00	
Limited Review													
Bangor, ME	4.90	198	26,733	244	13,765	5	34	0	0	447	40,532	0.00	
Maine Non-MSA	7.38	292	49,005	371	7,016	11	92	0	0	674	56,113	0.00	
MAINE	100.00	3,545	764,186	5,501	180,323	84	848	1	1,196	9,131	946,553	100.00	

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Portland-South Portland, ME MSA.

Portland-South Portland, ME MSA

The geographic distribution of home mortgage loans in the Portland-South Portland, ME MSA is good. Performance is excellent in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 0.7 percent exceeds the 0.3 percent of owner-occupied housing units in low-income geographies and it is consistent with the 0.7 percent for aggregate lenders. The distribution in moderate-income geographies at 7.8 percent is lower than the 10.4 percent of owner-occupied housing units in moderate-income geographies and lower than the 9.9 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			**2014-16**
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Portland-South Portland ME MSA	1,238	304,830	96.6	22,503	0.3	0.7	0.7	10.4	7.8	9.9	63.2	61.0	62.7	26.1	30.5	26.6	0.0	0.0	0.0
LS Maine Non-MSA	44	6,393	3.4	969	0.0	0.0	0.0	0.0	0.0	0.0	100.0	100.0	100.0	0.0	0.0	0.0	0.0	0.0	0.0
Total	**1,282**	**311,223**	**100.0**	**23,472**	**0.3**	**0.7**	**0.7**	**9.6**	**7.5**	**9.5**	**66.0**	**62.3**	**64.3**	**24.1**	**29.5**	**25.5**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is good in the Portland-South Portland, ME MSA.

Portland-South Portland, ME MSA

The geographic distribution of small loans to businesses in the Portland-South Portland, ME MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 6.8 percent is lower than the 7.4 percent of businesses in low-income geographies and lower than the 7.1 percent performance for aggregate lenders. The distribution in moderate-income geographies at 9.2 percent is slightly lower than the 9.8 percent of businesses in moderate-income geographies and slightly lower than the 9.4 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			**2014-16**
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Portland-South Portland ME MSA	3,193	98,629	97.1	12,371	7.4	6.8	7.1	9.8	9.2	9.4	59.7	56.8	58.1	23.1	27.2	25.4	0.0	0.0	0.0
LS Maine Non-MSA	96	833	2.9	778	0.0	0.0	0.0	0.0	0.0	0.0	100.0	100.0	100.0	0.0	0.0	0.0	0.0	0.0	0.0
Total	**3,193**	**98,629**	**97.1**	**12,371**	**7.4**	**6.8**	**7.1**	**9.8**	**9.2**	**9.4**	**59.7**	**56.8**	**58.1**	**23.1**	**27.2**	**25.4**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is good. Performance is good in the Portland-South Portland, ME MSA.

Portland-South Portland, ME MSA

The geographic distribution of small loans to farms in the Portland-South Portland, ME MSA is good, based on excellent performance in low-income geographies and adequate performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 5.9 percent exceeds the 2.4 percent of farms in low-income geographies and it exceeds the 3.4 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 5.9 percent is lower than the 6.7 percent of farms in moderate-income geographies and it is lower than the 7.7 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Portland-South Portland ME MSA	48	510	90.6	117	2.4	5.9	3.4	6.7	5.9	7.7	68.5	66.7	71.8	22.5	29.2	17.1	0.0	0.0	0.0
LS Maine Non-MSA	5	35	13.2	31	0.0	0.0	0.0	0.0	0.0	0.0	100.0	100.0	100.0	0.0	0.0	0.0	0.0	0.0	0.0
Total	**48**	**510**	**90.6**	**117**	**2.4**	**5.9**	**3.4**	**6.7**	**5.9**	**7.7**	**68.5**	**66.7**	**71.8**	**22.5**	**29.2**	**17.1**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Portland-South Portland, ME MSA.

Portland-South Portland, ME MSA

The distribution of home mortgage loans by borrower income in the Portland-South Portland, ME MSA is good. The distribution is adequate to low-income borrowers and good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.7 percent is lower than the 19 percent of low-income families in the MSA; however, the bank's performance exceeds the 5.2 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 15 percent is lower than the 18.3 percent of moderate-income families and it is slightly lower than the 16.5 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Portland-South Portland ME MSA	1,238	304,830	96.6	22,503	19.0	7.7	5.2	18.3	15.0	16.5	23.6	19.8	22.5	39.2	51.8	40.2	0.0	5.7	15.6
LS Maine Non-MSA	44	6,393	10.0	969	20.8	2.3	5.5	18.5	9.1	15.7	22.4	25.0	21.7	38.3	38.6	39.5	0.0	25.0	17.6
Total	**1,282**	**311,223**	**100.0**	**23,472**	**19.1**	**7.5**	**5.2**	**18.3**	**14.8**	**16.5**	**23.5**	**20.0**	**22.5**	**39.1**	**51.3**	**40.2**	**0.0**	**6.4**	**15.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Portland-South Portland, ME MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 38 percent of its small loans to businesses.

Portland-South Portland, ME MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Portland-South Portland, ME MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 48 percent is lower than the 77.5 percent of businesses with gross annual revenues of $1 million or less. However, the bank exceeds the 47 percent for aggregate lenders.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Portland-South Portland ME MSA	3,193	98,629	97.1	12,371	77.5	48.0	47.0	6.1	13.5	16.3	38.4
LS Maine Non-MSA	96	833	2.9	778	80.4	46.9	57.2	3.9	8.3	15.7	44.8
Total	**3,193**	**98,629**	**97.1**	**12,371**	**77.5**	**48.0**	**47.0**	**6.1**	**13.5**	**16.3**	**38.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is poor, driven by performance in the Portland-South Portland, ME MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 44 percent of its small loans to farms.

Portland-South Portland, ME MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Portland-South Portland, ME MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 54.2 percent is lower than the 96.5 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is also lower than the 68.4 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Portland-South Portland ME MSA	48	510	100.0	117	96.5	54.2	68.4	2.4	6.7	1.1	43.8
LS Maine Non-MSA	5	35	15.0	31	99.4	100.0	83.9	0.6	0.0	0.0	100.0
Total	**48**	**510**	**100.0**	**117**	**96.5**	**54.2**	**68.4**	**2.4**	**6.7**	**1.1**	**43.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Maine. The bank met the community's credit needs primarily through retail lending.

Portland-South Portland, ME MSA

In the Portland-South Portland, ME MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated one CD loan for $1.2 million for affordable housing purposes. CD lending represents 0.5 percent of the allocated Tier 1 Capital.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Maine, lending under the MHA and HARP programs accounted for 87 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Maine Non-MSA is weaker than the overall High Satisfactory Lending Test performance in the state of Maine primarily due to weaker borrower income distributions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank’s level of qualified investments.

Bank of America’s performance under the Investment Test in the state of Maine is rated Outstanding. Investment performance is excellent in the Portland-South Portland, ME MSA. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Portland-South Portland, ME MSA

In the Portland-South Portland, ME MSA, Bank of America has an excellent level of community development investments. The bank made 56 CD investments during the current evaluation period totaling $19.1 million. Approximately $19 million or 99 percent of the investment dollars supported 792 units of affordable housing. In addition, the bank has 57 CD investments totaling $8.8 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $27.9 million or 12.4 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $13.7 million or 72 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $282,000 in a fund that acquires direct and indirect investments in partnerships that own affordable housing projects throughout the United States. This amount represents 28 units of the Applegate Village Apartments affordable housing project within the Portland-South Portland, ME MSA.

- The bank invested $465,000 in a fund that acquires direct and indirect investments in partnerships that own affordable housing projects throughout the United States. This amount represents 160 units of the Congress Square housing development within the Portland-South Portland, ME MSA.

- The bank invested $878,000 in a LIHTC to finance the construction of Osprey Circle, a 48-unit affordable housing development in South Portland, ME. All units are restricted to tenants aged 55 or older and incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: MAINE				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments				Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s		#	$(000s)
Full Review										
Portland, ME	57	8,782	56	19,142	113	27,925	80.99		6	409
Limited Review										
Maine Non-MSA	1	90	8	643	9	733	2.12		0	0
MAINE - Statewide	0	0	17	276	17	276	0.80		0	0
MAINE - Non Assessed	16	1,416	31	4,130	47	5,546	16.09		2	269
MAINE	74	10,289	112	24,191	186	34,479	100.00		8	678

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Maine Non-MSA is consistent with the Outstanding Investment Test performance in the state of Maine.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Maine is rated Outstanding. Service Test performance is excellent in the Portland-South Portland, ME MSA. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Portland-South Portland, ME MSA

In the Portland-South Portland, ME MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 16 financial centers with the distribution of the population. The bank has two financial centers in low-income geographies or 12.5 percent of its financial centers where only 1.6 percent of the population lives. The bank also has two financial centers or 12.5 percent of its financial centers located in moderate-income geographies where 12.9 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using alternative delivery systems are near to or exceed the percentage of the population residing in low- and moderate-income geographies.

Financial center openings and closings generally did not affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in a low-income geography and closed five. The bank closed one financial center in a low-income geography, two in moderate-income geographies, and two in middle-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Portland-South Portland ME MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	3	2.6	8,434	1.6	2	12.5	3	8.3	1	100.0	1	20.0
Moderate	18	15.7	66,070	12.9	2	12.5	4	11.1	0	0.0	2	40.0
Middle	69	60.0	318,460	61.9	8	50.0	22	61.1	0	0.0	2	40.0
Upper	24	20.9	121,134	23.6	4	25.0	7	19.4	0	0.0	0	0.0
NA	1	0.9	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**115**	**100.0**	**514,098**	**100.0**	**16**	**100.0**	**36**	**100.0**	**1**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Portland-South Portland, ME MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 31 community development services targeted to low- and moderate-income individuals. Employees participated in 18 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 13 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Maine Non-MSA is weaker than the overall Outstanding Service Test performance in the state of Maine. Performance is weaker primarily due to the limited banking presence in the assessment area.

State of Maryland

CRA Rating for Maryland[28]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Maryland

The state of Maryland is Bank of America's 13th largest rating area based on its total deposits in the state when excluding deposits in the Salisbury, MD-DE and Washington-Arlington-Alexandria, DC-VA-MD Multistate MSAs. Examiners excluded the Salisbury, MD-DE and Washington-Arlington-Alexandria, DC-VA-MD Multistate MSAs from the analysis of the state of Maryland because the examiners evaluated the multistate MSAs as separate rating areas. As of June 30, 2016, the bank maintained approximately $19.4 billion or 1.6 percent of its total domestic deposits in financial centers in areas of the state of Maryland that do not include the multistate MSAs. Of the 75 depository financial institutions operating in the state, Bank of America, with a deposit market share of 24.8 percent, is the largest. The bank's primary banking competitors for deposits in Maryland with deposit shares greater than 5 percent include Manufacturers and Traders Trust Company (20.9 percent), PNC Bank (11.4 percent), Branch Banking and Trust Company (9 percent), and Wells Fargo Bank (8.9 percent). As of December 31, 2016, the bank operated 86 financial centers and 277 full-service ATMs in Maryland.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In

[28] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

the Baltimore-Columbia-Towson, MD MSA, Bank of America reported an additional $791.6 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Maryland in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Maryland

The bank has defined three assessment areas in the state of Maryland. Examiners selected the Baltimore-Columbia-Towson, MD MSA for a full-scope review. The Baltimore-Columbia-Towson, MD MSA accounts for approximately 98 percent of the bank's deposits in the state. During the evaluation period, Bank of America originated or purchased 18,239 home mortgage loans totaling $4.5 billion, 29,816 small loans to businesses totaling $844.9 million, 191 small loans to farms totaling $2 million, and 34 CD loans totaling $223.9 million. Loan volumes include loans that originated or purchased in the Salisbury, MD MSA prior to the MSA's designation as a multistate MSA in 2014. Based on loan volume, examiners weighted small loans to businesses, representing nearly 62 percent of the volume, the most followed by home mortgage loans at 38 percent, and small loans to farms at less than 1 percent.

Examiners conducted one community contact with a local community development organization. Community needs identified include public safety and quality of life, housing creation and blighted housing removal, education, retail and commercial development, and workforce development.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MARYLAND

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Maryland is rated Outstanding, based on excellent lending activity, good geographic distribution, good borrower income distribution, and relatively high levels of CD lending that have a positive effect on overall lending performance. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Maryland is excellent. Lending activity is excellent in the Baltimore-Columbia-Towson, MD MSA.

Baltimore-Columbia-Towson, MD MSA

Lending activity in the Baltimore-Columbia-Towson, MD MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 27.1 percent. The bank ranks first among 53 depository financial institutions in the assessment area, placing it in the top 2 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks 11th among 608 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 10.2 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 152 small business lenders, which places it in the top 2 percent of lenders. For small loans to farms, the bank has a market share of 9.2 percent based on the number of small loans to farms originated or purchased. The bank ranks second among 20 farm lenders, which places it in the top 10 percent of lenders. Considering the bank's ranking among all lenders for home mortgage loans and small loans to businesses is consistent with its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume 2012-2016

LENDING VOLUME | Geography: MARYLAND | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Baltimore, MD	93.03	16,598	4,092,549	28,133	796,563	149	1,574	33	222,393	44,913	5,113,079	97.78
Limited Review												
California, MD	1.36	234	49,556	418	7,992	4	27	0	0	656	57,575	1.10
Maryland Non-MSA	4.59	1,164	318,205	1,030	34,259	23	348	1	1,462	2,218	354,274	1.12
Salisbury, MD	1.02	243	36,662	235	6,073	15	95	0	0	493	42,830	0.00
MARYLAND	100.00	18,239	4,496,972	29,816	844,887	191	2,044	34	223,855	48,280	5,567,758	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Baltimore-Columbia-Towson, MD MSA.

Baltimore-Columbia-Towson, MD MSA

The geographic distribution of home mortgage loans in the Baltimore-Columbia-Towson, MD MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 4.7 percent is lower than the 5.6 percent of owner-occupied housing units in low-income geographies, but is higher than the 3.3 percent for aggregate lenders. The distribution in moderate-income geographies at 15.3 percent is lower than the 16.6 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 13.1 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Baltimore-Columbia-Towson MD MSA	6,298	1,602,213	93.8	106,382	5.6	4.7	3.3	16.6	15.3	13.1	39.0	37.9	40.0	38.8	42.0	43.5	0.0	0.0	0.0
LS California-Lexington Park MD MSA	234	49,556	3.5	4,792	3.1	3.0	2.9	4.4	8.5	4.2	77.5	75.2	71.5	15.0	13.2	21.4	0.0	0.0	0.0
LS Maryland Non-MSA	181	70,495	2.7	2,028	2.4	0.6	1.0	10.4	3.3	8.8	57.6	56.9	56.3	29.6	39.2	34.0	0.0	0.0	0.0
Total	**6,713**	**1,722,264**	**100.0**	**113,202**	**5.5**	**4.6**	**3.3**	**16.0**	**14.8**	**12.7**	**40.9**	**39.7**	**41.6**	**37.7**	**40.9**	**42.4**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is good in the Baltimore-Columbia-Towson, MD MSA.

Baltimore-Columbia-Towson, MD MSA

The geographic distribution of small loans to businesses in the Baltimore-Columbia-Towson, MD MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 5.7 percent is lower than the 6.9 percent of businesses in low-income geographies, but it exceeds the 5.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.9

percent is lower than the 14 percent of businesses in moderate-income geographies, but it exceeds the 11.8 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Baltimore-Columbia-Towson MD MSA	17,768	476,062	95.8	58,798	6.9	5.7	5.3	14.0	12.9	11.8	37.6	37.2	36.9	41.2	44.1	45.7	0.2	0.2	0.2
LS Maryland Non-MSA	357	11,211	1.9	1,406	2.7	2.5	1.7	5.6	4.2	5.7	60.7	59.1	57.1	31.0	34.2	35.5	0.0	0.0	0.0
LS California-Lexington Park MD MSA	418	7,992	2.3	1,361	5.7	7.9	5.4	7.0	2.4	4.7	72.4	72.2	73.9	14.8	17.5	16.0	0.0	0.0	0.0
Total	**18,543**	**495,265**	**100.0**	**61,565**	**6.8**	**5.6**	**5.2**	**13.6**	**12.5**	**11.5**	**39.2**	**38.4**	**38.2**	**40.2**	**43.3**	**44.8**	**0.2**	**0.2**	**0.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is good. Performance is good in the Baltimore-Columbia-Towson, MD MSA.

Baltimore-Columbia-Towson, MD MSA

The geographic distribution of small loans to farms in the Baltimore-Columbia-Towson, MD MSA is good, based on excellent performance in low-income geographies and poor performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 2.4 percent is higher than the 1.9 percent of farms in low-income geographies and it exceeds the 0.4 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 3 percent is lower than the 7.1 percent of farms in moderate-income geographies and it is lower than the 4.2 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Baltimore-Columbia-Towson MD MSA	99	1,214	87.2	260	1.9	2.4	0.4	7.1	3.0	4.2	41.2	36.4	47.7	49.9	59.6	47.7	0.0	0.0	0.0
LS Maryland Non-MSA	16	283	15.3	72	0.4	0.0	0.0	11.4	18.2	12.5	57.7	37.5	61.1	30.4	50.0	26.4	0.0	0.0	0.0
LS California-Lexington Park MD MSA	4	27	3.4	20	1.3	0.0	0.0	0.8	0.0	10.0	80.5	100.0	60.0	17.3	0.0	30.0	0.0	0.0	0.0
Total	**119**	**1,524**	**100.0**	**352**	**1.7**	**2.1**	**0.3**	**7.2**	**4.2**	**6.3**	**44.1**	**38.7**	**51.1**	**46.9**	**56.3**	**42.3**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is excellent in the Baltimore-Columbia-Towson, MD MSA.

Baltimore-Columbia-Towson, MD MSA

The distribution of home mortgage loans by borrower income in the Baltimore-Columbia-Towson, MD MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 11.1 percent is lower than the 21.4 percent of low-income families in the MSA; however, the bank's performance significantly exceeds the 6.1 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 16.8 percent is slightly below the 17.3 percent of moderate-income families and it exceeds the 15.6 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Baltimore-Columbia-Towson MD MSA	6,298	1,602,213	93.8	106,382	21.4	11.1	6.1	17.3	16.8	15.6	21.0	19.3	18.7	40.3	38.4	34.2	0.0	14.4	25.4
LS California-Lexington Park MD MSA	234	49,556	3.5	4,792	19.6	10.3	5.8	17.6	21.8	16.1	23.9	25.6	20.6	38.9	26.5	27.0	0.0	15.8	30.5
LS Maryland Non-MSA	181	70,495	2.7	2,028	19.1	7.7	5.6	17.4	9.4	12.6	21.3	16.6	16.5	42.3	55.2	40.7	0.0	11.1	24.6
Total	**6,713**	**1,722,264**	**100.0**	**113,202**	**21.3**	**11.0**	**6.0**	**17.3**	**16.7**	**15.5**	**21.1**	**19.5**	**18.8**	**40.3**	**38.5**	**34.0**	**0.0**	**14.3**	**25.6**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Baltimore-Columbia-Towson, MD MSA. The bank did not collect or consider the gross annual revenues in the underwriting of nearly 31 percent of its small loans to businesses.

Baltimore-Columbia-Towson, MD MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Baltimore-Columbia-Towson, MD MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 58.2 percent is lower than the 77.3 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 47.8 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Baltimore-Columbia-Towson MD MSA	17,768	476,062	95.8	58,798	77.3	58.2	47.8	5.6	11.3	17.1	30.5
LS Maryland Non-MSA	357	11,211	1.9	1,406	76.8	48.2	47.4	5.4	14.0	17.8	37.8
LS California-Lexington Park MD MSA	418	7,992	2.3	1,361	76.1	57.9	49.9	4.6	8.6	19.3	33.5
Total	**18,543**	**495,265**	**100.0**	**61,565**	**77.2**	**58.0**	**47.9**	**5.6**	**11.3**	**17.2**	**30.7**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. Performance is good in the Baltimore-Columbia-Towson, MD MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 30 percent of its small loans to farms.

Baltimore-Columbia-Towson, MD MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Baltimore-Columbia-Towson, MD MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 61.6 percent is lower than the 95 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution exceeds the 27.3 percent for aggregate lenders, overall performance is good.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Baltimore-Columbia-Towson MD MSA	99	1,214	83.2	260	95.0	61.6	27.3	3.2	6.1	1.8	32.3
LS Maryland Non-MSA	16	283	15.3	72	97.4	81.3	40.3	1.2	0.0	1.4	27.3
LS California-Lexington Park MD MSA	4	27	6.5	20	96.8	75.0	50.0	1.5	0.0	1.7	50.0
Total	**119**	**1,524**	**100.0**	**352**	**95.3**	**64.7**	**31.3**	**2.9**	**5.0**	**1.8**	**30.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect overall on the bank's Lending Test performance in the state of Maryland.

Baltimore-Columbia-Towson, MD MSA

In the Baltimore-Columbia-Towson, MD MSA, CD lending has a positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 33 CD loans totaling $222.4 million that primarily helped provide 1,429 units of affordable housing. CD lending represents 9.7 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided $5.7 million in financing to rehabilitate Benet House, a 101-unit housing development in southwest Baltimore, MD for seniors aged 62 and older and individuals with disabilities. All units are restricted to incomes at or below 50 percent of the area median income.

- The bank provided $2.2 million in construction financing to develop City Arts II, a 60-unit affordable housing development in Baltimore, MD. All units are restricted to incomes at or below 60 percent of the area median income. The bank also provided a separate construction loan for $7.1 million for this housing development.

- The bank provided $8 million in construction financing for the historic rehabilitation of the former Columbus School in Baltimore, MD to create 49 units of affordable housing. All units are restricted to incomes at or below 50 percent of the area median income. Additionally, eight of the units receive project-based Section 8 rental assistance that serve non-elderly disabled tenants.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Maryland, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the California-Lexington Park, MD MSA and Maryland Non-MSA is weaker than the overall Outstanding Lending Test performance in the state of Maryland primarily due to weaker geographic and borrower income distributions and lower levels of CD lending that have a neutral effect on Lending Test performance in those assessment areas.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Maryland is rated Outstanding. Investment performance is excellent in the Baltimore-Columbia-Towson, MD MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Baltimore-Columbia-Towson, MD MSA

In the Baltimore-Columbia-Towson, MD MSA, Bank of America has an excellent level of community development investments. The bank made 264 CD investments during the current evaluation period totaling $224.9 million. Approximately $200.9 million or 89 percent of the current period investment dollars supported over 1,900 units of affordable housing. In addition, the bank has 95 CD investments totaling $60.4 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $285.3 million or 12.5 percent of allocated Tier 1 Capital. The majority of current period investments are innovative or complex with LIHTCs, Historic Tax Credits, and New Markets Tax Credits representing approximately $137.9 million or 61 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $13.5 million in a LIHTC to fund the construction of City Arts II Apartments, a 60-unit affordable housing development in Baltimore, MD. All units are restricted to incomes at or below 60 percent of the area median income. Bank of America has also provided the construction loans for this development.

- The bank invested $2.4 million in a fund that acquires direct and indirect interests in partnerships that own affordable housing developments throughout the U.S. partially funded with federal LIHTCs. This transaction represents the Foxwell Memorial Apartments in Baltimore, MD that provides 151 units of affordable housing.

- The bank invested $12.3 million in a LITHC to finance the rehabilitation of Govans Manor, a 191-unit mixed-income housing development in Baltimore, MD for seniors and non-elderly disabled individuals. The development has 186 units restricted to incomes at or below 60 percent of the area median income and 5 units at market rates.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: MARYLAND				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments				Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s		#	$(000s)
Full Review										
Baltimore, MD	95	60,378	264	224,894	359	285,272	97.62		9	22,583
Limited Review										
California, MD	1	122	12	838	13	960	0.33		0	0
Maryland Non-MSA	7	1,865	14	1,442	21	3,307	1.13		0	0
MARYLAND - Statewide	0	0	23	202	23	202	0.07		0	0
MARYLAND - Non Assessed	4	2,088	12	404	16	2,492	0.85		0	0
MARYLAND	107	64,454	325	227,780	432	292,234	100.00		9	22,583

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Maryland Non-MSA is consistent with the Outstanding Investment Test performance in the state of Maryland. Performance in the California-Lexington Park, MD MSA is weaker than the overall Outstanding Investment Test performance in the state of Maryland primarily due significantly lower levels of CD investments relative to the bank's size and resources in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Maryland is rated Outstanding. Service Test performance is excellent in the Baltimore-Columbia-Towson, MD MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Baltimore-Columbia-Towson, MD MSA

In the Baltimore-Columbia-Towson, MD MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 81 financial centers with the distribution of the population. The bank has six financial centers in low-income geographies or 7.4 percent of its financial centers where 10.6 percent of the population lives. The bank has 20 financial centers or 19.8 percent of its financial centers located in moderate-income geographies where 20.6 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customers' residency. In two of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform exceeded the percentage of the population in low- and moderate-income geographies.

The bank has 21 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The bank has 5 financial centers adjacent to low-income geographies and 16 financial centers adjacent to moderate-income geographies. The adjacent financial centers help improve access to retail banking services to individuals and businesses in low- and moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened three financial centers in upper-income geographies. The bank closed nineteen throughout the assessment area. The bank closed two financial centers in low-income geographies, four in moderate-income geographies, and the remaining thirteen in middle- and upper-income geographies. The OCC received comments from a coalition of 14 community organizations expressing concerns over the bank's record of financial center closures in Baltimore City, particularly in low- and moderate-income areas that are also predominantly minority. Financial center closures are business decisions the bank makes only after considering a number of factors, including customer traffic, crime, profitability, access to the nearest financial center, and effect to the community. Despite these closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday. Approximately 21 percent of the financial centers open for Saturday banking are open 9:00 am to 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level												
Assessment Area: FS Baltimore-Columbia-Towson MD MSA												
Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	100	14.7	287,685	10.6	6	7.4	20	7.4	0	0.0	2	10.5
Moderate	147	21.6	557,923	20.6	16	19.8	68	25.3	0	0.0	4	21.1
Middle	227	33.3	963,465	35.5	31	38.3	102	37.9	0	0.0	8	42.1
Upper	197	28.9	887,616	32.7	28	34.6	79	29.4	3	100.0	5	26.3
NA	10	1.5	13,800	0.5	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**681**	**100.0**	**2,710,489**	**100.0**	**81**	**100.0**	**269**	**100.0**	**3**	**100.0**	**19**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Baltimore-Columbia-Towson, MD MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 159 community development services targeted to low- and moderate-income individuals. Employees provided 100 financial education and foreclosure prevention workshops for 1,368 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 49 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, eight employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the California-Lexington Park, MD MSA and Maryland Non-MSA is weaker than the overall Outstanding Service Test performance in the state of Maryland primarily due to the limited retail banking presence in those assessment areas.

State of Massachusetts

CRA Rating for Massachusetts[29]:Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Massachusetts

The state of Massachusetts is Bank of America's 32nd largest rating area based on its total deposits in the state when excluding the Boston-Cambridge-Newton, MA-NH, Providence-Warwick, RI-MA, and Worcester, MA-CT Multistate MSAs. Examiners excluded the multistate MSAs from the analysis of the state of Massachusetts because examiners evaluated the multistate MSAs as separate rating areas. As of June 30, 2016, the bank maintained approximately $3 billion or 0.3 percent of its total domestic deposits in financial centers in areas of the state of Massachusetts that do not include the multistate MSAs. Of the 38 depository financial institutions operating in the state, Bank of America, with a deposit market share of 10.7 percent, is the third largest. Competitors with deposit market shares greater than 5 percent include TD Bank (11.8 percent), Berkshire Bank (11.5 percent), The Cape Code Five Cents Savings Bank (8.6 percent), and Peoples Bank (5.9 percent). As of December 31, 2016, the bank operated 86 financial centers and 277 ATMs in Massachusetts.

Refer to the community profiles for the state of Massachusetts in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

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[29] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Scope of Evaluation in Massachusetts

Examiners selected the Springfield, MA MSA for a full-scope review and the Barnstable Town, MA MSA and Massachusetts Non-MSA for limited-scope reviews. While the Springfield, MA MSA carries approximately 63 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Massachusetts, the conclusions and ratings for the state are based on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 6,736 home mortgage loans totaling $2.1 billion, 10,990 small loans to businesses totaling $322.3 million, 86 small loans to farms totaling $1.8 million, and 7 CD loans totaling $54.9 million. Loan volumes include loans that originated or purchased in the Worcester, MA MSA prior to the MSA's designation as a multistate MSA in 2014. Based on loan volume, examiners weighted small loans to businesses, representing 62 percent of the volume, the most followed by home mortgage loans at 38 percent, and small loans to farms at less than 1 percent.

Examiners contacted one local community development organization. According to the contact, Springfield continues to struggle economically with high poverty and unemployment rates. The city is predominantly low-income. Local small businesses need loans with flexible loan terms and interest rates as well as financial education. The organization also identified the need for financial institutions to purchase historic and low-income housing tax credits to help promote affordable housing, revitalization, and economic development in the region.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MASSACHUSETTS

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Massachusetts is rated Outstanding, based on good lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Massachusetts is good. Lending activity is adequate in the Springfield, MA MSA. Excellent lending activity in the limited-scope assessment areas positively affected the overall lending activity conclusion.

Springfield, MA MSA

Lending activity in the Springfield, MA MSA is adequate. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 13.9 percent. The bank ranks first among 21 depository financial institutions, which places it in the top 5 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.6 percent based on the number of home mortgage loans originated or purchased. The bank ranks 19th among 334 home mortgage lenders in the assessment area, which places it in the top 6 percent of lenders. According to peer small business data for 2016, the bank has a 6.7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 79 small business lenders, which places it in the top 7 percent of lenders. For small loans to farms, the bank has a market share of 4.7 percent based on the number of small loans to farms originated or purchased. The bank ranks eighth among 12 farm lenders, placing it in the bottom 33 percent of lenders. During the evaluation period, the bank closed 44 percent of its financial centers in the MSA, which resulted in fewer loan applications for home mortgage loans and small loans to businesses. The bank's market share and ranking for home mortgage loans have steadily declined from being the second largest lender in the market with a market share of 4.6 percent in 2013 to the 17th largest in 2016. Considering the bank's shrinking retail banking presence in the MSA over the evaluation period, overall lending activity is adequate.

Table 1. Total Lending Volume 2012-2016

LENDING VOLUME | Geography: MASSACHUSETTS | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Springfield, MA	38.45	2,369	396,012	4,453	110,453	28	1,402	2	21,927	6,852	529,794	63.43
Limited Review												
Barnstable Town, MA	24.85	1,776	676,207	2,615	83,577	32	185	5	33,008	4,428	792,977	28.10
Massachusetts Non-MSA	9.95	502	578,342	1,259	28,612	12	164	0	0	1,773	607,118	8.47
Worcester, MA	26.75	2,089	426,891	2,663	99,655	14	53	2	25,213	4,768	551,812	0.00
MASSACHUSETTS	100.00	6,736	2,077,452	10,990	322,297	86	1,804	9	80,147	17,821	2,481,700	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is excellent. The distribution is excellent in the Springfield, MA MSA.

Springfield, MA MSA

The geographic distribution of home mortgage loans in the Springfield, MA MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 4.2 percent is higher than the 3.3 percent of owner-occupied housing units in low-income geographies and it is higher than the 3.3 percent for aggregate lenders. The distribution in moderate-income geographies at 17.9 percent is higher than the 15.4 percent of owner-occupied housing units in moderate-income geographies and it is higher than the 15.2 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Springfield MA MSA	782	139,253	44.7	15,369	3.3	4.2	3.3	15.4	17.9	15.2	41.4	37.0	40.6	40.0	40.9	41.0	0.0	0.0	0.0
LS Barnstable Town MA MSA	692	298,045	39.6	11,681	0.3	0.1	0.4	10.2	11.9	11.7	77.2	76.0	75.5	12.3	12.0	12.4	0.0	0.0	0.0
LS Massachusetts Non-MSA	275	361,348	15.7	3,773	0.0	0.0	0.0	15.3	3.3	11.3	63.5	50.2	59.8	21.2	46.5	28.9	0.0	0.0	0.0
Total	**1,749**	**798,646**	**100.0**	**30,823**	**2.0**	**1.9**	**1.8**	**13.8**	**13.2**	**13.4**	**54.7**	**54.5**	**56.1**	**29.5**	**30.4**	**28.7**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Springfield, MA MSA.

Springfield, MA MSA

The geographic distribution of small loans to businesses in the Springfield, MA MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 11 percent is lower than the 14 percent of businesses in low-income geographies and it is slightly lower than the 11.5 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17.4 percent is higher than the 17.2 percent of businesses in moderate-income geographies and it exceeds the 15.1 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																						2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts					
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate			
FS Springfield MA MSA	2,584	59,147	50.8	12,761	14.0	11.0	11.5	17.2	17.4	15.1	34.2	33.6	35.6	34.3	37.9	37.6	0.2	0.2	0.2			
LS Barnstable Town MA MSA	1,584	50,746	31.2	6,861	7.5	7.1	6.9	14.4	16.0	14.1	65.6	64.8	67.0	12.5	12.2	12.1	0.0	0.0	0.0			
LS Massachusetts Non-MSA	914	16,418	18.0	2,794	0.0	0.0	0.0	17.0	7.2	9.8	54.8	49.2	56.4	28.2	43.5	33.8	0.0	0.0	0.0			
Total	**5,082**	**126,311**	**100.0**	**22,416**	**10.1**	**7.8**	**8.7**	**16.3**	**15.1**	**14.1**	**46.9**	**46.1**	**47.8**	**26.6**	**30.9**	**29.3**	**0.1**	**0.1**	**0.1**			

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is poor. The distribution is poor in the Springfield, MA MSA.

Springfield, MA MSA

The geographic distribution of small loans to farms in the Springfield, MA MSA is poor. Performance is poor in low-income geographies and poor in moderate-income geographies. The bank did not originate or purchase any small loans to farms in low-income geographies where there are 2.1 percent of the farms. Performance is consistent with aggregate lenders. The bank did not originate or purchase any small loans to farms in moderate-income geographies where there are 10.6 percent of the farms. Performance is also below the 8.9 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																						2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income					
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate			
FS Springfield MA MSA	12	672	43.5	43	2.1	0.0	0.0	7.6	0.0	7.0	38.6	50.0	37.2	51.7	58.3	53.5	0.0	0.0	2.3			
LS Barnstable Town MA MSA	19	121	71.4	35	1.8	0.0	0.0	9.8	20.0	8.6	76.4	57.9	65.7	12.0	40.0	25.7	0.0	0.0	0.0			
LS Massachusetts Non-MSA	6	41	16.7	28	0.0	0.0	0.0	6.5	0.0	3.6	65.5	83.3	71.4	28.0	50.0	25.0	0.0	0.0	0.0			
Total	**37**	**834**	**100.0**	**106**	**1.5**	**0.0**	**0.0**	**8.0**	**14.3**	**6.6**	**56.8**	**56.8**	**55.7**	**33.6**	**37.8**	**36.8**	**0.0**	**0.0**	**0.9**			

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Springfield, MA MSA.

Springfield, MA MSA

The distribution of home mortgage loans by borrower income in the Springfield, MA MSA is good. The distribution is adequate to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.5 percent is lower than the 23.6 percent of low-income families in the MSA; however, the bank's performance is higher than the 5.5 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 19.1 percent exceeds the 16.1 percent of moderate-income families and it is slightly lower than the 19.2 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Springfield MA MSA	782	139,253	44.7	15,369	23.6	7.5	5.5	16.1	19.1	19.2	19.1	23.9	23.2	41.2	40.8	37.1	0.0	8.7	15.1
LS Barnstable Town MA MSA	692	298,045	39.6	11,681	18.5	5.5	3.0	18.5	7.4	12.3	23.5	12.1	19.1	39.4	68.6	55.0	0.0	6.4	10.6
LS Massachusetts Non-MSA	275	361,348	15.7	3,773	20.1	3.3	5.8	17.7	8.0	15.7	22.5	9.5	18.2	39.8	68.4	46.9	0.0	10.9	13.4
Total	**1,749**	**798,646**	**100.0**	**30,823**	**21.9**	**6.1**	**4.6**	**16.9**	**12.7**	**16.1**	**20.6**	**17.0**	**21.0**	**40.6**	**56.1**	**45.1**	**0.0**	**8.1**	**13.2**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Springfield, MA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 40 percent of its small loans to businesses.

Springfield, MA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Springfield, MA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 50.9 percent is lower than the 76.4 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 40.8 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues — 2014-16

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Springfield MA MSA	2,584	59,147	50.8	12,761	76.4	50.9	40.8	5.7	10.4	17.9	38.8
LS Barnstable Town MA MSA	1,584	50,746	31.2	6,861	80.1	49.6	45.8	4.3	8.8	15.7	41.6
LS Massachusetts Non-MSA	914	16,418	18.0	2,794	78.1	49.6	47.2	4.6	7.7	17.3	42.8
Total	**5,082**	**126,311**	**100.0**	**22,416**	**77.8**	**50.2**	**43.1**	**5.1**	**9.4**	**17.1**	**40.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good overall. The distribution is good in the Springfield, MA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35 percent of its small loans to farms.

Springfield, MA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Springfield, MA MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 70 percent is lower than the 96.2 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 32.6 percent for aggregate lenders, overall performance is good.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues — 2014-16

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Springfield MA MSA	12	672	43.5	43	96.2	70.0	32.6	2.2	0.0	1.7	41.7
LS Barnstable Town MA MSA	19	121	71.4	35	96.1	68.4	62.9	1.6	10.0	2.4	26.3
LS Massachusetts Non-MSA	6	41	16.2	28	96.1	75.0	39.3	2.6	0.0	1.3	75.0
Total	**37**	**834**	**100.0**	**106**	**96.1**	**62.2**	**44.3**	**2.1**	**7.1**	**1.8**	**35.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect overall on the bank's Lending Test performance in the state of Massachusetts.

Springfield, MA MSA

In the Springfield, MA MSA, CD lending has a positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated two CD loans totaling $21.9 million that primarily helped provide 126 units of affordable housing. CD lending represents 9.1 percent of the allocated Tier 1 Capital.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Massachusetts, lending under the MHA and HARP programs accounted for 82 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Barnstable Town, MA MSA is consistent with the Outstanding Lending Test performance in the state of Massachusetts. Performance in the Massachusetts Non-MSA is weaker than the Outstanding Lending Test performance in the state of Massachusetts primarily due to weaker geographic and borrower income distributions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Massachusetts is rated Outstanding. Investment performance is excellent in the Springfield, MA MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Springfield, MA MSA

In the Springfield, MA MSA, Bank of America has an excellent level of CD investments. The bank made 41 CD investments during the current evaluation period totaling $55.6 million. Approximately $55.3 million or 99 percent of the current period investment dollars supported 662 units of affordable housing. In addition, the bank has 16 CD investments totaling $10.2 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $65.8 million or 27.4 percent of allocated Tier 1 Capital. The majority of current period investments are innovative or complex with LIHTCs representing approximately $48.7 million or 88 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $1 million in a LIHTC that supports two affordable housing developments with 60 units of affordable housing in Springfield, MA. All units are restricted to incomes at or below 60 percent of the area median income. The bank also provided the construction financing for this project.

- The bank invested $22.4 million in a LIHTC fund that invests indirectly in a portfolio of four LIHTC properties. This transaction represents Colonial Estates, a 500-unit mixed income rehabilitation project in Springfield, MA. The development includes 450 units restricted to incomes at or below 60 percent of the area median income and 50 units at market rates.

- The bank invested $24.4 million in LIHTCs to finance the gut renovation of Mill Building No. 10, a historical mill building in Ludlow, MA. The developer is converting the building into 75 apartment units that are restricted to senior tenants aged 55 and over. The development will include 66 units restricted to incomes at or below 60 percent of the area median income and 9 units at market rates. The bank also provided the construction financing for this project.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MASSACHUSETTS				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Springfield, MA	16	10,178	41	55,626	57	65,804	80.20	2	22,411
Limited Review									
Barnstable Town, MA	13	2,710	25	8,621	38	11,331	13.81	1	5,045
Massachusetts Non-MSA	3	1,166	22	811	25	1,977	2.41	0	0
MASSACHUSETTS - Statewide	0	0	34	935	34	935	1.14	0	0
MASSACHUSETTS - Non Assessed	3	618	14	1,389	17	2,007	2.45	0	0
MASSACHUSETTS	35	14,673	136	67,381	171	82,054	100.00	3	27,456

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Barnstable Town, MA MSA is consistent with the Outstanding Investment Test performance in the state of Massachusetts. Performance in the Massachusetts Non-MSA is weaker than the overall Outstanding Investment Test performance in the state of Massachusetts primarily due to lower levels of CD investments relative to the bank’s size and resources in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of Massachusetts is rated High Satisfactory. Service Test performance is adequate in the Springfield, MA MSA. Performance in limited-scope assessment areas has a positive effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

Springfield, MA MSA

In the Springfield, MA MSA, the bank’s service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank’s 15 financial centers with the distribution of the population. The bank has no financial centers in low-income geographies where 13 percent of the population lives. The bank has five financial centers or 33.3 percent of its financial centers located in moderate-income geographies where 20 percent of the population lives.

Examiners also considered the bank’s alternative delivery systems, including cash dispensing ATMs, full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank’s products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank’s service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customers’ residency. In four of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform exceeded the percentage of the population in low- and moderate-income geographies.

The bank has two financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. The adjacent financial centers help improve access to retail banking services to individuals in low- and moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in low-income geographies and to low- and moderate-income individuals. The bank closed all four of its financial centers in low-income geographies. During the evaluation period, the bank closed 12 financial centers or 44 percent of its financial centers. The bank closed four financial centers in low-income geographies, three in moderate-income geographies, and five in middle- and upper-income geographies.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 4:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Springfield MA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	22	15.8	80,693	13.0	0	0.0	13	16.3	0	0.0	4	33.3
Moderate	26	18.7	124,059	20.0	5	33.3	19	23.8	0	0.0	3	25.0
Middle	48	34.5	215,636	34.7	7	46.7	25	31.3	0	0.0	4	33.3
Upper	41	29.5	198,343	31.9	2	13.3	21	26.3	0	0.0	1	8.3
NA	2	1.4	2,839	0.5	1	6.7	2	2.5	0	0.0	0	0.0
Totals	**139**	**100.0**	**621,570**	**100.0**	**15**	**100.0**	**80**	**100.0**	**0**	**100.0**	**12**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Springfield, MA MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 49 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 21 low- and moderate-income individuals and provided 15 financial education workshops for 987 students primarily from low- and moderate-income families. Employees participated in six webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, seven employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Barnstable Town, MA MSA and Massachusetts Non-MSA is stronger than the overall High Satisfactory Service Test performance in the state of Massachusetts. Performance is stronger primarily due to the distribution of financial centers, particularly in low-and moderate-income geographies.

State of Michigan

CRA Rating for Michigan[30]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: High Satisfactory
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Significant level and good responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Michigan

The state of Michigan is Bank of America's 15th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $16.6 billion or 1.3 percent of its total domestic deposits in financial centers within the state of Michigan. Of the 134 depository financial institutions operating in the state, Bank of America, with a deposit market share of 8.3 percent, is the fourth largest. Competitors with deposit market shares greater than 5 percent include JPMorgan Chase Bank, N.A. (21 percent), Comerica Bank (13.5 percent), PNC Bank (8.7 percent), and Fifth Third Bank (8 percent). As of December 31, 2016, the bank operated 120 financial centers and 199 ATMs in Michigan.

Examiners used the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Detroit-Warren-Dearborn, MI MSA, Bank of America reported an additional $777.7 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

[30] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Michigan in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Michigan

Examiners selected the Detroit-Warren-Dearborn, MI MSA for a full-scope review and the Ann Arbor, MI MSA, Grand Rapids-Wyoming, MI MSA, and Lansing-East Lansing, MI MSA for limited-scope reviews. While the Detroit-Warren-Dearborn, MI MSA carries approximately 88 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Michigan, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 30,262 home mortgage loans totaling $5 billion, 31,635 small loans to businesses totaling $1.6 billion, 253 small loans to farms totaling $6 million, and 18 CD loans totaling $119.1 million. Lending volumes include loans originated or purchased in the Battle Creek, MI MSA, Bay City, MI MSA, Flint, MI MSA, Kalamazoo-Portage, MI MSA, Monroe, MI MSA, Muskegon-Norton Shores, MI MSA, Saginaw-Saginaw Township North, MI MSA, and the counties of Gratiot, Midland, Ionia, and Newaygo. The bank no longer designates these metropolitan areas and counties as assessment areas due to the bank's closure or sale of all financial centers and deposit-taking ATMs in those communities. Based on loan volume, examiners weighted small loans to businesses, representing 51 percent of the volume, the most followed by home mortgage loans at 49 percent, and small loans to farms at less than 1 percent.

Examiners contacted one local community development organization. According to the contact, quality employment and affordable housing are the primary needs in the area.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MICHIGAN

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Michigan is rated Outstanding, based on excellent lending activity, good geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Michigan is excellent. Lending activity is excellent in the Detroit-Warren-Dearborn, MI MSA.

Detroit-Warren-Dearborn, MI MSA

Lending activity in the Detroit-Warren-Dearborn, MI MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 12 percent. The bank ranks third among 46 depository financial institutions in the assessment area, which places it in the top 7 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks ninth among 588 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 5.7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 151 small business lenders, which places it in the top 4 percent of lenders. According to peer small farm data for 2016, the bank has a 7.8 percent market share based on the number of small loans to farms originated or purchased. The bank ranks fifth among 18 farm lenders, which places it in the top 28 percent of lenders. Considering the bank's higher ranking for home mortgage loans and its ranking for small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME — Geography: MICHIGAN — Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Detroit, MI	72.14	20,934	3,499,335	23,819	1,166,453	75	473	17	105,660	44,845	4,771,921	87.77
Limited Review												
Ann Arbor, MI	6.11	2,127	499,131	1,650	44,231	18	292	1	13,483	3,796	557,137	3.28
Battle Creek, MI	0.58	202	20,302	153	17,115	7	548	0	0	362	37,965	0.00
Bay City, MI	0.37	135	14,294	88	1,969	4	17	0	0	227	16,280	0.00
Flint, MI	2.23	949	107,095	435	34,067	4	18	0	0	1,388	141,180	0.00
Grand Rapids, MI	7.93	2,296	314,418	2,572	171,532	63	952	0	0	4,931	486,902	5.64
Holland, MI	1.28	470	66,696	319	13,382	7	483	0	0	796	80,561	0.00
Kalamazoo, MI	1.66	625	81,721	392	23,558	17	93	0	0	1,034	105,372	0.00
Lansing, MI	4.72	1,370	182,552	1,524	87,494	39	2,081	0	0	2,933	272,127	3.30
Monroe, MI	1.06	480	133,078	171	5,520	7	287	0	0	658	138,885	0.00
Muskegon, MI	0.81	346	35,073	157	9,977	3	11	0	0	506	45,061	0.00
Saginaw , MI	0.76	254	26,822	220	10,798	1	7	0	0	475	37,627	0.00
Michigan Non-MSA	0.35	74	8,942	135	3,100	8	738	0	0	217	12,780	0.00
MICHIGAN	100.00	30,262	4,989,459	31,635	1,589,196	253	6,000	18	119,143	62,168	6,703,798	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is adequate in the Detroit-Warren-Dearborn, MI MSA.

Detroit-Warren-Dearborn, MI MSA

The geographic distribution of home mortgage loans in the Detroit-Warren-Dearborn, MI MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 0.9 percent is lower than the 4.4 percent of owner-occupied housing units in low-income geographies and it is slightly lower than the 1.1 percent for aggregate lenders. The distribution in moderate-income geographies at 9.2 percent is lower than the 19.8 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 11 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Detroit-Warren-Dearborn MI MSA	8,125	1,525,631	77.6	148,312	4.4	0.9	1.1	19.8	9.2	11.0	40.9	38.1	41.8	34.9	51.8	46.1	0.0	0.0	0.0
LS Ann Arbor MI MSA	992	268,152	9.5	13,316	4.0	1.5	2.3	14.9	9.6	12.1	51.9	42.4	53.6	29.3	46.5	32.0	0.0	0.0	0.0
LS Grand Rapids-Wyoming MI MSA	890	139,128	8.5	41,687	2.0	1.3	1.8	16.3	12.5	14.7	55.2	50.2	52.7	26.5	36.0	30.9	0.0	0.0	0.0
LS Lansing-East Lansing MI MSA	458	70,564	4.4	14,743	3.6	2.0	2.1	15.0	12.2	11.4	52.9	49.8	53.5	28.5	36.0	33.1	0.0	0.0	0.0
Total	**10,465**	**2,003,475**	**100.0**	**218,058**	**4.0**	**1.1**	**1.4**	**18.7**	**9.6**	**11.8**	**44.6**	**40.1**	**45.4**	**32.8**	**49.2**	**41.4**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Detroit-Warren-Dearborn, MI MSA.

Detroit-Warren-Dearborn, MI MSA

The geographic distribution of small loans to businesses in the Detroit-Warren-Dearborn, MI MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 5 percent is lower than the

6.6 percent of businesses in low-income geographies, but it exceeds the 4.7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17.4 percent is lower than the 19.2 percent of businesses in moderate-income geographies, but it exceeds the 16.5 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Detroit-Warren-Dearborn MI MSA	15,775	665,238	80.9	99,202	6.6	5.0	4.7	19.2	17.4	16.5	36.9	35.7	34.6	36.9	41.3	43.8	0.5	0.5	0.4
LS Ann Arbor MI MSA	1,068	25,672	5.5	8,023	4.8	3.7	3.1	12.3	10.5	10.8	49.8	51.1	50.6	31.4	34.6	35.3	1.7	0.0	0.2
LS Grand Rapids-Wyoming MI MSA	1,723	102,612	8.8	20,828	4.1	4.1	3.8	19.1	18.5	15.0	49.5	45.9	46.6	27.3	31.5	34.6	0.0	0.0	0.0
LS Lansing-East Lansing MI MSA	925	52,412	4.7	5,803	3.8	3.9	5.1	23.5	23.8	21.7	42.7	37.3	40.3	27.9	32.5	32.1	2.1	2.5	0.9
Total	**19,491**	**845,934**	**100.0**	**133,856**	**5.9**	**4.8**	**4.5**	**19.0**	**17.4**	**16.1**	**40.1**	**37.6**	**37.7**	**34.4**	**39.6**	**41.3**	**0.6**	**0.5**	**0.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is poor. The distribution is poor in the Detroit-Warren-Dearborn, MI MSA.

The geographic distribution of small loans to farms in the Detroit-Warren-Dearborn, MI MSA is poor. Performance is poor in low-income geographies and very poor in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 3.4 percent of farms in low-income geographies and it is lower than the 0.5 percent performance for aggregate lenders. The distribution in moderate-income geographies at 7.7 percent is lower than the 18 percent of farms in moderate-income geographies and it is lower than the 17.9 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Detroit-Warren-Dearborn MI MSA	39	293	36.1	190	3.4	0.0	0.5	18.0	7.7	17.9	47.0	51.3	51.1	31.4	41.0	30.0	0.2	0.0	0.5
LS Ann Arbor MI MSA	9	142	8.3	54	1.3	0.0	0.0	5.8	0.0	0.0	68.7	88.9	70.4	24.2	50.0	29.6	0.0	0.0	0.0
LS Grand Rapids-Wyoming MI MSA	41	805	38.0	361	0.6	0.0	0.0	11.6	16.0	13.6	61.5	63.4	65.1	26.3	26.8	21.3	0.0	0.0	0.0
LS Lansing-East Lansing MI MSA	19	832	20.0	138	1.5	0.0	0.7	5.9	14.3	0.7	67.0	47.4	68.1	25.1	42.1	30.4	0.5	0.0	0.0
Total	**108**	**2,072**	**100.0**	**743**	**2.4**	**0.0**	**0.3**	**14.2**	**8.3**	**11.3**	**54.3**	**58.3**	**62.5**	**28.9**	**33.3**	**25.8**	**0.2**	**0.0**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Detroit-Warren-Dearborn, MI MSA.

Detroit-Warren-Dearborn, MI MSA

The distribution of home mortgage loans by borrower income in the Detroit-Warren-Dearborn, MI MSA is good. The distribution is adequate to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 8.7 percent is lower than the 22 percent of low-income families in the MSA; however, the bank's performance is higher than the 7.8 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 16 percent is lower than the 17.3 percent of moderate-income families and lower than the 17 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																					**2014-16**
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers				
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate		
FS Detroit-Warren-Dearborn MI MSA	8,125	1,525,631	77.6	148,312	22.0	8.7	7.8	17.3	16.0	17.0	19.9	21.3	21.8	40.8	47.5	39.8	0.0	6.6	13.6		
LS Ann Arbor MI MSA	992	268,152	9.5	13,316	21.7	6.9	9.1	16.9	14.4	21.1	21.4	21.6	22.7	40.0	54.3	36.3	0.0	2.8	10.8		
LS Grand Rapids-Wyoming MI MSA	890	139,128	8.5	41,687	19.6	13.5	8.0	18.4	20.4	20.4	22.5	20.0	22.0	39.5	36.4	33.6	0.0	9.7	16.0		
LS Lansing-East Lansing MI MSA	458	70,564	4.4	14,743	20.6	15.9	7.7	17.8	15.7	20.0	21.9	22.5	23.4	39.8	34.1	35.5	0.0	11.8	13.3		
Total	**10,465**	**2,003,475**	**100.0**	**218,058**	**21.5**	**9.2**	**7.9**	**17.5**	**16.2**	**18.1**	**20.6**	**21.3**	**22.0**	**40.4**	**46.6**	**38.1**	**0.0**	**6.7**	**13.9**		

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Detroit-Warren-Dearborn, MI MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 29 percent of its small loans to businesses.

Detroit-Warren-Dearborn, MI MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Detroit-Warren-Dearborn, MI MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 55.4 percent is lower than the 78.6 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 42 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											**2014-16**
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Detroit-Warren-Dearborn MI MSA	15,775	665,238	80.9	99,202	78.6	55.4	42.0	6.4	16.0	15.0	28.7
LS Ann Arbor MI MSA	1,068	25,672	5.5	8,023	77.7	58.7	42.1	5.9	10.1	16.4	31.2
LS Grand Rapids-Wyoming MI MSA	1,723	102,612	8.8	20,828	76.2	43.5	39.6	7.6	23.3	16.2	33.2
LS Lansing-East Lansing MI MSA	925	52,412	4.7	5,803	75.7	50.3	44.2	5.7	22.2	18.6	27.6
Total	**19,491**	**845,934**	**100.0**	**133,856**	**77.9**	**54.2**	**41.7**	**6.5**	**16.6**	**15.5**	**29.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate overall. The distribution is adequate in the Detroit-Warren-Dearborn, MI MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36 percent of its small loans to farms.

Detroit-Warren-Dearborn, MI MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Detroit-Warren-Dearborn, MI MSA is adequate. Based on businesses with known revenues, the proportion of the bank's small loans to farms at 51.3 percent is lower than the 96.5 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 31.6 percent for aggregate lenders, overall performance is adequate.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Detroit-Warren-Dearborn MI MSA	39	293	39.0	190	96.5	51.3	31.6	2.2	6.7	1.3	43.6
LS Ann Arbor MI MSA	9	142	10.0	54	96.7	83.3	37.0	2.0	42.9	1.3	33.3
LS Grand Rapids-Wyoming MI MSA	41	805	38.0	361	95.1	41.5	51.5	3.8	22.0	1.1	36.6
LS Lansing-East Lansing MI MSA	19	832	17.6	138	97.5	63.2	36.2	1.5	20.0	1.1	31.6
Total	**108**	**2,072**	**100.0**	**743**	**96.3**	**50.0**	**42.5**	**2.4**	**13.9**	**1.2**	**36.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect overall on the bank's Lending Test performance in the state of Michigan.

Detroit-Warren-Dearborn, MI MSA

In the Detroit-Warren-Dearborn, MI MSA, CD lending has a positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 15 CD loans totaling $106 million that primarily helped provide 274 units of affordable housing. CD lending represents 6.1 percent of the allocated Tier 1 Capital.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Michigan, lending under the MHA and HARP programs accounted for 82 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Ann Arbor, MI MSA, Grand Rapids-Wyoming, MI MSA, and Lansing-East Lansing, MI MSA is consistent with the Outstanding Lending Test performance in the state of Michigan.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Michigan is rated High Satisfactory. Investment performance is excellent in the Detroit-Warren-Dearborn, MI MSA. Performance in limited-scope assessment areas has a negative effect on the state rating.

Detroit-Warren-Dearborn, MI MSA

In the Detroit-Warren-Dearborn, MI MSA, Bank of America has an excellent level of CD investments. The bank made 318 CD investments during the current evaluation period totaling $176.9 million. Approximately $138 million or 78 percent of the current period investment dollars supported 1,018 units of affordable housing. In addition, the bank has 242 CD investments totaling $36 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $212.9 million or 12.3 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $126.5 million or 71 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $10.9 million in a LIHTC to support City Hall Artist Lofts, a 53-unit multifamily housing development in Detroit, MI. The project is an adaptive reuse that will transform the historic 1022 Georgian-Revival style Dearborn City Hall into adaptive live/work spaces for artists. All units are restricted to incomes at or below 60 percent of the area median income. Bank of America is also providing the construction loan for this project.

- The bank invested more than $4 million into Local Initiatives Support Corporation (LISC), a certified CDFI and CDE. LISC helps community residents convert distressed neighborhoods into healthy and sustainable communities by providing grants, loans, equity investments, and technical assistance to local Community Development Corporations (CDCs) in support of neighborhood redevelopment. The organization used the funds to capitalize the Detroit Home Rehabilitation Fund, a new home repair finance program launched in partnership with the City of Detroit.

- The bank invested $24.8 million in a federal Historic Tax Credit and a New Markets Tax Credit for the construction and renovation of the historic David Whitney Building in downtown Detroit. The project will revitalize and stabilize a low-income area. The building is located in a low-income census tract. The building will be redeveloped into 85 market rent units and 20 units of housing affordable to families earning 80 percent of the area median income. The project will also include a 136-room Aloft Hotel that will create 50 to 75 permanent jobs.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MICHIGAN				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Detroit, MI	242	35,979	318	176,935	560	212,915	89.56	4	2,480
Limited Review									
Ann Arbor, MI	8	169	26	2,308	34	2,476	1.04	0	0
Grand Rapids, MI	28	1,142	32	4,629	60	5,771	2.43	0	0
Lansing, MI	16	460	24	2,226	40	2,687	1.13	0	0
MICHIGAN - Statewide	0	0	15	108	15	108	0.05	0	0
MICHIGAN - Non Assessed	116	10,342	90	3,433	206	13,775	5.79	0	0
MICHIGAN	410	48,092	505	189,639	915	237,731	100.00	4	2,480

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Ann Arbor, MI MSA, Grand Rapids-Wyoming, MI MSA, and Lansing-East Lansing, MI MSA is weaker than the overall High Satisfactory Investment Test performance in the state of Michigan primarily due to significantly lower levels of CD investments relative to the bank’s size and resources in those assessment areas. The poor performance in each limited-scope assessment area negatively affected the Investment Test rating.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of Michigan is rated High Satisfactory. Service Test performance is good in the Detroit-Warren-Dearborn, MI MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Detroit-Warren-Dearborn, MI MSA

In the Detroit-Warren-Dearborn, MI MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 101 financial centers with the distribution of the population. The bank has five financial centers in low-income geographies representing 5 percent of its financial centers. Approximately 7.8 percent of the population resides in low-income geographies. The bank has 21 financial centers or 20.8 percent of its financial centers located in moderate-income geographies where 23.1 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including cash dispensing ATMs, full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of alternative delivery systems through income proxies based on customers' residency. In five of six alternative delivery systems platforms, the percentage of customers in low- and moderate-income geographies using the platform were near 70 percent of the percentage of the population in low- and moderate-income geographies.

The bank has 18 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. The bank has 4 financial centers adjacent to low-income geographies and 14 financial centers adjacent to moderate-income geographies. The adjacent financial centers help improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened two financial centers and closed thirty-one financial centers or 23 percent of its financial centers. The bank closed four financial centers in low-income geographies, six in moderate-income geographies, and the remaining twenty-one in middle- and upper-income geographies. Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Detroit-Warren-Dearborn MI MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	143	11.0	334,876	7.8	5	5.0	8	4.7	0	0.0	4	12.9
Moderate	317	24.4	991,201	23.1	21	20.8	43	25.4	1	50.0	6	19.4
Middle	460	35.4	1,623,238	37.8	35	34.7	58	34.3	0	0.0	11	35.5
Upper	363	27.9	1,345,673	31.3	40	39.6	60	35.5	1	50.0	10	32.3
NA	17	1.3	1,262	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**1,300**	**100.0**	**4,296,250**	**100.0**	**101**	**100.0**	**169**	**100.0**	**2**	**100.0**	**31**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Detroit-Warren-Dearborn, MI MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 149 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 30 low- and moderate-income individuals and provided 51 financial education and foreclosure prevention workshops for 1,475 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 37 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 31 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Ann Arbor, MI MSA, Grand Rapids-Wyoming, MI MSA, and Lansing-East Lansing, MI MSA is consistent with the High Satisfactory Service Test performance in the state of Michigan.

State of Minnesota

CRA Rating for Minnesota[31]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and excellent distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a significantly positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Reasonably accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Minnesota

The state of Minnesota is Bank of America's 44th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $88 million or less than 1 percent of its total domestic deposits in financial centers within the state of Minnesota. Of the 371 depository financial institutions operating in the state, Bank of America, with a deposit market share of less than 1 percent, is the 72nd largest. The two dominant financial institutions with significant market shares include Wells Fargo Bank, N.A. (39.3 percent) and U.S. Bank, N.A. (27.5 percent). No other financial institution has more than 3 percent market share of deposits. As of December 31, 2016, the bank operated 4 financial centers and 27 ATMs in the state of Minnesota.

Refer to the community profiles for the state of Minnesota in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Minnesota

The bank has defined the Minneapolis-St. Paul-Bloomington, MN MSA as its sole assessment area in the state of Minnesota. During the evaluation period, Bank of America originated or

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[31] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

purchased 8,873 home mortgage loans totaling $1.9 billion, 5,827 small loans to businesses totaling $178.5 million, 61 small loans to farms totaling $533,000, and 18 CD loans totaling $77.2 million. Based on loan volume, examiners weighted home mortgage loans, representing 60 percent of the volume, the most followed by small loans to businesses at 39.6 percent, and small loans to farms at less than 1 percent.

Examiners contacted one local housing agency. According to the contact, affordable housing is a primary need in the community. While affordable housing organizations have been effective in placing individuals and families in public housing, there remains a waiting list of 2,500 individuals.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MINNESOTA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of Minnesota is rated Outstanding, based on excellent lending activity, good geographic distribution, excellent borrower income distribution, and a relatively high level of CD lending that has a significantly positive effect on the Lending Test rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the state of Minnesota is excellent. Lending activity is excellent in the Minneapolis-St. Paul-Bloomington, MN MSA.

Minneapolis-St. Paul-Bloomington, MN MSA

Lending activity in the Minneapolis-St. Paul-Bloomington, MN MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of less than 1 percent. The bank ranks 72nd among 146 depository financial institutions, which places it in the 50th percentile of institutions. According to peer mortgage data for 2016, the bank has a market share of 0.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 44th among 701 home mortgage lenders, placing it in the top 7 percent of lenders. According to peer small business data for 2016, the bank has a 1.7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 147 small business lenders, which places it in the top 6 percent of lenders. According to peer small farm data for 2016, the bank has a 1.7 percent market share of small loans to farms based on the number of small loans to farms originated or purchased. The bank ranks 11th among 31 farm lenders, which places it in the top 36 percent of lenders. Considering the bank’s limited retail banking presence in the MSA and its higher relative rankings for home mortgage loans and small loans to businesses, overall lending activity is excellent.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME				Geography: MINNESOTA				Evaluation Period: January 1, 2012 to December 31, 2016				
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Minneapolis, MN	100.00	8,873	1,851,360	5,827	178,466	61	533	18	77,217	14,779	2,107,576	100.00
MINNESOTA	100.00	8,873	1,851,360	5,827	178,466	61	533	18	77,217	14,779	2,107,576	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is adequate in the Minneapolis-St. Paul-Bloomington, MN MSA.

Minneapolis-St. Paul-Bloomington, MN MSA

The geographic distribution of home mortgage loans in the Minneapolis-St. Paul-Bloomington, MN MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.7 percent is lower than the 2.5 percent of owner-occupied housing units in low-income geographies and it is lower than the 2.4 percent for aggregate lenders. The distribution in moderate-income geographies at 10.9 percent is lower than the 14.1 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 12.7 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Minneapolis-St Paul-Bloomington MN-WI MSA	2,777	669,441	100.0	164,387	2.5	1.7	2.4	14.1	10.9	12.7	50.8	46.8	50.7	32.5	40.6	34.3	0.0	0.0	0.0
Total	**2,777**	**669,441**	**100.0**	**164,387**	**2.5**	**1.7**	**2.4**	**14.1**	**10.9**	**12.7**	**50.8**	**46.8**	**50.7**	**32.5**	**40.6**	**34.3**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Minneapolis-St. Paul-Bloomington, MN MSA.

Minneapolis-St. Paul-Bloomington, MN MSA

The geographic distribution of small loans to businesses in the Minneapolis-St. Paul-Bloomington, MN MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 4.2 percent is slightly lower than the 4.6 percent of businesses in low-income geographies, but it exceeds the 3.6 percent performance for aggregate lenders. The distribution in moderate-income geographies at 15.3 percent is also slightly lower than the 15.6 percent of businesses in moderate-income geographies, but it exceeds the 13.8 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Minneapolis-St Paul-Bloomington MN-WI MSA	3,507	96,995	100.0	77,551	4.6	4.2	3.6	15.6	15.3	13.8	46.4	47.7	44.1	33.4	32.7	38.5	0.0	0.0	0.0
Total	**3,507**	**96,995**	**100.0**	**77,551**	**4.6**	**4.2**	**3.6**	**15.6**	**15.3**	**13.8**	**46.4**	**47.7**	**44.1**	**33.4**	**32.7**	**38.5**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is good. The distribution is good in the Minneapolis-St. Paul-Bloomington, MN MSA.

Minneapolis-St. Paul-Bloomington, MN MSA

The geographic distribution of small loans to farms in the Minneapolis-St. Paul-Bloomington, MN MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 0 percent is below the 1.1 percent of farms in low-income geographies and it is below the 0.5 percent performance for aggregate lenders. Considering the limited opportunities to make small loans to farms in low-income geographies, performance is adequate. The distribution in moderate-income geographies at 17.1 percent exceeds the 14.5 percent of farms in moderate-income geographies, but it is lower than the 23.7 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Minneapolis-St Paul-Bloomington MN-WI MSA	41	346	100.0	876	1.1	0.0	0.5	14.5	17.1	23.7	57.7	58.5	55.8	26.7	24.4	20.0	0.0	0.0	0.0
Total	**41**	**346**	**100.0**	**876**	**1.1**	**0.0**	**0.5**	**14.5**	**17.1**	**23.7**	**57.7**	**58.5**	**55.8**	**26.7**	**24.4**	**20.0**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is excellent. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is excellent in the Minneapolis-St. Paul-Bloomington, MN MSA.

Minneapolis-St. Paul-Bloomington, MN MSA

The distribution of home mortgage loans by borrower income in the Minneapolis-St. Paul-Bloomington, MN MSA is excellent. The distribution is good to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income borrowers at 11.7 percent is lower than the 19.2 percent of low-income families in the MSA; however, the bank’s performance exceeds the 8.1 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 20.3 percent exceeds the 17.7 percent of moderate-income families and it exceeds the 19.8 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower 2014-16																				
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers			
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	
FS Minneapolis-St Paul-Bloomington MN-WI MSA	2,777	669,441	100.0	164,387	19.2	11.7	8.1	17.7	20.3	19.8	23.3	18.9	21.8	39.8	40.3	32.8	0.0	8.8	17.7	
Total	**2,777**	**669,441**	**100.0**	**164,387**	**19.2**	**11.7**	**8.1**	**17.7**	**20.3**	**19.8**	**23.3**	**18.9**	**21.8**	**39.8**	**40.3**	**32.8**	**0.0**	**8.8**	**17.7**	

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Minneapolis-St. Paul-Bloomington, MN MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34 percent of its small loans to businesses.

Minneapolis-St. Paul-Bloomington, MN MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Minneapolis-St. Paul-Bloomington, MN MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 50.4 percent is lower than the 79 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 46.8 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues 2014-16											
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Minneapolis-St Paul-Bloomington MN-WI MSA	3,507	96,995	100.0	77,551	79.0	50.4	46.8	6.0	15.2	15.0	34.4
Total	**3,507**	**96,995**	**100.0**	**77,551**	**79.0**	**50.4**	**46.8**	**6.0**	**15.2**	**15.0**	**34.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good overall. The distribution is good in the Minneapolis-St. Paul-Bloomington, MN MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 29 percent of its small loans to farms.

Minneapolis-St. Paul-Bloomington, MN MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Minneapolis-St. Paul-Bloomington, MN MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 61 percent is lower than the 96.8 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 52.1 percent for aggregate lenders, overall performance is good.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Minneapolis-St Paul-Bloomington MN-WI MSA	41	346	100.0	876	96.8	61.0	52.1	1.9	9.8	1.3	29.3
Total	41	346	100.0	876	96.8	61.0	52.1	1.9	9.8	1.3	29.3

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect overall on the bank's Lending Test performance in the state of Minnesota.

Minneapolis-St. Paul-Bloomington, MN MSA

In the Minneapolis-St. Paul-Bloomington, MN MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 18 CD loans totaling $77.2 million that primarily helped provide 381 units of affordable housing. CD lending represents 706.4 percent of the allocated Tier 1 Capital. While the dollar volume of CD loans is significant, it includes very large loans that the bank renewed annually that overstate the actual volume of new funding to the community. Even after considering the dollar effect from these renewed loans, overall CD lending remains high.

Examples of CD loans include:

- The bank provided $1.5 million in funding, representing its 80 percent share in a LIHTC warehouse line of credit to construct Lily Gables, a 191-unit affordable housing development in Columbia Heights, MN. All units are restricted to incomes at or below 60 percent of the area median income. The bank's share of the funding helped finance 153 of the units.

- The bank provided $19.6 million in tax-exempt loans as part of syndicated financing for the rehabilitation of the Pillsbury Mill Plant in Minneapolis, MN. The rehabilitation includes a gut renovation and reconfiguration of the complex with new construction of 251 affordable housing units restricted to artists with incomes up to 60 percent of the area median income. The bank's 33 percent share of the syndicated financing helped to finance 83 of the units. The bank renewed this loan three times, which has the effect of overstating total CD lending by nearly $40 million.

- The bank provided $1.2 million as part of its $3 million commitment toward a multibank credit facility for the Corporation for Supportive Housing (CSH). CSH provides acquisition, predevelopment, and construction funding for projects that include supportive housing targeted to very low-income tenants. This transaction represents the portion of funding benefitting the Minneapolis-St. Paul-Bloomington, MN MSA.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Minnesota, lending under the MHA and HARP programs accounted for 93 percent of the dollar volume of all loans under flexible lending programs.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Minnesota is rated Outstanding. Investment performance is excellent in the Minneapolis-St. Paul-Bloomington, MN MSA.

Minneapolis-St. Paul-Bloomington, MN MSA

In the Minneapolis-St. Paul-Bloomington, MN MSA, Bank of America has an excellent level of community development investments. The bank made 44 CD investments during the current evaluation period totaling $7.7 million. Approximately $6.8 million or 88 percent of the current period investment dollars supported 512 units of affordable housing. In addition, the bank has 30 CD investments totaling $2.3 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $10 million or 90.5 percent of allocated Tier 1 Capital. The majority of current period investments are innovative or complex with LIHTCs representing approximately $6 million or 80 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $1.5 million in a fund that acquires direct and indirect interests in partnerships that own affordable housing developments throughout the U.S. Financing for these housing developments include LIHTCs. This transaction represents funding applied toward Central Avenue Lofts in Minneapolis, MN, which provides 53 units of affordable housing.

- The bank invested $3.2 million in a Section 42 LIHTC used to fund affordable housing developments in the U.S. This transaction represents Carleton Place Lofts, a 169-unit affordable housing development in St. Paul, MN. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $200,000 in grants to the City of Lakes Community Land Trust (CLCLT), which helps provide affordable home ownership for low- and moderate-income individuals and families throughout Minneapolis, MN. The grants were part of a two-year $2 million commitment to the CLCLT. According to CLCLT, 100 percent of the households served earn less than 80 percent of the area median income.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: MINNESOTA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Minneapolis, MN	30	2,253	44	7,715	74	9,968	73.11	0	0
MINNESOTA - Statewide	0	0	20	124	20	124	0.91	0	0
MINNESOTA - Non Assessed	17	2,257	4	1,286	21	3,543	25.98	0	0
MINNESOTA	47	4,510	68	9,125	115	13,635	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Minnesota is rated Low Satisfactory. Service Test performance is adequate in the Minneapolis-St. Paul-Bloomington, MN MSA.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Minneapolis-St. Paul-Bloomington, MN MSA

In the Minneapolis-St. Paul-Bloomington, MN MSA, the bank's service delivery systems are reasonably accessible to geographies and individuals of different income levels. The bank has a very limited retail banking presence in the MSA. Examiners based this conclusion on a comparison of the distribution of the bank's four financial centers with the distribution of the population. The bank has no financial centers in low- and moderate-income geographies where 6.3 percent and 17.1 percent of the population lives, respectively.

Examiners also considered the bank's alternative delivery systems, including cash dispensing ATMs, full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems had no effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has one financial center in an upper-income census tract that is adjacent to or in very close proximity to a moderate-income census tract. The adjacent financial center helps improve access to retail banking services to individuals in moderate-income geographies.

The opening and closing of branches generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened all four of its financial centers. While the bank reports one financial center as a closure, it is actually a relocation from one floor to another floor within the same building. Considering the limited number of financial centers and their placement in middle- and upper-income geographies where most of the population resides, service delivery systems are adequate.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 5:00 pm Monday through Friday and 9:00 am to 1:00 pm on Saturday. One financial center in a middle-income geography is not open for Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Minneapolis-St Paul-Bloomington MN-WI MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	63	8.2	204,255	6.3	0	0.0	2	7.4	0	0.0	0	0.0
Moderate	152	19.8	550,335	17.1	0	0.0	3	11.1	0	0.0	0	0.0
Middle	341	44.5	1,525,745	47.3	2	50.0	10	37.0	2	50.0	1	100.0
Upper	207	27.0	939,347	29.1	2	50.0	12	44.4	2	50.0	0	0.0
NA	4	0.5	3,813	0.1	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**767**	**100.0**	**3,223,495**	**100.0**	**4**	**100.0**	**27**	**100.0**	**4**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Minneapolis-St. Paul-Bloomington, MN MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 48 community development services targeted to low- and moderate-income individuals. Employees provided 1 financial education workshop and 21 foreclosure prevention workshops for 202 individuals. Employees participated in 22 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, four employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

State of Missouri

CRA Rating for Missouri[32]: **Satisfactory**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Adequate distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Low level of CD lending that has a negative effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Missouri

The state of Missouri is Bank of America's 41st largest rating area based on its total deposits in the state when excluding deposits in the Kansas City, MO-KS Multistate MSA and St. Louis, MO-IL Multistate MSA. Examiners excluded the multistate MSAs from the analysis of the state of Missouri because examiners evaluated the multistate MSAs as separate rating areas. As of June 30, 2016, the bank maintained approximately $704 million or 0.1 percent of its total domestic deposits in financial centers in areas of the state that do not include the multistate MSAs. Of the 235 depository financial institutions operating in areas of the state of Missouri that do not include the multistate MSAs, Bank of America, with a deposit market share of 1.4 percent, is the 17th largest. The bank's primary banking competitors for deposits with deposit shares greater than 5 percent in the areas of Missouri that exclude the multistate MSAs include U.S. Bank, N.A. (6.1 percent), and Commerce Bank (6 percent). As of December 31, 2016, BANA operated 8 financial centers and 21 full-service ATMs in the areas of the state of Missouri that exclude the multistate MSAs.

Refer to the community profiles for the state of Missouri in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

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[32] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Scope of Evaluation in Missouri

Examiners selected the Springfield, MO MSA for a full-scope review and the Columbia, MO MSA and Missouri Non-MSA for limited-scope reviews. While the Springfield, MO MSA carries approximately 60 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Missouri, the conclusions and ratings for the state are based on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 2,914 home mortgage loans totaling $346.4 million, 2,888 small loans to businesses totaling $73.8 million, 58 small loans to farms totaling $465,000, and one CD loan totaling $294,000. Based on loan volume, examiners weighted small loans to businesses, representing 50 percent of the volume, the most followed by home mortgage loans at 49 percent, and small loans to farms at 1 percent.

Examiners participated in a forum of 20 individuals representing local government agencies and community organizations. The individuals conveyed a number of needs within the communities including better access to small dollar loans. A large segment of the population, particularly low- and moderate-income, is unbanked and relies on payday loans at interest rates exceeding 400 percent on average to make ends meet. The biggest housing issue in the Springfield, MO MSA is the level of substandard housing. The housing stock in the Springfield, MO MSA is very old and there is a need for home improvement loans. Although home foreclosures are not as high as pre-recession levels, the west side and west central neighborhoods still struggle with high foreclosures.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MISSOURI

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Missouri is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Missouri is excellent. Lending activity is excellent in the Springfield, MO MSA.

Springfield, MO MSA

Lending activity in the Springfield, MO MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 4.7 percent. The bank ranks fifth among 39 depository financial institutions in the assessment area, which places it in the top 13 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.1 percent based on the number of home mortgage loans originated or purchased. The bank ranks 24th among 317 home mortgage lenders, which places it in the top 8 percent of lenders. According to peer small business data for 2016, the bank has a 1.6 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 83 small business lenders, which places it in the top 8 percent of lenders. According to peer small farm data for 2016, the bank has a 0.1 percent market share of small loans to farms based on the number of small loans to farms originated or purchased. The bank ranks 10th among 19 farm lenders, which places it in the bottom 47 percent of lenders. Considering the bank's higher ranking for home mortgage and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: MISSOURI | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Springfield, MO	65.89	1,962	228,889	1,863	54,391	37	303	0	0	3,862	283,583	60.01
Limited Review												
Columbia, MO	22.06	631	80,739	650	10,958	12	104	0	0	1,293	91,801	39.99
Missouri Non-MSA	12.05	321	36,809	375	8,479	9	58	1	294	706	45,640	0.00
MISSOURI	100.00	2,914	`	2,888	73,828	58	465	1	294	5,861	421,024	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects adequate penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is excellent. The distribution is excellent in the Springfield, MO MSA.

Springfield, MO MSA

The geographic distribution of home mortgage loans in the Springfield, MO MSA is excellent. Performance is excellent in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1 percent is higher than the 0.5 percent of owner-occupied housing units in low-income geographies and it is higher than the 0.5 percent for aggregate lenders. The distribution in moderate-income geographies at 13.3 percent is lower than the 16 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 11.2 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Springfield MO MSA	805	96,424	74.4	18,441	0.5	1.0	0.5	16.0	13.3	11.2	61.2	58.3	62.4	22.4	27.5	25.9	0.0	0.0	0.0
LS Columbia MO MSA	237	31,555	21.9	5,969	2.0	2.5	1.7	14.9	19.0	15.0	50.2	48.5	49.8	32.9	30.0	33.4	0.0	0.0	0.0
LS Missouri Non-MSA	40	3,341	3.7	1,466	0.0	0.0	0.0	14.1	17.5	14.5	67.6	70.0	62.3	18.3	12.5	23.2	0.0	0.0	0.0
Total	**1,082**	**131,320**	**100.0**	**25,876**	**0.7**	**1.3**	**0.7**	**15.5**	**14.7**	**12.3**	**59.7**	**56.6**	**59.5**	**24.1**	**27.4**	**27.5**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is adequate. The distribution is adequate in the Springfield, MO MSA.

Springfield, MO MSA

The geographic distribution of small loans to businesses in the Springfield, MO MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution in low-income geographies at 0.3 percent is lower than the 0.8 percent of businesses in low-income geographies and it is slightly lower than the 0.4 percent performance for aggregate lenders. The distribution in moderate-income geographies at 20.4 percent is lower than the 24.3 percent of businesses in moderate-income geographies and it is lower than the 24.3 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Springfield MO MSA	1,113	29,196	67.4	7,344	0.8	0.3	0.4	24.3	20.4	24.3	55.2	53.6	52.7	19.7	25.8	22.6	0.0	0.0	0.0
LS Columbia MO MSA	401	7,019	24.3	2,843	16.6	11.5	15.2	18.0	16.7	15.8	36.1	35.7	37.5	29.3	36.2	31.6	0.0	0.0	0.0
LS Missouri Non-MSA	137	4,486	8.3	1,109	0.0	0.0	0.0	28.1	21.9	22.9	59.2	65.0	64.0	12.7	13.1	13.1	0.0	0.0	0.0
Total	**1,651**	**40,701**	**100.0**	**11,296**	**4.6**	**2.9**	**4.1**	**23.2**	**19.6**	**22.0**	**51.0**	**50.2**	**50.0**	**21.2**	**27.3**	**23.9**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is poor. The distribution is poor in the Springfield, MO MSA.

Springfield, MO MSA

The geographic distribution of small loans to farms in the Springfield, MO MSA is poor. Performance is poor in low-income geographies and poor in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 0.2 percent of farms in low-income geographies, but it is consistent with the 0 percent performance for aggregate lenders. The distribution in moderate-income geographies at 0 percent is lower than the 10.6 percent of farms in moderate-income geographies and it is lower than the 8.9 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Springfield MO MSA	21	175	65.6	662	0.2	0.0	0.0	10.6	0.0	8.9	75.9	85.7	85.8	13.2	23.1	5.3	0.0	0.0	0.0
LS Columbia MO MSA	7	51	33.3	115	1.7	0.0	1.7	14.9	40.0	15.7	64.4	85.7	73.0	18.9	0.0	9.6	0.0	0.0	0.0
LS Missouri Non-MSA	3	17	15.0	163	0.0	0.0	0.0	12.8	0.0	15.3	75.0	100.0	76.7	12.3	0.0	8.0	0.0	0.0	0.0
Total	**32**	**254**	**100.0**	**940**	**0.5**	**0.0**	**0.2**	**11.9**	**8.7**	**10.9**	**73.2**	**84.4**	**82.7**	**14.4**	**15.0**	**6.3**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is excellent in the Springfield, MO MSA.

Springfield, MO MSA

The distribution of home mortgage loans by borrower income in the Springfield, MO MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 13.8 percent is lower than the 19.5 percent of low-income families in the MSA; however, the bank's performance is significantly higher than the 4.6 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 18.8 percent exceeds the 18.4 percent of moderate-income families and it exceeds the 15.3 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Springfield MO MSA	805	96,424	74.4	18,441	19.5	13.8	4.6	18.4	18.8	15.3	22.1	22.6	18.6	40.0	36.9	36.3	0.0	8.0	25.3
LS Columbia MO MSA	237	31,555	21.9	5,969	21.0	19.8	6.9	17.1	17.3	18.1	22.3	19.4	20.6	39.5	35.0	37.1	0.0	8.4	17.3
LS Missouri Non-MSA	40	3,341	5.4	1,466	21.3	15.0	6.1	16.8	17.5	14.7	21.6	12.5	20.2	40.3	42.5	39.9	0.0	12.5	19.1
Total	**1,082**	**131,320**	**100.0**	**25,876**	**20.0**	**15.2**	**5.3**	**17.9**	**18.4**	**15.9**	**22.1**	**21.5**	**19.1**	**39.9**	**36.7**	**36.6**	**0.0**	**8.2**	**23.1**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Springfield, MO MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36 percent of its small loans to businesses.

Springfield, MO MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Springfield, MO MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.3 percent is lower than the 77.1 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 48.3 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Springfield MO MSA	1,113	29,196	67.4	7,344	77.1	53.3	48.3	5.5	10.7	17.5	36.0
LS Columbia MO MSA	401	7,019	24.3	2,843	75.5	54.1	48.2	4.8	10.2	19.7	35.7
LS Missouri Non-MSA	137	4,486	9.8	1,109	76.0	52.6	49.9	4.4	11.7	19.7	35.8
Total	**1,651**	**40,701**	**100.0**	**11,296**	**76.6**	**53.4**	**48.4**	**5.2**	**10.7**	**18.3**	**35.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate overall. The distribution is adequate in the Springfield, MO MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 38 percent of its small loans to farms.

Springfield, MO MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Springfield, MO MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 61.9 percent is lower than the 98.9 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is also weaker than the 78.7 percent for aggregate lenders, overall performance is adequate.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Springfield MO MSA	21	175	73.9	662	98.9	61.9	78.7	0.3	0.0	0.7	47.1
LS Columbia MO MSA	8	62	33.3	115	97.3	100.0	73.9	0.9	0.0	1.8	100.0
LS Missouri Non-MSA	3	17	15.0	163	99.4	0.0	82.8	0.0	0.0	0.6	100.0
Total	**32**	**254**	**100.0**	**940**	**98.6**	**62.5**	**78.8**	**0.4**	**0.0**	**1.0**	**37.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a negative effect overall on the bank's Lending Test performance in the state of Missouri. To help assess the bank's capacity to lend, examiners compared the dollar volume of CD loans with the dollar volume of the bank's net Tier 1 Capital allocated to the assessment area according to the assessment area's proportion of deposits.

Springfield, MO MSA

In the Springfield, MO MSA, CD lending has a negative effect on the lending performance in the assessment area. During the evaluation period, the bank did not originate any CD loans within the assessment area. Based on the bank's size and financial capacity in the assessment area, the lack of CD lending has a negative effect on overall lending performance.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Missouri, lending under the MHA and HARP programs accounted for 79 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Columbia, MO MSA is consistent with the High Satisfactory Lending Test performance in the state of Missouri. Performance in the Missouri Non-MSA is stronger than the High Satisfactory Lending Test performance in the state of Missouri primarily due to a higher level of CD lending that has a significantly positive effect on lending performance in the assessment area.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Missouri is rated Outstanding. Investment performance is excellent in the Springfield, MO MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Springfield, MO MSA

In the Springfield, MO MSA, Bank of America has an excellent level of CD investments. The bank made 23 CD investments during the current evaluation period totaling $4.8 million. Approximately $4.7 million or 99 percent of the current period investment dollars supported 69 units of affordable housing. In addition, the bank has 23 CD investments totaling $2.7 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $7.5 million or 14.1 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $2.6 million or 56 percent of the investment dollars.

Examples of community development investments include:

- The bank provided $9,500 in grants to the Curators of the University of Missouri for the Missouri College Advising Corps (MCAC). The MCAC's mission is to empower Missouri students to go to college and succeed. MCAC hires and places recent college graduates as full-time near-peer college advisors in high schools that have college-going rates below the statewide average and have high proportions of low-income first-generation-college and underrepresented students. A majority of the high schools to receive programming through this grant have at least 52 percent of students eligible for free or reduced-price lunches.

- The bank provided a $15,000 grant to the Foundation for Springfield Public Schools to support the Middle School Achievement program, which is designed to motivate and encourage students of the pre-teen age group to plan for their futures. The program is for students attending one of ten middle schools where a majority of students are eligible for free or reduced-price lunches.

- The bank provided two grants totaling $15,000 to Habitat for Humanity to support the rehabilitation of a three-bedroom home for a low- or moderate-income family.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS | Geography: MISSOURI | Evaluation Period: January 1, 2012 to December 31, 2016

	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Springfield, MO	23	2,707	23	4,750	46	7,456	27.55	0	0
Limited Review									
Columbia, MO	7	1,197	20	2,516	27	3,713	13.72	0	0
Missouri Non-MSA	0	0	17	1,448	17	1,448	5.35	0	0
MISSOURI - Statewide	1	2	12	76	13	78	0.29	0	0
MISSOURI - Non Assessed	57	3,970	54	10,403	111	14,373	53.10	0	0
MISSOURI	88	7,876	126	19,193	214	27,069	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Columbia, MO MSA and Missouri Non-MSA is consistent with the Outstanding Investment Test performance in the state of Missouri.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Missouri is rated High Satisfactory. Service Test performance is good in the Springfield, MO MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Springfield, MO MSA

In the Springfield, MO MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's five financial centers with the distribution of the population. The bank has no financial centers in low-income geographies where only 2.3 percent of the population lives. The bank has two financial centers or 40 percent of its financial centers located in moderate-income geographies where 18.2 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including cash dispensing ATMs, full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customers' residency. The percentages of customers in low- and moderate-income geographies using full-service ATMs and text banking exceeded the percentage of the population in low- and moderate-income geographies.

The bank has two financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The adjacent financial centers help improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed two financial centers in moderate-income geographies. Due to the already limited retail banking presence in moderate-income geographies, the closures adversely affected the accessibility of retail banking services.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are consistent throughout the assessment area. All financial centers are open 9:00 am to 5:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Springfield MO MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	3	3.3	10,070	2.3	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	22	24.2	79,603	18.2	2	40.0	4	33.3	0	0.0	2	100.0
Middle	50	54.9	260,498	59.6	2	40.0	6	50.0	0	0.0	0	0.0
Upper	16	17.6	86,541	19.8	1	20.0	2	16.7	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**91**	**100.0**	**436,712**	**100.0**	**5**	**100.0**	**12**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Springfield, MO MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 42 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 2 low- and moderate-income individuals and provided 19 financial education workshops for 309 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 12 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, nine employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Columbia, MO MSA is stronger than the High Satisfactory Service Test performance in the state of Missouri due to the stronger distribution of financial centers, particularly in low- and moderate-income geographies. Performance in the Missouri Non-MSA is weaker than the overall High Satisfactory Service Test performance in the state of Missouri. Performance is weaker primarily due to the lack of retail banking presence in the assessment area. Service delivery systems are limited to two ATMs and other alternative delivery systems.

State of Nevada

CRA Rating for Nevada[33]: **Satisfactory**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Low Satisfactory
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Adequate level of CD lending that has a neutral effect on overall lending performance;
- Adequate level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Nevada

The state of Nevada is Bank of America's 16th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $15.3 billion or 1.2 percent of its total domestic deposits in financial centers in the state of Nevada. Of the 44 depository financial institutions operating in the state, Bank of America, with a deposit market share of 7.5 percent, is the third largest. The bank's primary banking competitors for deposits in Nevada with deposit market shares greater than 5 percent include Charles Schwab Bank (67.2 percent) and Wells Fargo Bank (9 percent). As of December 31, 2016, BANA operated 67 financial centers and 253 full-service ATMs in the state of Nevada.

Examiners used the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Las Vegas-Henderson-Paradise, NV MSA, Bank of America reported an additional $562.5 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

[33] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Nevada in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Nevada

Examiners selected the Las Vegas-Henderson-Paradise, NV MSA and Reno, NV MSA for full-scope reviews and the Carson City, NV MSA and Nevada Non-MSA for limited-scope reviews. While the Las Vegas-Henderson-Paradise, NV MSA carries approximately 86 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Nevada, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 22,471 home mortgage loans totaling $4.6 billion, 26,413 small loans to businesses totaling $765.6 million, 111 small loans to farms totaling $2 million, and 23 CD loans totaling $65.5 million. Based on loan volume, examiners weighted small loans to businesses, representing 54 percent of the volume, the most followed by home mortgage loans at 46 percent, and small loans to farms at less than 1 percent.

Examiners interviewed four community development organizations in the full-scope assessment areas. The contacts identified the following needs: affordable housing, housing for homeless individuals and families, micro loans for small businesses, and short-term loans for military personnel.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NEVADA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Nevada is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Nevada is excellent. Lending activity is excellent in the Las Vegas-Henderson-Paradise, NV MSA and excellent in the Reno, NV MSA.

Las Vegas-Henderson-Paradise, NV MSA

Lending activity in the Las Vegas-Henderson-Paradise, NV MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 24.7 percent. The bank ranks first among 35 depository financial institutions in the assessment area, which places it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2 percent based on the number of home mortgage loans originated or purchased. The bank ranks eighth among 448 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 9.8 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 138 small business lenders, which places it in the top 3 percent of lenders. According to peer farm data for 2016, the bank has a 7 percent market share based on the number of small loans to farms originated or purchased. The bank ranks fourth among 11 farm lenders, which places it in the top 37 percent of lenders. Considering the bank's higher ranking for home mortgage and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Reno, NV MSA

Lending activity in the Reno, NV MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 1.1 percent. The bank ranks third among 16 depository financial institutions, which places it in the top 19 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.6 percent based on the number of home mortgage loans originated or purchased. The bank ranks sixth among 283 home mortgage lenders, which places it in the top 3 percent of lenders. According to peer small business data for 2016, the bank has a 7.6 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 88 small business lenders, which places it in the top 5 percent of lenders. According to peer farm data for 2016, the bank has a market share of 16.7 percent based on the number of small loans to farms originated or purchased. The bank ranks third among seven farm lenders, which places it in the top 43 percent of lenders. Considering the bank's higher ranking for home mortgage and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: NEVADA | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Las Vegas, NV	71.42	16,345	3,264,129	18,617	528,051	29	312	20	62,094	35,011	3,854,586	86.24
Reno, NV	19.59	4,226	953,622	5,340	161,962	34	231	1	1,138	9,601	1,116,953	10.31
Limited Review												
Carson City, NV	2.17	422	78,083	633	25,329	6	123	1	298	1,062	103,833	1.01
Nevada Non-MSA	6.82	1,478	280,447	1,823	50,279	42	1,335	1	1,938	3,344	333,999	2.43
NEVADA	100.00	22,471	4,576,281	26,413	765,621	111	2,001	23	65,467	49,018	5,409,370	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is adequate in the Las Vegas-Henderson-Paradise, NV MSA and good in the Reno, NV MSA.

Las Vegas-Henderson-Paradise, NV MSA

The geographic distribution of home mortgage loans in the Las Vegas-Henderson-Paradise, NV MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 0.9 percent is lower than the 1.7 percent of owner-occupied housing units in low-income geographies, but is consistent with the 0.9 percent for aggregate lenders. The distribution in moderate-income geographies at 8.3 percent is lower than the 15.5 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 9 percent for aggregate lenders.

Reno, NV MSA

The geographic distribution of home mortgage loans in the Reno, NV MSA is good. Performance is good in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.1 percent is lower than the 3.5 percent of owner-occupied housing units in low-income geographies, but is higher than the 1.8 percent for aggregate lenders. The distribution in moderate-income geographies at 10.8 percent is lower than the 15.4 percent of owner-occupied housing units in moderate-income geographies and it is slightly lower than the 11 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Las Vegas-Henderson-Paradise NV MSA	5,256	1,133,189	71.6	93,034	1.7	0.9	0.9	15.5	8.3	9.0	45.7	43.6	45.1	37.1	47.2	45.0	0.0	0.0	0.0
FS Reno NV MSA	1,557	402,549	21.2	22,424	3.5	2.1	1.8	15.4	10.8	11.0	37.8	36.4	39.6	43.3	50.6	47.5	0.0	0.1	0.0
LS Carson City NV MSA	150	30,787	2.0	1,950	0.0	0.0	0.0	17.0	12.0	15.1	71.8	77.3	76.8	11.2	10.7	8.1	0.0	0.0	0.0
LS Nevada Non-MSA	381	94,111	5.2	6,618	0.0	0.0	0.0	33.7	19.7	24.6	50.0	54.1	60.5	16.3	26.2	14.9	0.0	0.0	0.0
Total	**7,344**	**1,660,636**	**100.0**	**124,026**	**1.9**	**1.1**	**1.0**	**16.9**	**9.5**	**10.3**	**45.2**	**43.3**	**45.5**	**36.1**	**46.1**	**43.3**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is good in the Las Vegas-Henderson-Paradise, NV MSA and good in the Reno, NV MSA.

Las Vegas-Henderson-Paradise, NV MSA

The geographic distribution of small loans to businesses in the Las Vegas-Henderson-Paradise, NV MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 2.9 percent is lower than the 5 percent of businesses in low-income geographies, but it is consistent with the 2.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17.9 percent is lower than the 21.1 percent of businesses in moderate-income geographies, but it exceeds the 16.3 percent performance for aggregate lenders.

Reno, NV MSA

The geographic distribution of small loans to businesses in the Reno, NV MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 8.8 percent is lower than the 10.6 percent of businesses in low-income geographies, but it exceeds the 6.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 25.7 percent is lower than the 28.8 percent of businesses in moderate-income geographies, but it exceeds the 22.3 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Las Vegas-Henderson-Paradise NV MSA	12,555	324,888	73.1	47,832	5.0	2.9	2.9	21.1	17.9	16.3	42.3	44.6	42.0	31.6	34.6	38.9	0.0	0.0	0.0
FS Reno NV MSA	3,370	96,101	19.6	15,253	10.6	8.8	6.3	28.8	25.7	22.3	22.2	21.1	22.9	33.4	40.4	45.7	5.0	4.0	2.8
LS Carson City NV MSA	382	13,007	2.2	2,266	0.0	0.0	0.0	11.8	13.6	12.2	81.2	79.3	76.5	7.1	7.1	11.3	0.0	0.0	0.0
LS Nevada Non-MSA	872	22,615	5.1	4,498	0.0	0.0	0.0	25.9	20.5	18.0	51.7	45.1	52.0	22.3	34.4	30.0	0.1	0.0	0.0
Total	**17,179**	**456,611**	**100.0**	**69,849**	**5.6**	**3.9**	**3.4**	**22.5**	**19.4**	**17.6**	**40.4**	**40.8**	**39.6**	**30.6**	**35.1**	**38.9**	**0.9**	**0.8**	**0.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is good. The distribution is good in the Las Vegas-Henderson-Paradise, NV MSA and adequate in the Reno, NV MSA.

Las Vegas-Henderson-Paradise, NV MSA

The geographic distribution of small loans to farms in the Las Vegas-Henderson-Paradise, NV MSA is good. Performance is poor in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 2.2 percent of farms in low-income geographies, but it is consistent with the 0 percent performance for aggregate lenders. The distribution in moderate-income geographies at 33.3 percent is higher than the 18.2 percent of farms in moderate-income geographies and it exceeds the 10.7 percent performance for aggregate lenders.

Reno, NV MSA

The geographic distribution of small loans to farms in the Reno, NV MSA is adequate. Performance is poor in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 6.4 percent of farms in low-income geographies and it is lower than the 3.7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.5 percent is lower than the 20.3 percent of farms in moderate-income geographies, but it exceeds the 11.1 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Las Vegas-Henderson-Paradise NV MSA	14	140	27.3	56	2.2	0.0	0.0	18.2	33.3	10.7	44.5	35.7	50.0	35.1	42.9	39.3	0.0	0.0	0.0
FS Reno NV MSA	24	189	41.4	27	6.4	0.0	3.7	20.3	12.5	11.1	30.9	45.8	37.0	40.7	41.7	40.7	1.8	0.0	7.4
LS Carson City NV MSA	4	117	15.8	6	0.0	0.0	0.0	11.3	50.0	16.7	83.8	66.7	83.3	4.9	0.0	0.0	0.0	0.0	0.0
LS Nevada Non-MSA	16	302	32.0	38	0.0	0.0	0.0	25.1	50.0	13.2	48.7	12.5	52.6	26.1	58.3	34.2	0.1	0.0	0.0
Total	**58**	**748**	**100.0**	**127**	**2.7**	**0.0**	**0.8**	**19.5**	**27.6**	**11.8**	**43.5**	**32.8**	**49.6**	**34.0**	**39.7**	**36.2**	**0.4**	**0.0**	**1.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Las Vegas-Henderson-Paradise, NV MSA and good in the Reno, NV MSA.

Las Vegas-Henderson-Paradise, NV MSA

The distribution of home mortgage loans by borrower income in the Las Vegas-Henderson-Paradise, NV MSA is good. The distribution is adequate to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.4 percent is lower than the 20.1 percent of low-income families in the MSA; however, the bank's performance is higher than the 3.7 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 18.3 percent exceeds the 18 percent of moderate-income families and it exceeds the 14.1 percent performance for aggregate lenders.

Reno, NV MSA

The distribution of home mortgage loans by borrower income in the Reno, NV MSA is good. The distribution is adequate to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 6.1 percent is lower than the 20.9 percent of low-income families in the MSA; however, the bank's performance is higher than the 3.9 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 16.3 percent is slightly below the 17.8 percent of moderate-income families and it exceeds the 14.1 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Las Vegas-Henderson-Paradise NV MSA	5,256	1,133,189	71.6	93,034	20.1	7.4	3.7	18.0	18.3	14.1	22.0	22.0	19.6	39.9	43.0	37.2	0.0	9.4	25.4
FS Reno NV MSA	1,557	402,549	21.2	22,424	20.9	6.1	3.9	17.8	16.3	14.1	20.6	19.6	22.6	40.7	50.9	42.1	0.0	7.1	17.4
LS Carson City NV MSA	150	30,787	2.0	1,950	22.3	13.3	6.2	17.3	22.0	18.6	19.8	23.3	22.8	40.7	33.3	34.8	0.0	8.0	17.7
LS Nevada Non-MSA	381	94,111	5.2	6,618	22.5	12.1	4.7	19.4	15.7	14.5	22.7	18.9	21.4	35.5	43.6	36.5	0.0	9.7	22.9
Total	**7,344**	**1,660,636**	**100.0**	**124,026**	**20.4**	**7.5**	**3.8**	**18.0**	**17.8**	**14.2**	**21.8**	**21.4**	**20.3**	**39.8**	**44.5**	**38.0**	**0.0**	**8.9**	**23.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Las Vegas-Henderson-Paradise, NV MSA and good in the Reno, NV MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 31 percent of its small loans to businesses.

Las Vegas-Henderson-Paradise, NV MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Las Vegas-Henderson-Paradise, NV MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 59.7 percent is lower than the 76.4 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 45.4 percent for aggregate lenders, overall performance is good.

Reno, NV MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Reno, NV MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 54.4 percent is lower than the 75.6 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 40.9 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Las Vegas-Henderson-Paradise NV MSA	12,555	324,888	73.1	47,832	76.4	59.7	45.4	5.4	11.2	18.2	29.1
FS Reno NV MSA	3,370	96,101	19.6	15,253	75.6	54.4	40.9	6.5	12.0	18.0	33.6
LS Carson City NV MSA	382	13,007	2.2	2,266	72.7	53.9	38.0	5.9	15.7	21.5	30.4
LS Nevada Non-MSA	872	22,615	5.1	4,498	79.7	53.7	40.7	4.1	7.6	16.2	38.8
Total	**17,179**	**456,611**	**100.0**	**69,849**	**76.3**	**58.2**	**43.9**	**5.6**	**11.3**	**18.2**	**30.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good overall. The distribution is good in the Las Vegas-Henderson-Paradise, NV MSA and good in the Reno, NV MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 41 percent of its small loans to farms.

Las Vegas-Henderson-Paradise, NV MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Las Vegas-Henderson-Paradise, NV MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 78.6 percent is lower than the 91.9 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution exceeds the 50 percent for aggregate lenders, overall performance is good.

Reno, NV MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Reno, NV MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 58.3 percent is lower than the 94.3 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution exceeds the 48.1 percent for aggregate lenders, overall performance is good.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues — 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Las Vegas-Henderson-Paradise NV MSA	14	140	24.1	56	91.9	78.6	50.0	5.5	0.0	2.6	21.4
FS Reno NV MSA	24	189	41.4	27	94.3	58.3	48.1	4.1	14.3	1.6	37.5
LS Carson City NV MSA	4	117	15.8	6	98.8	0.0	66.7	1.2	33.3	0.0	75.0
LS Nevada Non-MSA	16	302	32.0	38	92.7	50.0	55.3	5.4	12.5	1.8	56.3
Total	**58**	**748**	**100.0**	**127**	**92.8**	**53.4**	**52.0**	**5.1**	**6.8**	**2.2**	**41.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Nevada.

Las Vegas-Henderson-Paradise, NV MSA

In the Las Vegas-Henderson-Paradise, NV MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated 20 CD loans totaling $62.1 million that helped provide 265 units of affordable housing and promote economic development by financing small businesses. CD lending represents 3.9 percent of the allocated Tier 1 Capital. Approximately 75 percent of the CD loans were SBA 504 loans to small businesses to promote economic development activity. The bank met the community's credit needs primarily through retail lending.

Reno, NV MSA

In the Reno, NV MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated one CD loan totaling $1.1 million to a small business to promote economic development activity. CD lending represents 0.6 percent of the allocated Tier 1 Capital. The bank met the community's credit needs primarily through retail lending.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Nevada, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Carson City, NV MSA and Nevada Non-MSA is consistent with the High Satisfactory Lending Test performance in the state of Nevada.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Nevada is rated Low Satisfactory. Investment performance is excellent in the Las Vegas-Henderson-Paradise, NV MSA and very poor in the Reno, NV MSA. Performance in limited-scope assessment areas has a negative effect on the state rating.

Las Vegas-Henderson-Paradise, NV MSA

In the Las Vegas-Henderson-Paradise, NV MSA, Bank of America has an excellent level of CD investments. The bank made 212 CD investments during the current evaluation period totaling $137.2 million. Approximately $127.8 million or 93 percent of the current period investment dollars supported 1,700 units of affordable housing. In addition, the bank has 150 CD investments totaling $27.5 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $164.7 million or 10.4 percent of allocated Tier 1 Capital after considering the $562.5 million in deposits not derived from the MSA. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $91 million or 66 percent of the investment dollars.

Examples of community development investments include:

- The bank provided $1.3 million in grants to Accion New Mexico (Accion), a certified CDFI and member of the Accion U.S. network. Accion is the largest nonprofit micro and small business-lending network in the U.S. The organization used the funds to expand its small business loan pool to emerging entrepreneurs. These grants are responsive to the capital needs of small businesses in the MSA.

- The bank invested more than $825,000 in a fund that makes direct and indirect investments in partnerships that own affordable housing developments throughout the U.S. LIHTCs support these housing developments. This transaction represents Horizon Pines in Henderson, NV with 156 units of affordable housing.

- The bank invested $11 million in a LIHTC to support the rehabilitation of McKnight Senior Village, an existing 110-unit LIHTC senior housing complex in Las Vegas, NV. The complex has 90 units restricted to incomes at or below 50 percent of the area median income and 20 units at market rates.

Reno, NV MSA

In the Reno, NV MSA, Bank of America has a very poor level of CD investments. The bank made 27 CD investments during the evaluation period totaling $5.6 million. Approximately $5.5 million or 99 percent of the current period investment dollars supported 33 units of affordable housing. In addition, the bank has eight CD investments totaling $1.6 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $7.2 million or 3.7 percent of allocated Tier 1 Capital. In addition to the community development investments, Bank of America made 12 grants and donations of more than $49,000 to various community development organizations that serve the needs of the community. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $5.5 million or 99 percent of the investment dollars.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: NEVADA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Las Vegas, NV	150	27,487	212	137,172	362	164,658	89.78	4	11,352
Reno, NV	8	1,643	27	5,596	35	7,239	3.95	0	0
Limited Review								0	0
Carson City, NV	2	40	12	790	14	830	0.45	0	0
Nevada Non-MSA	9	376	17	2,034	26	2,409	1.31	0	0
NEVADA - Statewide	0	0	14	139	14	139	0.08	0	0
NEVADA - Non Assessed	0	0	18	8,133	18	8,133	4.43	0	0
NEVADA	169	29,545	300	153,864	469	183,409	100.00	4	11,352

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Carson City, NV MSA and Nevada Non-MSA is weaker than the overall Low Satisfactory Investment Test performance in the state of Nevada, primarily due to significantly lower levels of CD investments relative to the bank's size and resources in those assessment areas. The poor performance in each limited-scope assessment area negatively affected the Investment Test rating.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Nevada is rated Outstanding. Service Test performance is good in the Las Vegas-Henderson-Paradise, NV MSA and excellent in the Reno, NV MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Las Vegas-Henderson-Paradise, NV MSA

In the Las Vegas-Henderson-Paradise, NV MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 50 financial centers with the distribution of the population. The bank has four financial centers representing 8 percent of its financial centers in low-income geographies where 5.3 percent of the population lives. The bank has 10 financial centers representing 20 percent of its financial centers located in moderate-income geographies where 22.8 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including cash dispensing ATMs, full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of alternative delivery systems through income proxies based on customers' residency. The percentages of customers in low- and moderate-income geographies using cash dispensing and full-service ATMs exceed the percentage of the population in low- and moderate-income geographies. The proportion of text banking usage is near the proportion of the population.

The bank has five financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The adjacent financial centers help improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings generally did not affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank closed two financial centers: one in a middle-income geography and one in an upper-income geography. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are consistent throughout the assessment area. All financial centers are open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Las Vegas-Henderson-Paradise NV MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	28	5.7	103,228	5.3	4	8.0	15	8.2	0	0.0	0	0.0
Moderate	113	23.2	444,455	22.8	10	20.0	43	23.4	0	0.0	0	0.0
Middle	201	41.3	823,244	42.2	23	46.0	89	48.4	0	0.0	1	50.0
Upper	145	29.8	580,342	29.7	13	26.0	37	20.1	0	0.0	1	50.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**487**	**100.0**	**1,951,269**	**100.0**	**50**	**100.0**	**184**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Reno, NV MSA

In the Reno, NV MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 13 financial centers with the distribution of the population. The bank has two financial centers representing 15.4 percent of its financial centers in low-income geographies where 10.1 percent of the population lives. The bank has four financial centers representing 30.8 percent of its financial centers located in moderate-income geographies where 22.3 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including cash dispensing ATMs, full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of alternative delivery systems through income proxies based on customers' residency. The percentages of customers in low- and moderate-income geographies using cash dispensing ATMs, full-service ATMs, and text banking exceed the percentage of the population in low- and moderate-income geographies. Usage of the remaining three platforms is near the proportion of the population.

The bank has one financial center in an upper-income census tract that is adjacent to or in very close proximity to a moderate-income census tract. The adjacent financial center helps improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings generally did not affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank closed three financial centers: two in moderate-income geographies and one in a middle-income geography. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are consistent throughout the assessment area. All financial centers are open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Reno NV MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	10	8.9	43,006	10.1	2	15.4	7	14.0	0	0.0	0	0.0
Moderate	24	21.4	94,975	22.3	4	30.8	15	30.0	0	0.0	2	66.7
Middle	36	32.1	148,271	34.9	1	7.7	8	16.0	0	0.0	1	33.3
Upper	37	33.0	138,940	32.7	6	46.2	20	40.0	0	0.0	0	0.0
NA	5	4.5	225	0.1	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**112**	**100.0**	**425,417**	**100.0**	**13**	**100.0**	**50**	**100.0**	**0**	**100.0**	**3**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Las Vegas-Henderson-Paradise, NV MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 180 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 108 low- and moderate-income individuals, and provided 15 financial education workshops and 16 foreclosure prevention workshops for 614 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 24 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 17 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Reno, NV MSA

The bank provides a relatively low level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 15 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to one low- or moderate-income individual, and provided three financial education workshops and one foreclosure prevention workshop for 111 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in seven webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, three employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Nevada Non-MSA is consistent with the Outstanding Service Test performance in the state of Nevada. Performance in the Carson City, NV MSA is weaker. Performance is weaker primarily due to the lack of retail banking presence in the assessment area. Service delivery systems are limited to a single financial center, eight ATMs, and other alternative delivery systems.

State of New Hampshire

CRA Rating for New Hampshire[34]:Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Reasonably accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in New Hampshire

The state of New Hampshire is Bank of America's 30th largest rating area based on its total deposits in the state when excluding deposits in the Boston-Cambridge-Newton, MA-NH Multistate MSA. Examiners excluded the multistate MSA from the analysis of the state of New Hampshire because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $3.6 billion or 0.3 percent of its total domestic deposits in financial centers in areas of the state of New Hampshire that do not include the multistate MSA. Of the 32 depository financial institutions operating in the state of New Hampshire, Bank of America, with a deposit market share of 15.6 percent, is the third largest. The bank's primary banking competitors for deposits in New Hampshire with deposit shares greater than 5 percent include Citizens Bank (26.2 percent) and TD Bank (18.9 percent). As of December 31, 2016, BANA operated 14 financial centers and 32 full-service ATMs in areas of the state of New Hampshire that exclude the multistate MSA.

Examiners used the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Manchester-Nashua, NH MSA, Bank of America reported an additional $123.6 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations.

[34] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of New Hampshire in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in New Hampshire

The bank defined two assessment areas in the state of New Hampshire. Examiners selected the Manchester-Nashua, NH MSA for a full-scope review and the New Hampshire Non-MSA for a limited-scope review. While the Manchester-Nashua, NH MSA carries approximately 71 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in New Hampshire, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 2,821 home mortgage loans totaling $623.2 million, 5,161 small loans to businesses totaling $186 million, 64 small loans to farms totaling $479,000, and 5 CD loans totaling $8.7 million. Based on loan volume, examiners weighted small loans to businesses, representing 64 percent of the volume, the most followed by home mortgage loans at 35.1 percent, and small loans to farms at less than 1 percent.

Examiners interviewed one local housing agency. The agency identified the following community needs: access to capital for small businesses; affordable housing; and neighborhood revitalization and stabilization.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NEW HAMPSHIRE

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of New Hampshire is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good borrower income distribution. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of New Hampshire is excellent. Lending activity is excellent in the Manchester-Nashua, NH MSA.

Manchester-Nashua, NH MSA

Lending activity in the Manchester-Nashua, NH MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 22.7 percent. The bank ranks second among 19 depository financial institutions, which places it in the top 11 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 13th among 322 home mortgage lenders in the assessment area, which places it in the top 5 percent of lenders. According to peer small business data for 2016, the bank has an 8.3 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 85 small business lenders, which places it in the top 5 percent of lenders. For small loans to farms, the bank has a market share of 33.3 percent based on the number of small loans to farms originated or purchased. The bank ranks first among 10 farm lenders, which places it in the top 10 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume 2012-2016

LENDING VOLUME — Geography: NEW HAMPSHIRE — Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Manchester, NH	62.18	1,791	413,501	3,175	129,276	35	278	5	8,744	5,006	551,799	70.73
Limited Review												
New Hampshire Non-MSA	37.82	1,030	209,656	1,986	56,705	29	201	0	0	3,045	266,562	29.27
NEW HAMPSHIRE	100.00	2,821	623,157	5,161	185,981	64	479	5	8,744	8,051	818,361	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. The distribution is excellent in the Manchester-Nashua, NH MSA; however, adequate performance in the limited-scope assessment area negatively affected the conclusion. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Manchester-Nashua, NH MSA.

Manchester-Nashua, NH MSA

The geographic distribution of home mortgage loans in the Manchester-Nashua, NH MSA is good. Performance is excellent in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 3 percent exceeds the 1.8 percent of owner-occupied housing units in low-income geographies and it exceeds the 2.2 percent for aggregate lenders. The distribution in moderate-income geographies at 10.1 percent is lower than the 14.2 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 13.8 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Manchester-Nashua NH MSA	695	194,002	62.1	15,978	1.8	3.0	2.2	14.2	9.1	13.8	55.7	47.3	54.4	28.3	40.6	29.6	0.0	0.0	0.0
LS New Hampshire Non-MSA	425	90,121	37.9	8,265	0.0	0.0	0.0	8.7	4.7	7.2	65.1	63.3	64.3	26.1	32.0	28.4	0.0	0.0	0.0
Total	**1,120**	**284,123**	**100.0**	**24,243**	**1.0**	**1.9**	**1.5**	**11.8**	**7.4**	**11.6**	**60.0**	**53.4**	**57.8**	**27.3**	**37.3**	**29.2**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is excellent in the Manchester-Nashua, NH MSA. Performance in the limited-scope assessment area has a negative effect on the overall conclusion.

Manchester-Nashua, NH MSA

The geographic distribution of small loans to businesses in the Manchester-Nashua, NH MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 10.5 percent is lower than the 11.7 percent of businesses in low-income geographies; however, it slightly exceeds the 9.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 13.9 percent is slightly below the 14.3 percent of businesses in moderate-income geographies and it exceeds the 13.6 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			2014-16
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Manchester-Nashua NH MSA	2,001	74,419	62.3	8,463	11.7	10.5	9.9	14.3	13.9	13.6	49.0	45.2	47.7	24.5	29.7	28.3	0.4	0.7	0.5
LS New Hampshire Non-MSA	1,209	32,780	37.7	5,787	0.0	0.0	0.0	9.6	6.6	9.2	65.4	61.2	65.4	24.9	32.2	25.4	0.0	0.0	0.0
Total	**3,210**	**107,199**	**100.0**	**14,250**	**6.4**	**6.6**	**5.9**	**12.2**	**11.2**	**11.8**	**56.4**	**51.2**	**54.9**	**24.7**	**30.6**	**27.1**	**0.2**	**0.4**	**0.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. Performance is poor in the Manchester-Nashua, NH MSA. Performance in the limited-scope assessment area has a positive effect on the overall conclusion.

Manchester-Nashua, NH MSA

The geographic distribution of small loans to farms in the Manchester-Nashua, NH MSA is poor, based on poor performance in low-income geographies and very poor performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 0 percent is below the 2.6 percent of farms in low-income geographies, but it is consistent with the 0 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 0 percent is also less than the 9.8 percent of farms in moderate-income geographies and it is below the 3.7 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography																			2014-16
	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Manchester-Nashua NH MSA	22	201	52.4	27	2.6	0.0	0.0	9.8	0.0	3.7	57.9	50.0	74.1	29.7	50.0	22.2	0.0	0.0	0.0
LS New Hampshire Non-MSA	20	178	70.0	57	0.0	0.0	0.0	7.5	14.3	8.8	67.6	80.0	71.9	24.9	23.1	19.3	0.0	0.0	0.0
Total	**42**	**379**	**100.0**	**84**	**1.2**	**0.0**	**0.0**	**8.5**	**10.0**	**7.1**	**63.2**	**64.3**	**72.6**	**27.1**	**33.3**	**20.2**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. The distribution is good in the Manchester-Nashua, NH MSA. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Manchester-Nashua, NH MSA.

Manchester-Nashua, NH MSA

The distribution of home mortgage loans by borrower income in the Manchester-Nashua, NH MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.5 percent is lower than the 18.9 percent of low-income families in the MSA; however, the bank's performance is higher than the 4.6 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 15.1 percent is lower than the 18.8 percent of moderate-income families and it is slightly lower than the 17.7 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Manchester-Nashua NH MSA	695	194,002	62.1	15,978	18.9	7.5	4.6	18.8	15.1	17.7	23.6	24.2	23.5	38.7	44.5	35.6	0.0	8.8	18.7
LS New Hampshire Non-MSA	425	90,121	37.9	8,265	16.6	6.4	3.2	17.4	13.2	15.9	22.8	21.9	22.2	43.2	52.7	41.7	0.0	5.9	17.0
Total	**1,120**	**284,123**	**100.0**	**24,243**	**17.9**	**7.1**	**4.1**	**18.2**	**14.4**	**17.1**	**23.3**	**23.3**	**23.0**	**40.6**	**47.6**	**37.7**	**0.0**	**7.7**	**18.1**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Manchester-Nashua, NH MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 38 percent of its small loans to businesses.

Manchester-Nashua, NH MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Manchester-Nashua, NH MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 47.7 percent is lower than the 78 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 42.1 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Manchester-Nashua NH MSA	2,001	74,419	62.3	8,463	78.0	47.7	42.1	6.2	14.7	15.9	37.6
LS New Hampshire Non-MSA	1,209	32,780	37.7	5,787	76.4	48.5	43.5	5.6	12.9	18.0	38.6
Total	**3,210**	**107,199**	**100.0**	**14,250**	**77.3**	**48.0**	**42.7**	**5.9**	**14.1**	**16.8**	**38.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. Performance is good in the Manchester-Nashua, NH MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36 percent of its small loans to farms.

Manchester-Nashua, NH MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Manchester-Nashua, NH MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 63.6 percent is lower than the 96.8 percent of farms with gross annual revenues of $1 million or less. However, the bank's distribution exceeds the 44.4 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Manchester-Nashua NH MSA	22	201	59.4	27	96.8	63.6	44.4	2.0	10.0	1.2	36.8
LS New Hampshire Non-MSA	20	178	47.6	57	97.2	45.0	29.8	1.4	23.1	1.4	40.0
Total	**42**	**379**	**100.0**	**84**	**97.0**	**54.8**	**34.5**	**1.7**	**12.5**	**1.4**	**35.7**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of New Hampshire. The bank met the community's credit needs primarily through retail lending.

Manchester-Nashua, NH MSA

The bank originated or purchased an adequate level of CD loans in the Manchester-Nashua, NH MSA. The bank originated five CD loans totaling $8.7 million during the review period. The loans were responsive to community development needs in the assessment area, particularly the rehabilitation and development of affordable housing and promotion of economic development by financing small businesses. The most notable example of CD lending was $7.2 million in loans to finance the conversion of the historic Pine Valley Mill to provide 50 units of affordable housing.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of New Hampshire, lending under the MHA and HARP programs accounted for 88 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the New Hampshire Non-MSA is weaker than the overall High Satisfactory Lending Test performance in the state of New Hampshire primarily due to weaker geographic distributions of loans.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of New Hampshire is rated Outstanding. Investment performance is excellent in the Manchester-Nashua, NH MSA. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Manchester-Nashua, NH MSA

In the Manchester-Nashua, NH MSA, Bank of America has an excellent level of CD investments. The bank made 120 CD investments during the current evaluation period totaling $46.1 million. Approximately $45.6 million or 99 percent of the current period investment dollars supported 328 units of affordable housing. In addition, the bank has 72 CD investments totaling $6.7 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $52.8 million or 17.2 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $35.5 million or 77 percent of the investment dollars.

Examples of community development investments include:

- The bank invested nearly $5.7 million into a Fannie Mae commercial mortgage-backed security. Pheasant Run Apartments, a 341-unit multifamily affordable housing development, secures the mortgage-backed security. The development has 68 units or 20 percent of the units restricted to incomes at or below 50 percent of the area median income.

- The bank invested $9.9 million in a LIHTC and Historic Tax Credit to fund the partial conversion of Pine Valley Mill, a historic mill building in Milford, NH into 50 units of affordable housing. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank invested more than $114,000 in a LIHTC supporting Antrim Village, a 40-unit affordable housing development in Antrim, NH. All units are restricted to incomes at or below 50 percent of the area median income. The bank's portion of funding helped to finance four of the units.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: NEW HAMPSHIRE				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Manchester, NH	72	6,704	120	46,077	192	52,782	71.64	1	29
Limited Review									
New Hampshire Non-MSA	35	5,233	66	14,080	101	19,313	26.21	4	195
NEW HAMPSHIRE - Statewide	0	0	5	19	5	19	0.03	0	0
NEW HAMPSHIRE - Non Assessed	7	828	12	733	19	1,561	2.12	0	0
NEW HAMPSHIRE	114	12,765	203	60,909	317	73,674	100.00	5	224

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the New Hampshire Non-MSA is consistent with the Outstanding Investment Test performance in the state of New Hampshire.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of New Hampshire is rated Low Satisfactory. Service Test performance is adequate in the Manchester-Nashua, NH MSA. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

Manchester-Nashua, NH MSA

In the Manchester-Nashua, NH MSA, the bank’s service delivery systems are reasonably accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank’s eight financial centers with the distribution of the population. The bank has three financial centers in low-income geographies or 37.5 percent of its financial centers where only 6.6 percent of the population lives. However, the bank has no financial centers located in moderate-income geographies where 18.8 percent of the population lives.

Examiners also considered the bank’s alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank’s products and services. Based on customer usage, alternative delivery systems have no effect on the accessibility of the bank’s service delivery systems to low- and moderate-income individuals and geographies.

The bank has three financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. The adjacent financial centers help improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center and closed six. The bank closed one financial center in a low-income geography, two in moderate-income geographies, and three in middle- and upper-income geographies.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Friday and 9:00 am to 12:00 pm on Saturday. One financial center in a low-income census tract operates from 8:30 am to 4:30 pm Monday through Friday with no Saturday banking.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Manchester-Nashua NH MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	8	9.3	26,403	6.6	3	37.5	4	19.0	1	100.0	1	16.7
Moderate	19	22.1	75,178	18.8	0	0.0	0	0.0	0	0.0	2	33.3
Middle	42	48.8	204,790	51.1	4	50.0	14	66.7	0	0.0	2	33.3
Upper	16	18.6	94,350	23.5	1	12.5	3	14.3	0	0.0	1	16.7
NA	1	1.2	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**86**	**100.0**	**400,721**	**100.0**	**8**	**100.0**	**21**	**100.0**	**1**	**100.0**	**6**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Manchester-Nashua, NH MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 51 community development services targeted to low- and moderate-income individuals. Employees provided three financial education workshops for 69 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 17 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 17 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the New Hampshire Non-MSA is weaker than the overall Low Satisfactory Service Test performance in the state of New Hampshire primarily due to the weaker distribution of financial centers and retail banking access, particularly in moderate-income geographies.

State of New Jersey

CRA Rating for New Jersey[35]: Satisfactory
The Lending Test is rated: Low Satisfactory
The Investment Test is rated: High Satisfactory
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment area;
- Adequate distribution of loans by geography and good distribution by borrower income or business revenue size;
- Limited level of CD lending that has a negative effect on the Lending Test rating;
- Significant level and good responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in New Jersey

The state of New Jersey is Bank of America's 26th largest rating area based on its total deposits in the state when excluding deposits in the Allentown-Bethlehem-Easton, PA-NJ, New York-Newark-Jersey City, NY-NJ, and Philadelphia-Camden-Wilmington, PA-NJ-DE Multistate MSAs. Examiners excluded the multistate MSAs from the analysis of the state of New Jersey because examiners evaluated the multistate MSAs as separate rating areas. As of June 30, 2016, the bank maintained approximately $4.6 billion or 0.4 percent of its total domestic deposits in financial centers in areas of the state of New Jersey that do not include the multistate MSAs. Of the 44 depository financial institutions operating in areas of the state that exclude the multistate MSAs, Bank of America, with a deposit market share of 16.7 percent, is the largest. Banking competitors with deposit market shares greater than 5 percent include TD Bank (11.2 percent), Wells Fargo Bank (11 percent), and PNC Bank (10.4 percent). As of December 31, 2016, the bank operated 33 full-service financial centers and 78 deposit-taking ATMs in the areas of the state that do not include the multistate MSAs.

Refer to the community profiles for the state of New Jersey in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[35] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Scope of Evaluation in New Jersey

The bank has defined four assessment areas in the state of New Jersey. Examiners selected the Atlantic City-Hammonton, NJ MSA and Trenton, NJ MSA for full-scope reviews. The remaining two assessment areas, Ocean City, NJ MSA and Vineland-Bridgeton, NJ MSA, received limited-scope reviews. While the Atlantic City-Hammonton, NJ MSA and Trenton, NJ MSA carry approximately 90.6 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in New Jersey, examiners based the conclusions and ratings for the state on the activities within all assessment areas.

During the evaluation period, Bank of America originated or purchased 6,206 home mortgage loans totaling $1.6 billion, 7,667 small loans to businesses totaling $247.5 million, 95 small loans to farms totaling $977,000, and 3 CD loans totaling $23 million. Based on loan volume, examiner weighted home mortgage and small business lending equally, which carried more weight than small loans to farms in determining the Lending Test rating.

The bank did not originate or purchase sufficient volumes of small loans to farms in the Trenton, NJ MSA, Ocean City, NJ MSA, and Vineland-Bridgeton, NJ MSA to provide any meaningful analyses.

Examiners conducted telephone interviews with three local community development organizations. The organizations identified affordable housing, affordable rental assistance, loans to improve older housing stock, employment, and continued disaster assistance as community needs.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NEW JERSEY

LENDING TEST

Bank of America's performance under the Lending Test in the state of New Jersey is rated Low Satisfactory, based on good lending activity, adequate geographic distribution, and good borrower income distribution. The lack of any CD lending in the Trenton, NJ MSA, which is the largest assessment area in New Jersey with about 74 percent of the state's deposits, has a positive effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of New Jersey is good. Lending activity is excellent in the Atlantic City-Hammonton, NJ MSA and it is good in the Trenton, NJ MSA.

Atlantic City-Hammonton, NJ MSA

Lending activity in the Atlantic City-Hammonton, NJ MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 13.1 percent. The bank ranks fourth among 16 depository financial institutions in the assessment area, which places it in the top 25 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 3.1 percent based on the number of home mortgage loans originated or purchased. The bank ranks eighth among 334 home mortgage lenders, which places it in the top 3 percent of lenders. According to peer small business data for 2016, the bank has a 7.3 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 83 small business lenders, which places it in the top 5 percent of lenders in the MSA. According to peer farm data for 2016, the bank has a 22.7 percent market share of small loans to farms based on the number of small loans to farms originated or purchased. The bank ranks first among eight farm lenders, which places it in the top 13 percent of lenders. Considering the bank’s higher ranking among all lenders for home mortgage loans, small loans to businesses, and small loans to farms relative to its ranking for deposits, and the greater weight placed on home mortgage and small loans to businesses, overall lending activity is excellent.

Trenton, NJ MSA

Lending activity in the Trenton, NJ MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 22.1 percent. The bank ranks first among 26 depository financial institutions in the assessment area, which places it in the top 4 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 4 percent based on the number of home mortgage loans originated or purchased. The bank ranks fifth among 395 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 9.1 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 95 small business lenders, which places it in the top 5 percent of lenders. The bank originated or purchased too few small loans to farms for any meaningful analysis. Considering the bank’s higher ranking among all lenders for small loans to businesses relative to its ranking for deposits and the greater weight placed on home mortgage and small loans to businesses, overall lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME — Geography: NEW JERSEY — Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage #	Home Mortgage $(000's)	Small Loans to Businesses #	Small Loans to Businesses $(000's)	Small Loans to Farms #	Small Loans to Farms $(000's)	Community Development Loans** #	Community Development Loans** $(000's)	Total Reported Loans #	Total Reported Loans $(000's)	% of Rated Area Deposits in MA/AA***
Full Review												
Atlantic City, NJ	29.49	1,875	409,450	2,213	82,616	31	359	1	15,236	4,120	507,661	16.43
Trenton, NJ	43.91	2,578	701,187	3,535	124,398	22	156	0	0	6,135	825,741	74.20
Limited Review												
Ocean City, NJ	16.30	1,089	410,165	1,159	21,933	29	359	0	0	2,277	432,457	4.67
Vineland, NJ	10.30	664	98,544	760	18,578	13	103	2	7,770	1,439	124,995	4.71
NEW JERSEY	100.00	6,206	1,619,346	7,667	247,525	95	977	3	23,006	13,971	1,890,854	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects adequate penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is excellent in the Atlantic City-Hammonton, NJ MSA and good in the Trenton, NJ MSA.

Atlantic City-Hammonton, NJ MSA

The geographic distribution of home mortgage loans in the Atlantic City-Hammonton, NJ MSA is excellent. Performance is excellent in low-income census tracts and excellent in moderate-income census tracts. The distribution of the bank's home mortgage loans in low-income geographies at 2.7 percent is slightly lower than the 2.9 percent of owner-occupied housing units in low-income geographies and it is higher than the 1.3 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 16.6 percent is higher than the 14.1 percentage of owner-occupied housing units in moderate-income geographies and it is higher than the 10.8 percent for aggregate lenders.

Trenton, NJ MSA

The geographic distribution of home mortgage loans in the Trenton, NJ MSA is good. Performance is good in low-income and moderate-income census tracts. The distribution of the bank's home mortgage loans in low-income geographies at 4.9 percent is slightly lower than the 6.9 percent of owner-occupied housing units in low-income geographies and it is higher than the 2.8 percent for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 11.9 percent is lower than the 14.1 percentage of owner-occupied housing units in moderate-income geographies and it is higher than the 9.9 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Atlantic City-Hammonton NJ MSA	700	147,061	28.6	7,134	2.9	2.7	1.3	14.1	16.6	10.8	55.4	51.7	53.7	27.6	29.0	34.2	0.0	0.0	0.0
FS Trenton NJ MSA	1,053	313,167	43.0	8,342	6.9	4.9	2.8	14.1	11.9	9.9	36.7	27.2	37.2	42.4	56.0	50.2	0.0	0.0	0.0
LS Ocean City NJ MSA	464	196,182	19.0	6,336	3.0	1.7	1.4	22.5	17.7	18.7	46.2	51.1	53.3	28.4	29.5	26.6	0.0	0.0	0.0
LS Vineland-Bridgeton NJ MSA	231	30,413	9.4	2,789	2.2	2.6	0.9	11.7	15.6	9.0	61.9	60.2	62.3	24.2	21.6	27.8	0.0	0.0	0.0
Total	**2,448**	**686,823**	**100.0**	**24,601**	**4.3**	**3.5**	**1.8**	**15.0**	**14.7**	**12.3**	**47.8**	**41.8**	**49.0**	**32.9**	**40.0**	**36.9**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is adequate. The distribution is good in the Atlantic City-Hammonton, NJ MSA and adequate in the Trenton, NJ MSA.

Atlantic City-Hammonton, NJ MSA

The geographic distribution of small loans to businesses in the Atlantic City-Hammonton, NJ MSA is good overall. The distribution is excellent in low-income geographies and adequate in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 10 percent is higher than the 8.7 percent of businesses operating in low-income geographies and it is higher than the 8.6 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 12.3 percent is lower than the 13.8 percent of businesses operating in moderate-income geographies and it is lower than the 15 percent for aggregate lenders.

Trenton, NJ MSA

The geographic distribution of small loans to businesses in the Trenton, NJ MSA is adequate overall. The distribution is poor in low-income geographies and adequate in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 4.3 percent is lower than the 11.1 percent of businesses operating in low-income geographies and lower than the 7.5 percent for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 7.9 percent is lower than the 10.5 percent of businesses operating in moderate-income geographies and it is lower than the 10.4 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			**2014-16**
	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Atlantic City-Hammonton NJ MSA	1,404	52,685	28.9	6,348	8.7	10.0	8.6	13.8	12.3	15.0	50.4	50.1	49.5	27.1	27.6	26.7	0.1	0.0	0.2
FS Trenton NJ MSA	2,277	75,704	46.8	8,909	11.1	4.3	7.5	10.5	7.9	10.4	29.6	22.0	26.3	48.8	65.7	55.8	0.0	0.0	0.0
LS Ocean City NJ MSA	682	12,064	14.0	3,085	2.2	1.6	1.7	23.4	24.3	24.5	45.1	47.9	43.9	29.3	26.1	29.8	0.0	0.0	0.0
LS Vineland-Bridgeton NJ MSA	498	12,484	10.2	2,310	9.7	14.1	17.1	13.9	11.0	8.4	57.6	54.6	56.1	18.8	20.3	18.1	0.0	0.0	0.3
Total	**4,861**	**152,937**	**100.0**	**20,652**	**8.9**	**6.6**	**8.1**	**13.9**	**11.8**	**13.7**	**41.7**	**37.1**	**39.4**	**35.6**	**44.5**	**38.8**	**0.0**	**0.0**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of small loans to farms is poor, driven by performance in the Atlantic City-Hammonton, NJ MSA.

Atlantic City-Hammonton, NJ MSA

The geographic distribution of small loans to farms in the Atlantic City-Hammonton, NJ MSA is poor overall. The distribution is adequate in low-income geographies and poor in moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 0 percent is lower than the 0.7 percent of farms in low-income geographies and it is consistent with the 0 percent for aggregate lenders. Considering that very few farms are located in low-income geographies, which indicate fewer opportunities to make small loans to farms, performance is adequate. The bank's proportion of small loans to farms in moderate-income geographies at 0 percent is lower than the 7.6 percent of farms in moderate-income geographies and 4.8 percent for aggregate lenders. The lower aggregate performance when compared to the percent of farms in moderate-income geographies is indicative of the limited opportunities to make small loans to farms in the MSA.

Trenton, NJ MSA

The bank originated or purchased too few small loans to farms to provide any meaningful analysis.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Atlantic City-Hammonton NJ MSA	18	279	29.0	21	0.7	0.0	0.0	7.6	0.0	4.8	60.6	83.3	76.2	31.1	16.7	19.0	0.0	0.0	0.0
FS Trenton NJ MSA	13	120	21.0	11	4.9	0.0	0.0	12.6	0.0	0.0	30.0	0.0	0.0	52.5	100.0	100.0	0.0	0.0	0.0
LS Ocean City NJ MSA	21	297	37.5	10	2.6	23.1	10.0	12.4	16.7	20.0	44.8	47.6	60.0	40.2	33.3	10.0	0.0	0.0	0.0
LS Vineland-Bridgeton NJ MSA	10	83	19.6	25	0.7	0.0	0.0	6.3	0.0	0.0	62.6	60.0	76.0	30.4	44.4	24.0	0.0	0.0	0.0
Total	**62**	**779**	**100.0**	**67**	**2.4**	**7.7**	**1.5**	**9.8**	**6.3**	**4.5**	**48.2**	**50.0**	**61.2**	**39.6**	**43.5**	**32.8**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Atlantic City-Hammonton, NJ MSA and good in the Trenton, NJ MSA.

Atlantic City-Hammonton, NJ MSA

The bank's distribution of home mortgage loans by borrower income in the Atlantic City-Hammonton, NJ MSA is good overall. The distribution is adequate to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 8.6 percent is significantly lower than the 21.3 percent of low-income families, yet is higher than the 3.3 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 17.6 percent is slightly lower than the proportion of moderate-income families at 17.8 percent, but it exceeds the 11 percent performance for aggregate lenders.

Trenton, NJ MSA

The bank's distribution of home mortgage loans by borrower income in the Trenton, NJ MSA is good overall. The distribution is adequate to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 10.4 percent is significantly lower than the 22.8 percent of low-income families, but it is higher than the 6.4 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 15.8 percent is slightly lower than the 16.8 percent of moderate-income families, but it is slightly higher than the 15.3 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Atlantic City-Hammonton NJ MSA	700	147,061	28.6	7,134	21.3	8.6	3.3	17.8	17.6	11.0	20.5	21.0	17.8	40.4	40.0	45.3	0.0	12.9	22.5
FS Trenton NJ MSA	1,053	313,167	43.0	8,342	22.8	10.4	6.4	16.8	15.8	15.3	19.2	15.2	17.4	41.2	43.9	43.1	0.0	14.8	17.8
LS Ocean City NJ MSA	464	196,182	19.0	6,336	21.8	5.2	3.9	17.9	10.8	8.3	19.7	11.6	14.1	40.6	65.7	63.9	0.0	6.7	9.9
LS Vineland-Bridgeton NJ MSA	231	30,413	9.4	2,789	23.9	9.5	2.7	15.8	13.0	12.8	19.9	24.7	20.8	40.4	32.0	34.5	0.0	20.8	29.2
Total	**2,448**	**686,823**	**100.0**	**24,601**	**22.4**	**8.8**	**4.4**	**17.1**	**15.1**	**12.0**	**19.8**	**17.1**	**17.1**	**40.7**	**45.8**	**48.1**	**0.0**	**13.3**	**18.4**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Atlantic City-Hammonton, NJ MSA and good in the Trenton, NJ MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35 percent of its small loans to businesses.

Atlantic City-Hammonton, NJ MSA

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less in the Atlantic City-Hammonton, NJ MSA is good. The proportion of the bank's small loans to businesses at 53.5 percent is lower than the 77.7 percent of businesses with gross annual revenues of $1 million or less. However, considering the bank's distribution is greater than the 36.9 percent for aggregate lenders, overall performance is good.

Trenton, NJ MSA

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less in the Trenton, NJ MSA is good. The proportion of the bank's small loans to businesses at 53.8 percent is lower than the 74.4 percent of businesses with gross annual revenues of $1 million or less. However, considering the bank's distribution is greater than the 42.8 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Atlantic City-Hammonton NJ MSA	1,404	52,685	28.9	6,348	77.7	53.5	36.9	5.0	13.7	17.3	32.8
FS Trenton NJ MSA	2,277	75,704	46.8	8,909	74.4	53.8	42.8	7.3	11.6	18.3	34.7
LS Ocean City NJ MSA	682	12,064	14.0	3,085	79.0	50.9	44.7	4.3	7.0	16.7	42.1
LS Vineland-Bridgeton NJ MSA	498	12,484	10.2	2,310	74.9	50.0	35.5	7.2	16.9	18.0	33.1
Total	**4,861**	**152,937**	**100.0**	**20,652**	**76.1**	**52.9**	**40.5**	**6.1**	**12.1**	**17.7**	**35.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate, driven by performance in the Atlantic City-Hammonton, NJ MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 27 percent of its small loans to farms.

Atlantic City-Hammonton, NJ MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Atlantic City-Hammonton, NJ MSA is adequate. Approximately 55.6 percent of the bank's small loans were to farms with gross annual revenues of $1 million or less. The bank's proportion is lower than the 95.7 percent of farms with gross annual revenues of $1 million or less, which indicates poor performance. However, when considering the bank's proportion of loans is greater than the 52.4 percent performance for aggregate lenders, overall performance is adequate.

Trenton, NJ MSA

The bank originated or purchased too few small loans to businesses to provide any meaningful analysis.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Atlantic City-Hammonton NJ MSA	18	279	31.3	21	95.7	55.6	52.4	3.8	20.0	0.4	38.9
FS Trenton NJ MSA	13	120	21.0	11	95.3	69.2	54.5	2.5	50.0	2.2	25.0
LS Ocean City NJ MSA	21	297	33.9	10	97.2	57.1	50.0	1.5	23.1	1.3	28.6
LS Vineland-Bridgeton NJ MSA	10	83	21.7	25	95.6	77.8	24.0	3.0	20.0	1.4	40.0
Total	**62**	**779**	**100.0**	**67**	**95.8**	**61.3**	**41.8**	**2.9**	**17.9**	**1.3**	**27.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a negative effect overall on the bank's Lending Test performance in the state of New Jersey, driven mostly by the lack of CD lending in the Trenton, NJ MSA.

Atlantic City-Hammonton, NJ MSA

CD lending has a significantly positive effect on the bank's Lending Test performance in the Atlantic City-Hammonton, NJ MSA. During the evaluation period, the bank originated one CD loan totaling $15.2 million that helped provide affordable housing within the assessment area. CD lending represents 16 percent of the allocated Tier 1 Capital.

Trenton, NJ MSA

CD lending has a negative effect on the bank's Lending Test performance in the Trenton, NJ MSA. The bank originated no CD loans during the evaluation period.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of New Jersey, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Ocean City, NJ MSA and Vineland-Bridgeton, NJ MSA is stronger than the overall Low Satisfactory performance under the Lending Test in the state of New Jersey primarily due to stronger geographic distributions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the state of New Jersey is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the Atlantic City-Hammonton, NJ MSA is poor and the performance in the Trenton, NJ MSA is excellent. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Atlantic City-Hammonton, NJ MSA

Bank of America's performance under the Investment Test in the Atlantic City-Hammonton, NJ MSA is poor. The bank made 39 community development investments during the current evaluation period totaling $3.3 million. Approximately $2.3 million or 70 percent of the current period investment dollars supported 15 units of affordable housing. In addition, the bank has 19 community development investments totaling $1 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $4.3 million or 4.6 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $2.3 million or 70 percent of the investment dollars.

Examples of community development investments include:

- The bank donated $213,000 to a non-profit organization with a mission to fight hunger and poverty in New Jersey. The organization achieves its mission through its own programs and 1,100 hunger-fighting member charities including soup kitchens, food pantries, and shelters. The Food Bank distributes more than 40 million pounds of food and groceries annually. All of the individuals and families served have household incomes at or below 185 percent of the federal poverty level or 46-74 percent of the average median income for a family of four.

- The bank donated $350,000 to a non-profit organization with a mission to alleviate pain and foster growth in people who are experiencing a wide variety of personal and relationship problems. More than 75 percent of the individuals and families served are 200 percent below the federal poverty level.

- The bank invested $70,000 in a nonprofit certified CDFI, which provides capital and technical assistance in order to build the economic self-sufficiency of low-income individuals and communities. The Community Loan Fund intends to use the proceeds from this investment to provide flexible and creative financing through a broad spectrum of credit offerings to customers who either lack access to capital or cannot afford the cost of capital from conventional sources.

Trenton, NJ MSA

Bank of America's performance under the Investment Test in the Trenton, NJ MSA is excellent. The bank made 176 community development investments during the current evaluation period totaling $38.3 million. Approximately $35 million or 92 percent of the current period investment dollars supported 277 units of affordable housing. In addition, the bank has 33 community development investments totaling $2.7 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $41.0 million or 9.5 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $33.9 million or 88 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $2 million in a certified CDFI with a mission to create and preserve healthy communities where low-income people live and work. The organization seeks to create transformational change across low-income communities by financing community development projects that include affordable housing, but also encompass childcare, public education, healthcare facilities, and commercial revitalization projects that serve as a foundation for healthy communities.

- The bank invested $1.1 million in a fund that owns affordable rental housing projects financed in part with Federal LIHTCs. The 471 projects represent 45,553 rental units, of which 43,672 units or 96 percent are income restricted affordable housing units.

- The bank donated $275,000 to a non-profit organization with a mission to end homelessness in Central New Jersey by harnessing the caring resources and expertise of the community. The organization has helped over 13,000 people with emergency shelter, permanent housing, food, educational/vocational training, and linkages to critically needed services. All of the clients served have household incomes at or below 68 percent of the average median income.

Table 14. Qualified Investments — **2012-2016**

QUALIFIED INVESTMENTS	Geography: NEW JERSEY				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Atlantic City, NJ	19	1,035	39	3,319	58	4,354	8.67	0	0
Trenton, NJ	33	2,717	176	38,292	209	41,008	81.63	0	0
Limited Review									
Ocean City, NJ	3	74	10	846	13	921	1.83	0	0
Vineland, NJ	6	1,917	26	885	32	2,802	5.58	0	0
NEW JERSEY - Statewide	1	11	32	1,081	33	1,092	2.17	0	0
NEW JERSEY - Non Assessed	1	22	8	36	9	58	0.11	0	0
NEW JERSEY	63	5,775	291	44,459	354	50,234	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Vineland-Bridgeton, NJ MSA is stronger than the overall High Satisfactory performance due to higher levels of community development investments. Performance in the Ocean City, NJ MSA is weaker than the overall High Satisfactory performance due to significantly lower levels of community development investments. Performance in the limited-scope areas did not negatively affect the overall rating for the Lending Test in the state of New Jersey.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank’s performance under the Service Test in in the state of New Jersey is rated High Satisfactory. Based on full-scope reviews, the bank’s performance is good in both the Atlantic City-Hammonton, NJ MSA and the Trenton, NJ MSA. Performance in limited-scope assessment areas have a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services in the state of New Jersey.

Atlantic City-Hammonton, NJ MSA

BANA’s service delivery systems in the Atlantic City-Hammonton, NJ MSA are accessible to geographies and individuals of different income levels, based on a comparison of the bank’s nine financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has one financial center in low-income geographies representing 11.1 percent of its financial centers. Considering 6.9 percent of the population lives in low-income geographies, the distribution of the bank’s financial centers in low-income geographies is excellent. The bank also has one financial center in moderate-income geographies representing 11.1 percent of its financial centers. Considering 19.8 percent of the population lives in moderate-income geographies, the financial center distribution is adequate.

Examiners also considered the bank’s alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank’s products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank’s service delivery systems to low- and moderate-income individuals and geographies.

The bank has one financial center in a middle-income geography that is adjacent to or is in very close proximity to a moderate-income geography. This adjacent financial center further improves access of service delivery systems to low- and moderate-income individuals and geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed four financial centers in middle- and upper-income geographies. There were no closures of financial centers in low- and moderate-income geographies.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment areas, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are primarily 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Atlantic City-Hammonton NJ MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	7	10.1	18,810	6.9	1	11.1	3	13.0	0	0.0	0	0.0
Moderate	13	18.8	54,410	19.8	1	11.1	2	8.7	0	0.0	0	0.0
Middle	32	46.4	136,030	49.5	3	33.3	9	39.1	0	0.0	3	75.0
Upper	16	23.2	62,882	22.9	4	44.4	9	39.1	0	0.0	1	25.0
NA	1	1.4	2,417	0.9	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**69**	**100.0**	**274,549**	**100.0**	**9**	**100.0**	**23**	**100.0**	**0**	**100.0**	**4**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Trenton, NJ MSA

BANA’s service delivery systems in the Trenton, NJ MSA are accessible to geographies and individuals of different income levels, based on a comparison of the bank’s 15 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has two financial centers in low-income geographies representing 13.3 percent of its financial centers. Considering 13.6 percent of the population lives in low-income geographies, financial center distribution is excellent. The bank has one financial center in moderate-income geographies representing 6.7 percent of its financial centers. Considering 16 percent of the population resides in moderate-income geographies, financial center distribution is poor.

Examiners also considered the bank’s alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank’s products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank’s service delivery systems to low- and moderate-income individuals and geographies.

The bank has two financial centers in a middle-income geography that are adjacent to or are in very close proximity to a moderate-income geography. These adjacent financial centers further improve access of service delivery systems to low- and moderate-income individuals and geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed one financial center in a low-income geography. While this closure was in a low-income geography, the percentage of financial centers in low-income geographies remains in line with the population distribution.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment areas, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are primarily 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Trenton NJ MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	15	19.5	49,747	13.6	2	13.3	4	11.1	0	0.0	1	100.0
Moderate	14	18.2	58,690	16.0	1	6.7	3	8.3	0	0.0	0	0.0
Middle	23	29.9	116,912	31.9	4	26.7	9	25.0	0	0.0	0	0.0
Upper	24	31.2	139,265	38.0	8	53.3	20	55.6	0	0.0	0	0.0
NA	1	1.3	1,899	0.5	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**77**	**100.0**	**366,513**	**100.0**	**15**	**100.0**	**36**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Atlantic City-Hammonton, NJ MSA

The bank provides a limited level of community development services within the Atlantic City-Hammonton, NJ MSA. During the evaluation period, the bank participated with community development organizations to provide eight community development services targeted to low- and moderate-income individuals. Employees provided three financial education workshops for 51 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in five webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Trenton, NJ MSA

The bank provides a relatively high level of community development services within the Trenton, NJ MSA. During the evaluation period, the bank participated with community development organizations to provide 130 community development services targeted to low- and moderate-income individuals. Employees provided 100 financial education workshops for 2,085 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 15 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 15 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

The bank's Service Test performance in the Ocean City, NJ MSA and Vineland-Bridgeton, NJ MSA is weaker than the bank's overall High Satisfactory performance under the Service Test in New Jersey primarily due to a weaker distribution of financial centers. Performance in the limited-scope areas did not negatively affect the overall rating for the Investment Test in the state of New Jersey.

State of New Mexico

CRA Rating for New Mexico[36]: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: High Satisfactory
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment area;
- Excellent distribution of loans by geography and good distribution by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Good level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in New Mexico

The state of New Mexico is Bank of America's 31st largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $3.6 billion or 0.3 percent of its total domestic deposits in financial centers within the state of New Mexico. Of the 58 depository financial institutions operating in the state, Bank of America, with a deposit market share of 11.6 percent, is the second largest. Depository financial institutions in the state with market shares greater than 5 percent include Wells Fargo Bank (29 percent) and U.S. Bank (5.1 percent). As of December 31, 2016, the bank operated 25 full-service financial centers and 82 deposit-taking ATMs in the state.

Refer to the community profiles for the state of New Mexico in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in New Mexico

The bank has defined five assessment areas in the state of New Mexico. Examiners selected the Albuquerque, NM MSA and New Mexico Non-MSA for full scope reviews. The remaining three assessment areas including Farmington, NM MSA, Las Cruces, NM MSA, and Santa Fe, NM MSA, received limited scope reviews. While the Albuquerque, NM MSA and New Mexico

[36] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Non-MSA carry approximately 77.2 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in New Mexico, examiners based the conclusions and ratings for the state on the activities within all assessment areas.

During the evaluation period, Bank of America originated or purchased 6,920 home mortgage loans totaling $1.2 billion, 7,482 small loans to businesses totaling $228.1 million, 96 small loans to farms totaling $1.0 million, and 5 CD loans totaling $18.2 million. Based on loan volume, examiners weighted home mortgage and small business lending equally, which carry more weight than small loans to farms in determining the Lending Test rating.

The examiners contacted three local nonprofit organizations and discussed area community development needs. According to the community contacts, the communities need specialized loan products for low- and moderate-income people and assistance for local community development organizations.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NEW MEXICO

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of New Mexico is rated Outstanding, based on excellent lending activity, excellent geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of New Mexico is excellent. Lending activity is excellent in the Albuquerque, NM MSA and New Mexico Non-MSA.

Albuquerque, NM MSA

Lending activity in the Albuquerque, NM MSA is excellent. According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 18.4 percent. The bank ranks second among 23 depository financial institutions in the assessment area, which places it in the top 9 percent of institutions. Based on aggregate mortgage lending data for 2016, the bank has a market share of 2 percent based on the number of home mortgage loans originated or purchased. The bank ranks ninth among 339 home mortgage lenders, which places it in the top 3 percent of lenders competing for loans in the assessment area. According to peer small business data for 2016, the bank has a 5.4 percent market share based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 102 small business lenders, which places the bank in the top 6 percent of lenders. According to peer farm data for 2016, the bank has a market share of 18.7 percent based on the number of small loans to farms originated or purchased. The bank ranks third among 16 farm lenders, which places it in the top 19 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

New Mexico Non-MSA

Lending activity in the New Mexico Non-MSA is excellent. According to FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 13.2 percent. The bank ranks third among six depository financial institutions, which places it in the 50th percentile of institutions. Based on aggregate mortgage lending data for 2016, the bank has a market share of 0.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 37th among 77 home mortgage lenders, which places it in the top 49 percent of lenders. According to peer small business data for 2016, the bank has a 4 percent market share based on the number of small loans to businesses originated or purchased. The bank ranks seventh among 28 small business lenders, which places the bank in the top 25 percent of lenders. The bank originated or purchased too few small loans to farms for any meaningful analysis. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: NEW MEXICO				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Albuquerque, NM	69.96	5,020	795,436	5,068	177,198	55	694	4	14,338	10,147	987,666	75.39
New Mexico Non-MSA	1.36	53	6,392	143	1,743	1	5	0	0	197	8,140	1.81
Limited Review												
Farmington, NM	5.95	315	45,106	529	11,001	19	161	0	0	863	56,268	3.31
Las Cruces, NM	8.01	599	83,470	543	9,654	19	130	0	0	1,161	93,254	5.93
Santa Fe, NM	14.72	933	275,219	1,199	28,541	2	20	1	3,900	2,135	307,680	13.57
NEW MEXICO	100.00	6,920	1,205,623	7,482	228,137	96	1,010	5	18,238	14,503	1,453,008	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

The overall geographic distribution of home mortgage loans is excellent. The distribution is excellent in the Albuquerque, NM MSA and New Mexico Non-MSA.

Albuquerque, NM MSA

The geographic distribution of home mortgage loans in the Albuquerque, NM MSA is excellent. The bank's home mortgage lending is excellent in low-income census tracts and good in moderate-income census tracts. The distribution of the bank's home mortgage loans in low-income geographies at 2.5 percent is slightly higher than the 2.2 percent of owner-occupied housing units in low-income geographies and the 1.7 percent performance for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 19.6 percent is lower than the 27.7 percentage of owner-occupied housing units in moderate-income geographies, but is higher than the18.9 percent performance for aggregate lenders.

New Mexico Non-MSA

The geographic distribution of home mortgage loans in the New Mexico Non-MSA is excellent. The bank's home mortgage lending is excellent in low-income and good in moderate-income census tracts. The distribution of the bank's home mortgage loans in low-income geographies at 9.1 percent exceeds the 3.5 percent of owner-occupied housing units in low-income geographies and the 4.6 percent performance for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 40.9 percent is significantly lower than the 65.3 percent of owner-occupied housing units in moderate-income geographies, but it exceeds the 37 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Albuquerque NM MSA	1,932	304,862	70.8	27,653	2.2	2.5	1.7	27.7	19.6	18.9	35.3	36.1	35.5	34.7	41.8	43.9	0.0	0.0	0.0
LS Farmington NM MSA	122	17,043	4.5	2,066	5.5	0.0	0.3	9.8	1.6	2.6	65.6	66.4	67.0	19.1	32.0	30.1	0.0	0.0	0.0
LS Las Cruces NM MSA	231	28,613	8.5	5,121	4.6	5.2	2.8	31.6	20.8	13.1	18.1	20.3	20.6	45.7	53.7	63.5	0.0	0.0	0.0
LS Santa Fe NM MSA	420	132,578	15.4	4,171	3.4	2.1	2.8	20.9	11.7	12.5	34.3	31.9	34.9	41.4	54.3	49.7	0.0	0.0	0.0
FS New Mexico Non-MSA	22	2,436	0.8	373	3.5	9.1	4.6	65.3	40.9	37.0	18.5	9.1	17.7	12.7	40.9	40.8	0.0	0.0	0.0
Total	**2,727**	**485,532**	**100.0**	**39,384**	**3.0**	**2.6**	**1.9**	**27.2**	**17.9**	**16.8**	**35.0**	**35.3**	**35.0**	**34.8**	**44.3**	**46.3**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Albuquerque, NM MSA and New Mexico Non-MSA.

Albuquerque, NM MSA

The geographic distribution of small loans to businesses Albuquerque, NM MSA is excellent overall. The distribution is excellent in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 6.4 percent is higher than the 6.2 percent of businesses operating in low-income geographies and the 5.7 percent performance for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 24.7 percent is lower than the 26.6 percent of businesses operating in moderate-income geographies, but is slightly higher than the 24.1 percent performance for aggregate lenders.

New Mexico Non-MSA

The geographic distribution of small loans to businesses New Mexico Non-MSA is excellent. The distribution is excellent in low-income geographies and excellent in moderate-income geographies. The proportion of the bank's small loans to businesses in low-income geographies at 9.1 percent is equal to the 9.1 percent of businesses operating in low-income geographies and it exceeds the 6.7 percent performance for aggregate lenders. The proportion of the bank's small loans to businesses in moderate-income geographies at 57.1 percent is greater than the 55.2 percent of businesses operating in moderate-income geographies and the 49.5 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Albuquerque NM MSA	3,026	95,583	67.5	17,242	6.2	6.4	5.7	26.6	24.7	24.1	34.3	32.1	31.2	32.9	36.8	39.0	0.0	0.0	0.0
LS Farmington NM MSA	296	4,711	6.6	1,348	1.5	0.0	0.5	11.5	8.4	11.2	65.5	65.9	59.7	21.5	25.7	28.6	0.0	0.0	0.0
LS Las Cruces NM MSA	333	4,843	7.4	2,150	8.9	7.5	6.9	26.9	22.5	27.3	17.9	20.1	17.2	46.2	49.9	48.6	0.0	0.0	0.0
LS Santa Fe NM MSA	748	15,063	16.7	3,596	9.3	11.0	8.0	10.9	14.2	10.2	41.8	34.4	38.9	37.9	40.5	42.9	0.1	0.0	0.0
FS New Mexico Non-MSA	77	935	1.7	479	9.1	9.1	6.7	55.2	57.1	49.5	11.9	6.5	10.4	23.8	27.3	33.4	0.0	0.0	0.0
Total	**4,480**	**121,135**	**100.0**	**24,815**	**6.7**	**6.9**	**5.9**	**23.6**	**22.3**	**22.2**	**35.5**	**33.4**	**32.2**	**34.1**	**37.5**	**39.7**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of small loans to farms is excellent, based on excellent distribution in the Albuquerque, NM MSA.

Albuquerque, NM MSA

The geographic distribution of small loans to farms in the Albuquerque, NM MSA is excellent overall. The distribution is excellent in low-income geographies and moderate-income geographies. The proportion of the bank's small loans to farms in low-income geographies at 5.9 percent exceeds the 3.3 percent of farms in low-income geographies and the 3.5 percent performance for aggregate lenders. The bank's proportion of small loans to farms in moderate-income geographies at 45.5 percent exceeds the 25.9 percent of farms in moderate-income geographies and 44.7 percent performance for aggregate lenders.

New Mexico Non-MSA

The bank did not originate or purchase sufficient volumes of small loans to farms in the New Mexico Non-MSA to provide any meaningful analysis.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Albuquerque NM MSA	33	419	70.8	85	3.3	5.9	3.5	25.9	45.5	44.7	37.2	18.2	28.2	33.6	33.3	23.5	0.0	0.0	0.0
LS Farmington NM MSA	11	85	23.3	16	0.9	0.0	0.0	4.9	0.0	6.3	59.3	70.0	68.8	34.9	36.4	25.0	0.0	0.0	0.0
LS Las Cruces NM MSA	12	65	21.4	40	4.3	0.0	0.0	43.5	41.7	57.5	12.6	0.0	5.0	39.6	58.3	37.5	0.0	0.0	0.0
LS Santa Fe NM MSA	0	0	0.0	16	5.0	0.0	0.0	12.7	0.0	6.3	34.9	0.0	37.5	47.5	0.0	56.3	0.0	0.0	0.0
FS New Mexico Non-MSA	0	0	0.0	5	0.0	0.0	0.0	37.5	0.0	100.0	2.5	0.0	0.0	60.0	0.0	0.0	0.0	0.0	0.0
Total	**56**	**569**	**100.0**	**162**	**3.6**	**4.2**	**1.9**	**25.8**	**35.7**	**42.0**	**33.1**	**23.2**	**26.5**	**37.5**	**39.3**	**29.6**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Albuquerque, NM MSA and adequate in the New Mexico Non-MSA.

Albuquerque, NM MSA

The bank's distribution of home mortgage loans by borrower income in the Albuquerque, NM MSA is good overall. The distribution is adequate to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 9.5 percent is significantly lower than the 22.2 percent of low-income families, yet higher than the 6.1 percent performance for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 18.9 percent exceeds the 17.9 percent of moderate-income families and the 17.5 percent performance for aggregate lenders.

New Mexico Non-MSA

The bank's distribution of home mortgage loans by borrower income in the New Mexico Non-MSA is adequate overall. The distribution is very poor to low-income borrowers and excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income families at 0 percent is significantly lower than the 30.3 percent of low-income families and the 4.6 percent performance for aggregate lenders. The proportion of home mortgage loans to moderate-income families at 18.2 percent is slightly lower than the proportion of moderate-income families at 19.0 percent, but is higher than the 9.9 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Albuquerque NM MSA	1,932	304,862	70.8	27,653	22.2	9.5	6.1	17.9	18.9	17.5	19.2	18.9	19.3	40.8	39.6	37.4	0.0	13.0	19.7
LS Farmington NM MSA	122	17,043	4.5	2,066	23.9	10.7	3.1	15.8	19.7	13.4	18.0	19.7	19.9	42.3	39.3	39.7	0.0	10.7	23.8
LS Las Cruces NM MSA	231	28,613	8.5	5,121	25.1	5.6	2.5	16.5	18.2	8.6	16.3	19.0	18.9	42.1	48.5	48.2	0.0	8.7	21.8
LS Santa Fe NM MSA	420	132,578	15.4	4,171	23.6	9.3	5.1	16.1	11.7	14.1	18.9	17.4	20.0	41.4	53.8	46.5	0.0	7.9	14.4
FS New Mexico Non-MSA	22	2,436	1.0	373	30.3	0.0	4.6	19.0	18.2	9.9	18.2	25.0	19.0	32.5	55.0	49.3	0.0	18.2	17.2
Total	**2,727**	**485,532**	**100.0**	**39,384**	**23.2**	**9.1**	**5.4**	**17.3**	**17.7**	**15.7**	**18.6**	**18.7**	**19.4**	**40.9**	**42.6**	**40.0**	**0.0**	**11.8**	**19.6**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36 percent of its small loans to businesses. The distribution is good in the Albuquerque, NM MSA and the New Mexico Non-MSA.

Albuquerque, NM MSA

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less in the Albuquerque, NM MSA is good. The proportion of the bank's small loans to businesses at 53 percent is lower than the 78.8 percent of businesses with gross annual revenues of $1 million or less. However, considering that the bank's distribution is exceeds the 44.1 percent performance for aggregate lenders, overall performance is good.

New Mexico Non-MSA

The bank's distribution of small loans to businesses with gross annual revenues of $1 million or less in the New Mexico Non-MSA is good. The proportion of the bank's small loans to businesses at 48.1 percent is lower than the 66.5 percent of businesses with gross annual revenues of $1 million or less. However, considering the bank's distribution exceeds the 44.3 percent performance for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Albuquerque NM MSA	3,026	95,583	67.5	17,242	78.8	53.0	44.1	4.9	12.2	16.3	34.8
LS Farmington NM MSA	296	4,711	8.2	1,348	73.8	43.6	38.5	5.9	12.8	20.3	43.6
LS Las Cruces NM MSA	333	4,843	7.4	2,150	75.8	55.9	45.5	4.6	13.2	19.6	30.9
LS Santa Fe NM MSA	748	15,063	16.7	3,596	80.1	54.0	49.1	3.8	7.6	16.1	38.4
FS New Mexico Non-MSA	77	935	1.7	479	66.5	48.1	44.3	6.2	6.5	27.3	45.5
Total	**4,480**	**121,135**	**100.0**	**24,815**	**78.0**	**52.7**	**44.6**	**4.8**	**11.5**	**17.2**	**35.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate, based on the adequate distribution in the Albuquerque, NM MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 41 percent of its small loans to farms.

Albuquerque, NM MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Albuquerque, NM MSA is adequate. Approximately 51.5 percent of the bank's small loans were to farms with gross annual revenues of $1 million or less. The bank's proportion is lower than the 96.2 percent of farms with gross annual revenues of $1 million or less, which indicates poor performance. However, considering the bank's proportion of loans is close to the 54.1 percent performance for aggregate lenders, overall performance is adequate.

New Mexico Non-MSA

The bank did not originate or purchase sufficient volumes of small loans to farms in the New Mexico Non-MSA to provide any meaningful analysis.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Albuquerque NM MSA	33	419	58.9	85	96.2	51.5	54.1	2.3	8.3	1.5	42.4
LS Farmington NM MSA	11	85	31.6	16	97.4	72.7	68.8	2.1	16.7	0.5	20.0
LS Las Cruces NM MSA	12	65	28.1	40	90.8	55.6	45.0	7.3	0.0	1.9	58.3
LS Santa Fe NM MSA	0	0	0.0	16	98.0	0.0	56.3	1.6	0.0	0.5	0.0
FS New Mexico Non-MSA	0	0	0.0	5	97.5	0.0	80.0	2.5	0.0	0.0	0.0
Total	**56**	**569**	**100.0**	**162**	**95.5**	**53.6**	**54.3**	**3.1**	**7.0**	**1.3**	**41.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of New Mexico.

Albuquerque, NM MSA

CD lending has a neutral effect on the bank's Lending Test performance in the Albuquerque, NM MSA. During the evaluation period, the bank originated four CD loans totaling $14.3 million that helped provide 91 units of affordable housing within the assessment area. CD lending represents 4.2 percent of the allocated Tier 1 Capital. The bank met the community's credit needs primarily through retail lending.

Examples of CD loans include:

- The bank originated a $7.4 million loan to construct a 71-unit mixed-income multifamily housing development in Albuquerque, NM. Unit income restrictions are as follows, 15 units at 30 percent of area median income (AMI), 17 units at 40 percent of AMI, 17 units at 50 percent of AMI, 21 market rate units, and 1 unrestricted manager unit.

- The bank originated a $2.6 million loan to finance the construction of 21 modular single-family residences. Upon completion, the developer will sell all of the homes to low- and moderate-income families earning less than 80 percent of the AMI.

- The bank originated a $2.5 million loan to finance the construction of 21 modular single-family residences. Upon completion, the developer will sell all of the homes to low- and moderate-income families earning less than 80 percent of AMI.

New Mexico Non-MSA

CD lending has a negative effect on the bank's Lending Test performance in the New Mexico Non-MSA. The bank originated no CD loans during the evaluation period.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of New Mexico, lending under the MHA and HARP programs accounted for 88 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Las Cruces, NM MSA and Santa Fe, NM MSA is consistent with the bank's overall Outstanding performance under the Lending Test in the state of New Mexico. Performance in the Farmington, NM MSA is weaker than the overall Outstanding Lending Test performance primarily due to the weaker geographic distribution of loans and limited level of CD lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of New Mexico is rated High Satisfactory. Investment performance is excellent in the Albuquerque, NM MSA and adequate in the New Mexico Non-MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Albuquerque, NM MSA

In the Albuquerque, NM MSA, Bank of America has an excellent level of CD investments. The bank made 92 community development investments during the current evaluation period totaling $35.6 million. Approximately $35 million or 99 percent of the current period investment dollars supported 192 units of affordable housing. In addition, the bank has 65 community development investments totaling $5.8 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Outstanding prior period and current period investments total $41.4 million or 12.3 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are innovative or complex with LIHTCs representing approximately $24 million or 67 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $12.2 million in a LIHTC to finance the construction of a 68-unit apartment complex located in Albuquerque, NM. Of the units to be constructed, 56 units are restricted to renters with incomes at or below 60 percent of the area median income (AMI).

- The bank invested $11.8 million in a LIHTC to finance the construction of a 71-unit mixed-income multifamily housing development in Albuquerque, NM. Unit income restrictions are as follows, 15 units at 30 percent of the AMI, 17 units at 40 percent of the AMI, 17 units at 50 percent of the AMI, 21 market rate units, and 1 unrestricted manager unit.

- The bank invested $319,000 in commercial mortgage-backed securities (CMBS) backed by pools of multifamily mortgage loans. A 120-unit multifamily affordable housing development with 48 units that are income restricted to at or below 60 percent of AMI secures this transaction.

New Mexico Non-MSA

Bank of America's performance under the Investment Test in the New Mexico Non-MSA is adequate. The bank made seven community development investments during the current evaluation period totaling $202,000. Approximately $190,000 or 94 percent of the current period investment dollars supported two units of affordable housing. In addition, the bank has one community development investment totaling $293,000 made during a prior evaluation period that is still outstanding and continues to provide benefit to the community. Outstanding prior period and current period investments total $495,000 or 6.1 percent of the bank's Tier 1 Capital allocated to the assessment area.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: NEW MEXICO				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments				Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s		#	$(000s)
Full Review										
Albuquerque, NM	65	5,758	92	35,621	157	41,379	72.15		1	468
New Mexico Non-MSA	1	293	7	202	8	495	0.86		0	0
Limited Review										
Farmington, NM	8	259	14	580	22	839	1.46		0	0
Las Cruces, NM	8	267	22	746	30	1,013	1.77		0	0
Santa Fe, NM	5	109	16	2,103	21	2,211	3.86		0	0
NEW MEXICO - Statewide	0	0	26	280	26	280	0.49		0	0
NEW MEXICO - Non Assessed	17	5,174	31	5,961	48	11,135	19.42		0	0
NEW MEXICO	104	11,860	208	45,493	312	57,352	100.00		1	468

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Farmington, NM MSA, Las Cruces, NM MSA, and Santa Fe, NM MSA is weaker than the bank's overall High Satisfactory performance under the Investment Test in the state of New Mexico. Performance is weaker primarily due to lower levels of CD investments relative to the bank's capacity in those assessment areas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of New Mexico is rated Outstanding. Service Test performance is excellent in the Albuquerque, NM MSA and New Mexico Non-MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Albuquerque, NM MSA

BANA's service delivery systems in the Albuquerque, NM MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank's 18 financial centers in each tract income category with the distribution of the population in those same tract categories. The bank has two financial centers in low-income geographies representing 11.1 percent of its financial centers. Considering 4.5 percent of the population lives in low-income geographies, financial center distribution in low-income geographies is excellent. The bank has five financial centers in moderate-income geographies representing

27.8 percent of its financial centers. Considering 31.7 percent of the population lives in moderate-income geographies, financial center distribution in moderate-income geographies is good.

Examiners also considered the bank's alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking were considered in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportion of customers in low- and moderate-income geographies using the various ADS platforms compares favorably to the proportion of individuals living in low- and moderate-income geographies.

The bank has three financial centers in middle- and upper-income geographies that are adjacent to or are in very close proximity to low- and moderate-income geographies. These adjacent financial centers further improve access of service delivery systems to low- and moderate-income individuals and geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed five financial centers, including three in moderate-income geographies and two in middle-income geographies. Despite these closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment areas, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial center lobby hours are primarily 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm Friday, and 9:00 am to 1:00 pm Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Albuquerque NM MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	10	4.9	39,561	4.5	2	11.1	5	9.1	0	0.0	0	0.0
Moderate	58	28.6	281,405	31.7	5	27.8	14	25.5	0	0.0	3	60.0
Middle	72	35.5	298,454	33.6	8	44.4	22	40.0	0	0.0	2	40.0
Upper	62	30.5	267,657	30.2	3	16.7	14	25.5	0	0.0	0	0.0
NA	1	0.5	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**203**	**100.0**	**887,077**	**100.0**	**18**	**100.0**	**55**	**100.0**	**0**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

New Mexico Non-MSA

BANA's service delivery systems in the New Mexico Non-MSA are readily accessible to geographies and individuals of different income levels, based on a comparison of the bank's financial centers in each tract income category to the distribution of the population in those same tract categories. The bank has no financial centers in low-income geographies. Its sole financial center is located in a moderate-income geography.

Examiners also considered the bank's alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking were considered in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a neutral effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed one financial center in a middle-income geography.

Banking products, services, and hours of operations do not vary in a way that inconveniences the assessment areas, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours for the single branch are 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm Friday, and 9:00 am to 1:00 pm Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS New Mexico Non-MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	1	5.9	3,186	4.5	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	11	64.7	49,705	69.5	1	100.0	6	85.7	0	0.0	0	0.0
Middle	3	17.6	11,683	16.3	0	0.0	1	14.3	0	0.0	1	100.0
Upper	2	11.8	6,918	9.7	0	0.0	0	0.0	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**17**	**100.0**	**71,492**	**100.0**	**1**	**100.0**	**7**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Albuquerque, NM MSA

The bank provides a relatively high level of community development services within the Albuquerque, NM MSA. During the evaluation period, the bank participated with community development organizations to provide 90 community development services targeted to low- and moderate-income individuals. Employees provided 19 financial education workshops and 46 foreclosure prevention workshops for 580 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 18 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, seven employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

New Mexico Non-MSA

The bank provides a limited level of community development services within the New Mexico Non-MSA. During the evaluation period, the bank participated with community development organizations to provide five community development services targeted to low- and moderate-income individuals. Employees provided five financial education workshops for 40 individuals that were primarily from low- and moderate-income families. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Las Cruces, NM MSA and Santa Fe, NM MSA is consistent with the bank's overall Outstanding performance under the Service Test in New Mexico. Performance in the Farmington, NM MSA is weaker than the overall Outstanding performance for the state of New Mexico due to the lack of any financial centers in low- or moderate-income geographies.

State of New York

CRA Rating for New York **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- High level of CD lending that has a significantly positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in the State of New York

The state of New York is Bank of America's 24th largest rating area based on its total deposits in the state when excluding deposits in the New York-Newark-Jersey City, NY-NJ Multistate MSA. Examiners excluded the multistate MSA from the analysis of the state of New York because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $7.1 billion or 0.6 percent of its total domestic deposits in financial centers in areas of the state of New York that do not include the New York-Newark-Jersey City, NY-NJ Multistate MSA. Of the 89 depository financial institutions operating in the areas of the state that do not include the multistate MSA, Bank of America, with a deposit market share of 5.3 percent, is the fourth largest. The bank's primary banking competitors for deposits in the state of New York with deposit shares greater than 5 percent include Manufacturers and Traders Trust Company (26.2 percent), KeyBank (12.6 percent), First Niagara Bank (12.6 percent), and Citizens Bank (5.1 percent). As of December 31, 2016, BANA operated 73 financial centers and 135 full service ATMs in the areas of the state of New York that do not include the multistate MSA.

Refer to the community profiles for the state of New York in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in New York

Examiners selected three assessment areas for full-scope reviews and the remaining five assessment areas for limited-scope reviews. The full-scope assessment areas were the Buffalo-Cheektowaga-Niagara Falls, NY MSA, Kingston, NY MSA, and Syracuse, NY MSA. Examiners based the conclusions and ratings on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 8,238 home mortgage loans totaling $1.3 billion, 24,492 small loans to businesses totaling $889.8 million, 432 small loans to farms totaling $5.2 million, and 44 CD loans totaling $256 million. Lending volumes include loans originated or purchased in the Glenn Falls, NY MSA and the counties of Columbia, Greene, Fulton, Montgomery, and Sullivan, which the bank no longer designates as assessment areas due to the bank's closure or sale of all financial centers and deposit-taking ATMs in those communities. In addition, the lending volumes include loans originated or purchased in the Poughkeepsie-Newburgh-Middletown, NY prior to the MSA's inclusion in the New York-Newark-Jersey City, NY-NJ Multistate MSA in 2014. Based on loan volume, examiners weighted small loans to businesses, representing 74 percent of the volume, the most followed by home mortgage lending at 25 percent, and small loans to farms at 1.3 percent.

Examiners conducted telephone interviews with five local community service agencies representing neighborhood housing, employment, and community service needs. The organizations identified the following as needs across the state:

- Commercial office space
- Development in city neighborhoods outside of downtown areas
- Higher income jobs
- Affordable housing construction
- Affordable home mortgage loan products that comply with qualified mortgage requirements
- Rehabilitation of vacant properties, especially those with structural issues
- Neighborhood revitalization and stabilization in LMI communities
- Language assistance in purchasing homes
- Post home ownership counseling
- Non-profit assistance for first-time homebuyer programs
- Small business capital loans
- Small dollar lending
- Low cost and/or free checking

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NEW YORK

LENDING TEST

Conclusions in the Area Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of New York is rated Outstanding, based on excellent lending activity, excellent geographic distribution, and good borrower income distribution. CD lending has a significantly positive effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of New York is excellent. Lending activity is excellent in the Buffalo-Cheektowaga-Niagara Falls, NY MSA, Kingston, NY MSA, and Syracuse, NY MSA.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

Lending activity in the Buffalo-Cheektowaga-Niagara Falls, NY MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 5.1 percent. The bank ranks fourth among 16 depository financial institutions in the assessment area, which places it in the top 25 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks 12th among 261 home mortgage lenders, which places it in the top 5 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 9 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 101 small business lenders, which places it in the top 3 percent of lenders in the MSA. For small loans to farms, the bank has a market share of 6.1 percent based on the number of small loans to farms originated or purchased. The bank ranks fifth among 17 farm lenders, which places it in the top 30 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Kingston, NY MSA

Lending activity in the Kingston, NY MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 13.1 percent. The bank ranks second among 21 depository financial institutions in the assessment area, which places it in the top 10 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1 percent based on the number of home mortgage loans originated or purchased. The bank ranks 21st among 187 home mortgage lenders, which places it in the top 12 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a market share of 11.3 percent of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks second among 65 small business lenders, which places it in the top 4 percent of lenders in the MSA. According to peer farm data for 2016, the bank has a market share of 32.3 percent based on the number of small loans to farms originated or purchased. The bank ranks first among 10 farm lenders, which places it in the top 10 percent of lenders. Considering the bank's higher ranking among all lenders for small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Syracuse, NY MSA

Lending activity in the Syracuse, NY MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 14.8 percent. The bank ranks second among 16 depository financial institutions in the assessment area, which places it in the top 13 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 0.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks 27th among 214 home mortgage lenders, which places it in the top 13 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 6.1 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks seventh among 92 small business lenders, which places it in the top 8 percent of lenders in the MSA. For small loans to farms, the bank has a market share of 11.8 percent based on the number of small loans to farms originated or purchased. The bank ranks fourth among 19 farm lenders, which places it in the top 22 percent of lenders. Considering the bank's ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume — **2012-2016**

LENDING VOLUME — Geography: NEW YORK — Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Buffalo, NY	23.20	2,153	314,002	5,495	227,845	43	876	12	36,029	7,703	578,752	30.66
Kingston, NY	5.99	236	47,487	1,716	37,022	26	307	10	2,904	1,988	87,720	5.61
Syracuse, NY	11.72	945	113,698	2,883	77,175	59	736	4	71,807	3,891	263,416	25.54
Limited Review												
Albany, NY	21.29	1,480	277,598	5,505	249,047	75	966	10	112,625	7,070	640,236	25.35
Glens Falls, NY	1.40	177	37,500	276	7,314	11	51	0	0	464	44,865	0.00
Ithaca, NY	1.23	48	7,971	355	6,462	4	26	0	0	407	14,459	0.00
Poughkeepsie, NY	6.30	729	183,024	1,345	49,189	16	97	1	667	2,091	232,977	0.00
Rochester, NY	20.00	1,766	258,217	4,750	169,007	122	1,641	4	1,660	6,642	430,525	11.93
Utica, NY	4.23	327	31,598	1,037	32,712	38	242	1	23,662	1,403	88,214	0.00
New York Non-MSA	4.66	377	61,041	1,130	34,073	38	217	2	6,633	1,547	101,964	0.91
NEW YORK	100.00	8,238	1,332,136	24,492	889,846	432	5,159	44	255,987	33,206	2,483,128	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of home mortgage loans is excellent. The distribution is good in the Buffalo-Cheektowaga-Niagara Falls, NY MSA and excellent in the Kingston, NY MSA and Syracuse, NY MSA.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

The geographic distribution of home mortgage loans in the Buffalo-Cheektowaga-Niagara Falls, NY MSA is good. The distribution of the bank’s home mortgage lending is good in both low- and moderate-income geographies. The distribution of the bank’s home mortgage loans in low-income geographies at 3.6 percent is lower than the 5 percent of owner-occupied housing units in low-income geographies, but it is higher than the 2.5 percent performance of aggregate lenders. The distribution in moderate-income geographies at 11.4 percent is lower than the 14.3 percent of owner-occupied housing units in moderate-income geographies, and it is higher than the 11 percent performance for aggregate lenders.

Kingston, NY MSA

The geographic distribution of home mortgage loans in the Kingston, NY MSA is excellent. The distribution of the bank’s home mortgage lending is excellent in moderate-income geographies. Because there are no low-income census tracts, examiners based the conclusion for this MSA on the performance in moderate-income geographies. The distribution in moderate-income geographies at 9.8 percent is slightly lower than the 10.4 percent of owner-occupied housing units in moderate-income geographies, and it is higher than the 8.6 percent performance for aggregate lenders.

Syracuse, NY MSA

The geographic distribution of home mortgage loans in the Syracuse, NY MSA is excellent. The distribution of the bank’s home mortgage lending is excellent in both low- and moderate-income geographies. The distribution of the bank’s home mortgage loans in low-income geographies at 4 percent is higher than the 3.3 percent of owner-occupied housing units in low-income geographies and higher than the 2.2 percent performance of aggregate lenders. The distribution in moderate-income geographies at 13.7 percent is higher than the 13.6 percent of owner-occupied housing units in moderate-income geographies and it is higher than the 12.5 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			**2014-16**
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Buffalo-Cheektowaga-Niagara Falls NY MSA	1,100	175,500	32.8	23,954	5.0	3.6	2.5	14.3	11.4	11.0	43.1	36.8	43.8	37.7	48.2	42.7	0.0	0.0	0.0
FS Kingston NY MSA	102	20,370	3.0	3,128	0.0	0.0	0.0	10.4	9.8	8.6	74.4	73.5	75.6	15.2	16.7	15.8	0.0	0.0	0.0
FS Syracuse NY MSA	423	54,664	12.6	15,482	3.3	4.0	2.2	13.6	13.7	12.5	49.2	42.1	47.4	34.0	40.2	37.9	0.0	0.0	0.0
LS Albany-Schenectady-Troy NY MSA	668	132,169	19.9	21,879	4.4	3.7	3.2	11.3	9.1	9.5	56.6	53.4	57.2	27.8	33.7	30.2	0.0	0.0	0.0
LS Ithaca NY MSA	17	2,353	0.5	1,623	0.2	0.0	0.2	15.7	23.5	13.2	62.4	58.8	63.5	21.6	17.6	22.6	0.0	0.0	0.4
LS New York Non-MSA	58	7,951	1.7	1,182	0.0	0.0	0.0	7.0	10.3	9.0	64.8	67.2	62.7	28.2	22.4	28.3	0.0	0.0	0.0
LS Rochester NY MSA	862	136,425	25.7	28,034	3.1	3.6	2.1	10.6	7.0	9.0	57.1	51.3	57.4	29.2	38.1	31.5	0.0	0.1	0.0
LS Utica-Rome NY MSA	124	11,980	3.7	6,603	2.9	0.8	2.4	8.8	10.5	8.2	60.0	57.3	58.4	28.2	31.5	30.9	0.0	0.0	0.0
Total	**3,354**	**541,412**	**100.0**	**101,885**	**3.6**	**3.4**	**2.3**	**12.1**	**10.0**	**10.1**	**53.2**	**47.0**	**53.4**	**31.1**	**39.5**	**34.1**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is good in the Buffalo-Cheektowaga-Niagara Falls, NY MSA and Kingston, NY MSA and excellent in the Syracuse, NY MSA.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

The geographic distribution of small loans to businesses in the Buffalo-Cheektowaga-Niagara Falls, NY MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 6.1 percent is lower than the 8 percent of businesses in low-income geographies and it is lower than the 7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.8 percent is lower than the 14.6 percent of businesses in moderate-income geographies and it is lower than the 13.8 percent performance for aggregate lenders.

Kingston, NY MSA

The geographic distribution of small loans to businesses in the Kingston, NY is good. Because there are no low-income census tracts, examiners based the conclusion on the bank's performance in moderate-income geographies. The distribution in moderate-income geographies at 11.2 percent is lower than the 13.2 percent of businesses in moderate-income geographies, and slightly higher than the 11.1 percent performance for aggregate lenders.

Syracuse, NY MSA

The geographic distribution of small loans to businesses in Syracuse, NY MSA is excellent. Performance is excellent in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 14.7 percent is higher than the 13.3 percent of businesses in low-income geographies and it is higher than the 11.4 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.1 percent is lower than the 14.1 percent of businesses in moderate-income geographies and it is lower than the 12.5 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Buffalo-Cheektowaga-Niagara Falls NY MSA	3,550	138,912	25.7	14,981	8.0	6.1	7.0	14.6	12.8	13.8	40.9	39.0	38.6	36.0	41.9	40.5	0.4	0.1	0.1
FS Kingston NY MSA	1,106	21,209	8.0	3,517	0.0	0.0	0.0	13.2	11.2	11.1	69.7	73.0	70.8	17.1	15.8	18.1	0.0	0.0	0.0
FS Syracuse NY MSA	1,733	43,728	12.6	9,663	13.3	14.7	11.4	14.1	12.1	12.5	43.5	39.6	46.0	29.1	33.6	30.1	0.0	0.0	0.0
LS Albany-Schenectady-Troy NY MSA	3,485	152,449	25.2	12,777	7.4	7.5	6.8	15.5	11.8	12.8	50.6	47.2	51.5	26.5	33.5	29.0	0.0	0.0	0.0
LS New York Non-MSA	246	5,860	1.8	967	0.0	0.0	0.0	12.7	10.6	8.6	66.0	61.0	66.1	21.3	28.5	25.3	0.0	0.0	0.0
LS Ithaca NY MSA	207	3,066	1.5	1,605	0.2	1.4	0.7	24.7	18.4	23.1	47.4	41.1	49.3	27.3	39.1	26.8	0.3	0.0	0.1
LS Rochester NY MSA	3,000	103,300	21.7	16,606	9.2	8.6	7.6	11.0	8.3	8.9	50.9	47.1	51.3	28.7	36.0	32.1	0.2	0.1	0.1
LS Utica-Rome NY MSA	479	12,873	3.5	3,752	4.6	3.3	4.6	13.6	13.2	14.1	54.8	53.9	50.5	25.5	29.0	29.6	1.5	1.0	1.2
Total	**13,806**	**481,397**	**100.0**	**63,868**	**8.1**	**7.3**	**7.0**	**13.9**	**11.4**	**12.1**	**48.4**	**46.6**	**48.8**	**29.3**	**34.7**	**32.0**	**0.3**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is poor in the Buffalo-Cheektowaga-Niagara Falls, NY MSA and Kingston, NY MSA and it is excellent in the Syracuse, NY MSA.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

The geographic distribution of small loans to farms in the Buffalo-Cheektowaga-Niagara Falls, NY MSA is poor. Performance is poor in low-income geographies and poor in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 2.6 percent of farms in low-income geographies, but is consistent with the 0 percent for aggregate lenders. The distribution in moderate-income geographies at 0 percent is lower than the 5.6 percent of farms in moderate-income geographies and it is lower than the 1.2 percent performance for aggregate lenders.

Kingston, NY MSA

The geographic distribution of small loans to farms in the Kington, NY MSA is poor. Because the Kingston, NY MSA has no low-income census tracts, the conclusion is based on performance in moderate-income geographies. Performance is poor in moderate-income geographies. The distribution in moderate-income geographies at 0 percent is lower than the 6.3 percent of farms in moderate-income geographies, but is consistent with the 0 percent performance for aggregate lenders.

Syracuse, NY MSA

The geographic distribution of small loans to farms in the Syracuse, NY MSA is excellent. Performance is excellent in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 10.5 percent significantly exceeds the 1.8 percent of farms in low-income geographies and it is significantly higher than the 0.7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 11.1 percent is higher than the 9.6 percent of farms in moderate-income geographies and it is higher than the 7.3 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Buffalo-Cheektowaga-Niagara Falls NY MSA	31	696	12.5	163	2.6	0.0	0.0	5.6	0.0	1.2	50.6	74.2	63.8	41.2	25.8	35.0	0.0	0.0	0.0
FS Kingston NY MSA	21	277	8.4	31	0.0	0.0	0.0	6.3	0.0	0.0	68.2	71.4	64.5	25.5	28.6	35.5	0.0	0.0	0.0
FS Syracuse NY MSA	38	600	20.9	150	1.8	10.5	0.7	9.6	11.1	7.3	58.8	52.6	72.0	29.7	31.6	20.0	0.0	0.0	0.0
LS Albany-Schenectady-Troy NY MSA	41	654	17.8	91	1.8	0.0	0.0	10.2	6.9	16.5	65.6	78.0	72.5	22.4	17.1	11.0	0.0	0.0	0.0
LS New York Non-MSA	9	42	5.5	98	0.0	0.0	0.0	1.5	0.0	0.0	60.2	55.6	46.9	38.3	44.4	53.1	0.0	0.0	0.0
LS Ithaca NY MSA	3	23	1.8	27	0.0	0.0	0.0	18.6	0.0	48.1	68.6	100.0	48.1	12.8	0.0	3.7	0.0	0.0	0.0
LS Rochester NY MSA	80	1,308	32.1	731	1.5	0.0	0.0	7.6	8.8	8.6	69.6	73.8	85.4	21.4	17.5	6.0	0.0	0.0	0.0
LS Utica-Rome NY MSA	26	151	10.4	142	0.8	0.0	0.0	2.0	0.0	0.7	78.7	76.9	86.6	18.5	23.1	12.7	0.0	0.0	0.0
Total	**249**	**3,751**	**100.0**	**1,433**	**1.6**	**1.6**	**0.1**	**7.6**	**4.4**	**7.3**	**64.1**	**71.1**	**77.0**	**26.8**	**22.9**	**15.6**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is adequate in the Buffalo-Cheektowaga-Niagara Falls, NY MSA and Kingston, NY MSA and excellent in the Syracuse, NY MSA.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

The distribution of home mortgage loans by borrower income in the Buffalo-Cheektowaga-Niagara Falls, NY MSA is adequate. The distribution is poor for low-income borrowers and good for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 5.9 percent is lower than the 21.6 percent of low-income families and it is lower than the 7.5 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 16.5 percent is lower than the 17.4 percent of moderate-income families and it is lower than the 20.4 percent performance for aggregate lenders.

Kingston, NY MSA

The distribution of home mortgage loans by borrower income in the Kingston, NY MSA is adequate. The distribution is poor for low-income borrowers and good for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 4.9 percent is lower than the 19.6 percent of low-income families and it is lower than the 5.7 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 15.7 percent is lower than the 17.8 percent of moderate-income families and it is lower than the 16.7 percent performance for aggregate lenders.

Syracuse, NY MSA

The distribution of home mortgage loans by borrower income in the Syracuse, NY MSA is excellent. The distribution is good for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 13.7 percent is lower than the 21.3 percent of low-income families, but higher than the 9.1 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 21.7 percent is higher than the 17.1 percent of moderate-income families and it is higher than the 21.3 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																				2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers			
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	
FS Buffalo-Cheektowaga-Niagara Falls NY MSA	1,100	175,500	32.8	23,954	21.6	5.9	7.5	17.4	16.5	20.4	20.9	22.5	23.1	40.1	45.9	31.9	0.0	9.1	17.1	
FS Kingston NY MSA	102	20,370	4.4	3,128	19.6	4.9	5.7	17.8	15.7	16.7	23.0	27.5	24.7	39.6	42.2	41.6	0.0	9.8	11.3	
FS Syracuse NY MSA	423	54,664	12.6	15,482	21.3	13.7	9.1	17.1	21.7	21.3	21.5	24.1	23.4	40.0	29.3	31.9	0.0	11.1	14.3	
LS Albany-Schenectady-Troy NY MSA	668	132,169	19.9	21,879	20.5	9.3	7.5	18.1	19.6	20.9	21.8	23.8	23.8	39.6	37.7	32.4	0.0	9.6	15.4	
LS Ithaca NY MSA	17	2,182	1.7	1,623	19.4	17.6	4.8	18.9	11.8	17.4	20.4	11.8	23.6	41.2	41.2	46.1	0.0	17.6	8.1	
LS New York Non-MSA	58	7,951	1.7	1,182	15.5	10.3	5.4	16.2	15.5	19.3	23.1	22.4	28.5	45.3	41.4	30.3	0.0	10.3	16.5	
LS Rochester NY MSA	862	136,425	25.7	28,034	20.4	10.3	8.2	17.4	18.0	20.6	22.2	19.0	23.1	40.1	43.9	34.7	0.0	8.8	13.4	
LS Utica-Rome NY MSA	124	11,980	3.7	6,603	21.1	12.9	7.6	17.3	24.2	20.3	21.4	21.8	25.2	40.3	27.4	37.8	0.0	13.7	9.1	
Total	**3,354**	**541,412**	**100.0**	**101,885**	**20.8**	**9.1**	**7.8**	**17.5**	**18.4**	**20.5**	**21.6**	**22.2**	**23.6**	**40.1**	**40.8**	**33.7**	**0.0**	**9.6**	**14.4**	

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The distribution is good in the Buffalo-Cheektowaga-Niagara Falls, NY MSA, good in the Kingston, NY MSA, and good in the Syracuse, NY MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 37 percent of its small loans to businesses.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

The distribution in the Buffalo-Cheektowaga-Niagara Falls, NY MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 52.1 percent is lower than the 74.9 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 46.4 percent for aggregate lenders, overall performance is good.

Kingston, NY MSA

The distribution in the Kingston, NY MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 55.9 percent is lower than the 80.5 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 48.6 percent for aggregate lenders, overall performance is good.

Syracuse, NY MSA

The distribution in the Syracuse, NY MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 49.9 percent is lower than the 75.2 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 43.9 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Buffalo-Cheektowaga-Niagara Falls NY MSA	3,550	138,912	25.7	14,981	74.9	52.1	46.4	6.7	13.9	18.4	34.0
FS Kingston NY MSA	1,106	21,209	8.0	3,517	80.5	55.9	48.6	4.0	7.2	15.6	36.9
FS Syracuse NY MSA	1,733	43,728	12.6	9,663	75.2	49.9	43.9	6.3	11.4	18.5	38.7
LS Albany-Schenectady-Troy NY MSA	3,485	152,449	25.2	12,777	74.9	48.7	46.3	5.9	13.9	19.2	37.5
LS New York Non-MSA	246	5,860	1.8	967	73.7	44.7	56.8	6.1	15.9	20.1	39.4
LS Ithaca NY MSA	207	3,066	1.6	1,605	74.4	47.3	49.8	5.5	10.1	20.1	42.5
LS Rochester NY MSA	3,000	103,300	21.7	16,606	76.1	50.1	45.2	6.3	13.5	17.6	36.4
LS Utica-Rome NY MSA	479	12,873	3.5	3,752	75.1	40.9	50.6	6.0	12.9	19.0	46.1
Total	**13,806**	**481,397**	**100.0**	**63,868**	**75.5**	**50.2**	**46.3**	**6.2**	**12.9**	**18.3**	**36.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is adequate in the Buffalo-Cheektowaga-Niagara Falls, NY MSA and Kingston, NY MSA and poor in the Syracuse, NY MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 46 percent of its small loans to farms.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

The distribution in the Buffalo-Cheektowaga-Niagara Falls, NY MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 45.2 percent is lower than the 95.8 percent of farms with gross annual revenues of $1 million or less. However, the distribution exceeds the 37.4 percent performance for aggregate lenders.

Kingston, NY MSA

The distribution in the Kingston, NY MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 47.6 percent is lower than the 97.1 percent of farms with gross annual revenues of $1 million or less. However, the distribution exceeds the 32.3 percent performance for aggregate lenders.

Syracuse, NY MSA

The distribution in the Syracuse, NY MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 44.7 percent is lower than the 96.4 percent of farms with gross annual revenues of $1 million or less. The distribution is also lower than the 57.3 percent performance for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Buffalo-Cheektowaga-Niagara Falls NY MSA	31	696	12.9	163	95.8	45.2	37.4	2.9	19.0	1.2	41.9
FS Kingston NY MSA	21	277	8.4	31	97.1	47.6	32.3	2.2	0.0	0.7	52.4
FS Syracuse NY MSA	38	600	17.2	150	96.4	44.7	57.3	2.8	6.7	0.8	50.0
LS Albany-Schenectady-Troy NY MSA	41	654	17.3	91	97.0	46.3	38.5	1.7	7.7	1.3	51.2
LS New York Non-MSA	9	42	5.5	98	93.9	66.7	49.0	5.1	0.0	0.9	33.3
LS Ithaca NY MSA	3	23	1.8	27	96.0	100.0	55.6	2.4	0.0	1.6	0.0
LS Rochester NY MSA	80	1,308	37.3	731	95.9	38.8	64.4	3.0	15.0	1.1	46.3
LS Utica-Rome NY MSA	26	151	15.1	142	98.2	50.0	62.0	0.7	7.7	1.1	46.2
Total	**249**	**3,751**	**100.0**	**1,433**	**96.4**	**45.4**	**56.8**	**2.6**	**8.0**	**1.1**	**46.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect overall on the bank's Lending Test performance in the state of New York.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

In the Buffalo-Cheektowaga-Niagara Falls, NY MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. The bank originated 12 CD loans totaling $36 million that primarily support affordable housing, community services and revitalization/ stabilization. CD loans helped to finance the development of 293 units of affordable housing. CD lending represents 13.2 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided $10.2 million in construction financing to build the Waterfront, Phase I, a 48-unit affordable housing multi-family development in a low-income census tract. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank renewed its $2.4 million construction loan for AD Price II, a 95-unit affordable housing development in Buffalo, NY targeted to seniors aged 55 or older. The original construction financing dates back to 2009. The development is now 98 percent occupied. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $3.5 million in financing to the Lockport City School District, through a Qualified Zone Academy Bond (QZAB), which strengthens schools serving a large concentration of low-income families. The School District used these funds to finance energy efficient equipment installed at schools within the district.

Kingston, NY MSA

In the Kingston, NY MSA, CD lending has a neutral effect on the lending performance in the assessment area. The bank originated 10 CD loans totaling $2.9 million that primarily support affordable housing and community services. The funds for affordable housing purposes were provided to a nationally recognized certified CDFI. The CDFI used the funds to refinance its existing non-performing loan portfolio, in which 51 percent of units in each development are affordable. The CD loans did not help to finance the development of any new units of affordable housing. CD lending represents 5.8 percent of the allocated Tier 1 Capital. The bank met the community's credit needs primarily through retail lending.

Syracuse, NY MSA

In the Syracuse, NY MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. The bank originated four CD loans totaling $71.8 million that primarily support affordable housing and community services. The bank provided similar funding to the same national CDFI described in the Kingston, NY MSA. The CD loans did not help to finance the development of any new units of affordable housing. CD lending represents 31.5 percent of the allocated Tier 1 Capital.

An example of CD loans includes:

- The bank provided $68.4 million for cash flow gap funding for the Syracuse City School District. Approximately 74 percent of the students in the district are eligible for reduced or free lunch.

Other Lending

Bank of America issued two standby letters of credit totaling $41.7 million dollars to support construction financing for multifamily affordable housing projects in Rochester and Syracuse, New York. While letters of credit are not reportable as CD loans, they sometimes support community development and thus receive positive consideration in the bank's CD lending performance.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Unlike in other rating areas, lending under the MHA and HARP programs accounted for only 17 percent of the dollar volume of all loans under flexible lending programs. In the state of New York, FHA loans account for 69 percent of the flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Albany-Schenectady-Troy, NY MSA, Ithaca, NY MSA, Rochester, NY MSA, Utica, NY MSA, and New York Non-MSA is consistent with the Outstanding Lending Test performance in the state of New York.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of New York is rated Outstanding. Investment performance is good in the Buffalo-Cheektowaga-Niagara Falls, NY MSA, adequate in the Kingston, NY MSA, and excellent in the Syracuse, NY MSA. Performance in limited-scope assessment areas has a positive effect on the state rating.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

In the Buffalo-Cheektowaga-Niagara Falls, NY MSA, Bank of America has a good level of CD investments. The bank made 102 investments during the current evaluation period totaling $19.4 million. Approximately $18.7 million or 96.4 percent of the current period investment dollars in the MSA supported nearly 336 units of affordable housing. In addition, the bank has 42 CD investments totaling $7.4 million it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $26.7 million or 9.8 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $17.9 million or 92 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $644,000 in a fund that invests directly and indirectly in partnerships that own affordable housing projects across the U.S. The partnerships use LIHTCs to help fund the projects. This transaction represents the amount allocated to Foxwood Place, a 164-unit affordable housing development within the MSA.

- The bank invested more than $182,000 in Resident Ownership Capital, a certified CDFI with a mission to make quality resident ownership possible by preserving and improving affordable communities, building assets for low- and moderate-income families and individuals, and supporting mutually supportive communities and leaders. As part of a larger $2 million commitment to the CDFI, this transaction is responsive to the affordable housing needs within the MSA.

- The bank made grants to United Way of Buffalo and Erie County during the evaluation period totaling $261,000. The investments helped to fund the organization's local programs that provide low- and moderate-income individuals with crisis assistance benefit screening, free tax preparation, financial education, asset-building opportunities, and employment preparation.

Kingston, NY MSA

In the Kingston, NY MSA, Bank of America has an adequate level of CD investments. The bank made 22 investments during the current evaluation period totaling $2.7 million. Approximately $2.7 million or 99.9 percent of the current period investment dollars in the MSA supported nearly 18 units of affordable housing. In addition, the bank has 10 CD investments totaling $481,000 it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $3.2 million or 6.3 percent of the bank's Tier 1 Capital allocated to the assessment area. None of the current period investments are innovative or complex with mortgage-backed securities representing $2.7 million or 100 percent of the investment dollars

Syracuse, NY MSA

In the Syracuse, NY MSA, Bank of America has an excellent level of CD investments. The bank made 92 investments during the current evaluation period totaling $20.3 million. Approximately $18.1 million or 89 percent of the current period investment dollars in the MSA supported over 300 units of affordable housing. In addition, the bank has 21 CD investments totaling $2.5 million it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $22.8 million or 10 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $17.1 million or 84 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $2 million in two separate transactions to Home Headquarters, a CDFI committed to creating housing and revitalization opportunities in the assessment area. Approximately 76 percent of the CDFI's lending benefitted low- and moderate-income families.

- The bank invested nearly $408,000 in a fund that makes direct and indirect investments in partnerships that own affordable housing projects around the U.S. LIHTCs support many of the projects. This transaction amount represents Bolivar Landing, which provides 24 units of affordable housing in Syracuse, NY.

- The bank invested more than $430,000 in a similar fund that makes direct and indirect investments in partnerships that own affordable housing projects throughout the U.S. LIHTCs support many of those projects. This transaction represents the Cedar Street Apartments, which provides 24 units of affordable housing in Syracuse, NY.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: NEW YORK				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Buffalo, NY	42	7,352	102	19,412	144	26,764	18.70	0	0
Kingston, NY	10	481	22	2,690	32	3,171	2.22	0	0
Syracuse, NY	21	2,513	92	20,317	113	22,829	15.95	0	0
Limited Review									
Albany, NY	19	6,411	25	29,268	44	35,679	24.92	1	13,000
Ithaca, NY	4	1,127	9	746	13	1,873	1.31	0	0
Rochester, NY	41	5,834	53	20,974	94	26,809	18.73	1	12,387
Utica, NY	18	942	13	1,173	31	2,114	1.48	0	0
New York Non-MSA	0	0	8	8,064	8	8,064	5.63	1	4,374
NEW YORK - Statewide	1	52	27	306	28	358	0.25	0	0
NEW YORK - Non Assessed	45	3,283	59	12,203	104	15,486	10.82	1	4,511
NEW YORK	201	27,995	410	115,152	611	143,147	100.00	4	34,272

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the in the Albany-Schenectady-Troy, NY MSA, Ithaca, NY MSA, Rochester, NY MSA, Utica, NY MSA, and New York Non-MSA is consistent with the Outstanding Investment Test performance in the state of New York.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of New York is rated High Satisfactory. Service Test performance is good in the Buffalo-Cheektowaga-Niagara Falls, NY MSA, excellent in the Kingston, NY MSA, and good in the Syracuse, NY MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Buffalo-Cheektowaga-Niagara Falls, NY MSA

In the Buffalo-Cheektowaga-Niagara Falls, NY MSA, the bank's delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 24 financial centers with the distribution of the population. The bank has four financial centers in low-income geographies representing 16.7 percent of its financial centers. Low-income geographies have 9.6 percent of the assessment area's population. In moderate-income geographies, the bank has three or 12.5 percent of its financial centers compared with 17 percent of the population.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customer's residency. In four of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform was near to or exceeded the percentage of the population in low- and moderate-income geographies.

The bank has six financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. Two of those financial centers are adjacent to low-income geographies and the remaining four financial centers are adjacent to moderate-income geographies. The adjacent financial centers help improve accessibility of retail banking services in low-and moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed 10 financial centers and opened none. The bank closed one financial center in a low-income geography, one in a moderate-income geography, and the remaining eight in middle- and upper-income geographies. Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 10:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Buffalo-Cheektowaga-Niagara Falls NY MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	37	12.5	108,694	9.6	4	16.7	8	17.4	0	0.0	1	10.0
Moderate	60	20.2	193,392	17.0	3	12.5	6	13.0	0	0.0	1	10.0
Middle	123	41.4	443,162	39.0	10	41.7	21	45.7	0	0.0	3	30.0
Upper	71	23.9	376,538	33.2	7	29.2	11	23.9	0	0.0	5	50.0
NA	6	2.0	13,723	1.2	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**297**	**100.0**	**1,135,509**	**100.0**	**24**	**100.0**	**46**	**100.0**	**0**	**100.0**	**10**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Kingston, NY MSA

In the Kingston, NY MSA, the bank's delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's five financial centers with the distribution of the population. There are no low-income census tracts in the MSA. The bank has two financial centers in moderate-income geographies representing 40 percent of its financial centers. Moderate-income geographies have 12.3 percent of the assessment area's population.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customer's residency. In four of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform exceeded the percentage of the population in low- and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed two financial centers in middle-income geographies.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm on Friday, and 9:00 am to 12:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Kingston NY MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	7	14.9	22,450	12.3	2	40.0	4	36.4	0	0.0	0	0.0
Middle	33	70.2	131,881	72.3	3	60.0	6	54.5	0	0.0	2	100.0
Upper	7	14.9	28,162	15.4	0	0.0	1	9.1	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**47**	**100.0**	**182,493**	**100.0**	**5**	**100.0**	**11**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Syracuse, NY MSA

In the Syracuse, NY MSA, the bank's delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 11 financial centers with the distribution of the population. The bank has one financial center in a low-income geography representing 9.1 percent of its financial centers. Low-income geographies have 10.3 percent of the assessment area's population. In moderate-income geographies, the bank has one financial center, representing 9.1 percent of its financial centers compared with 16.2 percent of the population.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have no effect on the retail banking services conclusion.

The bank has five financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. One of the financial centers is adjacent to a low-income geography and the remaining four financial centers are adjacent to moderate-income geographies. The adjacent financial centers help improve accessibility of retail banking services in low-and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed five financial centers and opened none. The bank closed three financial centers in low-income geographies and two in middle-income geographies. The primary reason for the closures was poor financial performance. The closest financial center to two of three of the closures is lower than 0.4 miles.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm Friday, and 9:00 am to 12:00 pm Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Syracuse NY MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	26	14.1	68,012	10.3	1	9.1	2	12.5	0	0.0	3	60.0
Moderate	35	18.9	107,511	16.2	1	9.1	2	12.5	0	0.0	0	0.0
Middle	73	39.5	292,111	44.1	2	18.2	2	12.5	0	0.0	2	40.0
Upper	50	27.0	194,475	29.4	7	63.6	10	62.5	0	0.0	0	0.0
NA	1	0.5	468	0.1	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**185**	**100.0**	**662,577**	**100.0**	**11**	**100.0**	**16**	**100.0**	**0**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Buffalo-Cheektowaga-Niagara Falls, NY MSA

The bank provides a relatively high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 66 community development services targeted to low- and moderate-income individuals. Employees provided five financial education workshops and one foreclosure prevention workshop for 307 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees also participated in 35 tax preparation workshops. Employees participated in 14 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 10 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Kingston, NY MSA

The bank provides a limited level of community development services. During the evaluation period, the bank participated with community development organizations to provide nine community development services targeted to low- and moderate-income individuals. Employees provided six financial education workshops for 162 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in three webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Syracuse, NY MSA

The bank provides a relatively high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 37 community development services targeted to low- and moderate-income individuals. Employees provided three financial education workshops and one foreclosure prevention workshop for 57 individuals. Employees participated in 17 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 16 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Albany-Schenectady-Troy, NY MSA is consistent with the High Satisfactory Service Test performance in the state of New York. Performance in the Rochester, NY MSA is stronger than the overall High Satisfactory Service Test performance in the state of New York due to the stronger distribution of financial centers. Performance in the Ithaca, NY MSA, Utica, NY MSA, and New York Non-MSA is weaker than the overall High Satisfactory Service Test performance in the state of New York due to the weaker distribution of financial centers.

State of North Carolina

CRA Rating for North Carolina[37]: Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business/farm revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in North Carolina

The state of North Carolina is Bank of America's 21st largest rating area based on its total deposits in the state when excluding the Charlotte-Concord-Gastonia, NC-SC Multistate MSA and Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA. Examiners excluded the multistate MSAs from the analysis of the state of North Carolina because examiners evaluated the multistate MSAs as separate rating areas. As of June 30, 2016, the bank maintained approximately $9.4 billion or 0.8 percent of its total domestic deposits in financial centers in areas of the state of North Carolina that do not include the multistate MSAs. Of the 86 depository financial institutions operating in the areas of the state of North Carolina that exclude the multistate MSAs, Bank of America, with a deposit market share of 6.4 percent, is the fourth largest. The bank's primary competitors for deposits in North Carolina with deposit shares greater than 5 percent include Branch Banking and Trust Company (32.3 percent), Wells Fargo Bank (15.6 percent), and First Citizens Bank & Trust Company (8.7 percent). As of December 31, 2016, BANA operated 95 financial centers and 218 full service ATMs in the areas of the state of North Carolina that exclude the multistate MSAs.

Refer to the community profiles for the state of North Carolina in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[37] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Scope of Evaluation in North Carolina

Examiners selected three assessment areas for full-scope reviews and the remaining ten assessment areas for limited-scope reviews. The full-scope assessment areas selected included the Greensboro-High Point, NC MSA, Jacksonville, NC MSA, and Raleigh, NC MSA. The full-scope assessment areas together comprise 49 percent of the bank's deposits and 45 percent of the bank's lending in the state of North Carolina. Examiners based conclusions and ratings on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 31,822 home mortgage loans totaling $5.7 billion, 33,052 small loans to businesses totaling $811.7 million, 358 small loans to farms totaling $6 million, and 19 CD loans totaling $77.2 million. Lending volumes include loans originated or purchased in the Goldsboro, NC MSA, which the bank no longer designates as an assessment area due to the closure or sale of all financial centers and deposit-taking ATMs in the community. Based on loan volume, examiners weighted small loans to businesses the most, representing 51 percent of the volume, followed by home mortgage loans at 49 percent, and small loans to farms at less than 1 percent.

Examiners conducted telephone interviews with three local community service agencies representing neighborhood housing, employment, and community service needs. The community contacts noted that affordable housing, land banks, financial literacy, and financing programs for applicants with weak credit as a concern across the state.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NORTH CAROLINA

LENDING TEST

Conclusions in Areas receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of North Carolina is rated High Satisfactory, based on excellent lending activity, good geographic distribution, and good income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of North Carolina is excellent. Lending activity is excellent in the Greensboro-High Point, NC MSA, Jacksonville, NC MSA, and Raleigh, NC MSA.

Greensboro-High Point, NC MSA

Lending activity in the Greensboro-High Point, NC MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 10.7 percent. The bank ranks fourth among 22 depository financial institutions in the assessment area, which places it in the top 19 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks fifth among 403 home mortgage lenders, which places it in the top 2 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 5.7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 93 small business lenders, which places it in the top 7 percent of lenders in the MSA. According to peer farm data for 2016, the bank has a market share of 3 percent based on the number of small loans to farms originated or purchased. The bank ranks third among 21 farm lenders, which places it in the top 15 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses, overall lending activity is excellent.

Jacksonville, NC MSA

Lending activity in the Jacksonville, NC MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 15.3 percent. The bank ranks second among 11 depository financial institutions, which places it in the top 19 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.2 percent based on the number of home mortgage loans originated or purchased. The bank ranks 17th among 230 home mortgage lenders, which places it in the top 8 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 6.8 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks seventh among 58 small business lenders, which places it in the top 13 percent of lenders in the MSA. The bank originated or purchased too few small loans to farms for any meaningful analysis. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses, overall lending activity is excellent.

Raleigh, NC MSA

Lending activity in the Raleigh, NC MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 11.6 percent. The bank ranks third among 33 depository financial institutions, which places it in the top 10 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.1 percent based on the number of home mortgage loans originated or purchased. The bank ranks 11th among 572 home mortgage lenders, which places it in the top 2 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 7.5 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 116 small business lenders, which places it in the top 5 percent of lenders in the MSA. According to peer small farm data for 2016, the bank has a 3 percent market share of small loans to farms based on the number of small loans to farms originated or purchased. The bank ranks seventh among 20 farm lenders, which places it in the top 35 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses, overall lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: NORTH CAROLINA				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Greensboro, NC	12.28	4,074	586,097	3,907	109,484	27	198	2	5,310	8,010	701,089	13.35
Jacksonville, NC	3.20	1,302	188,779	773	24,840	11	83	0	0	2,086	213,702	1.75
Raleigh, NC	25.16	7,251	1,509,043	9,114	234,145	54	970	1	8,300	16,420	1,752,458	34.03
Limited Review												
Asheville, NC	8.30	2,179	416,521	3,200	64,119	35	330	3	9,300	5,417	490,270	6.40
Burlington, NC	1.91	675	83,878	570	10,904	2	6	0	0	1,247	94,788	1.59
Durham, NC	9.18	2,687	605,843	3,271	90,789	33	301	0	0	5,991	696,933	11.91
Fayetteville, NC	4.44	1,665	229,268	1,222	28,122	10	56	1	7,430	2,898	264,876	5.00
Goldsboro, NC	0.27	108	11,776	65	778	3	35	0	0	176	12,589	0.00
Greenville, NC	2.30	742	98,968	729	13,914	26	1,558	2	10,635	1,499	125,075	2.95
Hickory, NC	3.64	1,172	164,387	1,181	26,804	20	185	2	1,950	2,375	193,326	1.55
New Bern, NC	0.71	243	34,123	213	4,670	5	25	0	0	461	38,818	0.98
Wilmington, NC	7.86	2,432	521,129	2,677	51,039	21	399	1	4,848	5,131	577,415	5.28
Winston, NC	6.67	2,356	326,725	1,986	45,585	9	68	3	21,765	4,354	394,143	6.61
North Carolina Non-MSA	14.08	4,936	911,730	4,144	106,497	102	1,827	4	7,617	9,186	1,027,671	8.61
NORTH CAROLINA	100.00	31,822	5,688,267	33,052	811,690	358	6,041	19	77,155	65,251	6,583,153	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases.

The overall geographic distribution of home mortgage loans is adequate. The distribution is good in the Greensboro-High Point, NC MSA and adequate in the Jacksonville and Raleigh, NC MSAs.

Greensboro-High Point, NC MSA

The geographic distribution of home mortgage loans in the Greensboro-High Point, NC MSA is good. Performance is good in both low- and moderate-income geographies. The distribution of the bank's home mortgage loans in low-income geographies at 1.8 percent is lower than the 2.4 percent of owner-occupied housing units in low-income geographies and it is slightly higher than the 1.2 percent performance of aggregate lenders. The distribution in moderate-income geographies at 14 percent is also lower than the 18.7 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 13.9 percent performance for aggregate lenders.

Jacksonville, NC MSA

The geographic distribution of home mortgage loans in the Jacksonville, NC MSA is adequate. Because there are no low-income census tracts in the MSA, examiners based the overall conclusion on performance in moderate-income geographies. Performance is adequate in moderate-income geographies. The distribution in moderate-income geographies at 1.5 percent is lower than the 3.8 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 1.9 percent performance for aggregate lenders.

Raleigh, NC MSA

The geographic distribution of home mortgage loans in the Raleigh, NC MSA is adequate. Performance is adequate in both low- and moderate-income geographies. The distribution of the bank's home mortgage loans in low-income geographies at 1.6 percent is lower than the 2.5 percent of owner-occupied housing units in low-income geographies and it is slightly lower than the 1.8 percent performance for aggregate lenders. The distribution in moderate-income geographies at 15.9 percent is lower than the 25.8 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 19.6 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Greensboro-High Point NC MSA	1,604	236,640	13.5	19,127	2.4	1.8	1.2	18.7	14.0	13.9	46.4	35.2	42.6	32.6	49.0	42.3	0.0	0.0	0.0
FS Jacksonville NC MSA	455	58,759	3.8	7,658	0.0	0.0	0.0	3.8	1.5	1.9	65.1	70.5	70.3	31.2	27.7	27.7	0.0	0.2	0.1
FS Raleigh NC MSA	3,219	721,848	27.2	59,076	2.5	1.6	1.8	25.8	15.9	19.6	38.3	39.8	45.3	33.4	42.7	33.3	0.0	0.0	0.0
LS Asheville NC MSA	930	188,131	7.8	16,031	0.8	0.8	1.2	14.0	12.7	13.1	65.0	59.0	64.0	20.2	27.5	21.7	0.0	0.0	0.0
LS Burlington NC MSA	275	34,440	2.3	4,797	0.0	0.0	0.0	17.1	20.7	11.6	48.3	41.5	50.8	34.6	37.8	37.6	0.0	0.0	0.0
LS Durham-Chapel Hill NC MSA	1,185	286,210	10.0	19,022	3.2	1.7	2.7	17.1	14.6	13.9	41.3	34.2	38.8	38.5	49.5	44.5	0.0	0.0	0.0
LS Fayetteville NC MSA	633	70,643	5.3	11,827	1.4	0.6	0.4	10.1	9.5	5.5	55.4	55.6	54.9	33.1	34.3	39.3	0.0	0.0	0.0
LS Greenville NC MSA	293	40,681	2.5	4,077	1.8	1.4	1.5	12.5	8.5	10.9	44.7	37.5	35.7	41.0	52.6	52.0	0.0	0.0	0.0
LS Hickory-Lenoir-Morganton NC MSA	512	70,361	4.3	8,402	0.0	0.0	0.0	13.9	11.1	11.2	67.6	57.4	64.1	18.5	31.4	24.6	0.0	0.0	0.0
LS New Bern NC MSA	243	34,123	2.1	3,384	2.4	1.6	2.3	15.5	15.2	9.8	49.7	46.1	38.4	32.5	37.0	49.5	0.0	0.0	0.0
LS North Carolina Non-MSA	726	146,120	6.1	10,971	0.6	0.1	0.2	6.2	5.4	3.6	60.2	48.3	50.1	32.9	46.1	46.1	0.0	0.0	0.0
LS Wilmington NC MSA	727	169,445	6.1	12,717	3.7	2.3	2.5	11.8	8.9	8.9	47.8	47.7	49.5	36.6	41.0	39.1	0.0	0.0	0.0
LS Winston-Salem NC MSA	1,046	141,520	8.8	17,449	2.4	2.6	1.2	14.8	14.0	10.8	49.9	45.2	46.1	32.8	38.2	41.9	0.0	0.0	0.0
Total	**11,848**	**2,198,921**	**100.0**	**194,538**	**1.9**	**1.4**	**1.4**	**16.2**	**12.8**	**13.1**	**50.3**	**44.5**	**48.8**	**31.6**	**41.3**	**36.8**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is excellent in the Greensboro-High Point, NC MSA and Jacksonville, NC MSA and good in the Raleigh, NC MSA.

Greensboro-High Point, NC MSA

The geographic distribution of small loans to businesses in the Greensboro-High Point, NC MSA is excellent. Performance is excellent in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 6.7 percent is higher than the 6.2 percent of businesses in low-income geographies and it is higher than the 6.2 percent performance for aggregate lenders. The distribution in moderate-income geographies at 18.2 percent is lower than the 19.9 percent of businesses in moderate-income geographies and it is slightly lower than the 18.8 percent performance for aggregate lenders.

Jacksonville, NC MSA

The geographic distribution of small loans to businesses in the Jacksonville, NC MSA is excellent. Because there are no low-income census tracts, examiners based the overall conclusion on performance in moderate-income geographies. Performance is excellent in moderate-income geographies. The distribution in moderate-income geographies at 12.5 percent is higher than the 9.6 percent of businesses in moderate-income geographies and higher than the 7.4 percent performance for aggregate lenders.

Raleigh, NC MSA

The geographic distribution of small loans to businesses in the Raleigh, NC MSA is good. Performance is good in low-income geographies and adequate moderate-income geographies. The distribution in low-income geographies at 4.1 percent is slightly lower than the 4.6 percent of businesses in low-income geographies and it is higher than the 3.7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17.9 percent is lower than the 23.2 percent of businesses in moderate-income geographies and it is lower than the 20.7 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Greensboro-High Point NC MSA	2,447	63,566	12.6	14,663	6.2	6.7	6.2	19.9	18.2	18.8	43.1	39.6	39.6	30.6	35.5	35.3	0.1	0.2	0.1
FS Jacksonville NC MSA	456	13,093	2.5	2,012	0.0	0.0	0.0	9.6	12.5	7.4	65.3	64.0	67.5	23.7	22.8	25.1	1.3	0.9	0.1
FS Raleigh NC MSA	5,943	138,179	30.6	29,701	4.6	4.1	3.7	23.2	17.9	20.7	33.6	35.8	34.7	38.4	42.1	40.8	0.2	0.1	0.1
LS Asheville NC MSA	1,972	35,272	10.1	9,721	4.4	3.7	4.4	16.7	17.5	18.1	54.8	51.6	51.5	24.1	27.2	26.0	0.0	0.0	0.0
LS Burlington NC MSA	373	6,065	1.9	2,488	0.0	0.0	0.0	18.4	16.6	17.4	50.8	48.3	50.2	30.8	35.1	32.5	0.0	0.0	0.0
LS Durham-Chapel Hill NC MSA	2,089	54,117	10.7	11,365	6.0	4.0	4.4	20.3	16.0	18.6	36.2	34.0	35.8	36.7	45.9	41.2	0.7	0.1	0.1
LS Fayetteville NC MSA	750	16,330	3.9	4,339	8.0	6.1	8.5	9.8	8.7	8.1	49.9	51.2	47.4	32.0	33.9	36.1	0.3	0.4	0.0
LS Greenville NC MSA	413	5,070	2.1	2,648	2.6	2.4	1.2	23.1	20.1	22.8	37.3	39.0	37.8	37.1	38.5	38.2	0.0	0.0	0.0
LS Hickory-Lenoir-Morganton NC MSA	673	14,995	3.5	5,057	0.0	0.0	0.0	21.7	19.5	21.5	57.3	51.3	53.7	21.0	29.3	24.8	0.0	0.0	0.0
LS New Bern NC MSA	213	4,670	1.1	1,771	7.7	6.1	5.4	13.7	13.1	13.9	47.5	42.3	47.7	31.0	38.5	33.1	0.0	0.0	0.0
LS Wilmington NC MSA	1,591	31,558	8.2	8,561	7.4	7.4	5.4	14.0	11.9	11.4	38.9	41.5	40.8	39.5	39.0	42.2	0.2	0.7	0.2
LS Winston-Salem NC MSA	1,332	25,856	6.8	12,215	4.5	4.5	3.6	17.2	13.4	14.3	44.8	40.7	43.3	33.5	41.4	38.9	0.0	0.0	0.0
LS North Carolina Non-MSA	1,199	26,134	6.2	7,324	0.7	0.5	0.4	6.3	4.9	6.4	58.8	53.5	54.2	34.1	41.1	39.1	0.0	0.0	0.0
Total	**19,451**	**434,905**	**100.0**	**111,865**	**4.6**	**4.2**	**3.9**	**18.1**	**15.6**	**16.8**	**44.0**	**41.7**	**42.2**	**33.1**	**38.3**	**37.1**	**0.2**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of small loans to farms is good. The distribution is good in the Greensboro-High Point, NC MSA and good in the Raleigh, NC MSA.

Greensboro-High Point, NC MSA

The geographic distribution of small loans to farms in the Greensboro-High Point, NC MSA is good. Performance is poor in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 1.8 percent of farms in low-income geographies and it is lower than the 1.2 percent performance for aggregate lenders. The distribution in moderate-income geographies at 16.7 percent is higher than the 14.7 percent of farms in moderate-income geographies and it is higher than the 11.1 percent performance for aggregate lenders.

Jacksonville, NC MSA

The bank originated or purchased too few small loans to farms for any meaningful analysis.

Raleigh, NC MSA

The geographic distribution of small loans to farms in the Raleigh, NC MSA is good. Performance is excellent in low-income geographies and poor in moderate-income geographies. The distribution in low-income geographies at 12.5 percent is significantly higher than the 3.7 percent of farms in low-income geographies and it is significantly higher than the 4.7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 16.7 percent is lower than the 30.2 percent of farms in moderate-income geographies and it is lower than the 52.2 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Greensboro-High Point NC MSA	17	110	9.7	162	1.8	0.0	1.2	14.7	16.7	11.1	54.9	52.9	71.6	28.7	35.3	16.0	0.0	0.0	0.0
FS Jacksonville NC MSA	6	47	4.2	37	0.0	0.0	0.0	3.0	0.0	0.0	72.9	83.3	83.8	23.3	33.3	16.2	0.9	0.0	0.0
FS Raleigh NC MSA	30	417	16.0	295	3.7	12.5	4.7	30.2	16.7	52.2	40.8	33.3	28.8	25.2	46.7	14.2	0.0	0.0	0.0
LS Asheville NC MSA	27	214	14.4	102	1.0	0.0	1.0	18.0	0.0	15.7	64.4	74.1	70.6	16.6	25.9	12.7	0.0	0.0	0.0
LS Burlington NC MSA	0	0	0.0	43	0.0	0.0	0.0	8.5	0.0	2.3	61.7	0.0	76.7	29.8	0.0	20.9	0.0	0.0	0.0
LS Durham-Chapel Hill NC MSA	21	202	13.4	114	2.5	0.0	1.8	10.2	33.3	12.3	58.4	66.7	68.4	29.0	33.3	17.5	0.0	0.0	0.0
LS Fayetteville NC MSA	9	49	6.7	52	2.5	0.0	3.8	11.9	22.2	11.5	52.7	55.6	65.4	32.8	42.9	19.2	0.2	0.0	0.0
LS Greenville NC MSA	14	328	7.5	84	0.7	0.0	0.0	10.1	0.0	2.4	58.4	64.3	73.8	30.9	35.7	23.8	0.0	0.0	0.0
LS Hickory-Lenoir-Morganton NC MSA	11	141	6.0	98	0.0	0.0	0.0	11.7	0.0	1.0	67.9	72.7	78.6	20.5	42.9	20.4	0.0	0.0	0.0
LS New Bern NC MSA	4	18	3.2	80	0.9	0.0	0.0	23.1	66.7	17.5	60.0	75.0	80.0	15.9	0.0	2.5	0.0	0.0	0.0
LS Wilmington NC MSA	11	89	5.9	62	5.2	0.0	8.1	15.4	0.0	17.7	48.9	63.6	53.2	30.1	36.4	21.0	0.4	0.0	0.0
LS Winston-Salem NC MSA	5	35	6.3	144	1.3	0.0	0.0	13.8	25.0	18.8	54.8	40.0	64.6	30.1	50.0	16.7	0.0	0.0	0.0
LS North Carolina Non-MSA	30	786	16.0	354	0.4	0.0	0.0	4.2	10.0	5.1	60.5	56.7	60.7	35.0	40.0	34.2	0.0	0.0	0.0
Total	**187**	**2,450**	**100.0**	**1,627**	**1.9**	**1.9**	**1.6**	**15.7**	**7.5**	**17.3**	**55.3**	**58.3**	**61.0**	**27.1**	**33.7**	**20.0**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Greensboro-High Point, NC MSA, Jacksonville, NC MSA, and Raleigh, NC MSA.

Greensboro High Point MSA

The distribution of home mortgage loans by borrower income in the Greensboro-High Point, NC MSA is good. The distribution is adequate for low-income borrowers and good for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.9 percent is lower than the 21.8 percent of low-income families, but higher than the 5.6 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 15.8 percent is lower than the 18.1 percent of moderate-income families and it is higher than the 15.2 percent performance for aggregate lenders.

Jacksonville, NC MSA

The distribution of home mortgage loans by borrower income in the Jacksonville, NC MSA is good. The distribution is adequate for low-income borrowers and good for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 5.9 percent is lower than the 17.2 percent of low-income families, but higher than the 1.7 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 13.6 percent is lower than the 19.8 percent of moderate-income families and it is higher than the 9.5 percent performance for aggregate lenders.

Raleigh, NC MSA

The distribution of home mortgage loans by borrower income in the Raleigh, NC MSA is good. The distribution is adequate for low-income borrowers and good for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 9.4 percent is lower than the 22.2 percent of low-income families, but higher than the 6.1 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 14.5 percent is lower than the 17.1 percent of moderate-income families and it is lower than the 16 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																				**2014-16**
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers			
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	
FS Greensboro-High Point NC MSA	1,604	236,640	13.5	19,127	21.8	7.9	5.6	18.1	15.8	15.2	19.2	17.0	20.3	40.8	45.4	38.6	0.0	14.0	20.4	
FS Jacksonville NC MSA	455	58,759	3.8	7,658	17.2	5.9	1.7	19.8	13.6	9.5	22.8	16.5	22.4	40.2	32.1	32.3	0.0	31.9	34.1	
FS Raleigh NC MSA	3,219	721,848	27.2	59,076	22.2	9.4	6.1	17.1	14.5	16.0	20.0	19.0	19.6	40.7	50.3	42.2	0.0	6.8	16.1	
LS Asheville NC MSA	930	188,131	7.8	16,031	19.7	8.3	4.0	18.7	13.9	14.4	21.7	20.4	21.8	39.9	52.3	46.9	0.0	5.2	13.0	
LS Burlington NC MSA	275	34,440	2.3	4,797	21.3	12.0	4.7	17.0	18.2	14.9	20.7	22.2	20.8	41.0	40.7	40.9	0.0	6.9	18.7	
LS Durham-Chapel Hill NC MSA	1,185	286,210	10.0	19,022	23.2	8.5	6.3	16.9	15.4	15.5	18.5	17.0	19.1	41.4	50.7	45.3	0.0	8.4	13.8	
LS Fayetteville NC MSA	633	70,643	5.3	11,827	21.5	12.0	2.2	17.9	15.5	8.5	18.9	18.6	17.6	41.6	29.4	29.7	0.0	24.5	42.0	
LS Greenville NC MSA	293	40,681	2.5	4,077	24.3	5.1	3.8	15.8	14.0	14.5	18.1	18.8	20.5	41.9	54.9	40.5	0.0	7.2	20.8	
LS Hickory-Lenoir-Morganton NC MSA	512	70,361	4.3	8,402	20.5	6.6	6.1	18.2	19.1	17.3	21.9	18.6	20.6	39.3	43.6	38.2	0.0	12.1	18.0	
LS New Bern NC MSA	243	34,123	3.0	3,384	20.8	7.0	3.2	18.3	15.6	11.6	20.1	25.5	19.8	40.8	37.4	41.6	0.0	14.4	23.8	
LS North Carolina Non-MSA	726	146,120	6.1	10,971	20.1	7.4	2.2	16.6	8.3	10.3	19.5	14.5	15.5	43.8	60.3	54.6	0.0	9.5	17.4	
LS Wilmington NC MSA	727	169,445	6.1	12,717	20.5	9.9	3.3	17.7	13.6	12.4	22.0	17.3	18.1	39.8	48.3	49.7	0.0	10.9	16.6	
LS Winston-Salem NC MSA	1,046	141,520	8.8	17,449	21.3	13.2	5.6	17.5	20.2	17.7	20.8	20.9	19.7	40.5	34.4	37.6	0.0	11.3	19.3	
Total	**11,848**	**2,198,921**	**100.0**	**194,538**	**21.4**	**9.1**	**4.9**	**17.6**	**15.1**	**14.5**	**20.2**	**18.5**	**19.5**	**40.9**	**46.4**	**41.9**	**0.0**	**10.9**	**19.1**	

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The distribution is good in the Greensboro-High Point, NC MSA, Jacksonville, NC MSA, and Raleigh, NC MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33 percent of its small loans to businesses.

Greensboro-High Point, NC MSA

The distribution in the Greensboro-High Point, NC MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 57.9 percent is lower than the 77.5 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 49.4 percent for aggregate lenders, overall performance is good.

Jacksonville, NC MSA

The distribution in the Jacksonville, NC MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 60.5 percent is lower than the 78.7 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 50.8 percent for aggregate lenders, overall performance is good.

Raleigh, NC MSA

The distribution in the Raleigh, NC MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 60 percent is lower than the 78.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 50 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Greensboro-High Point NC MSA	2,447	63,566	12.6	14,663	77.5	57.9	49.4	5.0	11.4	17.5	30.7
FS Jacksonville NC MSA	456	13,093	2.3	2,012	78.7	60.5	50.8	3.5	7.9	17.8	31.6
FS Raleigh NC MSA	5,943	138,179	30.6	29,701	78.8	60.0	50.0	4.4	9.1	16.8	30.8
LS Asheville NC MSA	1,972	35,272	10.1	9,721	79.1	55.5	52.4	3.7	9.9	17.1	34.6
LS Burlington NC MSA	373	6,065	1.9	2,488	76.5	58.2	47.9	5.1	12.3	18.4	29.5
LS Durham-Chapel Hill NC MSA	2,089	54,117	10.7	11,365	77.8	57.5	52.7	4.3	10.3	17.8	32.2
LS Fayetteville NC MSA	750	16,330	3.9	4,339	78.6	62.9	54.6	3.4	9.2	18.0	27.9
LS Greenville NC MSA	413	5,070	2.5	2,648	76.0	50.4	46.3	4.6	10.7	19.4	39.0
LS Hickory-Lenoir-Morganton NC MSA	673	14,995	3.5	5,057	76.8	55.7	49.0	5.5	10.7	17.7	33.6
LS New Bern NC MSA	213	4,670	1.1	1,771	77.0	55.4	51.4	4.3	9.9	18.7	34.7
LS Wilmington NC MSA	1,591	31,558	8.2	8,561	79.1	55.9	45.6	4.5	10.3	16.5	33.8
LS Winston-Salem NC MSA	1,332	25,856	7.0	12,215	79.1	54.7	49.2	4.8	11.8	16.2	33.5
LS North Carolina Non-MSA	1,199	26,134	6.2	7,324	78.7	51.4	52.7	4.0	9.8	17.2	38.8
Total	**19,451**	**434,905**	**100.0**	**111,865**	**78.3**	**57.5**	**50.2**	**4.4**	**10.1**	**17.3**	**32.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is poor in the Greensboro-High Point, NC MSA and adequate in the Raleigh, NC MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34 percent of its small loans to businesses.

Greensboro-High Point, NC MSA

The distribution in the Greensboro-High Point, NC MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 41.2 percent is lower than the 97.7 percent of farms with gross annual revenues of $1 million or less. The distribution is also lower than the 47.5 percent performance for aggregate lenders.

Jacksonville, NC MSA

The bank originated or purchased too few small loans to farms for any meaningful analysis.

Raleigh, NC MSA

The distribution in the Raleigh, NC MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 53.3 percent is lower than the 94.8 percent of farms with gross annual revenues of $1 million or less. The distribution is also lower than the 54.9 percent performance for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues **2014-16**

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Greensboro-High Point NC MSA	17	110	9.1	162	97.7	41.2	47.5	1.4	23.5	0.9	35.3
FS Jacksonville NC MSA	6	47	4.0	37	96.3	50.0	56.8	2.1	0.0	1.6	60.0
FS Raleigh NC MSA	30	417	18.3	295	94.8	53.3	54.9	3.1	0.0	2.1	46.7
LS Asheville NC MSA	27	214	14.4	102	97.9	63.0	46.1	1.5	11.1	0.7	25.9
LS Burlington NC MSA	0	0	0.0	43	97.4	0.0	41.9	2.1	0.0	0.4	0.0
LS Durham-Chapel Hill NC MSA	21	202	14.3	114	96.7	71.4	42.1	1.7	11.1	1.5	41.7
LS Fayetteville NC MSA	10	56	6.7	52	96.7	60.0	53.8	2.2	0.0	1.2	44.4
LS Greenville NC MSA	14	328	8.5	84	96.5	35.7	63.1	2.5	28.6	1.0	50.0
LS Hickory-Lenoir-Morganton NC MSA	11	141	6.7	98	97.5	63.6	50.0	1.6	50.0	0.9	33.3
LS New Bern NC MSA	5	25	3.8	80	96.3	50.0	56.3	2.1	0.0	1.6	80.0
LS Wilmington NC MSA	11	89	7.0	62	95.1	63.6	45.2	3.1	20.0	1.8	60.0
LS Winston-Salem NC MSA	5	35	6.3	144	98.3	50.0	56.3	1.0	0.0	0.7	60.0
LS North Carolina Non-MSA	30	786	16.0	354	98.0	73.3	55.7	1.2	12.5	0.8	23.3
Total	**187**	**2,450**	**100.0**	**1,627**	**96.9**	**57.8**	**52.5**	**1.9**	**8.0**	**1.2**	**34.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the lending performance in the state of North Carolina. The met the communities' credit needs primarily through retail lending.

Greensboro-High Point, NC MSA

In the Greensboro-High Point, NC MSA, CD lending has a neutral effect on the bank's lending performance in the assessment area. During the evaluation period, the bank originated two CD loans totaling $5.3 million that helped to provide 200 units of affordable housing. CD lending represents 3.4 percent of the allocated Tier 1 Capital.

Jacksonville, NC MSA

In the Jacksonville, NC MSA, CD lending has a negative effect on the lending performance in the assessment area. The bank did not originate or purchase any CD loans during the evaluation period.

Raleigh, NC MSA

In the Raleigh, NC MSA, CD lending has a neutral effect on the lending performance in the assessment area. The bank originated 1 CD loan totaling $8.3 million that provided 88 units of affordable housing. CD lending represents 2.1 percent of the allocated Tier 1 Capital.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of North Carolina, lending under the MHA and HARP programs accounted for 77 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Burlington, NC MSA, Wilmington, NC MSA, Winston-Salem, NC MSA, and North Carolina Non-MSA is consistent with the High Satisfactory Lending Test performance in the state of North Carolina. Lending performance in the Asheville, NC MSA, Fayetteville, NC MSA, Greenville, NC MSA, Hickory-Lenoir-Morganton, NC MSA, and New Bern, NC MSA is stronger than the overall High Satisfactory Lending Test performance in the state of North Carolina. Performance is stronger primarily due to higher relative levels of CD lending that positively affected lending performance. Lending performance in the Durham-Chapel Hill, NC MSA is weaker than the overall High Satisfactory Lending Test performance in the state of North Carolina due to weaker geographic distributions of loans.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of North Carolina is rated Outstanding. Investment performance is excellent in the Greensboro-High Point, NC MSA, good in the Jacksonville, NC MSA, and excellent in the Raleigh, NC MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Greensboro-High Point, NC MSA

In the Greensboro-High Point, NC MSA, Bank of America has an excellent level of CD investments. The bank made 78 investments during the evaluation period totaling $13.2 million. Approximately $12.8 million or 97 percent of the current period investment dollars in the MSA supported 222 units of affordable housing. In addition, the bank has 40 community development investments totaling $2.6 million it made during a prior evaluation period still outstanding that continue to benefit the community. Outstanding prior period and current period investments total $15.8 million or 10.1 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $10.3 million or 78 percent of the investment dollars.

Examples of community development investments include:

- The bank invested nearly $720,000 in a fund that invests directly and indirectly in partnerships that own affordable housing developments across the United States. LIHTCs (LIHTC) support many of the projects. This investment represents Sherwood Glen, which provides 56 units of affordable housing in the MSA.

- The bank invested $1.7 million in a LIHTC that helped finance the development of Asheboro Mill Loft Apartments, a 70-unit multifamily housing development in Asheboro, NC. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank has provided annual grants to Greensboro Urban Ministry totaling $36,000. The organization used the funds to help the organization provide nutritious meals to homeless and low- and moderate-income individuals and families. The organization feeds up to 110 families daily.

Jacksonville, NC MSA

In the Jacksonville, NC MSA, Bank of America has a good level of CD investments. The bank made 15 investments during the evaluation period totaling $648,000. Approximately $631,000 or 97 percent of the current period investment dollars in the MSA supported 48 units of affordable housing. In addition, the bank has six CD investments totaling $1.1 million it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $1.8 million or 8.6 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $575,000 or 89 percent of the investment dollars.

Raleigh, NC MSA

In the Raleigh, NC MSA, Bank of America has an excellent level of CD investments. The bank made 118 investments during the evaluation period totaling $36.6 million. Approximately $35.4 million or 97 percent of the current period investment dollars in the MSA supported 274 units of affordable housing. In addition, the bank has 31 CD investments totaling $5 million it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $41.6 million or 10.4 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $28.2 million or 77 percent of the investment dollars.

An example of community development investments includes:

- The bank made a $6.6 million investment in a LIHTC to help finance the construction of Brighton Pointe II, an 88-unit multifamily housing development restricted to seniors aged 55 and older. All units are restricted to incomes at or below 60 percent of the area median income.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope review, Investment Test performance in the Asheville, NC MSA, Durham-Chapel Hill, NC MSA, Wilmington, NC MSA, Winston-Salem, NC MSA, and North Carolina Non-MSA is excellent and consistent with the Outstanding Investment Test performance in the state of North Carolina. Investment performance in the Burlington, NC MSA, Fayetteville, NC MSA, Greenville, NC MSA, Hickory-Lenoir-Morganton, NC MSA, and New Bern, NC MSA is weaker than the overall Outstanding Investment Test performance in the state of North Carolina. Investment performance is weaker due to lower levels of CD investments relative to the bank's size and resources in those assessment areas.

Table 14. Qualified Investments — **2012-2016**

QUALIFIED INVESTMENTS | Geography: NORTH CAROLINA | Evaluation Period: January 1, 2012 to December 31, 2016

	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Greensboro, NC	40	2,622	78	13,212	118	15,834	7.63	0	0
Jacksonville, NC	6	1,124	15	648	21	1,772	0.85	0	0
Raleigh, NC	31	5,001	118	36,597	149	41,599	20.04	1	5,544
Limited Review									
Asheville, NC	7	887	33	12,353	40	13,239	6.38	1	3,631
Burlington, NC	6	107	16	665	22	773	0.37	0	0
Durham, NC	21	6,013	59	8,498	80	14,511	6.99	0	0
Fayetteville, NC	11	1,057	31	2,369	42	3,425	1.65	0	0
Greenville, NC	3	374	17	1,219	20	1,593	0.77	0	0
Hickory, NC	2	43	33	1,551	35	1,594	0.77	0	0
New Bern, NC	1	1	12	540	13	541	0.26	0	0
Wilmington, NC	13	2,579	30	4,748	43	7,327	3.53	0	0
Winston, NC	15	639	36	11,013	51	11,653	5.61	1	6,628
North Carolina Non-MSA	9	1,790	50	33,994	59	35,784	17.24	1	18,302
NORTH CAROLINA - Statewide	0	0	31	401	31	401	0.19	0	0
NORTH CAROLINA - Non Assessed	20	3,539	73	53,967	93	57,507	27.71	0	0
NORTH CAROLINA	185	25,775	632	181,776	817	207,550	100.00	4	34,106

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of North Carolina is rated High Satisfactory. Service Test performance is good in the Greensboro-High Point, NC MSA, adequate in the Jacksonville, NC MSA, and good in the Raleigh, NC MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Greensboro-High Point, NC MSA

In the Greensboro-High Point, NC MSA, the bank's delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 14 financial centers with the distribution of the population. The bank has four financial centers in low-income geographies representing 28.6 percent of its financial centers. Low-income geographies have 6.2 percent of the assessment area's population. In moderate-income geographies, the bank has one financial center or 7.1 percent of its financial centers compared with 23.1 percent of the population.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customers' residency. In four of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform exceeded the percentage of the population in low- and moderate-income geographies.

The bank has two financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. One financial center is adjacent to low-income geographies and the other financial center is adjacent to moderate-income geographies. The adjacent financial centers help improve accessibility of retail banking services in low-and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center and closed four. The bank closed two financial centers in moderate-income geographies and two in middle-income geographies.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Greensboro-High Point NC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	13	7.7	44,555	6.2	4	28.6	7	22.6	0	0.0	0	0.0
Moderate	40	23.8	167,016	23.1	1	7.1	3	9.7	0	0.0	2	50.0
Middle	66	39.3	309,590	42.8	5	35.7	12	38.7	1	100.0	2	50.0
Upper	48	28.6	202,640	28.0	4	28.6	9	29.0	0	0.0	0	0.0
NA	1	0.6	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**168**	**100.0**	**723,801**	**100.0**	**14**	**100.0**	**31**	**100.0**	**1**	**100.0**	**4**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Jacksonville, NC MSA

In the Jacksonville, NC MSA, the bank's delivery systems are reasonably accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's three financial centers with the distribution of the population. The assessment area has no low-income census tracts. The bank has no financial centers in moderate-income geographies. Moderate-income geographies have 8.4 percent of the population. Due to the limited number of financial centers and the fact that they are located in middle- and upper-income geographies representing 85 percent of the population, financial centers are reasonably accessible.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has one financial center located in a middle-income geography that is adjacent to or in very close proximity to moderate-income geographies. The adjacent financial center helps improve accessibility of retail banking services in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The bank closed one financial center in a middle-income geography during the evaluation period.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. Financial centers are open 9:00 am to 5:00 pm Monday through Thursday and 9:00 am to 6:00 pm on Friday. Only the financial center located in an upper-income geography is open Saturday from 9:00 am to 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Jacksonville NC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	4	12.5	14,859	8.4	0	0.0	0	0.0	0	0.0	0	0.0
Middle	18	56.3	112,111	63.1	2	66.7	4	66.7	0	0.0	1	100.0
Upper	7	21.9	38,609	21.7	1	33.3	2	33.3	0	0.0	0	0.0
NA	3	9.4	12,193	6.9	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**32**	**100.0**	**177,772**	**100.0**	**3**	**100.0**	**6**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Raleigh, NC MSA

In the Raleigh, NC MSA, the bank's delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 22 financial centers with the distribution of the population. The bank has one financial center in a low-income geography representing 4.5 percent of its financial centers. Low-income geographies have 6.1 percent of the assessment area's population. In moderate-income geographies, the bank has three financial centers or 13.6 percent of its financial centers compared with 27.0 percent of the population.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has four financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. The bank has one financial center adjacent to a low-income geography and three financial centers adjacent to moderate-income geographies. The adjacent financial centers help improve accessibility of retail banking services in low-and moderate-income geographies

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened three financial centers in middle- and upper-income geographies and closed one financial center in an upper-income geography.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. All financial centers are open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm Friday, and most financial centers are open for Saturday banking 9:00 am to 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Raleigh NC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	16	7.1	69,147	6.1	1	4.5	4	6.8	0	0.0	0	0.0
Moderate	55	24.6	305,636	27.0	3	13.6	6	10.2	0	0.0	0	0.0
Middle	74	33.0	412,653	36.5	8	36.4	23	39.0	1	33.3	0	0.0
Upper	76	33.9	338,767	30.0	10	45.5	26	44.1	2	66.7	1	100.0
NA	3	1.3	4,287	0.4	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**224**	**100.0**	**1,130,490**	**100.0**	**22**	**100.0**	**59**	**100.0**	**3**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Greensboro-High Point, NC MSA

In the Greensboro-High Point, NC MSA, the bank provides a relatively high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 63 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 4 low- and moderate-income individuals, and provided 17 financial education workshops for 1,139 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 15 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 27 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Jacksonville, NC MSA

In the Jacksonville, NC MSA, the bank provides a limited level of community development services. During the evaluation period, the bank participated with community development organizations to provide six community development services targeted to low- and moderate-income individuals. Employees provided five financial education workshops for 58 individuals. Employees also participated in one webinar with a non-profit organization to help the organization with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Raleigh, NC MSA

In the Raleigh, NC MSA, the bank is a leader in providing community development services. During the evaluation period, the bank participated with community development organizations to provide 219 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 144 low- and moderate-income individuals, and provided 7 financial education workshops and 30 foreclosure prevention workshops for 293 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 24 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 12 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Asheville, NC MSA, Fayetteville, NC MSA, Greenville, NC MSA, and Winston-Salem, NC MSA is consistent with the High Satisfactory performance under the Service Test in the state of North Carolina. Service Test performance in the Hickory-Lenoir-Morganton, NC MSA and Wilmington, NC MSA is stronger than the overall High Satisfactory Service Test performance in the state of North Carolina. Performance is stronger due to stronger accessibility of service delivery systems. Service Test performance in the Burlington, NC MSA, Durham-Chapel Hill, NC MSA, New Bern, NC MSA, and North Carolina Non-MSA is weaker than the overall High Satisfactory Service Test performance in the state of North Carolina. Performance is weaker due to weaker accessibility of service delivery systems.

State of Ohio

CRA Rating for Ohio[38]: **Outstanding**
The Lending Test is rated: Outstanding
The investment test is rated: Outstanding
The service test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and good distribution of loans by borrower income or business/farm revenue size;
- Relatively high level of CD lending that has a significantly positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Reasonably accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in the State of Ohio

Bank of America does not have any financial centers in the state of Ohio. As of June 30, 2016, the bank held no deposits in the state. The primary depository financial institutions in Ohio with deposit shares greater than 5 percent include U.S. Bank (17.9 percent), Fifth Third Bank (14.1 percent), The Huntington National Bank (11.8 percent), PNC Bank (9.1 percent), JP Morgan Chase Bank (8.8 percent), and KeyBank (6.8 percent). Of the bank's 47 rating areas, the state of Ohio ranks 45th and accounts for 0 percent of the bank's total deposits. As of December 31, 2016, BANA operated two full-service ATMs in Ohio.

Refer to the community profiles for the state of Ohio in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Ohio

Examiners selected the Cleveland-Elyria, OH MSA for a full-scope review and the Cincinnati, OH MSA for a limited-scope review. During the evaluation period, Bank of America originated or purchased 7,868 home mortgage loans totaling $1.2 billion, 6,577 small loans to businesses

[38] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

totaling $155.4 million, 61 small loans to farms totaling $1.6 million, and 4 CD loans totaling $4.2 million. Based on loan volume originated or purchased, examiners weighted home mortgage lending, representing 54 percent of the overall volume, the most followed by small loans to businesses at 45 percent, and small loans to farms at less than 1 percent.

Examiners conducted telephone interviews with two local community service organizations representing neighborhood housing, employment, and community service needs. The community contacts noted the following needs across the state:

- Workforce development
- Education
- Affordable housing
- Health and human services (safe environment, medical care, transportation)
- Lines of credit
- Capacity building for small business, women, or minority owned businesses
- Second mortgages due to appraisal gaps

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN OHIO

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Ohio is rated Outstanding based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a relatively high level of CD lending that has a significantly positive effect on the Lending Test rating. Performance in the limited-scope assessment area has a positive effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Ohio is excellent. Lending activity is excellent in the Cleveland-Elyria, OH MSA.

Cleveland-Elyria, OH MSA

Lending activity in the Cleveland-Elyria, OH MSA is excellent. According to peer mortgage data for 2016, the bank has a market share of 0.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 26th among 478 home mortgage lenders, which places it in the top 6 percent of lenders. According to peer small business data for 2016, the bank has a 2.1 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks 10th among 120 small business lenders, which places it in the top 9 percent of lenders in the MSA. The bank originated too few small loans to farms in the MSA for any meaningful analysis. Considering the bank has no financial centers in the assessment area, lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: OHIO				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Cleveland, OH	56.02	4,141	597,005	3,965	86,785	21	320	2	444	8,129	684,554	0.00
Limited Review												
Cincinnati, OH	43.98	3,727	603,237	2,612	68,593	40	1,311	2	3,783	6,381	676,924	0.00
OHIO	100.00	7,868	1,200,242	6,577	155,378	61	1,631	4	4,227	14,510	1,361,478	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is excellent. The distribution is good in the Cleveland-Elyria, OH MSA. Excellent performance in the limited-scope assessment area has a positive effect on the overall geographic distribution conclusion.

Cleveland-Elyria, OH MSA

The geographic distribution of home mortgage loans in the Cleveland-Elyria, OH MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies, respectively. The distribution of the bank's home mortgage loans in low-income geographies at 2.7 percent is lower than the 5.7 percent of owner-occupied units in low-income geographies, but it is higher than the 1.9 percent performance of aggregate lenders. The distribution of the bank's home mortgage loans in moderate-income geographies at 11.5 percent is lower than the 13.8 percent of owner-occupied units in moderate-income geographies, but it is higher than the 9.3 percent performance of aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Cleveland-Elyria OH MSA	1,460	227,778	54.7	56,981	5.7	2.7	1.9	13.8	11.5	9.3	42.0	41.3	41.3	38.5	44.5	47.5	0.0	0.0	0.0
LS Cincinnati OH MSA	1,209	208,315	45.3	56,269	3.0	3.2	1.9	16.0	14.9	12.4	45.1	44.8	42.5	35.9	37.1	43.2	0.0	0.0	0.0
Total	**2,669**	**436,093**	**100.0**	**113,250**	**4.5**	**2.9**	**1.9**	**14.8**	**13.0**	**10.8**	**43.3**	**42.9**	**41.9**	**37.4**	**41.1**	**45.3**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is adequate in the Cleveland-Elyria, OH MSA. Good performance in the limited-scope assessment area has a positive effect on the overall geographic distribution of small loans businesses.

Cleveland-Elyria, OH MSA

The geographic distribution of small loans to businesses in the Cleveland-Elyria, OH MSA is adequate. Performance is adequate in both low- and moderate-income geographies. The distribution in low-income geographies at 5.5 percent is lower than the 7.6 percent of businesses in low-income geographies and it is slightly lower than the 6.1 percent performance for aggregate lenders. The distribution in moderate-income geographies at 9.6 percent is lower than the 13 percent of businesses in moderate-income geographies and it is slightly lower than the 11.3 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Cleveland-Elyria OH MSA	2,445	54,603	61.4	38,020	7.6	5.5	6.1	13.0	9.6	11.3	38.4	39.7	36.2	40.6	45.1	46.2	0.4	0.2	0.2
LS Cincinnati OH MSA	1,555	41,667	38.9	31,484	6.3	6.2	5.9	20.6	16.7	17.6	38.4	35.8	35.8	34.7	41.3	40.7	0.0	0.0	0.0
Total	**4,000**	**96,270**	**100.0**	**69,504**	**7.0**	**5.8**	**6.0**	**16.3**	**12.4**	**14.2**	**38.4**	**38.2**	**36.1**	**38.1**	**43.6**	**43.7**	**0.2**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

In the Cleveland-Elyria, OH MSA, the bank did not originate or purchase enough loan volume to provide a meaningful analysis.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Cleveland-Elyria OH MSA	13	272	34.2	155	2.5	0.0	0.6	7.9	0.0	3.2	44.3	30.8	46.5	45.3	69.2	49.7	0.0	0.0	0.0
LS Cincinnati OH MSA	25	1,209	67.7	200	2.4	0.0	0.0	13.4	14.3	9.5	54.5	28.0	64.5	29.7	60.0	26.0	0.0	0.0	0.0
Total	**38**	**1,481**	**100.0**	**355**	**2.5**	**0.0**	**0.3**	**10.5**	**9.7**	**6.8**	**49.1**	**28.9**	**56.6**	**38.0**	**63.2**	**36.3**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is excellent. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Cleveland-Elyria, OH MSA.

Cleveland-Elyria, OH MSA

The distribution of home mortgage loans by borrower income in the Cleveland-Elyria, OH MSA is good. The distribution is adequate for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income borrowers at 10.5 percent is lower than the 21.7 percent of low-income families, but higher than the 7.6 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 17.7 percent is higher than the 17.3 percent of moderate-income families and it is slightly lower than the 18 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Cleveland-Elyria OH MSA	1,460	227,778	54.7	56,981	21.7	10.5	7.6	17.3	17.7	18.0	20.7	20.4	20.2	40.3	36.4	39.1	0.0	14.9	15.2
LS Cincinnati OH MSA	1,209	208,315	45.3	56,269	21.0	11.7	6.8	17.0	20.8	16.5	20.7	18.4	18.3	41.2	32.9	40.7	0.0	16.1	17.7
Total	**2,669**	**436,093**	**100.0**	**113,250**	**21.4**	**11.1**	**7.2**	**17.2**	**19.1**	**17.2**	**20.7**	**19.5**	**19.3**	**40.7**	**34.8**	**39.9**	**0.0**	**15.5**	**16.4**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's small loans to businesses originations and purchases.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. Performance in the Cleveland-Elyria, OH MSA is good. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 38 percent of its small loans to businesses.

Cleveland-Elyria, OH MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Cleveland-Elyria, OH MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 46.4 percent is lower than the 76.3 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is slightly stronger than the 45.1 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Cleveland-Elyria OH MSA	2,445	54,603	61.1	38,020	76.3	46.4	45.1	6.5	17.0	17.2	36.6
LS Cincinnati OH MSA	1,555	41,667	38.9	31,484	75.4	44.0	46.3	6.2	15.2	18.4	40.8
Total	**4,000**	**96,270**	**100.0**	**69,504**	**75.9**	**45.5**	**45.7**	**6.4**	**16.3**	**17.7**	**38.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The bank did not originate or purchase enough loans in the full-scope area to draw a meaningful comparison.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Cleveland-Elyria OH MSA	13	272	34.8	155	96.6	50.0	60.0	2.1	20.0	1.3	61.5
LS Cincinnati OH MSA	25	1,209	65.8	200	97.3	40.0	54.5	1.5	13.3	1.2	52.0
Total	**38**	**1,481**	**100.0**	**355**	**96.9**	**36.8**	**56.9**	**1.9**	**13.0**	**1.3**	**55.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect on the lending performance in the state of Ohio.

Cleveland-Elyria, OH MSA

In the Cleveland-Elyria, OH MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. The bank originated two CD loans totaling $444,000 that primarily support community services. Considering the bank has no customer deposits in the assessment area, the bank originated a relatively high dollar volume of CD loans.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Lending under the MHA and HARP programs accounted for 83 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending test performance in the Cincinnati, OH MSA is consistent with the Outstanding Lending Test performance in the state of Ohio. Excellent lending test performance in the Cincinnati, OH MSA positively affected the overall Lending Test performance in the state of Ohio.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the state of Ohio is rated Outstanding. Based on a full-scope review, the bank's performance in the Cleveland-Elyria, OH MSA is excellent. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Cleveland- Elyria, OH MSA

In the Cleveland-Elyria, OH MSA, Bank of America has an excellent level of community development investments. The bank made 30 investments during the current evaluation period totaling $2.5 million. In addition, the bank has 14 CD investments totaling $480,000 it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $2.9 million. Approximately $2 million or 83 percent of the current period investment dollars in the MSA supported community services. Approximately $417,000 or 17 percent of the investment dollars in the MSA also supported 12 units of affordable housing. The majority of current period investments are neither innovative nor complex. Approximately $1.6 million or 65 percent of the investment dollars were investments in CDFIs.

Examples of community development investments include:

- The bank invested $1.3 million in Finance Fund Capital Corporation, a certified CDFI based in Columbus, OH that provides financing to small businesses in low-income communities throughout the state of Ohio. The CDFI used the investment for its small business loan programs and its healthy food and affordable housing financing initiatives.

- The bank invested $3 million in the National Federation of Community Development Credit Unions (the Federation) of which the bank allocated $250,000 to the Cleveland-Elyria, OH MSA. The Federation is a certified CDFI with a mission to help low- and moderate-income individuals and communities achieve financial independence through Community Development Credit Unions (CDCUs). CDCUs are required to have a majority of their members earn at or below 80 percent of the median family income.

- The bank made a $100,000 grant to the Edwins Second Chance Life Skills Center. The organization focuses on offering comprehensive educational and life-skills support services for people with criminal records. Their goal is to provide educational services that will cause students to seek and find success in the workplace. This grant is the first payment of a two-year $200,000 commitment. According to the organization, all of the individuals served are recently incarcerated and are wards of the state.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: OHIO			Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Cleveland, OH	14	480	30	2,457	44	2,937	32.33	0	0
Limited Review									
Cincinnati, OH	3	100	24	4,519	27	4,618	50.84	0	0
OHIO - Statewide	0	0	19	158	19	158	1.74	0	0
OHIO - Non Assessed	20	686	41	684	61	1,370	15.09	0	0
OHIO	37	1,266	114	7,818	151	9,084	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Cincinnati, OH MSA is excellent and consistent with the Outstanding Investment Test performance in the state of Ohio.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of Ohio is rated Low Satisfactory. Service Test performance is adequate in the Cleveland-Elyria, OH MSA. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

Cleveland-Elyria, OH MSA

In the Cleveland-Elyria, OH MSA, the bank’s delivery systems are reasonably accessible to geographies and individuals of different income levels. The bank’s retail presence in the assessment area is limited to one full-service ATM located in a moderate-income geography. Given the bank’s limited presence in the assessment area, augmented by alternative delivery systems, overall accessibility is reasonable.

The bank’s alternative delivery systems including the full-service ATM, telephone, online, mobile, and text banking have a significantly positive effect on the accessibility of the bank’s service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customer’s residency. In three of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform exceeded the overall percentage of the population in low- and moderate-income geographies.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Cleveland-Elyria OH MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	104	16.4	215,605	10.4	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	135	21.2	361,821	17.4	0	0.0	1	100.0	0	0.0	0	0.0
Middle	230	36.2	804,100	38.7	0	0.0	0	0.0	0	0.0	0	0.0
Upper	162	25.5	695,586	33.5	0	0.0	0	0.0	0	0.0	0	0.0
NA	5	0.8	128	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**636**	**100.0**	**2,077,240**	**100.0**	**0**	**100.0**	**1**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Cleveland-Elyria, OH MSA

In the Cleveland-Elyria, OH MSA, the bank provides a relatively high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 34 community development services targeted to low- and moderate-income individuals. Employees provided one financial education workshop and one foreclosure prevention workshop for 85 individuals. Employees participated in 25 webinars and workshops with non-profit organizations to help the organizations with capacity building. One employee served on the board of a community organization. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Cincinnati, OH MSA is consistent with the Low Satisfactory Service Test performance in the state of Ohio due to the bank's limited retail presence in the assessment area.

State of Oklahoma

CRA Rating for Oklahoma[39]: **Outstanding**
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business/farm revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in the State of Oklahoma

The state of Oklahoma is Bank of America's 27th largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $4.3 billion or 0.4 percent of its total domestic deposits in financial centers within the state of Oklahoma. Of the 227 depository financial institutions operating in the state of Oklahoma, Bank of America, with a deposit market share of 5.2 percent, is the sixth largest. The bank's primary competitors for deposits in Oklahoma with deposit shares greater than 5 percent include BOKF (13.9 percent), BancFirst (7.2 percent), Arvest Bank (6 percent), JP Morgan Chase Bank (5.8 percent), and MidFirst Bank (5.7 percent). As of December 31, 2016, BANA operated 31 financial centers and 57 full service ATMs in Oklahoma.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Tulsa, OK MSA, Bank of America reported an additional $400 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

[39] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Oklahoma in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Oklahoma

Examiners selected two assessment areas for full-scope reviews and the remaining two assessment areas for limited-scope reviews. The full-scope assessment areas selected were the Oklahoma City, OK MSA and Tulsa, OK MSA. Examiners based the conclusions and ratings on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 8,633 home mortgage loans totaling $1.3 billion, 10,328 small loans to businesses totaling $211.6 million, 153 small loans to farms totaling $1.6 million, and 10 CD loans totaling $29 million. Based on loan volume, examiners weighted small loans to businesses, representing 54 percent of the volume, the most followed by home mortgage lending at 45 percent, and small loans to farms at less than 1 percent.

Examiners conducted telephone interviews with two community services agencies representing neighborhood housing, employment, and community service needs. The community contacts noted that affordable housing and affordable credit products, skilled labor in carpentry and maintenance professions, and community development services continue to be a concern across the state. A review of the bank’s investments noted the bank is active in the state in providing affordable housing assistance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN OKLAHOMA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of Oklahoma is rated High Satisfactory, based on good lending activity, excellent geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the state of Oklahoma is good. Lending activity is excellent in the Oklahoma City, OK MSA and adequate in the Tulsa, OK MSA. Performance in the Tulsa, OK MSA carried more weight in arriving at the adequate performance overall.

Oklahoma City, OK MSA

Lending activity in the Oklahoma City, OK MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 6.2 percent. The bank ranks fifth among 68 depository financial institutions, which places it in the top 8 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.3 percent based on the number of home mortgage loans originated or purchased. The bank ranks 20th among 453 home mortgage lenders, which places it in the top 5 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 5.2 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 125 small business lenders, which places it in the top 7 percent of lenders in the MSA. For small loans to farms, the bank has a market share of 1.7 percent based on the number of small loans to farms originated or purchased. The bank ranks eighth among 25 farm lenders, which places it in the top 32 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Tulsa, OK MSA

Lending activity in the Tulsa, OK MSA is good. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 10.1 percent. The bank ranks second among 55 depository financial institutions in the assessment area, which places it in the top 4 percent of 55 institutions. According to peer mortgage data for 2016, the bank has a market share of 1.4 percent based on the number of home mortgage loans originated or purchased. The bank ranks 17th among 422 home mortgage lenders, which places it in the top 5 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 5 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 107 small business lenders, which places it in the top 8 percent of lenders in the MSA. According to peer farm data for 2016, the bank has a market share of 1.1 percent based on the number of small loans to farms originated or purchased. The bank ranks 10th among 15 farm lenders, which places it in the bottom 33 percent of lenders. Considering the bank's lower ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is good.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: OKLAHOMA | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Oklahoma City, OK	54.97	4,717	677,730	5,693	109,438	100	802	2	11,920	10,512	799,890	42.29
Tulsa, OK	37.66	3,131	497,239	4,039	90,641	27	251	6	14,012	7,203	602,143	56.68
Limited Review												
Lawton, OK	3.96	534	63,546	216	1,992	8	63	0	0	758	65,601	1.03
Oklahoma Non-MSA	3.40	251	25,774	380	9,510	18	438	2	3,160	651	38,882	0.00
OKLAHOMA	100.00	8,633	1,264,289	10,328	211,581	153	1,554	10	29,092	19,124	1,506,516	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is adequate in the Oklahoma City, OK MSA and good in the Tulsa, OK MSA.

Oklahoma City, OK MSA

The geographic distribution of home mortgage loans in the Oklahoma City, OK MSA is adequate. Performance is adequate in low-income geographies and adequate in moderate-income geographies. The distribution of the bank's home mortgage loans in low-income geographies at 1.3 percent is lower than the 3.2 percent of owner-occupied housing units in low-income geographies, but it is slightly higher than the 1.2 percent performance of aggregate lenders. The distribution in moderate-income geographies at 12.7 percent is also lower than the 18.7 percent of owner-occupied housing units in moderate-income geographies and it is slightly lower than the 13 percent performance for aggregate lenders.

Tulsa, OK MSA

The geographic distribution of home mortgage loans in the Tulsa, OK MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution of the bank's home mortgage loans in low-income geographies at 1.7 percent is lower than the 3.4 percent of owner-occupied housing units in low-income geographies; however, it is slightly higher than the 1.4 percent performance of aggregate lenders. The distribution in moderate-income geographies at 14.6 percent is also lower than the 20.9 percent of owner-occupied housing units in moderate-income geographies; however, it is higher than the 13 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Oklahoma City OK MSA	2,081	318,695	55.7	48,823	3.2	1.3	1.2	18.7	12.7	13.0	45.0	40.2	41.5	33.1	45.7	44.2	0.0	0.0	0.0
FS Tulsa OK MSA	1,394	232,317	37.3	29,182	3.4	1.7	1.4	20.9	14.6	13.0	40.8	34.7	40.0	34.9	49.0	45.7	0.0	0.0	0.0
LS Lawton OK MSA	231	25,670	6.2	3,241	2.7	2.6	1.4	10.5	8.7	6.4	50.8	54.1	47.3	36.0	34.6	44.7	0.0	0.0	0.2
LS Oklahoma Non-MSA	28	3,349	0.8	1,009	0.0	0.0	0.0	24.8	25.0	27.2	75.2	75.0	72.8	0.0	0.0	0.0	0.0	0.0	0.0
Total	**3,734**	**580,031**	**100.0**	**82,255**	**3.2**	**1.6**	**1.3**	**19.3**	**13.3**	**12.9**	**44.1**	**39.3**	**41.6**	**33.4**	**45.9**	**44.2**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Oklahoma City, OK MSA and Tulsa, OK MSA.

Oklahoma City, OK MSA

The geographic distribution of small loans to businesses in the Oklahoma City, OK MSA is excellent. Performance is excellent in both low- and moderate-income geographies. The distribution in low-income geographies at 5.9 percent is higher than the 5.4 percent of businesses in low-income geographies and it is consistent with the 5.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 20.4 percent is slightly higher than the 20 percent of businesses in moderate-income geographies and it is higher than the 18.3 percent performance for aggregate lenders.

Tulsa, OK MSA

The geographic distribution of small loans to businesses in the *Tulsa, OK MSA* MSA is excellent. Performance is excellent in both low- and moderate-income geographies. The distribution in low-income geographies at 5.7 percent is higher than the 5.3 percent of businesses in low-income geographies and it is slightly higher than the 5.5 percent performance for aggregate lenders. The distribution in moderate-income geographies at 22.2 percent is slightly lower than the 23.7 percent of businesses in moderate-income geographies and exceeds the 21.2 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Oklahoma City OK MSA	3,598	70,345	57.6	23,047	5.4	5.9	5.9	20.0	20.4	18.3	38.3	33.5	35.5	35.2	39.8	39.4	1.2	0.5	1.0
FS Tulsa OK MSA	2,458	51,383	39.3	15,667	5.3	5.7	5.5	23.7	22.2	21.2	34.0	30.5	33.1	37.0	41.7	40.2	0.0	0.0	0.0
LS Oklahoma Non-MSA	64	938	1.0	548	0.0	0.0	0.0	19.1	29.7	22.1	80.9	70.3	77.9	0.0	0.0	0.0	0.0	0.0	0.0
LS Lawton OK MSA	131	1,288	2.1	1,489	14.3	11.5	12.1	20.0	22.9	19.7	41.3	44.3	35.1	24.2	21.4	33.0	0.3	0.0	0.1
Total	**6,251**	**123,954**	**100.0**	**40,751**	**5.6**	**5.9**	**5.9**	**21.6**	**21.3**	**19.5**	**37.1**	**32.9**	**35.1**	**35.2**	**39.7**	**38.9**	**0.6**	**0.3**	**0.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is poor in the Oklahoma City, OK MSA and good in the Tulsa, OK MSA.

Oklahoma City, OK MSA

The geographic distribution of small loans to farms in the Oklahoma City, OK MSA is poor. Performance is poor in low-income geographies and very poor in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 1.9 percent of farms in low-income geographies and it is lower than the 1.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 0 percent is lower than the 15.2 percent of farms in moderate-income geographies and it is lower than the 12.7 percent performance for aggregate lenders.

Tulsa, OK MSA

The geographic distribution of small loans to farms in the Tulsa, OK MSA is good. Performance is poor in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 2.2 percent of farms in low-income geographies and it is lower than the 0.3 percent performance for aggregate lenders. The distribution in moderate-income geographies at 43.8 is significantly higher than the 18.8 percent of farms in moderate-income geographies and it is significantly higher than the 22.7 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Oklahoma City OK MSA	55	416	67.9	890	1.9	0.0	1.3	15.2	0.0	12.7	48.6	67.3	67.5	34.1	32.7	18.4	0.1	0.0	0.0
FS Tulsa OK MSA	16	171	21.1	379	2.2	0.0	0.3	18.8	43.8	22.7	48.8	37.5	58.6	30.2	25.0	18.5	0.0	0.0	0.0
LS Oklahoma Non-MSA	3	12	3.7	139	0.0	0.0	0.0	19.9	0.0	15.8	80.1	100.0	84.2	0.0	0.0	0.0	0.0	0.0	0.0
LS Law ton OK MSA	6	52	10.7	173	3.1	0.0	2.3	5.7	0.0	2.9	51.6	100.0	65.3	39.6	100.0	29.5	0.0	0.0	0.0
Total	**81**	**656**	**100.0**	**1,581**	**2.1**	**0.0**	**1.1**	**16.0**	**8.6**	**14.3**	**49.5**	**64.2**	**66.6**	**32.4**	**27.2**	**18.0**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Oklahoma City, OK MSA and Tulsa, OK MSA.

Oklahoma City, OK MSA

The distribution of home mortgage loans by borrower income in the Oklahoma City, OK MSA is good. The distribution is adequate for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 9.6 percent is lower than the 21.3 percent of low-income families, but higher than the 5.2 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 19.5 percent is higher than the 17.8 percent of moderate-income families and it is higher than the 15.4 percent performance for aggregate lenders.

Tulsa, OK MSA

The distribution of home mortgage loans by borrower income in the Tulsa, OK MSA is good. The distribution is adequate for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 8.1 percent is lower than the 21.1 percent of low-income families, but is higher than the 5.1 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 18.7 percent is higher than the 17.9 percent of moderate-income families and it is higher than the 16.8 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Oklahoma City OK MSA	2,081	318,695	55.7	48,823	21.3	9.6	5.2	17.8	19.5	15.4	20.6	21.1	20.5	40.4	41.1	37.9	0.0	8.7	21.0
FS Tulsa OK MSA	1,394	232,317	37.3	29,182	21.1	8.1	5.1	17.9	18.7	16.8	20.4	20.6	20.5	40.6	42.2	39.2	0.0	10.4	18.4
LS Lawton OK MSA	231	25,670	6.2	3,241	21.9	6.5	3.5	17.6	19.0	10.2	21.3	16.5	18.9	39.3	25.1	36.6	0.0	32.9	30.8
LS Oklahoma Non-MSA	28	3,349	1.0	1,009	29.5	10.7	4.3	17.3	14.3	15.8	20.9	25.0	21.3	32.3	35.7	37.9	0.0	14.3	20.8
Total	**3,734**	**580,031**	**100.0**	**82,255**	**21.4**	**8.9**	**5.1**	**17.8**	**19.1**	**15.7**	**20.5**	**20.7**	**20.5**	**40.3**	**40.5**	**38.3**	**0.0**	**10.8**	**20.4**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The distribution is good in the Oklahoma City, OK MSA and good in the Tulsa, OK MSA.

The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35 percent of its small loans to businesses.

Oklahoma City, OK MSA

The distribution in Oklahoma City, OK MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 54.8 percent is lower than the 77.6 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 45.1 percent for aggregate lenders, overall performance is good.

Tulsa, OK MSA

The distribution in the Tulsa, OK MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 52.4 percent is lower than the 75 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 46.3 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Oklahoma City OK MSA	3,598	70,345	57.6	23,047	77.6	54.8	45.1	4.9	10.9	17.5	34.4
FS Tulsa OK MSA	2,458	51,383	39.3	15,667	75.0	52.4	46.3	5.0	11.8	20.0	35.7
LS Oklahoma Non-MSA	64	938	1.1	548	79.1	34.4	61.5	3.6	10.4	17.3	57.8
LS Law ton OK MSA	131	1,288	2.5	1,489	73.7	54.2	63.6	4.0	10.7	22.3	35.1
Total	**6,251**	**123,954**	**100.0**	**40,751**	**76.4**	**53.6**	**46.4**	**4.9**	**11.2**	**18.7**	**35.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is poor. The distribution is poor in the Oklahoma City, OK MSA and Tulsa, OK MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 48 percent of its small loans to farms.

Oklahoma City, OK MSA

The distribution in the Oklahoma City, OK MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 54.5 percent is lower than the 97.2 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is also lower than the 83.6 percent for aggregate lenders, overall performance is poor.

Tulsa, OK MSA

The distribution in the Tulsa, OK MSA is poor. Based on farms with known revenues, the proportion of the bank's small loans to farms at 50 percent is lower than the 97.2 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is also lower than the 78.1 percent for aggregate lenders, overall performance is poor.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Oklahoma City OK MSA	55	416	76.0	890	97.2	54.5	83.6	1.6	5.3	1.2	43.6
FS Tulsa OK MSA	16	171	21.4	379	97.2	50.0	78.1	1.2	0.0	1.6	66.7
LS Oklahoma Non-MSA	3	12	3.7	139	97.1	0.0	94.2	1.6	0.0	1.3	100.0
LS Lawton OK MSA	7	57	16.7	173	98.7	100.0	85.0	0.5	0.0	0.8	100.0
Total	**81**	**656**	**100.0**	**1,581**	**97.3**	**50.6**	**83.4**	**1.4**	**4.0**	**1.3**	**48.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect on the lending performance in the state of Oklahoma. The bank met the communities' credit needs primarily through retail lending.

Oklahoma City, OK MSA

In the Oklahoma City, OK MSA, CD lending has a neutral effect on the lending performance in the assessment area. The bank originated two CD loans totaling $11.9 million that primarily support affordable housing. One loan is an extension of the other loan, so the benefit to the community is actually only about $6 million. CD lending helped to finance the development of 48 units of affordable housing and it represents 5.2 percent of the allocated Tier 1 Capital.

Tulsa, OK MSA

In the Tulsa, OK MSA, CD lending has a neutral effect on the lending performance in the assessment area. The bank originated six CD loans totaling $14 million that primarily support affordable housing. CD loans helped to finance the development of 272 units of affordable housing. CD lending represents 5.4 percent of the allocated Tier 1 Capital after adjusting for $400 million in corporate deposits that did not derive from the assessment area.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Oklahoma, lending under the MHA and HARP programs accounted for 71 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Lawton, OK MSA is consistent with the High Satisfactory Lending Test performance in the state of Oklahoma. Lending Test performance in the Oklahoma Non-MSA is stronger than the overall High Satisfactory Lending Test performance in the state of Oklahoma. Performance is stronger primarily due to the significantly positive effect CD lending has on the lending performance in the Oklahoma Non-MSA.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the state of Oklahoma is rated Outstanding. Investment performance is excellent in the Oklahoma City, OK MSA and Tulsa, OK MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Oklahoma City, OK MSA

In the Oklahoma City, OK MSA, Bank of America has an excellent level of CD investments. The bank made 87 investments during the current evaluation period totaling $22.8 million. Approximately $22.4 million or 98 percent of the current period investment dollars in the MSA supported 215 units of affordable housing. In addition, the bank has 47 CD investments totaling $3.3 million it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $26.1 million or 11.4 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $15.2 million or 67 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $6.9 million in a LIHTC for new construction of Bocage senior apartments, a 58-unit housing development in Norman, OK for seniors aged 62 and older. The development has 48 units restricted to incomes at or below 60 percent of the area median income. The remaining 10 units are available at market rates.

- The bank invested nearly $116,000 in a fund that makes direct and indirect investments in partnerships that own affordable housing projects throughout the United States. LIHTCs support these projects. This transaction represents funds used toward the Landings at Pebble Creek, which provides 48 units of affordable housing.

- The bank made $55,000 in multiple smaller grants to the Oklahoma City Public Schools Foundation (the Foundation). The Foundation's mission is to advance excellence, create champions, and build strong community support for lasting change in their schools. Partners of the Foundation provide valuable and unrestricted support for numerous programs and initiatives. The various grants helped to finance those programs and initiatives. According to the National Center for Education Statistics, 86 of the 93 schools in the Oklahoma City Public School District have free or reduced price lunch rates at or above 54 percent.

Tulsa, OK MSA

In the Tulsa, OK MSA, Bank of America has an excellent level of CD investments. The bank made 108 investments during the evaluation period totaling $27.7 million. Approximately $27.2 million or 98 percent of the current period investment dollars in the MSA supported 591 units of affordable housing. In addition, the bank has 28 CD investments totaling $8.1 million it made during a prior evaluation period that are still outstanding and continue to benefit the community. Outstanding prior period and current period investments total $35.8 million or 13.9 percent of the bank's Tier 1 Capital allocated to the assessment area after adjusting for approximately $400 million in corporate deposits that did not derive from the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $18.2 million or 66 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $8.6 million into a Section 42 LIHTC fund that supported a housing project, which provided 58 units of affordable housing in the MSA.

- The bank invested more than $80,000 in a fund that makes direct and indirect investments in partnerships that own affordable housing projects throughout the U.S. The partnerships use LIHTCs to help fund those projects. This transaction represents funds used toward the Bradford Apartments, which provides 192 units of affordable housing in the MSA.

- The bank provided nearly $61,000 in grants to City Year, an education-focused nonprofit organization that partners with public schools to provide full-time targeted intervention for students at risk of dropping out of school. This funding is part of a 2-year $1 million commitment the bank made to support the national Diplomas Now program that addresses the dropout crisis in high poverty neighborhoods. In schools the program serves, a majority of the students are eligible for free or reduced lunches.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: OKLAHOMA				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**		
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)	
Full Review										
Oklahoma City, OK	47	3,294	87	22,792	134	26,086	36.22	1	4,876	
Tulsa, OK	28	8,115	108	27,668	136	35,783	49.68	0	0	
Limited Review										
Lawton, OK	5	217	7	177	12	394	0.55	0	0	
Oklahoma Non-MSA	0	0	8	122	8	122	0.17	0	0	
OKLAHOMA - Statewide	1	50	10	64	11	114	0.16	0	0	
OKLAHOMA - Non Assessed	17	7,688	17	1,843	34	9,531	13.23	0	0	
OKLAHOMA	98	19,365	237	52,665	335	72,030	100.00	1	4,876	

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Oklahoma Non-MSA is excellent and consistent with the Outstanding Investment Test performance in the state of Oklahoma. Investment performance in the Lawton, OK MSA is weaker than the overall Outstanding Investment Test performance in the state of Oklahoma. Performance is weaker due to lower levels of CD investments relative to the bank's size and resources in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Oklahoma is rated Outstanding. Service Test performance is excellent in the Oklahoma City, OK MSA and Tulsa, OK MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Oklahoma City, OK MSA

In the Oklahoma City, OK MSA, the bank's delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 15 financial centers with the distribution of the population. The bank has two financial centers in low-income geographies representing 13.3 percent of its financial centers. Low-income geographies have 5.5 percent of the assessment area's population. In moderate-income geographies, the bank has three financial centers or 20 percent of its financial centers compared with 24 percent of the population.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customer's residency. In two of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform exceeded the percentage of the population in low- and moderate-income geographies.

The bank has seven financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. Six financial centers are adjacent to moderate-income geographies and one financial center is adjacent to low-income geographies. The adjacent financial centers help improve accessibility of retail banking services in low-and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed three financial centers; two in upper-income geographies and one in a census tract not defined.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. All financial centers are open 9:00 am to 4:00 pm Monday through Thursday and 9:00 am to 5:00 pm on Friday. Financial centers that are open for Saturday banking are open 9:00 am to 12:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Oklahoma City OK MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	32	8.8	69,342	5.5	2	13.3	4	14.3	0	0.0	0	0.0
Moderate	97	26.7	301,199	24.0	3	20.0	7	25.0	0	0.0	0	0.0
Middle	139	38.3	521,862	41.6	6	40.0	8	28.6	0	0.0	0	0.0
Upper	91	25.1	359,351	28.7	3	20.0	8	28.6	0	0.0	2	66.7
NA	4	1.1	1,233	0.1	1	6.7	1	3.6	0	0.0	1	33.3
Totals	**363**	**100.0**	**1,252,987**	**100.0**	**15**	**100.0**	**28**	**100.0**	**0**	**100.0**	**3**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Tulsa, OK MSA

In the Tulsa, OK MSA, the bank's delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 15 financial centers with the distribution of the population. The bank has one financial center in a low-income geography representing 6.7 percent of its financial centers. Low-income geographies have 6.1 percent of the assessment area's population. In moderate-income geographies, the bank has six or 40 percent of its financial centers compared with 25.3 percent of the population.

Examiners also considered the bank's alternative delivery systems including cash dispensing and full-service ATMs, telephone, online, mobile and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customer's residency. In two of six ADS platforms, the percentage of customers in low- and moderate-income geographies using the platform exceeded the percentage of the population in low- and moderate-income geographies.

The bank has two financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to moderate-income geographies. The adjacent financial centers help improve accessibility of retail banking services in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed one financial center in a moderate-income geography. Despite the closure, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are consistent throughout the assessment area. All financial centers are open 9:00 am to 4:00 pm Monday through Thursday and 9:00 am to 5:00 pm on Friday. All financial centers except one are open for Saturday banking 9:00 am to 12:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Tulsa OK MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	20	7.4	57,018	6.1	1	6.7	1	3.8	0	0.0	0	0.0
Moderate	77	28.3	237,377	25.3	6	40.0	11	42.3	0	0.0	1	100.0
Middle	99	36.4	358,331	38.2	4	26.7	7	26.9	0	0.0	0	0.0
Upper	76	27.9	284,752	30.4	4	26.7	7	26.9	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**272**	**100.0**	**937,478**	**100.0**	**15**	**100.0**	**26**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Oklahoma City, OK MSA

The bank provides a relatively high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 34 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to two low- and moderate-income individuals, and provided four financial education workshops and one foreclosure prevention workshop for 179 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in five webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 20 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Tulsa, OK MSA

The bank provides a relatively high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 37 community development services targeted to low- and moderate-income individuals. Employees provided a homebuyer education workshop to one low- or moderate-income individual, and provided 11 financial education workshops for 181 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in nine webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 16 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Lawton, OK MSA and Oklahoma Non-MSA is weaker than the overall Outstanding Service Test performance in the state of Oklahoma primarily due to the bank’s limited retail banking presence in those assessment areas.

State of Oregon

CRA Rating for Oregon[40]: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans among geographies and good distribution to borrowers of different income levels throughout the state;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Investment volume that reflects an excellent level of responsiveness to the needs in the state; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Oregon

The state of Oregon is Bank of America's 37th largest rating area based on its total deposits in the state when excluding deposits in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA. Examiners excluded the multistate MSA from the analysis of the state of Oregon because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $999 million or 0.1 percent of its total domestic deposits in financial centers in areas of the state of Oregon that do not include the multistate MSA. Of the 31 depository financial institutions operating in the areas of the state that do not include the multistate MSA, Bank of America, with a deposit market share of 3.3 percent, is the 10th largest. BANA's primary banking competitors for deposits in Oregon with deposit market shares greater than 5 percent include Umpqua Bank (19.1 percent), U.S. Bank (17.2 percent), Wells Fargo Bank (14 percent), JPMorgan Chase Bank (7.7 percent), Bank of the Cascades (5.8 percent), and Columbia State Bank (5.5 percent). As of December 31, 2016, the bank operated 10 financial centers and 27 full-service ATMs in the areas of the state of Oregon that exclude the multistate MSA.

[40] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Oregon in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Oregon

The bank has defined five assessment areas in the state of Oregon. Examiners selected the Bend-Redmond, OR MSA and Eugene, OR MSA for full-scope reviews. The remaining three assessment areas, Albany, OR MSA, Corvallis, OR MSA, and Salem, OR MSA, received limited-scope reviews. During the evaluation period, Bank of America originated or purchased 6,858 home mortgage loans totaling $1.3 billion, 9,229 small loans to businesses totaling $206.6 million, 407 small loans to farms totaling $8.4 million, and 19 CD loans totaling $14.6 million. Lending volumes include loans originated or purchased in the Eugene, OR MSA and Medford, OR MSA, which the bank no longer designates as assessment areas due to the closure or sale of all financial centers and deposit-taking ATMs in those communities. Based on loan volume, examiners weighted small loans to businesses, representing 56 percent of the volume, the heaviest, followed by home mortgage lending at 42 percent, and small loans to farms at 2 percent.

Examiners conducted telephone interviews with two community development organizations. The community contacts identified affordable housing, funding for the expansion of existing businesses, and funding for training programs to equip the workforce with knowledge and skills necessary to meet the demands of the growing and evolving job market in the state as primary credit needs in the communities.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN OREGON

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of Oregon is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and a high level of CD lending that positively affected overall performance under the Lending Test. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the state of Oregon is excellent. Lending activity is excellent in the Bend-Redmond, OR MSA and Eugene, OR MSA.

Bend-Redmond, OR MSA

Lending activity in the Bend-Redmond, OR MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 8 percent. The bank ranks fifth among 10 depository financial institutions in the assessment area, which places it in the 50th percentile of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks 18th among 326 home mortgage lenders, which places it in the top 6 percent of mortgage lenders. Based on peer small business data for 2016, the bank has a market share of 7.5 percent of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 74 small business lenders, which places it in the top 6 percent of lenders. According to peer farm data for 2016, the bank has a market share of 11.8 percent based on the number of small loans to farms originated or purchased. The bank ranks third among nine farm lenders, which places the bank in the top 34 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans, small loans to businesses, and small loans to farms relative to its ranking for deposits, overall lending activity is excellent.

Eugene, OR MSA

Lending activity in the Eugene, OR MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 3.7 percent. The bank ranks ninth among 10 depository financial institutions, which places it in the bottom 10 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.8 percent based on the number of home mortgage loans originated or purchased. The bank ranks 22nd among 231 mortgage lenders, which places it in the top 10 percent of mortgage lenders. Based on peer small business data for 2016, the bank has a market share of 3.2 percent of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks eighth among 47 small business lenders, which places it in the top 18 percent of lenders. According to peer farm data for 2016, the bank has a market share of 10.6 percent of small loans to farms based on the number of small loans to farms originated or purchased. The bank ranks third among 12 farm lenders, which places it in the top 25 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans, small loans to businesses, and small loans to farms relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume **2012-2016**

LENDING VOLUME | Geography: OREGON | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Bend, OR	24.55	1,418	345,234	2,596	45,342	38	345	2	280	4,054	391,201	25.94
Eugene, OR	20.09	1,328	250,857	1,929	51,407	57	437	4	584	3,318	303,285	33.43
Medford, OR	7.95	667	128,014	626	14,077	17	1,311	2	420	1,312	143,822	0.00
Oregon Non-MSA	16.13	1,432	236,511	1,164	27,485	64	446	3	1,226	2,663	265,668	0.00
Limited Review												
Albany, OR	3.05	152	20,416	319	10,829	31	1,280	2	4,341	504	36,866	3.65
Corvallis, OR	5.35	332	70,766	524	14,063	25	154	3	656	884	85,639	11.61
Salem, OR	22.88	1,529	261,743	2,071	43,368	175	4,391	3	7,125	3,778	316,627	25.36
OREGON	100.00	6,858	1,313,541	9,229	206,571	407	8,364	19	14,633	16,513	1,543,109	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.

(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.

(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Bend-Redmond MSA and adequate in the Eugene, OR MSA.

Bend-Redmond, OR MSA

The geographic distribution of home mortgage loans within the Bend-Redmond, OR MSA is good. There are no low-income tracts in this assessment area. Examiners based the overall good conclusion on the good performance in moderate-income geographies. The distribution of home mortgage loans in moderate-income tracts at 9.7 percent is below the 11.8 percent of owner-occupied housing units in moderate-income geographies; however, the bank's performance is similar to aggregate lenders.

Eugene, OR MSA

The geographic distribution of home mortgage loans within the Eugene, OR MSA is adequate. Performance is poor in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income tracts at 0.9 percent is below the 1.4 percent of owner-occupied housing units in low-income geographies and below the 1.3 percent performance for aggregate lenders. The distribution of home mortgage loans in moderate-income geographies at 15.4 percent is below the 16.5 percent of owner-occupied housing units in moderate-income geographies, yet performance is similar to aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Bend-Redmond OR MSA	569	152,569	29.6	11,120	0.0	0.0	0.0	11.8	9.7	9.9	65.0	64.0	69.0	23.2	26.4	21.1	0.0	0.0	0.0
FS Eugene OR MSA	468	95,505	24.4	12,653	1.4	0.9	1.3	16.5	15.4	15.8	57.9	55.6	58.3	24.2	28.2	24.5	0.0	0.0	0.0
LS Albany OR MSA	152	20,416	7.9	4,375	0.0	0.0	0.0	10.1	11.8	11.5	75.2	66.4	67.7	14.7	21.7	20.8	0.0	0.0	0.0
LS Corvallis OR MSA	133	32,525	6.9	2,603	1.0	0.8	1.6	20.4	18.8	22.2	48.4	39.1	47.4	30.2	41.4	28.7	0.0	0.0	0.0
LS Salem OR MSA	600	111,025	31.2	15,048	0.0	0.0	0.0	11.9	12.5	11.4	60.2	54.3	59.1	28.0	33.2	29.5	0.0	0.0	0.0
Total	**1,922**	**412,040**	**100.0**	**45,799**	**0.5**	**0.3**	**0.5**	**13.8**	**12.7**	**12.9**	**61.1**	**57.4**	**61.5**	**24.7**	**29.6**	**25.2**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Bend-Redmond, OR MSA and Eugene, OR MSA.

Bend-Redmond, OR MSA

The geographic distribution of small loans to businesses in the Bend-Redmond, OR MSA is excellent. The assessment area has no low-income geographies. Examiners based the overall conclusion on the excellent performance in moderate-income geographies. The distribution in moderate-income geographies at 18.7 percent is slightly below the 19.3 percent of businesses in moderate-income geographies; however, the bank’s performance exceeds the 16.2 percent for aggregate lenders.

Eugene, OR MSA

The geographic distribution of small loans to businesses in the Eugene, OR MSA is excellent. Performance is excellent in low- and moderate-income geographies. The distribution in low-income geographies at 5.9 percent exceeds the 3.5 percent of businesses in low-income geographies. The bank’s performance also exceeds the 3.1 percent for aggregate lenders. The distribution in moderate-income geographies at 26.9 percent is equal to the 26.9 percent of businesses in moderate-income geographies. In addition, the bank’s performance exceeds the 20.1 percent for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Bend-Redmond OR MSA	1,734	27,098	34.8	7,731	0.0	0.0	0.0	19.3	18.7	16.2	57.9	49.9	56.4	22.8	31.4	27.4	0.0	0.0	0.0
FS Eugene OR MSA	1,229	32,443	24.7	10,668	3.5	5.9	3.1	26.9	26.9	20.1	45.6	37.8	47.9	24.1	29.4	28.9	0.0	0.0	0.0
LS Albany OR MSA	319	10,829	6.4	3,059	0.0	0.0	0.0	16.5	20.4	11.4	68.4	63.0	69.3	15.1	16.6	19.2	0.0	0.0	0.0
LS Corvallis OR MSA	341	9,473	6.9	2,193	12.5	7.0	8.5	24.5	26.4	21.6	40.5	37.8	44.0	22.5	28.7	25.9	0.0	0.0	0.0
LS Salem OR MSA	1,355	26,676	27.2	9,787	0.0	0.0	0.0	21.0	21.0	16.8	56.9	56.1	55.9	22.2	23.0	27.2	0.0	0.0	0.0
Total	**4,978**	**106,519**	**100.0**	**33,438**	**2.1**	**1.9**	**1.5**	**22.3**	**22.0**	**17.6**	**53.4**	**48.6**	**53.9**	**22.2**	**27.5**	**27.0**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

The overall geographic distribution of small loans to farms is adequate. Poor performance in limited-scope assessment areas negatively affected overall performance. The distribution is good in the Bend-Redmond, OR MSA and Eugene, OR MSA.

Bend-Redmond, OR MSA

The geographic distribution of small loans to farms in the Bend-Redmond, OR MSA is good. The assessment area has no low-income geographies. Examiners based the overall conclusion on the good performance in moderate-income geographies. The distribution in moderate-income geographies at 9.1 percent is below the 12.3 percent of farms in moderate-income geographies; however, the bank's performance exceeds the 3.7 percent for aggregate lenders.

Eugene, OR MSA

The geographic distribution of small loans to businesses in the Eugene, OR MSA is good. Performance is adequate in low-income geographies and excellent in moderate-income geographies. Although the bank did not originate or purchase any small loans to farms in low-income geographies, the bank's performance is consistent with aggregate performance. The distribution in moderate-income geographies at 18.4 percent exceeds the 14.5 percent of farms located in moderate-income geographies. In addition, the bank's performance exceeds the 10.6 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Bend-Redmond OR MSA	30	311	12.5	82	0.0	0.0	0.0	12.3	9.1	3.7	56.3	36.7	50.0	31.4	56.7	46.3	0.0	0.0	0.0
FS Eugene OR MSA	38	316	17.0	113	2.0	0.0	0.0	14.5	18.4	10.6	63.5	71.1	71.7	20.0	13.3	17.7	0.0	0.0	0.0
LS Albany OR MSA	31	1,280	12.5	110	0.0	0.0	0.0	2.6	0.0	0.0	86.0	90.3	81.8	11.4	13.6	18.2	0.0	0.0	0.0
LS Corvallis OR MSA	18	119	7.1	34	1.0	0.0	0.0	14.7	0.0	14.7	66.8	77.8	73.5	17.5	22.2	11.8	0.0	0.0	0.0
LS Salem OR MSA	135	3,601	53.6	398	0.0	0.0	0.0	8.2	0.0	3.8	71.9	92.6	81.9	19.9	7.4	14.3	0.0	0.0	0.0
Total	**252**	**5,627**	**100.0**	**737**	**0.6**	**0.0**	**0.0**	**9.9**	**3.6**	**4.7**	**69.6**	**81.3**	**76.4**	**20.0**	**15.1**	**18.9**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Bend-Redmond, OR MSA and Eugene, OR MSA.

Bend-Redmond, OR MSA

The distribution of home mortgage loans by borrower income in the Bend-Redmond, OR MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income borrowers at 8.1 percent is well below the 19.7 percent of low-income families in the MSA; however, the bank’s distribution exceeds the 2.1 percent for aggregate lenders. The proportion of the bank’s home mortgage loans to moderate-income borrowers at 13.2 percent is below the 17.3 percent of moderate-income families. Bank performance exceeds the 10.5 percent for aggregate lenders.

Eugene, OR MSA

The distribution of home mortgage loans by borrower income in the Eugene, OR MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income borrowers at 7.7 percent is lower than the 21.3 percent of low-income families in the MSA; however, the bank’s distribution exceeds the 3.1 percent for aggregate lenders. The proportion of the bank’s home mortgage loans to moderate-income borrowers at 15.4 percent is lower than the 18.1 percent of moderate-income families. Bank performance exceeds the 13.3 percent for aggregate lenders.

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The distribution is good in the Bend-Redmond, OR MSA and Eugene, OR MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 32 percent of its small loans to businesses.

Bend-Redmond, OR MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Bend-Redmond, OR MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 54.6 percent is lower than the 81.6 percent of businesses with gross annual revenues of $1 million or less. However, the bank's distribution is higher than the 39.8 percent for aggregate lenders.

Eugene, OR MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Eugene, OR MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 48.7 percent is lower than the 79.6 percent of businesses with gross annual revenues of $1 million or less. However, the bank's distribution is higher than the 36.8 percent for aggregate lenders.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Bend-Redmond OR MSA	1,734	27,098	34.8	7,731	81.6	54.6	39.8	3.7	11.5	14.7	34.0
FS Eugene OR MSA	1,229	32,443	24.7	10,668	79.6	48.7	36.8	4.6	19.3	15.8	32.0
LS Albany OR MSA	319	10,829	6.4	3,059	78.7	47.0	34.2	4.2	18.5	17.1	34.5
LS Corvallis OR MSA	341	9,473	6.9	2,193	79.5	58.4	36.8	3.2	14.7	17.3	27.0
LS Salem OR MSA	1,355	26,676	27.2	9,787	78.8	52.7	38.2	3.8	16.2	17.3	31.1
Total	**4,978**	**106,519**	**100.0**	**33,438**	**79.7**	**52.4**	**37.7**	**4.0**	**15.3**	**16.3**	**32.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The distribution is good in the Bend-Redmond, OR MSA and Eugene, OR MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 35 percent of its small loans to farms.

Bend-Redmond, OR MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Bend-Redmond, OR MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 60 percent is lower than the 97.7 percent of farms with gross annual revenues of $1 million or less. However, the bank's distribution is stronger than the 54.9 percent for aggregate lenders.

Eugene, OR MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Eugene, OR MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 73.7 percent is lower than the 96.5 percent of farms with gross annual revenues of $1 million or less. However, the bank's distribution is stronger than the 56.6 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Bend-Redmond OR MSA	30	311	14.5	82	97.7	60.0	54.9	2.0	16.7	0.3	33.3
FS Eugene OR MSA	38	316	17.0	113	96.5	73.7	56.6	2.5	6.7	0.9	26.7
LS Albany OR MSA	31	1,280	12.5	110	96.2	67.7	45.5	3.1	15.8	0.7	33.3
LS Corvallis OR MSA	18	119	9.6	34	95.8	54.5	32.4	3.6	12.5	0.5	73.3
LS Salem OR MSA	135	3,601	53.6	398	92.5	42.2	45.2	6.0	20.0	1.5	37.8
Total	**252**	**5,627**	**100.0**	**737**	**95.1**	**51.6**	**47.5**	**3.9**	**13.9**	**1.0**	**34.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending, primarily resulting from strong performance in limited-scope assessment areas, has a positive effect overall on the bank's Lending Test performance in the state of Oregon.

Bend-Redmond, OR MSA

In the Bend-Redmond, OR MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank refinanced two CD loans totaling $280,166. Both loans were responsive to the identified needs in the MSA by funding seven units of affordable housing in the MSA. CD lending represents 0.9 percent of the allocated Tier 1 Capital.

Eugene, OR MSA

In the Eugene, OR MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank refinanced four CD loans totaling $584,000. All loans were responsive to the identified needs in the MSA by funding the development of 26 units of affordable housing in the MSA. CD lending represents 1.4 percent of the allocated Tier 1 Capital.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Oregon, lending under the MHA and HARP programs accounted for 90 percent of the dollar volume of all loans under flexible lending programs

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance varied across the limited-scope assessment areas. Performance in the Albany, OR MSA and Salem, OR MSA is consistent with the Outstanding Lending Test performance. Performance in the Corvallis, OR MSA is good and weaker than the overall Outstanding Lending Test performance due to weaker geographic distributions and relatively lower levels of CD lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Oregon is rated Outstanding. Investment performance is good in the Bend-Redmond OR MSA and excellent in the Eugene, OR MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Bend-Redmond, OR MSA

Investment performance in the Bend-Redmond, OR MSA is good. During the current evaluation period, the bank made 20 CD investments in the assessment area totaling $2.9 million. All of the bank's current period investments supported 18 units of affordable housing. In addition, the bank has nine CD investments totaling $268,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $3.2 million or 9.9 percent of allocated Tier 1 Capital. None of the current period investments are innovative or complex with mortgage-backed securities representing $2.9 million or 100 percent of the investment dollars.

Eugene, OR MSA

Investment performance in the Eugene, OR MSA is excellent. During the current evaluation period, the bank made 37 CD investments in the assessment area totaling $4.1 million. Approximately $4 million or 98 percent of the current period investment dollars supported 27 units of affordable housing. In addition, the bank has five CD investments totaling $169,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $4.3 million or 10.3 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $4 million or 98 percent of the investment dollars.

Table 14. Qualified Investments									2012-2016
QUALIFIED INVESTMENTS	Geography: OREGON				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Bend, OR	9	268	20	2,937	29	3,205	11.55	0	0
Eugene, OR	5	169	37	4,127	42	4,295	15.48	0	0
Limited Review									
Albany, OR	0	0	9	619	9	619	2.23	0	0
Corvallis, OR	2	107	13	1,804	15	1,911	6.89	0	0
Salem, OR	7	364	31	2,923	38	3,287	11.84	0	0
OREGON - Statewide	0	0	23	205	23	205	0.74	0	0
OREGON - Non Assessed	42	2,583	74	11,651	116	14,234	51.28	0	0
OREGON	65	3,491	207	24,266	272	27,756	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the limited-scope assessment areas is consistent with the Outstanding Lending Test performance in the state of Oregon.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of Oregon is rated Outstanding. Service Test performance is excellent in the Bend-Redmond, OR MSA and Eugene, OR MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

Bend-Redmond, OR MSA

In the Bend-Redmond, OR MSA, the bank’s service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank’s three financial centers with the distribution of the population. The Bend-Redmond, OR MSA has no low-income census tracts. The bank has 2 financial centers or 66.7 percent of its financial centers in moderate-income geographies. Considering 15.7 percent of the population lives in moderate-income geographies, the distribution is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to individuals in moderate-income geographies.

During the evaluation period, the bank did not open or close any financial centers in the MSA.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are open 9:30 am to 5:30 pm Monday through Thursday, 9:30 am to 6:00 pm on Friday, and 10:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Bend-Redmond OR MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	4	16.7	24,763	15.7	2	66.7	0	0.0	0	0.0	0	0.0
Middle	15	62.5	101,446	64.3	1	33.3	2	50.0	0	0.0	0	0.0
Upper	5	20.8	31,524	20.0	0	0.0	2	50.0	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**24**	**100.0**	**157,733**	**100.0**	**3**	**100.0**	**4**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Eugene, OR MSA

In the Eugene, OR MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's three financial centers with the distribution of the population. The bank has no financial centers in low-income geographies where 2.9 percent of the population resides. The bank has 1 financial center or 33.3 percent of its financial centers in moderate-income geographies where 21.4 percent of the population lives. Considering the bank only has three financial centers and those financial centers are located in geographies where most of the population resides, the distribution is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to individuals in low- and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed one financial center in a middle-income geography.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Operating hours vary across the three financial centers. Operating hours for the financial center located in the moderate-income geography are more restrictive than the other financial centers by opening 30 minutes later and closing 30 minutes earlier.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Eugene OR MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	2	2.3	10,193	2.9	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	19	22.1	75,277	21.4	1	33.3	3	37.5	0	0.0	0	0.0
Middle	46	53.5	188,826	53.7	2	66.7	5	62.5	0	0.0	1	100.0
Upper	19	22.1	77,419	22.0	0	0.0	0	0.0	0	0.0	0	0.0
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**86**	**100.0**	**351,715**	**100.0**	**3**	**100.0**	**8**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Bend-Redmond, OR MSA

The bank provides a limited level of community development services in the Bend-Redmond, OR MSA, considering its capacity and opportunities available for participation. Bank employees worked with one local community development organization to provide 11 community development services targeted to low- and moderate-income individuals. Employee involvement was limited to providing financial literacy training. Sixty-eight low- and moderate-income individuals participated in the trainings over the course of the evaluation period. While the community development services addressed one of the needs identified in the assessment area, the community development services did not address many other needs despite available opportunities.

Eugene, OR MSA

The bank provides a relatively high level of community development services in the Eugene, OR MSA, considering its capacity and opportunities available for participation. Bank employees worked with four local community development organizations and five elementary schools to provide 36 community development services targeted to low- and moderate-income individuals. The bank hired third-party contractors to provide fund raising training to local community development organizations. Employee involvement was limited to providing financial literacy training to 774 elementary school students. While the community development services provided were responsive to the needs identified in the assessment area, the activities served a limited demographic.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Corvallis, OR MSA and Salem, OR MSA is consistent with the bank's overall Outstanding Service Test performance in the state of Oregon. Performance in the Albany, OR MSA is adequate and weaker due to the limited retail banking accessibility in moderate-income geographies.

State of Pennsylvania

CRA Rating for Pennsylvania[41]: Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and adequate distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Reasonably accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Pennsylvania

Bank of America does not have financial centers in the state of Pennsylvania that are not included in the Allentown-Bethlehem-Easton, PA-NJ Multistate MSA or Philadelphia-Camden-Wilmington, PA-NJ-DE Multistate MSA. These multistate MSAs are separate rating areas; therefore, examiners excluded them from the evaluation of the state of Pennsylvania. As of June 30, 2016, the bank held no deposits in the state. The primary depository financial institutions in Pennsylvania with deposit shares greater than 5 percent include PNC Bank (30.4 percent), First National Bank of Pennsylvania (5.7 percent), and Citizens Bank of Pennsylvania (5.7 percent). As of December 31, 2016, the bank operated two full-service ATMs in Pennsylvania.

Refer to the community profiles for the state of Pennsylvania in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

[41] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Scope of Evaluation in Pennsylvania

The bank has defined two assessment areas. Examiners selected the Pittsburgh, PA MSA for a full-scope review and the Scranton-Wilkes-Barre-Hazleton, PA MSA for a limited-scope review. Because the bank has no depository presence in either assessment area, examiners based the overall conclusion on an equal weighting of performance in each assessment area. During the evaluation period, Bank of America originated or purchased 7,099 home mortgage loans totaling $1.1 billion, 8,596 small loans to businesses totaling $165 million, 96 small loans to farms totaling $704,000, and 5 CD loans totaling $5.4 million. Lending volumes include loans originated or purchased in the Lancaster, PA MSA, Reading, PA MSA, and Pennsylvania Non-MSA (Schuylkill County), which the bank no longer designates as assessment areas due to the bank’s closure or sale of all financial centers and deposit-taking ATMs in those communities. Based on loan volume, examiner weighted small loans to businesses, representing 54 percent of the volume, the heaviest, followed by home mortgage loans at 45 percent, and small loans to farms at less than 1 percent.

Examiners conducted telephone interviews with two local community services agencies representing neighborhood housing. The community contacts noted that affordable housing for first-time homebuyers along with older housing stock, particularly in rural areas, are concerns within the region.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN PENNSYLVANIA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Lending Test in the state of Pennsylvania is rated High Satisfactory, based on good lending activity, good geographic distribution, adequate borrower income distribution, and a relatively high level of CD lending that has a positive effect on the Lending Test. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank’s lending activity in the state of Pennsylvania is good. Lending activity is good in the Pittsburgh, PA MSA.

Pittsburgh, PA MSA

Lending activity in the Pittsburgh, PA MSA is good. Bank of America has no deposits in the assessment area. According to peer mortgage data for 2016, the bank has a market share of 0.6 percent based on the number of home mortgage loan originated or purchased. The bank ranks 34th among 536 home mortgage lenders, which places it in the top 7 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 2.2

percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks ninth among 128 small business lenders, which places it in the top 8 percent of lenders in the MSA. For small loans to farms, the bank has a market share of 7.5 percent based on the number of small loans to farms originated or purchased. The bank ranks fourth among 22 farm lenders, which places it in the top 19 percent of lenders. Considering the bank has no retail banking presence or deposits in the assessment area and its relative ranking among all lenders for home mortgage loans and small loans to businesses, overall lending activity is good.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: PENNSYLVANIA				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Lancaster, PA	8.24	671	107,743	608	12,033	21	187	1	400	1,301	120,363	0.00
Pittsburgh, PA	62.67	4,198	651,909	5,649	113,650	50	376	3	4,611	9,900	770,546	0.00
Limited Review												
Reading, PA	7.55	705	107,041	476	7,957	11	55	1	400	1,193	115,453	0.00
Scranton, PA	19.59	1,370	191,316	1,713	29,897	11	66	0	0	3,094	221,279	0.00
Pennsylvania Non-MSA	1.95	155	16,871	150	1,693	3	20	0	0	308	18,584	0.00
PENNSYLVANIA	100.00	7,099	1,074,880	8,596	165,230	96	704	5	5,411	15,796	1,246,225	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is adequate in the Pittsburgh, PA MSA. Good performance in the limited-scope assessment area has a positive effect on the overall conclusion.

Pittsburgh, PA MSA

The geographic distribution of home mortgage loans in the Pittsburgh, PA MSA is adequate. Performance is adequate in low-income geographies and poor in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 1.1 percent is lower than the 2.1 percent of owner-occupied housing units in low-income geographies, but is consistent with the 1.1 percent for aggregate lenders. Although the percentage of owner-occupied housing units is low at 2.1 percent, it represents approximately

15,000 housing units. The distribution in moderate-income geographies at 11.3 percent is lower than the 19.2 percent of owner-occupied housing units of approximately 135,000 housing units in moderate-income geographies and lower than the 13.3 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Pittsburgh PA MSA	1,616	286,372	78.0	66,207	2.1	1.1	1.1	19.2	11.3	13.3	50.8	48.0	47.9	27.8	39.7	37.7	0.0	0.0	0.0
LS Scranton-Wilkes-Barre-Hazleton PA MSA	456	78,793	22.0	11,331	0.7	0.4	0.7	14.4	14.5	10.5	61.7	58.8	61.1	23.2	26.3	27.7	0.0	0.0	0.0
Total	**2,072**	**365,165**	**100.0**	**77,538**	**1.9**	**0.9**	**1.1**	**18.3**	**12.0**	**12.9**	**52.8**	**50.3**	**49.8**	**27.0**	**36.8**	**36.2**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is good in the Pittsburgh, PA MSA.

Pittsburgh, PA MSA

The geographic distribution of small loans to businesses in the Pittsburgh, PA MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 3.1 percent is lower than the 4.1 percent of businesses in low-income geographies and it is slightly lower than the 3.4 percent performance for aggregate lenders. The distribution in moderate-income geographies at 14.4 percent is lower than the 16.7 percent of businesses in moderate-income geographies and it is lower than the 15.6 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Pittsburgh PA MSA	3,205	66,057	78.3	45,350	4.1	3.1	3.4	16.7	14.4	15.6	47.2	47.5	46.1	31.4	34.7	34.6	0.6	0.4	0.3
LS Scranton-Wilkes-Barre-Hazleton PA MSA	888	14,555	21.7	9,258	5.5	3.7	4.3	15.0	14.0	12.7	58.4	61.8	59.5	21.0	20.5	23.4	0.1	0.0	0.1
Total	**4,093**	**80,612**	**100.0**	**54,608**	**4.3**	**3.2**	**3.5**	**16.4**	**14.3**	**15.1**	**49.2**	**50.6**	**48.4**	**29.6**	**31.6**	**32.7**	**0.5**	**0.3**	**0.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is good. The distribution is good in the Pittsburgh, PA MSA.

Pittsburgh, PA MSA

The geographic distribution of small loans to farms in the Pittsburgh, PA MSA is good, based on excellent performance in low-income geographies and adequate performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 9.1 percent is significantly higher than the 1.2 percent of farms in low-income geographies and it is significantly higher than the 0 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 12.1 percent is lower than the 14.1 percent of farms in moderate-income geographies and it is lower than the 29.5 percent for aggregate lenders. During the 2012-2013 period, the bank performed more consistently with aggregate lenders. Although not shown in the table below, the bank's distribution at 17.6 percent exceeded the 14.9 percent of farms in moderate-income geographies and its performance was slightly below the 18.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms #	$	% of Total	Overall Market	Low-Income Tracts % Farms	% Bank Loans	Aggregate	Moderate-Income % Farms	% Bank Loans	Aggregate	Middle-Income Tracts % Farms	% Bank Loans	Aggregate	Upper-Income Tracts % Farms	% Bank Loans	Aggregate	Not Available-Income % Farms	% Bank Loans	Aggregate
FS Pittsburgh PA MSA	33	246	84.6	146	1.2	9.1	0.0	14.1	12.1	29.5	59.9	81.8	58.2	24.7	9.1	12.3	0.1	0.0	0.0
LS Scranton-Wilkes-Barre-Hazleton PA MSA	6	37	21.4	36	0.9	0.0	0.0	7.8	0.0	2.8	63.3	83.3	75.0	28.0	33.3	22.2	0.0	0.0	0.0
Total	**39**	**283**	**100.0**	**182**	**1.2**	**7.7**	**0.0**	**13.1**	**10.3**	**24.2**	**60.5**	**82.1**	**61.5**	**25.2**	**7.4**	**14.3**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is adequate. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Pittsburgh, PA MSA.

Pittsburgh, PA MSA

The distribution of home mortgage loans by borrower income in the Pittsburgh, PA MSA is good. The distribution is good to low-income borrowers and good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 11.6 percent is lower than the 20.4 percent of low-income families in the MSA; however, the bank's performance exceeds the 8 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 17.0 percent is lower than the 18.1 percent of moderate-income families and it is lower than the 18.1 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Pittsburgh PA MSA	1,616	286,372	78.0	66,207	20.4	11.6	8.0	18.1	17.0	18.1	21.9	20.4	20.9	39.6	40.7	40.1	0.0	10.3	12.9
LS Scranton-Wilkes-Barre-Hazleton PA MSA	456	78,793	22.0	11,331	20.3	13.4	8.1	18.0	15.8	17.7	21.7	23.2	21.6	40.0	33.1	36.3	0.0	14.5	16.2
Total	**2,072**	**365,165**	**100.0**	**77,538**	**20.4**	**12.0**	**8.0**	**18.1**	**16.7**	**18.0**	**21.8**	**21.0**	**21.0**	**39.7**	**39.0**	**39.6**	**0.0**	**11.2**	**13.4**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is adequate overall. The distribution is adequate in the Pittsburgh, PA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 38 percent of its small loans to businesses.

Pittsburgh, PA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Pittsburgh, PA MSA is adequate. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 45.7 percent is lower than the 76.5

percent of businesses with gross annual revenues of $1 million or less and it is slightly lower than the 46.7 percent for aggregate lenders.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Pittsburgh PA MSA	3,205	66,057	78.3	45,350	76.5	45.7	46.7	5.6	16.7	17.9	37.6
LS Scranton-Wilkes-Barre-Hazleton PA MSA	888	14,555	21.7	9,258	76.3	45.3	45.8	5.1	16.3	18.6	38.4
Total	**4,093**	**80,612**	**100.0**	**54,608**	**76.5**	**45.6**	**46.6**	**5.5**	**16.6**	**18.0**	**37.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is adequate in the Pittsburgh, PA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 46 percent of its small loans to farms.

Pittsburgh, PA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Pittsburgh, PA MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 51.5 percent is lower than the 96.9 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is also lower than the 54.8 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Pittsburgh PA MSA	33	246	84.6	146	96.9	51.5	54.8	1.9	9.1	1.2	45.5
LS Scranton-Wilkes-Barre-Hazleton PA MSA	6	37	18.5	36	97.3	60.0	58.3	2.0	0.0	0.7	75.0
Total	**39**	**283**	**100.0**	**182**	**97.0**	**51.3**	**55.5**	**1.9**	**7.1**	**1.1**	**46.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

Considering the bank's very limited retail banking presence and resources in the assessment area, CD lending has a positive effect overall on the bank's Lending Test performance in the state of Pennsylvania.

Pittsburgh, PA MSA

In the Pittsburgh, PA MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated three CD loans totaling $4.6 million that primarily helped provide 39 units of affordable housing.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Pennsylvania, lending under the MHA and HARP programs accounted for 89 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Scranton-Wilkes-Barre-Hazleton, PA MSA is weaker than the overall High Satisfactory Lending Test performance in the state of Pennsylvania. Performance is weaker due to absence of any CD lending that may have otherwise positively affected the lending performance.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Pennsylvania is rated Outstanding. Investment performance is excellent in the Pittsburgh, PA MSA. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Pittsburgh, PA MSA

In the Pittsburgh, PA MSA, Bank of America has an excellent level of CD investments, considering the bank's very limited retail banking presence and resources in the assessment area. The bank made 14 CD investments during the current evaluation period totaling $1.1 million. All of the current period investment dollars supported community development organizations providing services targeted to low- and moderate-income individuals and families. In addition, the bank has seven CD investments totaling $1.2 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $2.2 million. The majority of current period investments are neither innovative nor complex with investments in CDFIs representing approximately $1 million or 95 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $689,000 in the Enterprise Community Loan Fund (ECLF), a CDFI and Community Development Entity (CDE). The ECLF provides community developers with access to interim financing otherwise unavailable for affordable housing development and community facility projects, such as charter schools and health facilities.

- The bank invested $250,000 in the National Federation of Community Development Credit Unions (the Federation). The Federation is a certified CDFI with a mission to help low- and moderate-income people and communities achieve financial independence through Community Development Credit Unions.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: PENNSYLVANIA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Pittsburgh, PA	7	1,179	14	1,057	21	2,235	21.48	0	0
Limited Review									
Scranton, PA	13	581	12	1,476	25	2,058	19.77	0	0
PENNSYLVANIA - Statewide	0	0	14	74	14	74	0.71	0	0
PENNSYLVANIA - Non Assessed	9	474	42	5,566	51	6,040	58.04	0	0
PENNSYLVANIA	29	2,234	82	8,172	111	10,406	100.00	0	0

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Scranton-Wilkes-Barre-Hazleton, PA MSA is consistent with the Outstanding Investment Test performance in the state of Pennsylvania.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Pennsylvania is rated Low Satisfactory. Service Test performance is adequate in the Pittsburgh, PA MSA. Performance in the limited-scope assessment area has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Pittsburgh, PA MSA

In the Pittsburgh, PA MSA, the bank's delivery systems are reasonably accessible to geographies and individuals of different income levels. The bank's retail presence in the assessment area is limited to two full-service ATMs. Considering the very limited presence, accessibility to the ATMs along with additional accessibility provided through other alternative delivery systems, overall accessibility is reasonable.

The bank's alternative delivery systems including the full-service ATM, telephone, online, mobile, and text banking have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customer's residency. For ATM usage and text banking, the percentage of customers in low- and moderate-income geographies using the platform exceeded the overall percentage of the population in low- and moderate-income geographies.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Pittsburgh PA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	46	6.5	95,673	4.1	0	0.0	1	50.0	0	0.0	0	0.0
Moderate	183	25.7	504,199	21.4	0	0.0	0	0.0	0	0.0	0	0.0
Middle	323	45.4	1,125,015	47.7	0	0.0	1	50.0	0	0.0	0	0.0
Upper	145	20.4	621,805	26.4	0	0.0	0	0.0	0	0.0	0	0.0
NA	14	2.0	9,593	0.4	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**711**	**100.0**	**2,356,285**	**100.0**	**0**	**100.0**	**2**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Pittsburgh, PA MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 28 community development services targeted to low- and moderate-income individuals. Employees provided three financial education workshops for 58 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in eight webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, four employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Scranton-Wilkes-Barre-Hazleton, PA MSA is consistent with the Low Satisfactory Service Test performance in the state of Pennsylvania.

State of South Carolina

CRA Rating for South Carolina[42]: Satisfactory
The Lending Test is rated: High Satisfactory
The Investment Test is rated: Outstanding
The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Adequate distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in South Carolina

The state of South Carolina is Bank of America's 20th largest rating area based on its total deposits in the state when excluding deposits in the Augusta-Richmond County, GA-SC Multistate MSA, Charlotte-Concord-Gastonia, NC-SC Multistate MSA, and Myrtle Beach-Conway-North Myrtle Beach, SC-NC Multistate MSA. Examiners excluded the multistate MSAs from the analysis of the state of South Carolina because examiners evaluated the multistate MSAs as separate rating areas. As of June 30, 2016, the bank maintained approximately $10.6 billion or 0.9 percent of its total domestic deposits in financial centers in areas of the state of South Carolina that do not include the multistate MSAs. Of the 80 depository financial institutions operating in the areas of the state that do not include the multistate MSAs, Bank of America, with a deposit market share of 15.6 percent, is the second largest. Competitors with deposit market shares greater than 5 percent include Wells Fargo Bank (21.3 percent), Branch Banking and Trust Company (9.8 percent), First Citizens Bank & Trust Company (8.1 percent), and South State Bank (7.1 percent). As of December 31, 2016, the bank operated 65 financial centers and 186 ATMs in the areas of the state of South Carolina that exclude the multistate MSAs.

Examiners used the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In

[42] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

the Columbia, SC MSA, Bank of America reported an additional $182 million in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of South Carolina in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in South Carolina

The bank has defined eight assessment areas. For purposes of this evaluation, examiners combined the three non-MSA assessment areas. Examiners selected the Charleston-North Charleston, SC MSA and Columbia, SC MSA for full-scope reviews and the Greenville-Anderson-Mauldin, SC MSA, Hilton Head Island-Bluffton-Beaufort, SC MSA, Spartanburg, SC MSA, and South Carolina Non-MSA for limited-scope reviews. While the Columbia, SC MSA carries approximately 50 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in South Carolina, the conclusions and ratings for the state are based on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 22,042 home mortgage loans totaling nearly $4.3 billion, 21,922 small loans to businesses totaling $612.7 million, 207 small loans to farms totaling $2.6 million, and 18 CD loans totaling $81.8 million. Lending volumes include loans originated or purchased in the Anderson, SC MSA prior to the Office of Management and Budget (OMB) including the MSA in the Greenville-Anderson-Mauldin, SC MSA during 2014. The volumes include lending activity in the Florence, SC MSA and Sumter, SC MSA, which the bank no longer designates as assessment areas due to the bank's closure or sale of all financial centers and deposit-taking ATMs. The loan volumes also include loans originated or purchased in the Myrtle Beach-North Myrtle Beach-Conway, SC MSA prior to the assessment area's designation as a multistate MSA. Based on loan volume, examiners weighted small loans to businesses, representing 49.6 percent of the volume, equally with home mortgage loans at 49.9 percent, followed by small loans to farms at less than 1 percent.

Examiners conducted telephone interviews with two local community services agencies representing neighborhood housing, economic development, and community development financial institutions. The community contacts noted high transportation costs commuting to available jobs, start-up funding, affordable health care, childhood education success, lack of resources to afford food, industry expansion, and affordable housing continue to be concerns across the state. The agencies request that financial institutions assist by providing small business lending, community development investments in small business development centers, and other community development services to groups. A review of the bank's investments noted the bank is active in the state in providing affordable housing assistance.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN SOUTH CAROLINA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of South Carolina is rated High Satisfactory, based on excellent lending activity, adequate geographic distribution, and good borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of South Carolina is excellent. Lending activity is excellent in the Charleston-North Charleston, SC MSA and excellent in the Columbia, SC MSA.

Charleston-North Charleston, SC MSA

Lending activity in the Charleston-North Charleston, SC MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 14.8 percent. The bank ranks second among 30 depository financial institutions in the assessment area, which places it in the top 7 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.6 percent based on the number of home mortgage loans originated or purchased. The bank ranks seventh among 520 home mortgage lenders, which places it in the top 2 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 9 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 114 small business lenders, which places it in the top 3 percent of lenders in the MSA. For small loans to farms, the bank has a market share of 9.1 percent based on the number of small loans to farms originated or purchased. The bank ranks sixth among 13 farm lenders, which places it in the top 47 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Columbia, SC MSA

Lending activity in the Columbia, SC MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 28.9 percent. The bank ranks second among 26 depository financial institutions in the assessment area, which places it in the top 8 percent of 26 institutions. Excluding the $182 million in corporate deposits derived from outside the assessment area, the bank's deposit market share would only marginally decline to 28.2 percent. According to peer mortgage data for 2016, the bank has a market share of 2.2 percent based on the number of home mortgage loans originated or purchased. The bank ranks 10th among 413 home mortgage lenders, which places it in the top 2 percent of lenders.

According to peer small business data for 2016, the bank has a 7.4 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 94 small business lenders, which places it in the top 6 percent of lenders. For small loans to farms, the bank has a market share of 4.8 percent based on the number of small loans to farms originated or purchased. The bank ranks seventh among 16 farm lenders, which places it in the top 44 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume													2012-2016
LENDING VOLUME				Geography: SOUTH CAROLINA				Evaluation Period: January 1, 2012 to December 31, 2016					
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***	
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)		
Full Review													
Charleston, SC	27.54	6,110	1,552,638	6,027	194,915	31	356	1	1,125	12,169	1,749,034	17.07	
Columbia, SC	22.32	5,050	757,170	4,747	117,106	58	650	8	30,988	9,863	905,914	49.96	
Limited Review													
Anderson, SC	1.84	467	57,857	337	8,532	8	41	0	0	812	66,430	0.00	
Florence, SC	1.25	321	42,800	224	17,683	6	36	0	0	551	60,519	1.92	
Greenville, SC	18.86	3,566	590,180	4,724	104,822	41	414	1	6,000	8,332	701,416	20.57	
Hilton Head Island, SC	1.29	568	568	568	568	568	568	568	568	568	568	5.28	
Myrtle Beach, SC	5.64	1,816	305,562	674	19,391	3	33	0	0	2,493	324,986	0.00	
Spartanburg, SC	7.00	1,242	160,135	1,839	59,191	12	77	2	19,056	3,095	238,459	4.41	
Sumter, SC	0.73	183	24,472	126	3,946	12	695	1	3,172	322	32,285	0.00	
South Carolina Non-MSA	11.15	2,719	579,152	2,170	62,406	33	301	4	16,777	4,926	658,636	2.71	
SOUTH CAROLINA	100.00	22,042	4,266,733	21,922	612,676	207	2,628	18	81,833	44,189	4,963,870	100.00	

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects adequate penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is adequate. The distribution is adequate in the Charleston-North Charleston, SC MSA and adequate in the Columbia, SC MSA.

Charleston-North Charleston, SC MSA

The geographic distribution of home mortgage loans in the Charleston-North Charleston, SC MSA is adequate. Performance is good in low-income geographies and poor in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at

1.1 percent is slightly lower than the 1.7 percent of owner-occupied housing units and it is equal to the 1.1 percent for aggregate lenders. The distribution in moderate-income geographies at 10.9 percent is lower than the 18.3 percent of owner-occupied housing units and lower than the 14.7 percent for aggregate lenders.

Columbia, SC MSA

The geographic distribution of home mortgage loans in the Columbia, SC MSA is adequate. Performance is good in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 0.8 percent is lower than the 1 percent of owner-occupied housing unit, but it is higher than the 0.5 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.9 percent is lower than the 26.1 percent of owner-occupied housing units, but it exceeds the 12.1 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Charleston-North Charleston SC MSA	2,252	658,276	30.2	34,935	1.7	1.1	1.1	18.3	10.3	14.7	48.7	39.7	46.5	31.3	48.9	37.7	0.0	0.0	0.0
FS Columbia SC MSA	1,818	261,339	24.4	26,500	1.0	0.7	0.5	26.1	13.0	12.1	38.7	35.5	36.7	34.2	50.8	50.7	0.0	0.0	0.0
LS Greenville-Anderson-Mauldin SC MSA	1,781	311,945	23.9	28,583	2.7	1.2	1.4	17.7	10.6	11.4	50.8	45.1	45.4	28.8	43.0	41.8	0.0	0.0	0.0
LS Hilton Head Island-Bluffton-Beaufort SC MSA	568	196,767	7.6	8,921	0.7	0.5	0.3	24.9	13.6	17.3	36.5	33.3	41.3	37.9	52.6	41.1	0.0	0.0	0.0
LS South Carolina Non-MSA	480	91,560	6.4	5,648	0.4	0.2	0.1	13.9	6.7	7.3	45.2	23.8	32.0	40.5	69.2	60.6	0.0	0.2	0.0
LS Spartanburg SC MSA	546	71,006	7.3	9,535	2.3	0.0	0.4	17.6	10.4	10.7	54.1	51.3	55.0	26.0	38.3	33.8	0.0	0.0	0.0
Total	**7,445**	**1,590,893**	**100.0**	**114,122**	**1.7**	**0.8**	**0.9**	**20.0**	**11.1**	**12.8**	**46.3**	**39.3**	**43.5**	**32.1**	**48.8**	**42.8**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is good. The distribution is adequate in the Charleston-North Charleston, SC MSA and good in the Columbia, SC MSA.

Charleston-North Charleston, SC MSA

The geographic distribution of small loans to businesses in the Charleston-North Charleston, SC MSA is adequate. Performance is poor in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 2.9 percent is lower than the 4.5 percent of businesses in low-income geographies and it is lower than the 4.4 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17.1 percent is lower than the 22.7 percent of businesses in moderate-income geographies and it is lower than the 18.2 percent performance for aggregate lenders.

Columbia, SC MSA

The geographic distribution of small loans to businesses in the Columbia, SC MSA is good. The distribution is good in low-income geographies and adequate in moderate-income geographies. The geographic distribution in low-income geographies at 1.6 percent is below the 2.6 percent of businesses in low-income geographies and it is slightly higher than the 1.5 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 17.7 percent is lower than the 24 percent of businesses in moderate-income geographies and it is lower than the 21.2 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Charleston-North Charleston SC MSA	3,855	112,588	29.3	15,803	4.5	2.9	4.4	22.7	17.1	18.2	40.9	37.5	38.2	31.9	42.5	39.2	0.0	0.0	0.0
FS Columbia SC MSA	3,029	70,029	23.0	13,185	2.6	1.6	1.5	24.0	17.7	21.2	39.2	36.4	37.6	33.4	44.0	39.5	0.8	0.2	0.2
LS Greenville-Anderson-Mauldin SC MSA	3,248	68,206	24.7	15,537	4.6	3.6	3.7	20.1	15.9	16.9	40.6	37.7	37.9	34.7	42.7	41.5	0.0	0.0	0.0
LS Hilton Head Island-Bluffton-Beaufort SC MSA	1,053	24,675	8.0	4,778	3.7	4.2	3.6	21.5	15.0	21.1	34.9	31.9	31.7	39.9	48.9	43.6	0.0	0.0	0.0
LS Spartanburg SC MSA	1,221	35,748	9.3	4,925	3.5	2.8	2.1	21.6	17.2	16.7	45.6	45.6	47.1	29.3	34.4	34.1	0.0	0.0	0.0
LS South Carolina Non-MSA	748	16,199	5.7	4,015	2.3	1.5	1.3	15.7	8.7	12.5	38.1	30.5	32.7	44.0	59.4	53.5	0.0	0.0	0.0
Total	**13,154**	**327,445**	**100.0**	**58,243**	**3.7**	**2.8**	**3.1**	**21.5**	**16.3**	**18.2**	**40.2**	**37.2**	**37.8**	**34.3**	**43.6**	**40.8**	**0.2**	**0.1**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is good in the Charleston-North Charleston, SC MSA and adequate in the Columbia, SC MSA.

Charleston-North Charleston, SC MSA

The geographic distribution of small loans to farms in the Charleston-North Charleston MSA is good, based on adequate performance in low-income geographies and good performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 0 percent is lower than the 2.7 percent of farms in low-income geographies, but it is consistent with the 0 percent for aggregate lenders. The low percentage of small farms in low-income geographies coupled with the low lending performance for the bank and aggregate lenders are indicators of the low demand for small loans to farms in low-income geographies. The geographic distribution in moderate-income geographies at 14.3 percent is lower than the 18.2 percent of farms in moderate-income geographies; however, it exceeds the 9.8 percent for aggregate lenders.

Columbia, SC MSA

The geographic distribution of small loans to farms in the Columbia, SC MSA is adequate, based on adequate performance in low-income geographies and poor performance in moderate-income geographies. The geographic distribution of small loans to farms in low-income geographies at 0 percent is lower than the 0.8 percent of farms in low-income geographies and it is consistent with the 0 percent for aggregate lenders. The low percentage of small farms in low-income geographies coupled with the low lending performance for the bank and aggregate lenders are indicators of the low demand for small loans to farms in low-income geographies. The geographic distribution in moderate-income geographies at 29.7 percent is lower than the 34.5 percent of farms in moderate-income geographies and lower than the 58.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Charleston-North Charleston SC MSA	17	202	17.5	51	2.7	0.0	0.0	18.2	14.3	9.8	51.8	70.6	62.7	27.2	40.0	27.5	0.0	0.0	0.0
FS Columbia SC MSA	37	469	33.9	144	0.8	0.0	0.0	34.5	29.7	58.3	37.3	35.1	31.9	27.4	35.1	9.7	0.0	0.0	0.0
LS Greenville-Anderson-Mauldin SC MSA	32	371	29.4	79	1.8	0.0	0.0	17.2	8.3	20.3	55.2	75.0	63.3	25.7	18.8	16.5	0.0	0.0	0.0
LS Hilton Head Island-Bluffton-Beaufort SC MSA	3	25	2.8	19	4.8	0.0	0.0	32.7	100.0	68.4	31.8	0.0	15.8	30.8	0.0	15.8	0.0	0.0	0.0
LS Spartanburg SC MSA	7	40	7.1	19	1.4	0.0	5.3	14.6	0.0	21.1	60.2	85.7	52.6	23.8	33.3	21.1	0.0	0.0	0.0
LS South Carolina Non-MSA	13	156	11.9	143	0.2	20.0	0.0	10.0	25.0	7.0	58.3	69.2	69.9	31.5	22.2	23.1	0.0	0.0	0.0
Total	**109**	**1,263**	**100.0**	**455**	**1.7**	**2.4**	**0.2**	**21.6**	**16.5**	**29.0**	**49.3**	**58.7**	**53.0**	**27.3**	**23.9**	**17.8**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Charleston-North Charleston, SC MSA and excellent in the Columbia, SC MSA.

Charleston-North Charleston, SC MSA

The distribution of home mortgage loans by borrower income in the Charleston-North Charleston, SC MSA is good. The distribution is adequate to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 6.8 percent is lower than the 21.7 percent of low-income families in the MSA; however, the bank's performance is higher than the 4.8 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 14.6 percent is lower than the 17.1 percent of moderate-income families and it is lower than the 15.7 percent performance for aggregate lenders.

Columbia, SC MSA

The distribution of home mortgage loans by borrower income in the Columbia, SC MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 11.4 percent is lower than the 21.8 percent of low-income families in the MSA; however, it is significantly higher than the 6.2 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 19.2 percent exceeds the 17.5 percent of moderate-income families in the MSA and it exceeds the 16.9 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			2014-16
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Charleston-North Charleston SC MSA	2,252	658,276	30.2	34,935	21.7	6.9	4.8	17.1	13.4	15.7	20.4	17.9	20.2	40.8	52.3	41.2	0.0	9.5	18.1
FS Columbia SC MSA	1,818	261,339	24.4	26,500	21.8	11.1	6.2	17.5	17.9	16.9	20.4	21.0	18.6	40.4	39.9	33.8	0.0	10.2	24.4
LS Greenville-Anderson-Mauldin SC MSA	1,781	311,945	23.9	28,583	22.0	10.2	5.7	16.9	15.4	15.8	19.9	19.4	20.8	41.2	48.1	40.9	0.0	7.0	16.9
LS Hilton Head Island-Bluffton-Beaufort SC MSA	568	196,767	7.6	8,921	20.0	6.9	2.9	18.0	9.7	11.5	20.5	15.8	18.7	41.5	58.5	53.8	0.0	9.2	13.1
LS South Carolina Non-MSA	480	91,560	6.4	5,648	20.2	5.4	2.7	16.0	8.5	9.2	17.4	16.7	17.4	46.4	57.9	55.0	0.0	11.5	15.7
LS Spartanburg SC MSA	546	71,006	7.3	9,535	21.6	11.9	4.4	17.6	15.8	17.4	20.4	24.2	22.7	40.4	39.0	36.5	0.0	9.2	18.9
Total	**7,445**	**1,590,893**	**100.0**	**114,122**	**21.5**	**9.0**	**5.1**	**17.2**	**14.5**	**15.5**	**20.0**	**19.2**	**19.9**	**41.3**	**48.1**	**40.7**	**0.0**	**9.1**	**18.8**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Charleston-North Charleston, SC MSA and good in the Columbia, SC MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34 percent of its small loans to businesses.

Charleston-North Charleston, SC MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Charleston-North Charleston, SC MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 54.9 percent is lower than the 76 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 47.9 percent for aggregate lenders, overall performance is good.

Columbia, SC MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Columbia, SC MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 56.8 percent is lower than the 75.2 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 52.2 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues											2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Charleston-North Charleston SC MSA	3,855	112,588	29.3	15,803	76.0	54.9	47.9	5.0	12.2	19.0	32.9
FS Columbia SC MSA	3,029	70,029	23.0	13,185	75.2	56.8	52.2	5.1	10.4	19.6	32.8
LS Greenville-Anderson-Mauldin SC MSA	3,248	68,206	24.7	15,537	75.3	55.4	47.8	5.4	10.4	19.3	34.2
LS Hilton Head Island-Bluffton-Beaufort SC MSA	1,053	24,675	8.0	4,778	78.6	53.9	46.4	4.8	10.6	16.7	35.4
LS Spartanburg SC MSA	1,221	35,748	9.3	4,925	74.1	56.6	45.5	5.7	12.2	20.2	31.2
LS South Carolina Non-MSA	748	16,199	5.7	4,015	76.6	53.1	48.0	4.3	9.5	19.1	37.4
Total	**13,154**	**327,445**	**100.0**	**58,243**	**75.7**	**55.4**	**48.5**	**5.1**	**11.1**	**19.2**	**33.5**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The distribution is good in the Charleston-North Charleston, SC MSA and good in the Columbia, SC MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 41 percent of its small loans to farms.

Charleston-North Charleston, SC MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Charleston-North Charleston, SC MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 58.5 percent is lower than the 94.5 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 45.1 percent for aggregate lenders, overall performance is good.

Columbia, SC MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Columbia, SC MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 45.9 percent is lower than the 96.7 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 41 percent for aggregate lenders, overall performance is good.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Charleston-North Charleston SC MSA	17	202	17.5	51	94.5	58.8	45.1	3.6	14.3	1.8	35.3
FS Columbia SC MSA	37	469	36.6	144	96.7	45.9	41.0	2.6	10.0	0.7	45.9
LS Greenville-Anderson-Mauldin SC MSA	32	371	29.4	79	97.6	56.3	39.2	1.2	0.0	1.2	43.8
LS Hilton Head Island-Bluffton-Beaufort SC MSA	3	25	2.9	19	92.9	100.0	47.4	5.6	0.0	1.5	100.0
LS Spartanburg SC MSA	7	40	6.4	19	97.2	57.1	52.6	1.5	0.0	1.2	42.9
LS South Carolina Non-MSA	13	156	11.9	143	97.0	76.9	45.5	2.3	0.0	0.6	33.3
Total	**109**	**1,263**	**100.0**	**455**	**96.3**	**55.0**	**43.3**	**2.5**	**4.9**	**1.2**	**41.3**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of South Carolina. The bank met the credit needs of its communities primarily through retail lending.

Charleston-North Charleston, SC MSA

In the Charleston-North Charleston, SC MSA, CD lending has a neutral effect on lending performance in the assessment area. During the evaluation period, the bank originated one CD loan totaling $1.1 million that helped to provide 44 units of affordable housing. CD lending represents 0.5 percent of the allocated Tier 1 Capital.

Columbia, SC MSA

In the Columbia, SC MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated eight CD loans totaling $31 million that primarily helped to provide 308 units of affordable housing. CD lending represents 4.8 percent of the allocated Tier 1 Capital, after considering $182 million in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank purchased $11 million in tax-exempt bonds used to construct a 124-unit affordable housing development.

- The bank provided $7.5 million in construction financing for Abernathy Place, a 64-unit affordable housing project located in Columbia, SC. Income restrictions include 13 units at 50 percent of the area median income (AMI) and 51 units at 60 percent of AMI. The bank also provided a LIHTC equity investment for this project.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of South Carolina, lending under the MHA and HARP programs accounted for 77 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Greenville-Anderson-Mauldin, SC MSA is consistent with the High Satisfactory Lending Test performance in the state of South Carolina. Performance in the Hilton Head Island-Bluffton-Beaufort, SC MSA, Spartanburg, SC MSA, and South Carolina Non-MSA is stronger than the overall High Satisfactory Lending Test performance in the state. Performance is stronger primarily due to the higher levels of CD lending that have a positive or significantly positive effect on lending performance in those assessment areas.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of South Carolina is rated Outstanding. Investment performance is good in the Charleston-North Charleston, SC MSA and excellent in the Columbia, SC MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Charleston-North Charleston, SC MSA

In the Charleston-North Charleston, SC MSA, Bank of America has a good level of CD investments. The bank made 91 CD investments during the evaluation period totaling $19.2 million. Approximately $18.9 million or 98 percent of the current period investment dollars supported 165 units of affordable housing and approximately $17.9 million of those investments are mortgage-backed securities. In addition, the bank has 20 CD investments totaling $2.7 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $21.9 million or 9.7 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $11.7 million or 93 percent of the investment dollars.

Columbia, SC MSA

In the Columbia, SC MSA, the bank has an excellent level of CD investments. The bank made 132 CD investments during the evaluation period totaling $62.6 million. Approximately $61.7 million or 99 percent of the current period investment dollars supported 583 units of affordable housing. In addition, the bank has 40 CD investments totaling $6.9 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $69.5 million or 10.8 percent of allocated Tier 1 Capital, after considering the $182 million in deposits not originated from the assessment area. The majority of current period investments are innovative or complex with LIHTCs representing approximately $40.2 million or 64 percent of the investment dollars.

Examples of community development investments include:

- The bank made annual contributions to Midlands Housing Trust Fund (MHTF) totaling $91,000. MHTF works to create and preserve quality affordable housing for low- and moderate-income households in the Midlands region of South Carolina. Older dilapidated and vacant housing stock characterizes the region. The MHTF operates a revolving loan fund that lends to housing developers for the creation of affordable housing in the region.

- The bank invested nearly $9.8 million in a Section 42 LIHTC Fund that indirectly invests in qualifying LIHTC properties located throughout the U.S. This investment provides construction financing for Arcadia Park, a 60-unit affordable housing development in Columbia, SC. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $8.2 million in LIHTC funding for the construction of Village at River's Edge, a 124-unit affordable housing development in Columbia, SC. The developer has restricted all units to renters with incomes at or below 60 percent of the area median income and Section 8 project-based Housing Assistance Payment contracts will cover the units.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: SOUTH CAROLINA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Charleston, SC	20	2,740	91	19,161	111	21,901	13.37	0	0
Columbia, SC	40	6,884	132	62,613	172	69,497	42.41	4	10,919
Limited Review									
Greenville, SC	18	7,279	105	22,293	123	29,573	18.05	0	0
Hilton Head Island, SC	0	0	23	2,401	23	2,401	1.47	0	0
Spartanburg, SC	16	2,606	42	10,400	58	13,006	7.94	1	5,287
South Carolina Non-MSA	3	106	44	4,584	47	4,690	2.86	1	848
SOUTH CAROLINA - Statewide	0	0	16	135	16	135	0.08	0	0
SOUTH CAROLINA - Non Assessed	49	4,397	84	18,255	133	22,652	13.82	2	1,563
SOUTH CAROLINA	146	24,012	537	139,842	683	163,854	100.00	8	18,617

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Greenville-Anderson-Mauldin, SC MSA, Spartanburg, SC MSA, and South Carolina Non-MSA is consistent with the Outstanding Investment Test performance in the state of South Carolina. Investment Test performance in the Hilton Head Island-Bluffton-Beaufort, SC MSA is weaker than the overall Outstanding Investment Test performance in the state of South Carolina primarily due to lower levels of CD investments relative to the bank's size and resources in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of South Carolina is rated Low Satisfactory. Service Test performance is adequate in the Charleston-North Charleston, SC MSA and adequate in the Columbia, SC MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Charleston-North Charleston, SC MSA

In the Charleston-North Charleston, SC MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 16 financial centers with the distribution of the population. The bank has no financial centers in low-income geographies where 4 percent of the population lives. The bank has six financial centers or 37.5 percent of its financial centers located in moderate-income geographies where 22.8 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. The bank demonstrated customer usage of ADS through income proxies based on customers' residency. With cash-dispensing ATMs, full-service ATMs, and text banking, the percentage of customers in low- and moderate-income geographies using the platform exceeded the overall percentage of the population in low- and moderate-income geographies. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has two financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The adjacent financial centers help improve access to retail banking services to individuals in moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in low-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed two financial centers, which included its only financial center in a low-income geography and one in a moderate-income geography.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are consistent throughout the assessment areas. Financial centers are open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm Friday, and six of the financial centers are open 9:00 am to 1:00 pm Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Charleston-North Charleston SC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	9	5.8	26,441	4.0	0	0.0	0	0.0	0	0.0	1	50.0
Moderate	40	25.6	151,752	22.8	5	31.3	16	33.3	0	0.0	1	50.0
Middle	66	42.3	311,687	46.9	7	43.8	22	45.8	0	0.0	0	0.0
Upper	39	25.0	174,727	26.3	4	25.0	10	20.8	0	0.0	0	0.0
NA	2	1.3	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**156**	**100.0**	**664,607**	**100.0**	**16**	**100.0**	**48**	**100.0**	**0**	**100.0**	**2**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Columbia, SC MSA

In the Columbia, SC MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 17 financial centers with the distribution of the population. The bank has no financial centers in low-income geographies where 3.6 percent of the population lives. The bank has three financial centers or 17.6 percent of its financial centers located in moderate-income geographies where 27.8 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no material effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has seven financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. Two of the financial centers provide additional access to retail banking services in low-income geographies and five financial centers provide additional access in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank closed four financial centers. The closures were in middle- and upper-income geographies.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are generally consistent throughout the assessment area. Financial centers are open 9:00 am to 5:00 pm Monday through Friday and 9:00 am to 6:00 pm Friday. All financial centers, except four, are open 9:00 am to 1:00 pm Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Columbia SC MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	10	5.2	27,460	3.6	0	0.0	1	2.1	0	0.0	0	0.0
Moderate	58	30.4	213,489	27.8	3	17.6	7	14.9	0	0.0	0	0.0
Middle	65	34.0	277,315	36.1	8	47.1	25	53.2	0	0.0	3	75.0
Upper	53	27.7	231,646	30.2	6	35.3	14	29.8	0	0.0	1	25.0
NA	5	2.6	17,688	2.3	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**191**	**100.0**	**767,598**	**100.0**	**17**	**100.0**	**47**	**100.0**	**0**	**100.0**	**4**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Charleston-North Charleston, SC MSA

The bank is a leader in providing community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 115 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 71 low- and moderate-income individuals, and provided 4 financial education workshops and 20 foreclosure prevention workshops for 161 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 16 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, four employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Columbia, SC MSA

The bank is a leader in providing community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 38 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 31 low- and moderate-income individuals, and provided 4 financial education workshops for 105 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 28 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 25 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Greenville-Anderson-Mauldin, SC MSA and Spartanburg, SC MSA is stronger than the overall Low Satisfactory Service Test performance in the state of South Carolina. Performance is stronger primarily due to retail banking services that are more accessible, particularly in low-income geographies. Service Test performance in the Hilton Head Island-Bluffton-Beaufort, SC MSA and South Carolina Non-MSA is weaker than the overall Low Satisfactory Service Test performance in the state of South Carolina. Performance is weaker primarily due to limited access to retail banking services in low-income geographies.

State of Tennessee

CRA Rating for Tennessee[43]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: High Satisfactory
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and excellent distribution of loans by borrower income or business revenue size;
- Relatively low level of CD lending that has a neutral effect on overall lending performance;
- Good level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Tennessee

The state of Tennessee is Bank of America's 19th largest rating area based on its deposits in the state. As of June 30, 2016, the bank maintained approximately $10.9 billion or 0.9 percent of its total domestic deposits in financial centers within the state of Tennessee. Of the 207 depository financial institutions operating in the state of Tennessee, Bank of America, with a deposit market share of 7.9 percent, is the fourth largest. Competitors with deposit market shares greater than 5 percent include First Tennessee Bank (14.3 percent), Regions Bank (12.9 percent), SunTrust Bank (9.7 percent), and Pinnacle Bank (5.3 percent). As of December 31, 2016, Bank of America operated 58 financial centers and 182 deposit-taking ATMs in Tennessee.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Nashville-Davidson-Murfreesboro-Franklin, TN MSA, Bank of America reported an additional $2.3 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

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[43] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Refer to the community profiles for the state of Tennessee in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Tennessee

Examiners selected two assessment areas for full-scope reviews and the remaining three assessment areas for limited-scope reviews. The full-scope assessment areas were the Memphis, TN MSA and Nashville-Davidson-Murfreesboro-Franklin, TN MSA. While the Nashville-Davidson-Murfreesboro-Franklin, TN MSA carries approximately 77 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Tennessee, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 19,992 home mortgage loans totaling $3.4 billion, 18,176 small loans to businesses totaling $520.4 million, 122 small loans to farms totaling $871,000, and 14 CD loans totaling $29.8 million. Lending volumes include loans originated or purchased in the Johnson City, TN MSA and the counties of Greene, Humphreys, Lawrence, Marshall, and White, which the bank no longer designates as assessment areas due to the bank's closure or sale of all financial centers and deposit-taking ATMs in those communities. Based on loan volume, examiners weighted home mortgage loans, representing 52.2 percent of the volume, the most followed by small loans to businesses at 47.5 percent, and small loans to farms at less than 1 percent.

Only in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA did the bank originate or purchase a sufficient volume of small loans to farms to provide any meaningful analysis.

The OCC interviewed four community based organizations and local government agencies. The interviewees identified affordable housing, employment, and community services as the most pressing needs of the communities.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TENNESSEE

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Tennessee is rated Outstanding, based on excellent lending activity, good geographic distribution, and excellent borrower income distribution. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Tennessee is excellent. Lending activity is excellent in each of the assessment areas, including the limited-scope assessment areas.

Memphis, TN MSA

Lending activity in the Memphis, TN MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 5.1 percent. The bank ranks fourth among 37 depository financial institutions, which places it in the top 11 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks 17th among 457 home mortgage lenders, which places it in the top 4 percent of lenders competing for loans. According to peer small business data for 2016, the bank has a 5 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 120 small business lenders, which places it in the top 4 percent of lenders in the MSA. According to peer farm data for 2016, the bank has a market share of 3 percent based on the number of small loans to farms originated or purchased. The bank ranks eighth among 17 farm lenders, which places it in the top 48 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

Lending activity in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 16.2 percent. The bank ranks first among 65 depository financial institutions, which places it in the top 2 percent of institutions in the MSA. Excluding the $2.3 billion in corporate deposits derived from outside the assessment area, the bank's deposit market share declines to 12.4 percent, placing it in the top 3 percent of depository financial institutions. According to peer mortgage data for 2016, the bank has a market share of 1.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 17th among 719 home mortgage lenders, which places it in the top 3 percent of lenders. According to peer small business data for 2016, the bank has a 7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 151 small business lenders, which places it in the top 4 percent of lenders. For small loans to farms, the bank has a market share of 2.2 percent based on the number of small loans to farms originated or purchased. The bank ranks 10th among 29 farm lenders, which places it in the top 35 percent of lenders. Considering the bank's deposits and deposit market share include $2.3 billion in deposits not derived from the MSA along with the higher ranking for home mortgage loans and small loans to businesses relative to its deposit ranking, overall lending activity is excellent.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME				Geography: TENNESSEE				Evaluation Period: January 1, 2012 to December 31, 2016				
	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
MA/Assessment Area		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Memphis, TN	18.39	3,529	498,707	3,490	102,108	25	221	0	0	7,044	601,036	11.26
Nashville, TN	53.95	10,764	2,088,823	9,836	273,653	58	407	8	13,106	20,666	2,375,989	77.05
Limited Review												
Chattanooga, TN	7.78	1,437	227,636	1,538	39,275	3	20	1	150	2,979	267,081	3.73
Clarksville, TN	4.71	1,226	163,750	572	16,605	2	26	4	16,096	1,804	196,477	2.31
Johnson City, TN	1.25	265	34,021	207	4,577	6	41	0	0	478	38,639	0.00
Knoxville, TN	10.92	2,008	336,642	2,155	70,079	17	90	1	450	4,181	407,261	5.66
Tennessee Non-MSA	3.01	763	91,787	378	14,082	11	66	0	0	1,152	105,935	0.00
TENNESSEE	100.00	19,992	3,441,366	18,176	520,379	122	871	14	29,802	38,304	3,992,418	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Memphis, TN MSA and Nashville-Davidson-Murfreesboro-Franklin, TN MSA.

Memphis, TN MSA

The geographic distribution of home mortgage loans in the Memphis, TN MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 4 percent is lower than the 9.4 percent of owner-occupied housing units in low-income geographies, but is higher than the 2.6 percent performance for aggregate lenders. The distribution in moderate-income geographies at 13 percent is lower than the 18.2 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 7.7 percent for aggregate lenders.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

The geographic distribution of home mortgage loans in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA is good. Performance is good in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 3 percent is lower than the 3.3 percent of owner-occupied housing units in low-income geographies and it is lower than the 3.4 percent performance for aggregate lenders. The distribution in moderate-income geographies at 10.4 percent is lower than the 17.3 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 13.5 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Memphis TN-MS-AR MSA	1,497	207,942	18.1	28,576	9.4	4.0	2.6	18.2	13.0	7.7	26.0	23.6	22.6	46.4	59.5	67.1	0.0	0.0	0.0
FS Nashville-Davidson-Murfreesboro-Franklin TN MSA	4,718	980,470	57.1	87,876	3.3	3.0	3.4	17.3	10.4	13.5	46.4	43.0	43.7	33.1	43.6	39.4	0.0	0.0	0.0
LS Chattanooga TN MSA	663	110,096	8.0	13,610	3.4	1.8	2.6	15.6	12.1	13.9	40.2	31.7	34.2	40.7	54.4	49.4	0.0	0.0	0.0
LS Clarksville TN MSA	485	61,240	5.9	10,095	0.5	0.2	0.3	4.7	1.4	2.9	58.9	69.3	67.7	35.9	29.1	29.0	0.0	0.0	0.0
LS Knoxville TN MSA	899	161,670	10.9	30,243	2.0	0.9	1.4	19.7	12.7	14.8	51.4	45.2	50.6	27.0	41.3	33.2	0.0	0.0	0.0
Total	**8,262**	**1,521,418**	**100.0**	**170,400**	**4.3**	**2.7**	**2.7**	**17.4**	**10.7**	**12.2**	**42.8**	**40.4**	**42.1**	**35.5**	**46.3**	**43.1**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Memphis, TN MSA and Nashville-Davidson-Murfreesboro-Franklin, TN MSA.

Memphis, TN MSA

The geographic distribution of small loans to businesses in the Memphis, TN MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 8.2 percent is lower than the 10.7 percent of businesses in low-income geographies, but it is higher than the 7.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17 percent is lower than the 18.8 percent of businesses in moderate-income geographies, but it is higher than the 15.8 percent performance for aggregate lenders.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

The geographic distribution of small loans to businesses in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA is excellent. The distribution is good in low-income geographies and excellent in moderate-income geographies. The geographic distribution in low-income geographies at 7.1 percent is slightly higher than the 6.9 percent of businesses in low-income geographies and it is slightly higher than the 6.9 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 20 percent is slightly lower than the 20.2 percent of businesses in moderate-income geographies, but is higher than the 18.5 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Memphis TN-MS-AR MSA	2,231	57,253	19.3	16,061	10.7	8.2	7.9	18.8	17.0	15.8	23.6	20.9	20.2	46.0	53.2	55.2	0.9	0.7	0.8
FS Nashville-Davidson-Murfreesboro-Franklin TN MSA	6,620	158,965	57.2	35,833	7.1	7.1	7.4	20.2	20.0	18.5	35.4	34.4	30.5	36.4	38.0	42.9	0.8	0.5	0.7
LS Chattanooga TN MSA	973	23,355	8.4	7,108	7.0	8.4	8.5	25.0	24.7	25.4	33.9	26.7	30.0	34.0	40.2	36.0	0.1	0.0	0.1
LS Clarksville TN MSA	376	10,501	3.3	1,644	4.7	4.3	3.7	9.9	8.0	7.5	58.1	61.7	56.2	27.3	26.1	32.5	0.0	0.0	0.1
LS Knoxville TN MSA	1,371	40,331	11.8	12,614	4.2	3.1	3.5	21.4	19.0	17.9	42.9	38.6	40.8	30.6	38.7	37.3	0.8	0.7	0.4
Total	**11,571**	**290,405**	**100.0**	**73,260**	**7.3**	**6.8**	**6.9**	**20.4**	**19.3**	**18.2**	**34.7**	**32.6**	**30.6**	**36.9**	**40.8**	**43.7**	**0.7**	**0.5**	**0.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is good. The distribution is good in the Memphis, TN MSA and Nashville-Davidson-Murfreesboro-Franklin, TN MSA.

Memphis, TN MSA

The geographic distribution of small loans to farms in the Memphis, TN MSA is good, based on poor performance in low-income geographies and excellent performance in moderate-income geographies. The geographic distribution in low-income geographies at 0 percent is lower than the 5.9 percent of farms in low-income geographies and it is lower than the 3 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 14.3 percent is comparable to the 14.4 percent of farms in moderate-income geographies and it is higher than the 10.2 percent for aggregate lenders.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

The geographic distribution of small loans to farms in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA is good, based on excellent performance in low-income geographies and poor performance in moderate-income geographies. The geographic distribution in low-income geographies at 10 percent is higher than the 2.2 percent of farms in low-income geographies and it is higher than the 0.7 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 12.1 percent is lower than the 19.7 percent of farms in moderate-income geographies and it is significantly lower than the 37.1 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Memphis TN-MS-AR MSA	16	161	28.0	167	5.9	0.0	3.0	14.4	14.3	10.2	32.9	37.5	56.9	46.4	56.3	29.9	0.4	0.0	0.0
FS Nashville-Davidson-Murfreesboro-Franklin TN MSA	33	253	51.6	450	2.2	10.0	0.7	19.7	12.1	37.1	51.7	48.5	47.1	26.2	36.4	15.1	0.2	0.0	0.0
LS Chattanooga TN MSA	2	12	5.1	21	4.5	0.0	4.8	21.9	100.0	33.3	36.4	0.0	42.9	37.1	0.0	19.0	0.0	0.0	0.0
LS Clarksville TN MSA	1	15	5.6	14	1.4	0.0	0.0	4.5	0.0	0.0	38.0	100.0	21.4	56.1	100.0	78.6	0.0	0.0	0.0
LS Knoxville TN MSA	11	63	20.0	66	1.3	0.0	0.0	23.2	33.3	33.3	51.4	63.6	43.9	23.5	20.0	22.7	0.6	0.0	0.0
Total	**64**	**515**	**100.0**	**718**	**2.9**	**4.8**	**1.3**	**18.9**	**15.6**	**29.7**	**46.1**	**46.9**	**48.5**	**31.8**	**35.9**	**20.6**	**0.3**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is excellent. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is good in the Memphis, TN MSA and excellent in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA.

Memphis, TN MSA

The distribution of home mortgage loans by borrower income in the Memphis, TN MSA is good. The distribution is adequate to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank’s home mortgage loans to low-income borrowers at 9.1 percent is lower than the 24.7 percent of low-income families in the MSA; however, the bank’s performance is significantly higher than the 3.1 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 17.6

percent is higher than the 16 percent of moderate-income families and it is higher than the 10.7 percent performance for aggregate lenders.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

The distribution of home mortgage loans by borrower income in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA is excellent. The distribution is good to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 11.2 percent is lower than the 20.5 percent of low-income families in the MSA; however, it is significantly higher than the 5.5 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 18.5 percent slightly exceeds the 18 percent of moderate-income families in the MSA and it exceeds the 16.2 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Memphis TN-MS-AR MSA	1,497	207,942	18.1	28,576	24.7	9.1	3.1	16.0	17.6	10.7	17.0	19.5	16.0	42.3	35.1	42.0	0.0	18.7	28.2
FS Nashville-Davidson-Murfreesboro-Franklin TN MSA	4,718	980,470	57.1	87,876	20.5	11.2	5.5	18.0	18.5	16.2	21.4	20.5	18.7	40.1	41.8	39.3	0.0	8.0	20.3
LS Chattanooga TN MSA	663	110,096	8.0	13,610	21.9	6.8	5.7	15.8	21.6	17.0	19.5	16.0	18.1	42.8	44.5	38.1	0.0	11.2	21.1
LS Clarksville TN MSA	485	61,240	5.9	10,095	18.8	8.2	2.7	15.5	22.7	10.7	21.9	21.9	22.1	43.8	28.5	26.8	0.0	18.8	37.8
LS Knoxville TN MSA	899	161,670	10.9	30,243	21.4	9.0	6.9	17.0	15.5	16.1	20.9	20.0	18.8	40.7	45.8	38.0	0.0	9.7	20.2
Total	**8,262**	**1,521,418**	**100.0**	**170,400**	**21.8**	**10.1**	**5.2**	**17.0**	**18.5**	**15.0**	**20.1**	**20.0**	**18.4**	**41.2**	**40.5**	**38.7**	**0.0**	**11.0**	**22.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Memphis, TN MSA and good in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 31 percent of its small loans to businesses.

Memphis, TN MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Memphis, TN MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 56.2 percent is lower than the 73.9 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 43.7 percent for aggregate lenders, overall performance is good.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 59.7 percent is lower than the 76.4 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 46.3 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Memphis TN-MS-AR MSA	2,231	57,253	19.3	16,061	73.9	56.2	43.7	6.3	13.5	19.7	30.3
FS Nashville-Davidson-Murfreesboro-Franklin TN MSA	6,620	158,965	57.2	35,833	76.4	59.7	46.3	5.2	9.7	18.4	30.6
LS Chattanooga TN MSA	973	23,355	8.4	7,108	75.5	54.8	42.4	5.1	12.0	19.3	33.2
LS Clarksville TN MSA	376	10,501	3.3	1,644	77.5	62.0	50.3	3.1	8.5	19.4	29.5
LS Knoxville TN MSA	1,371	40,331	11.8	12,614	75.5	49.0	46.9	5.5	14.4	19.0	36.5
Total	**11,571**	**290,405**	**100.0**	**73,260**	**75.6**	**57.4**	**45.6**	**5.5**	**11.2**	**18.9**	**31.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is adequate in the Memphis, TN MSA and adequate in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 39 percent of its small loans to farms.

Memphis, TN MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Memphis, TN MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 50 percent is lower than the 94.6 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is also lower than the 51.5 percent for aggregate lenders.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 57.6 percent is lower than the 96.8 percent of farms with gross annual revenues of $1 million or less. The bank's distribution is also lower than the 62.7 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues — 2014-16

Assessment Area:	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Memphis TN-MS-AR MSA	16	161	26.1	167	94.6	50.0	51.5	3.4	0.0	1.9	66.7
FS Nashville-Davidson-Murfreesboro-Franklin TN MSA	33	253	51.6	450	96.8	57.6	62.7	1.7	0.0	1.5	42.4
LS Chattanooga TN MSA	2	12	5.1	21	96.9	100.0	38.1	1.2	0.0	1.9	0.0
LS Clarksville TN MSA	2	26	5.1	14	98.1	100.0	57.1	1.2	0.0	0.7	0.0
LS Knoxville TN MSA	11	63	17.2	66	96.6	72.7	39.4	1.4	0.0	2.0	27.3
Total	**64**	**515**	**100.0**	**718**	**96.4**	**60.9**	**57.1**	**1.9**	**0.0**	**1.7**	**39.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Tennessee.

Memphis, TN MSA

In the Memphis, TN MSA, CD lending has a negative effect on lending performance in the assessment area. During the five-year evaluation period, Bank of America did not originate any CD loans.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

In the Nashville-Davidson-Murfreesboro-Franklin, TN MSA, CD lending has a neutral effect on lending performance in the assessment area. During the evaluation period, the bank originated eight CD loans totaling $13.1 million that mostly helped provide 96 units of affordable housing. CD lending represents 1.7 percent of the allocated Tier 1 Capital, after considering $2.3 billion in deposits from national corporations in which the deposits did not derive from the local community.

Examples of significant CD loans include:

- The bank provided $3.5 million in construction financing to develop Dickson Gardens Apartments, a 48-unit affordable multifamily housing project in Dickson, TN for seniors. All units are restricted to incomes at or below 60 percent of the area median income. The bank also provided a $1.7 million loan to extend the construction loan by six months.

- The bank provided two three-month extensions of a $1.7 million construction loan to develop the Gallatin Park Apartments, a 48-unit LIHTC development for families located in Gallatin, TN. All units are restricted to incomes at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Tennessee, lending under the MHA and HARP programs accounted for 74 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Chattanooga, TN MSA, Clarksville, TN MSA, and Knoxville, TN MSA is weaker than the overall Outstanding Lending Test performance in the state of Tennessee primarily due to weaker geographic distributions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Tennessee is rated High Satisfactory. Investment performance is poor in the Memphis, TN MSA and excellent in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA. Performance in limited-scope assessment areas has a positive effect on the state rating.

Memphis, TN MSA

In the Memphis, TN MSA, Bank of America has a poor level of CD investments. The bank made 27 CD investments during the evaluation period totaling $6.7 million. Approximately $3.7 million or 55 percent of the current period investment dollars supported 313 units of affordable housing and approximately $3 million or 45 percent supported community development services. In addition, the bank has 11 CD investments totaling $2.3 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $9.1 million or 5.6 percent of allocated Tier 1 Capital. Current period investments are generally neither innovative nor complex, which consisted mostly of investments in CDFIs and mortgage-backed securities. Investments in more complex LIHTCs represented approximately $2.7 million or 40 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $2.5 million in a national LIHTC fund, which owns a portfolio of 11 LIHTC properties. The investment amount represents the funding allocated to Southwind Lakes, a newly constructed 200-unit multifamily affordable housing development located in Memphis, TN. Units are restricted to families with incomes at or below 60 percent of the area median income.

- The bank made a $2.5 million deposit in Citizens Savings Bank and Trust (CSBT), a certified CDFI and minority depository institution. CSBT is one of the nation’s oldest minority-owned banking institutions serving economically distressed communities. This amount represents CSBT’s program that supports new lending and investment opportunities within CSBT’s Memphis market.

- The bank invested nearly $200,000 in the National Federation of Community Development Credit Unions (the Federation). The Federation is a CDFI with a mission to help low- and moderate-income individuals and communities achieve financial independence through Community Development Credit Unions (CDCUs). This investment represents the allocated portion of a larger $1.5 million commitment to the Federation. All CDCUs have a National Credit Union Association (NCUA) low-income designation, where a majority of members earns at or below 80 percent of the median family income.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

In the Nashville-Davidson-Murfreesboro-Franklin, TN MSA, the bank has an excellent level of CD investments. The bank made 206 CD investments during the evaluation period totaling $103.5 million. Approximately $77.6 million or 75 percent of the current period investment dollars supported 650 units of affordable housing. In addition, the bank has 87 CD investments totaling $8.5 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $112 million or 14.6 percent of allocated Tier 1 Capital, after considering the $2.3 billion in deposits that did not originate from the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $76.8 million or 74 percent of the investment dollars.

Examples of community development investments include:

- The bank provided $200,000 in grants to Project Return, an organization with a mission to provide services to and connect former inmates with resources needed to successfully return to work and the community after incarceration.

- The bank recorded $22.5 million in investments representing an annual renewal of a $5 million deposit in CSBT. CSBT is one of the nation’s oldest minority-owned banking institutions serving economically distressed communities. The funds support CSBT’s program for lending and investing opportunities within Nashville, TN. In 2014, the bank allocated $2.5 million of the renewal amount to the Memphis, TN MSA.

Table 14. Qualified Investments										2012-2016
QUALIFIED INVESTMENTS	Geography: TENNESSEE				Evaluation Period: January 1, 2012 to December 31, 2016					
	Prior Period Investments*		Current Period Investments		Total Investments				Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s		#	$(000s)
Full Review										
Memphis, TN	11	2,345	27	6,717	38	9,063	6.50		0	0
Nashville, TN	87	8,450	206	103,521	293	111,971	80.36		1	1,201
Limited Review										
Chattanooga, TN	8	2,402	15	887	23	3,289	2.36		0	0
Clarksville, TN	7	232	21	1,132	28	1,365	0.98		0	0
Knoxville, TN	4	110	27	2,529	31	2,639	1.89		0	0
TENNESSEE - Statewide	0	0	15	217	15	217	0.16		0	0
TENNESSEE - Non Assessed	41	4,386	44	6,401	85	10,787	7.74		1	153
TENNESSEE	158	17,926	355	121,405	513	139,331	100.00		2	1,354

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance varied across the limited-scope assessment areas. Performance in the Chattanooga, TN MSA, Clarksville, TN MSA, and Knoxville, TN MSA is weaker than the overall High Satisfactory Investment Test performance in the state of Tennessee. Performance is weaker primarily due to lower levels of investments relative to the bank's capacity in those assessment areas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Tennessee is rated Outstanding. Service Test performance in the Memphis, TN MSA is adequate. However, the excellent Service Test performance in the Nashville-Davidson-Murfreesboro-Franklin, TN MSA primarily drives the overall conclusion. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Memphis, TN MSA

In the Memphis, TN MSA, the bank's service delivery systems are reasonably accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 14 financial centers with the distribution of the population. The bank has no financial centers in low-income geographies where 15.3 percent of the population lives. The bank has six financial centers or 43 percent of its financial centers located in moderate-income geographies where 22.1 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no effect on the retail banking services conclusion.

The bank has four financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. Two of the financial centers are adjacent to low-income geographies where no financial centers are located. The adjacent financial centers help improve access to retail banking services to individuals in low- and moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank closed three financial centers: two in middle-income geographies and one in an upper-income geography.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm Friday, and 9:00 am to 12:00 pm Saturday. Three of the five financial centers (60 percent), closed for Saturday banking, are located in moderate-income geographies, representing 50 percent of the financial centers in moderate-income geographies.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Memphis TN-MS-AR MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	54	22.0	157,066	15.3	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	55	22.4	226,921	22.1	6	42.9	16	37.2	0	0.0	0	0.0
Middle	59	24.1	255,846	24.9	3	21.4	13	30.2	0	0.0	2	66.7
Upper	72	29.4	382,420	37.2	5	35.7	14	32.6	0	0.0	1	33.3
NA	5	2.0	4,885	0.5	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**245**	**100.0**	**1,027,138**	**100.0**	**14**	**100.0**	**43**	**100.0**	**0**	**100.0**	**3**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

In the Nashville-Davidson-Murfreesboro-Franklin, TN MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 32 financial centers with the distribution of the population. The bank has 5 financial centers or 15.6 percent of all financial centers in low-income geographies where 6.8 percent of the population lives. The bank also has five financial centers or 15.6 percent of its financial centers located in moderate-income geographies where 20.9 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using online, telephone, mobile, and text banking are near the proportion of the population in low- and moderate-income geographies. Cash dispensing and full-service ATM usage by customers in low- and moderate-income geographies exceeds the proportion of the population in low- and moderate-income geographies.

The bank has 10 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. Three of the financial centers provide additional access to retail banking services in low-income geographies and seven financial centers provide additional access in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center and closed six. The bank closed one financial center in a low-income geography, two in moderate-income geographies, and the remaining three in middle- and upper-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 5:00 pm Friday, and 9:00 am to 1:00 pm Saturday. All financial centers except four are open for Saturday banking, including one financial center in a low-income census tract and one financial center in a moderate-income census tract.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Nashville-Davidson-Murfreesboro-Franklin TN MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	32	8.4	114,002	6.8	5	15.6	12	11.8	0	0.0	1	16.7
Moderate	82	21.6	348,844	20.9	5	15.6	21	20.6	0	0.0	2	33.3
Middle	160	42.1	714,918	42.8	10	31.3	36	35.3	0	0.0	2	33.3
Upper	102	26.8	488,222	29.2	11	34.4	30	29.4	1	100.0	1	16.7
NA	4	1.1	4,904	0.3	1	3.1	3	2.9	0	0.0	0	0.0
Totals	**380**	**100.0**	**1,670,890**	**100.0**	**32**	**100.0**	**102**	**100.0**	**1**	**100.0**	**6**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Memphis, TN MSA

The bank provides a limited level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 83 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 69 low- and moderate-income individuals, and provided one foreclosure prevention workshop for 246 individuals. Employees participated in 13 webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Nashville-Davidson-Murfreesboro-Franklin, TN MSA

The bank provides a high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 69 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 2 low- and moderate-income individuals, and provided 13 financial education workshops and 10 foreclosure prevention workshops for 365 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 23 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 21 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Chattanooga, TN MSA is consistent with the Outstanding Service Test performance in the state of Tennessee. Performance in the Clarksville, TN MSA and Knoxville, TN MSA is weaker than the overall Outstanding Service Test performance in the state of Tennessee primarily due to weaker financial center distributions. Each of these two assessment areas has only four financial centers.

State of Texas

CRA Rating for Texas[44]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business/farm revenue size;
- Relatively high level of CD lending that has a neutral effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Texas

The state of Texas is Bank of America's fourth largest rating area based on its total deposits in the state. As of June 30, 2016, the bank maintained approximately $113.4 billion or 9.4 percent of its total domestic deposits in financial centers within the state of Texas. Of the 533 depository financial institutions operating in the state of Texas, Bank of America, with a deposit market share of 14.8 percent, is the second largest. The largest banking institution in the state is JPMorgan Chase with $151.4 billion in deposits or 19.7 percent market share. Other large depository financial institutions include third ranked Well Fargo Bank ($71.9 billion of 9.3 percent market share) and fourth ranked USAA Federal Savings Bank ($67.6 billion or 8.8 percent market share). The remaining depository financial institutions each have less than 5 percent market share. As of December 31, 2016, Bank of America operated 385 full-service financial centers and 1,372 deposit-taking ATMs in the state.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Dallas-Fort Worth-Arlington, TX MSA, Bank of America reported an additional $9.8 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the

[44] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Texas in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Texas

Examiners selected four assessment areas for full-scope reviews and the remaining 19 assessment areas for limited-scope reviews. The full-scope assessment areas selected included the Austin-Round Rock, TX MSA, Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugar Land, TX MSA, and San Antonio-New Braunfels, TX MSA. Examiners based the conclusions and ratings on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 97,400 home mortgage loans totaling $18.7 billion, 149,027 small loans to businesses totaling $4.2 billion, 1,174 small loans to farms totaling $20.4 million, and 120 CD loans totaling $881 million. Lending volumes include loans originated or purchased in the Longview, TX MSA, Sherman-Denison, TX MSA, and Texas Non-MSA (counties of Angelina, Brown, Dallam, Franklin, Moore, Navarro, Titus, Uvalde, and Walker). The bank no longer designates these communities as assessment areas due to the bank's closure or sale of all financial centers and deposit-taking ATMs in those communities. Based on loan volume, examiners weighted small loans to businesses, representing 60 percent of the volume, the heaviest, followed by home mortgage lending (39 percent of volume), and small loans to farms (0.5 percent).

The OCC interviewed 14 community based organizations and local government agencies serving various housing, employment, and community service needs. The organizations identified affordable owner-occupied and rental housing, funding to acquire land to construct new home developments, down-payment and closing cost assistance, financial literacy, and economic development as some of the most pressing needs.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TEXAS

LENDING TEST

Conclusions in the state of Texas

Bank of America's performance under the Lending Test in the state of Texas is rated Outstanding, based on excellent lending activity, excellent geographic distribution, and good borrower income distribution. CD lending has no effect on the overall Lending Test performance. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Texas is excellent. Lending activity is excellent in the Austin-Round Rock, TX MSA, Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugar Land, TX MSA, and San Antonio-New Braunfels, TX MSA, and good in the. Although the Lending activity varied across the limited-scope assessment areas, the bank's Lending activity was generally consistent with the performance in the full-scope assessment areas.

Austin-Round Rock, TX MSA

Lending activity in the Austin-Round Rock, TX MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 19.1 percent. The bank ranks second among 67 depository financial institutions within the assessment area, which places it in the top 3 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.6 percent based on the number of home mortgage loans originated or purchased. The bank ranks 14th among 788 home mortgage lenders, which places it in the top 2 percent of lenders. Based on peer small business data for 2016, the bank has a 7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 177 small business lenders in the assessment area, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 5.7 percent based on the number of small loans to farms originated or purchased. The bank ranks seventh among 28 farm lenders, which places it in the top 25 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and similar ranking for small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Dallas-Fort Worth-Arlington, TX MSA

Lending activity in the Dallas-Fort Worth-Arlington, TX MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 29.2 percent. The bank ranks first among 147 depository financial institutions within the assessment area, which places it in the top 1 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.3 percent based on the number of home mortgage loans originated or purchased. The bank ranks sixth among 1,021 home mortgage lenders, which places it in the top 1 percent of lenders. Based on peer small business data for 2016, the bank has an 8.1 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fourth among 238 small business lenders in the assessment area, which places it in the top 2 percent of lenders. For small loans to farms, the bank has a market share of 5.7 percent based on the number of small loans to farms originated or purchased. The bank ranks eighth among 54 farm lenders, which places it in the top 15 percent of lenders. Considering the bank's similar ranking among all lenders for home mortgage loans and high ranking for small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Houston-The Woodlands-Sugar Land, TX MSA

Lending activity in the Houston-The Woodlands-Sugar Land, TX MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 9.5 percent. The bank ranks third among 95 depository financial institutions within the assessment area, which places it in the top 4 percent of institutions. According to peer mortgage data for

2016, the bank has a market share of 2.5 percent based on the number of home mortgage loans originated or purchased. The bank ranks fourth among 905 home mortgage lenders, which places it in the top 1 percent of lenders. Based on peer small business data for 2016, the bank has a 7.4 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 211 small business lenders in the assessment area, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 6.7 percent based on the number of small loans to farms originated or purchased. The bank ranks sixth among 41 farm lenders, which places it in the top 15 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

San Antonio-New Braunfels, TX MSA

Lending activity in the San Antonio-New Braunfels, TX MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 3.7 percent. The bank ranks fourth among 61 depository financial institutions within the assessment area, which places it in the top 7 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 1.3 percent based on the number of home mortgage loans originated or purchased. The bank ranks 18th among 694 home mortgage lenders, which places it in the top 3 percent of lenders. Based on peer small business data for 2016, the bank has a 5.7 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 157 small business lenders in the assessment area, which places it in the top 4 percent of lenders. For small loans to farms, the bank has a market share of 6.4 percent based on the number of small loans to farms originated or purchased. The bank ranks fifth among 27 farm lenders, which places it in the top 19 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume												**2012-2016**
LENDING VOLUME				Geography: TEXAS				Evaluation Period: January 1, 2012 to December 31, 2016				
MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Austin, TX	10.14	9,588	2,163,728	15,430	459,402	86	2,901	17	111,988	25,121	2,738,019	6.78
Dallas, TX	37.07	34,764	7,178,705	56,699	1,596,711	321	3,611	35	344,546	91,819	9,123,573	63.12
Houston, TX	31.35	30,660	6,228,742	46,721	1,345,993	237	2,700	37	234,218	77,655	7,811,653	18.05
San Antonio, TX	7.59	8,013	1,286,569	10,682	325,801	96	1,710	9	60,717	18,800	1,674,797	3.33
Limited Review												
Abilene, TX	0.37	363	41,566	531	8,695	30	211	0	0	924	50,472	0.20
Amarillo, TX	0.65	747	93,929	840	21,447	23	238	0	0	1,610	115,614	0.43
Beaumont, TX	0.67	710	87,444	951	28,043	4	37	4	26,540	1,669	142,064	0.35
Brownsville, TX	0.59	818	83,182	639	13,041	9	102	0	0	1,466	96,325	0.13
College Station, TX	0.57	622	105,208	745	22,132	36	280	0	0	1,403	127,620	0.30
Corpus Christi, TX	1.35	1,549	211,516	1,731	40,573	62	4,394	1	1,850	3,343	258,333	0.59
El Paso, TX	2.17	2,133	238,399	3,210	76,880	19	160	11	59,725	5,373	375,164	3.42
Killeen, TX	1.00	1,372	159,945	1,091	22,318	22	111	0	0	2,485	182,374	0.22
Laredo, TX	0.55	573	67,881	784	16,062	9	56	1	1,950	1,367	85,949	0.08
Longview, TX	0.14	127	15,003	205	2,863	12	886	0	0	344	18,752	0.00
Lubbock, TX	0.58	643	87,725	762	16,377	26	177	0	0	1,431	104,279	0.25
McAllen, TX	1.57	1,522	164,115	2,329	45,203	47	1,228	0	0	3,898	210,546	0.42
Midland, TX	0.44	311	131,346	754	12,365	15	159	3	25,717	1,083	169,587	0.78
Odessa, TX	0.35	306	53,557	566	11,888	1	7	1	7,918	874	73,370	0.10
San Angelo, TX	0.31	212	22,284	547	11,699	4	74	0	0	763	34,057	0.11
Sherman, TX	0.14	202	23,555	138	5,072	7	32	0	0	347	28,659	0.00
Tyler, TX	0.67	577	87,351	1,067	28,117	6	78	0	0	1,650	115,546	0.61
Victoria, TX	0.20	171	21,341	320	5,060	14	467	0	0	505	26,868	0.07
Waco, TX	0.60	631	80,478	819	22,116	24	199	0	0	1,474	102,793	0.33
Wichita Falls, TX	0.24	192	19,837	384	9,535	10	63	0	0	586	29,435	0.16
Texas Non-MSA	0.70	594	82,601	1,082	21,902	54	486	1	5,755	1,731	110,744	0.17
TEXAS	100.00	97,400	18,736,007	149,027	4,169,295	1,174	20,367	120	880,925	247,721	23,806,594	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Austin-Round Rock, TX MSA, Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugar Land, TX MSA, and adequate in the San Antonio-New Braunfels, TX MSA.

Austin-Round Rock, TX MSA

The geographic distribution of home mortgage loans in the Austin-Round Rock, TX MSA is good. Performance is good in both low- and moderate-income geographies. The distribution of the bank's home mortgage loans in low-income geographies at 3.1 percent is lower than the 4.3 percent of owner-occupied housing units in low-income geographies, but it is consistent with the performance of aggregate lenders. The distribution in moderate-income geographies at 16.1 percent is also lower than the 18.4 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 15.9 percent performance for aggregate lenders.

Dallas-Fort Worth-Arlington, TX MSA

The geographic distribution of home mortgage loans in the Dallas-Fort Worth-Arlington, TX MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 2.3 percent is lower than the 4.6 percent of owner-occupied housing units in low-income geographies and it is slightly higher than the 1.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 11.7 percent is lower than the 19.3 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 10.1 percent for aggregate lenders.

Houston-The Woodlands-Sugar Land, TX MSA

The geographic distribution of home mortgage loans in the Houston-The Woodlands-Sugar Land, TX MSA is good. Performance is adequate in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 1.9 percent is lower than the 4 percent of owner-occupied housing units in low-income geographies and it is higher than the 1.6 percent performance for aggregate lenders. The distribution in moderate-income geographies at 14 percent is lower than the 21.2 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 10.9 percent performance for aggregate lenders.

San Antonio-New Braunfels, TX MSA

The geographic distribution of home mortgage loans in the San Antonio-New Braunfels, TX MSA is adequate. Performance is adequate in both low- and moderate-income geographies. The distribution in low-income geographies at 2 percent is lower than the 4.2 percent of owner-occupied housing units in low-income geographies, but it is higher than the 1.4 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.6 percent is lower than the 22.8 percent of owner-occupied housing units in moderate-income geographies, but is higher than the 10.5 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography																			2014-16
	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Austin-Round Rock TX MSA	4,591	1,160,988	9.5	89,146	4.3	3.1	3.1	18.4	16.1	15.9	38.9	35.6	39.9	38.5	45.3	41.1	0.0	0.0	0.0
FS Dallas-Fort Worth-Arlington TX MSA	18,159	3,948,283	37.5	261,642	4.6	2.3	1.9	19.3	11.7	10.1	34.3	29.0	33.2	41.7	57.0	54.8	0.0	0.0	0.0
FS Houston-The Woodlands-Sugar Land TX MSA	14,987	3,221,800	30.9	191,261	4.0	1.9	1.6	21.2	14.0	10.9	30.4	28.6	29.4	44.4	55.5	58.1	0.0	0.0	0.0
FS San Antonio-New Braunfels TX MSA	3,815	638,889	7.9	80,065	4.2	2.0	1.4	22.8	12.6	10.5	35.9	34.2	34.1	37.1	51.2	54.0	0.0	0.0	0.0
LS Abilene TX MSA	195	23,084	0.4	5,036	1.7	1.0	1.0	18.3	16.4	11.3	51.3	47.2	40.0	28.7	35.4	47.7	0.0	0.0	0.1
LS Amarillo TX MSA	366	44,130	0.8	8,056	7.2	1.6	2.1	14.9	13.1	8.2	41.1	38.8	38.0	36.9	46.4	51.8	0.0	0.0	0.0
LS Beaumont-Port Arthur TX MSA	312	37,719	0.6	7,553	2.3	1.0	0.7	20.5	9.0	7.5	44.1	46.8	45.4	33.1	42.6	45.9	0.0	0.6	0.4
LS Brownsville-Harlingen TX MSA	405	38,448	0.8	5,164	1.0	0.2	0.2	23.6	25.9	11.4	47.5	42.5	45.2	27.8	31.4	43.2	0.0	0.0	0.0
LS College Station-Bryan TX MSA	281	58,425	0.6	6,444	4.6	4.6	4.4	22.6	16.4	12.3	36.7	27.8	33.1	36.0	50.9	50.2	0.0	0.4	0.0
LS Corpus Christi TX MSA	799	105,759	1.6	11,571	6.4	3.0	1.8	19.1	8.3	7.2	42.4	37.4	40.2	32.1	51.3	50.8	0.0	0.0	0.0
LS El Paso TX MSA	1,077	118,045	2.2	17,278	1.7	1.1	0.5	28.8	18.8	16.8	31.4	34.9	36.6	38.1	45.2	46.1	0.0	0.0	0.0
LS Killeen-Temple TX MSA	638	69,625	1.3	13,886	1.2	0.3	0.3	9.0	8.8	6.5	63.4	60.0	60.2	26.3	30.9	33.0	0.0	0.0	0.0
LS Laredo TX MSA	290	34,272	0.6	4,181	1.8	0.3	0.5	26.6	5.5	9.5	36.1	30.7	31.0	35.5	63.4	59.1	0.0	0.0	0.0
LS Lubbock TX MSA	307	48,122	0.6	9,812	4.0	1.6	1.9	19.0	11.4	11.3	37.7	34.9	35.4	39.3	52.1	51.4	0.0	0.0	0.0
LS McAllen-Edinburg-Mission TX MSA	810	85,347	1.7	9,840	0.6	0.0	0.1	28.5	16.7	14.7	42.2	34.3	34.6	28.7	49.0	50.6	0.0	0.0	0.0
LS Midland TX MSA	188	111,147	0.4	5,845	4.5	0.5	2.1	17.1	15.4	9.3	48.0	44.7	42.6	30.4	39.4	45.9	0.0	0.0	0.1
LS Odessa TX MSA	186	39,390	0.4	3,565	0.0	0.0	0.0	21.9	12.4	8.3	48.0	39.8	33.8	30.1	47.8	57.9	0.0	0.0	0.0
LS San Angelo TX MSA	112	12,603	0.2	3,534	1.3	1.8	0.6	25.7	17.0	15.8	44.5	52.7	47.8	28.5	28.6	35.9	0.0	0.0	0.0
LS Tyler TX MSA	279	44,792	0.6	6,011	1.2	0.0	0.6	21.7	10.8	10.8	42.2	43.4	42.2	34.9	45.9	46.4	0.0	0.0	0.0
LS Victoria TX MSA	82	9,277	0.2	2,194	3.2	0.0	0.5	14.6	20.7	10.5	50.1	42.7	49.2	32.0	36.6	39.9	0.0	0.0	0.0
LS Waco TX MSA	340	42,809	0.7	6,201	5.4	3.2	3.5	15.4	11.8	9.2	33.5	21.8	24.3	45.7	63.2	63.1	0.0	0.0	0.0
LS Wichita Falls TX MSA	91	9,483	0.2	3,837	1.9	0.0	0.7	13.0	8.8	7.0	45.6	49.5	40.8	39.5	41.8	51.5	0.0	0.0	0.0
LS Texas Non-MSA	139	22,165	0.3	2,614	0.0	0.0	0.0	5.9	5.8	5.5	61.9	64.0	61.3	32.2	30.2	33.2	0.0	0.0	0.0
Total	**48,449**	**9,924,602**	**100.0**	**754,736**	**3.9**	**2.1**	**1.8**	**20.5**	**13.2**	**11.1**	**36.0**	**31.4**	**34.5**	**39.6**	**53.3**	**52.6**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Austin-Round Rock, TX MSA, Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugar Land, TX MSA, and San Antonio-New Braunfels, TX MSA.

Austin-Round Rock, TX MSA

The geographic distribution of small loans to businesses in the Austin-Round Rock, TX MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 5.7 percent is lower than the 6.2 percent of businesses in low-income geographies and it is lower than the 6.2 percent performance for aggregate lenders. The distribution in moderate-income geographies at 16.8 percent is lower than the 17.8 percent of businesses in moderate-income geographies, but is consistent with the 16.8 percent performance for aggregate lenders.

Dallas-Fort Worth-Arlington, TX MSA

The geographic distribution of small loans to businesses in the Dallas-Fort Worth-Arlington, TX MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 6.6 percent is slightly lower than the 6.9 percent of businesses in low-income geographies and it is slightly lower than the 6.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 17.9 percent is slightly lower than the 18.6 percent of businesses in moderate-income geographies, but is slightly higher than the 17.6 percent performance for aggregate lenders.

Houston-The Woodlands-Sugar Land, TX MSA

The geographic distribution of small loans to businesses in the Houston-The Woodlands-Sugar Land, TX MSA is excellent. Performance is excellent in both low- and moderate-income geographies. The distribution in low-income geographies at 7.6 percent is slightly lower than the 8 percent of businesses in low-income geographies, but is slightly higher than the 7.5 percent performance for aggregate lenders. The distribution in moderate-income geographies at 18.9 percent is slightly lower than the 19.6 percent of businesses in moderate-income geographies, but is slightly higher than the 18.2 percent performance for aggregate lenders.

San Antonio-New Braunfels, TX MSA

The geographic distribution of small loans to businesses in the San Antonio-New Braunfels, TX MSA is excellent. Performance is good in low-income geographies and excellent in moderate-income geographies. The distribution in low-income geographies at 4.2 percent is slightly lower than the 4.6 percent of businesses in low-income geographies and it is slightly lower than the 4.6 percent performance for aggregate lenders. The distribution in moderate-income geographies at 20 percent is slightly lower than the 20.6 percent of businesses in moderate-income geographies, but is slightly higher than the 18.2 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography																			**2014-16**
	Total Loans to Small Businesses				**Low-Income Tracts**			**Moderate-Income Tracts**			**Middle-Income Tracts**			**Upper-Income Tracts**			**Not Available-Income Tracts**		
Assessment Area:	**#**	**$**	**% of Total**	**Overall Market**	**% Businesses**	**% Bank Loans**	**Aggregate**	**% Businesses**	**% Bank Loans**	**Aggregate**	**% Businesses**	**% Bank Loans**	**Aggregate**	**% Businesses**	**% Bank Loans**	**Aggregate**	**% Businesses**	**% Bank Loans**	**Aggregate**
FS Austin-Round Rock TX MSA	10,052	277,206	10.4	52,714	6.2	5.7	6.2	17.8	16.8	16.8	30.9	29.8	30.6	45.1	47.6	46.3	0.1	0.1	0.1
FS Dallas-Fort Worth-Arlington TX MSA	37,561	965,288	38.6	169,819	6.9	6.6	6.9	18.6	17.9	17.6	29.8	26.3	27.8	44.5	48.8	47.5	0.2	0.4	0.1
FS Houston-The Woodlands-Sugar Land TX MSA	31,121	858,535	32.0	154,577	8.0	7.6	7.5	19.6	18.9	18.2	25.2	23.9	25.0	47.1	49.5	49.3	0.1	0.0	0.0
FS San Antonio-New Braunfels TX MSA	6,773	171,449	7.0	41,872	4.6	4.2	4.6	20.6	20.0	18.2	33.0	30.3	30.1	41.6	45.4	46.8	0.2	0.1	0.2
LS Abilene TX MSA	362	6,123	0.4	2,876	1.6	1.9	1.5	21.7	21.5	21.9	50.7	47.2	48.5	25.1	28.7	27.7	0.9	0.9	0.3
LS Amarillo TX MSA	492	9,497	0.5	5,110	19.5	17.7	16.6	10.9	12.4	8.3	36.1	34.6	35.1	33.3	35.4	40.0	0.2	0.0	0.1
LS Beaumont-Port Arthur TX MSA	552	14,169	0.7	6,075	2.3	0.7	1.7	24.9	26.8	23.6	38.1	35.9	36.5	34.5	36.6	37.9	0.2	0.7	0.2
LS Brownsville-Harlingen TX MSA	426	6,507	0.4	5,783	3.8	3.1	4.0	27.8	27.0	26.4	37.4	41.1	38.2	30.7	28.4	31.3	0.3	0.7	0.2
LS College Station-Bryan TX MSA	492	14,094	0.5	3,945	8.0	6.9	6.2	20.7	16.3	19.3	38.7	38.6	38.3	32.2	38.2	36.1	0.4	0.0	0.1
LS Corpus Christi TX MSA	1,058	24,241	1.1	7,302	14.1	9.1	14.4	17.8	14.7	18.0	38.9	40.9	37.0	29.0	35.4	30.5	0.3	0.0	0.1
LS El Paso TX MSA	2,206	51,147	2.3	12,304	7.0	6.1	6.2	28.7	29.6	29.1	27.3	28.6	27.0	36.2	35.3	37.3	0.7	0.4	0.4
LS Killeen-Temple TX MSA	685	16,381	0.7	4,194	1.5	0.9	1.2	18.4	14.3	16.5	54.6	57.4	52.4	24.8	27.2	29.9	0.8	0.4	0.0
LS Laredo TX MSA	516	9,489	0.6	5,501	0.8	0.6	0.4	22.0	20.7	16.9	29.8	23.1	25.5	47.0	55.2	56.8	0.3	1.2	0.5
LS Lubbock TX MSA	460	8,449	0.5	5,968	5.3	4.8	4.7	15.2	13.3	11.5	39.6	34.1	38.6	39.8	47.8	45.2	0.1	0.0	0.1
LS McAllen-Edinburg-Mission TX MSA	1,572	31,007	1.7	12,024	0.3	0.2	0.3	22.9	21.4	21.9	36.1	36.3	36.3	40.5	42.0	41.4	0.1	0.2	0.1
LS Midland TX MSA	476	6,924	0.5	3,159	2.4	3.4	3.1	26.1	22.7	23.5	40.1	45.4	43.8	30.7	28.6	29.0	0.7	0.0	0.6
LS Odessa TX MSA	339	7,729	0.3	2,415	0.0	0.0	0.0	17.5	16.8	15.3	46.0	44.5	44.0	36.5	38.6	40.7	0.0	0.0	0.0
LS San Angelo TX MSA	331	6,653	0.3	1,615	11.2	6.9	7.7	15.7	13.6	16.2	44.1	37.8	44.8	28.7	41.4	30.8	0.3	0.9	0.5
LS Tyler TX MSA	643	17,574	0.7	4,774	8.4	7.0	7.3	19.9	16.8	17.6	34.8	37.9	35.6	36.8	38.1	39.2	0.2	0.5	0.3
LS Victoria TX MSA	183	2,311	0.2	1,798	2.8	3.8	3.2	19.3	19.1	19.1	50.1	47.5	47.6	27.7	29.5	29.9	0.1	0.0	0.3
LS Waco TX MSA	506	11,398	0.5	3,300	5.4	4.9	5.2	20.9	17.8	17.6	32.8	29.6	32.5	40.4	47.6	44.3	0.6	0.0	0.3
LS Wichita Falls TX MSA	233	7,617	0.2	1,696	3.7	5.2	4.2	22.1	21.9	23.0	33.6	24.5	30.5	40.4	48.5	42.2	0.1	0.0	0.1
LS Texas Non-MSA	340	6,086	0.3	2,490	0.0	0.0	0.0	6.4	11.2	4.5	66.7	60.9	67.0	26.9	27.9	28.5	0.0	0.0	0.0
Total	**97,379**	**2,529,874**	**100.0**	**511,311**	**6.7**	**6.4**	**6.4**	**19.5**	**18.6**	**18.2**	**30.6**	**27.6**	**29.1**	**43.0**	**47.3**	**46.1**	**0.2**	**0.2**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is poor in the Austin-Round Rock, TX MSA, adequate in the Dallas-Fort Worth-Arlington, TX MSA, good in the Houston-The Woodlands-Sugar Land, TX MSA, and excellent in the San Antonio-New Braunfels, TX MSA.

Austin-Round Rock, TX MSA

The geographic distribution of small loans to farms in the Austin-Round Rock, TX MSA is poor. Performance is very poor in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 3.7 percent of farms in low-income geographies and it is lower than the 0.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 15.1 percent is lower than the 20.9 percent of farms in moderate-income geographies and it is lower than the 28.4 percent performance for aggregate lenders.

Dallas-Fort Worth-Arlington, TX MSA

The geographic distribution of small loans to farms in the Dallas-Fort Worth-Arlington, TX MSA is adequate. Performance is very poor in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 0 percent is lower than the 4.5 percent of farms in low-income geographies and it is lower than the 3.1 percent performance for aggregate lenders. The distribution in moderate-income geographies at 12.6 percent is lower than the 17.1 percent of farms in moderate-income geographies and it is slightly lower than the 13.2 percent performance for aggregate lenders.

Houston-The Woodlands-Sugar Land, TX MSA

The geographic distribution of small loans to farms in the Houston-The Woodlands-Sugar Land, TX MSA is good. Performance is excellent in low-income geographies and adequate in moderate-income geographies. The distribution in low-income geographies at 4.1 percent is slightly lower than the 4.4 percent of farms in low-income geographies, but is higher than the 1.6 percent performance for aggregate lenders. The distribution in moderate-income geographies at 13.4 percent is lower than the 18.1 percent of farms in moderate-income geographies and it is lower than the 16.6 percent performance for aggregate lenders.

San Antonio-New Braunfels, TX MSA

The geographic distribution of small loans to businesses in the San Antonio-New Braunfels, TX MSA is excellent. Performance is excellent in low-income geographies and good in moderate-income geographies. The distribution in low-income geographies at 4.8 percent is higher than the 2.6 percent of farms in low-income geographies and it is higher than the 1 percent performance for aggregate lenders. The distribution in moderate-income geographies at 13.8 percent is lower than the 14.3 percent of farms in moderate-income geographies and it is lower than the 15.9 percent performance for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Austin-Round Rock TX MSA	53	1,180	7.8	328	3.7	0.0	0.9	20.9	15.1	28.4	37.8	43.4	45.7	37.6	41.5	25.0	0.0	0.0	0.0
FS Dallas-Fort Worth-Arlington TX MSA	198	2,178	29.1	1,049	4.5	0.0	3.1	17.1	12.6	13.2	38.2	29.8	55.3	40.2	57.6	28.4	0.0	0.0	0.0
FS Houston-The Woodlands-Sugar Land TX MSA	149	2,073	22.7	740	4.4	4.1	1.6	18.1	13.4	16.6	34.0	26.8	49.1	43.4	57.0	32.7	0.0	0.0	0.0
FS San Antonio-New Braunfels TX MSA	58	750	9.4	309	2.6	4.8	1.0	14.3	13.8	15.9	42.4	37.9	54.7	40.6	46.6	28.5	0.0	0.0	0.0
LS Abilene TX MSA	18	165	2.6	260	0.3	0.0	0.0	13.6	0.0	4.6	55.2	66.7	76.2	30.9	33.3	18.8	0.0	0.0	0.4
LS Amarillo TX MSA	16	204	3.1	518	8.2	16.7	5.2	3.1	28.6	1.0	43.3	43.8	39.8	45.4	31.3	54.1	0.0	0.0	0.0
LS Beaumont-Port Arthur TX MSA	1	27	0.4	75	1.8	0.0	0.0	14.6	0.0	6.7	41.5	0.0	38.7	42.2	100.0	54.7	0.0	0.0	0.0
LS Brownsville-Harlingen TX MSA	4	23	0.9	71	1.0	0.0	0.0	15.4	0.0	11.3	50.5	75.0	66.2	33.2	66.7	22.5	0.0	0.0	0.0
LS College Station-Bryan TX MSA	19	142	2.8	158	3.0	0.0	0.0	19.2	31.6	26.6	46.4	36.8	48.1	31.4	31.6	25.3	0.0	0.0	0.0
LS Corpus Christi TX MSA	32	1,584	4.7	140	6.3	0.0	0.7	13.0	23.8	9.3	45.4	40.6	50.0	35.2	43.8	40.0	0.1	0.0	0.0
LS El Paso TX MSA	13	100	2.8	73	2.8	0.0	0.0	35.7	76.9	28.8	25.3	0.0	32.9	36.0	42.9	38.4	0.1	0.0	0.0
LS Killeen-Temple TX MSA	12	58	1.8	261	1.1	0.0	0.0	10.1	0.0	9.2	63.8	75.0	69.0	24.7	42.9	21.8	0.3	0.0	0.0
LS Laredo TX MSA	1	8	0.5	80	0.6	0.0	0.0	14.2	0.0	12.5	30.9	100.0	17.5	54.3	100.0	70.0	0.0	0.0	0.0
LS Lubbock TX MSA	14	117	2.4	598	1.0	0.0	0.5	12.5	33.3	9.0	45.8	62.5	57.5	40.7	50.0	32.9	0.0	0.0	0.0
LS McAllen-Edinburg-Mission TX MSA	29	646	5.1	150	0.7	0.0	0.7	29.3	31.0	31.3	33.0	37.9	38.0	36.9	37.5	30.0	0.0	0.0	0.0
LS Midland TX MSA	12	113	2.0	55	1.0	0.0	3.6	32.0	50.0	50.9	38.6	55.6	18.2	28.4	33.3	27.3	0.1	0.0	0.0
LS Odessa TX MSA	1	7	0.5	6	0.0	0.0	0.0	7.6	0.0	16.7	49.2	0.0	33.3	43.2	100.0	50.0	0.0	0.0	0.0
LS San Angelo TX MSA	1	15	0.4	82	5.2	0.0	3.7	6.3	0.0	0.0	35.9	0.0	23.2	52.6	100.0	73.2	0.0	0.0	0.0
LS Tyler TX MSA	4	32	0.6	191	2.2	0.0	1.0	19.6	0.0	20.4	45.5	100.0	62.8	32.7	0.0	15.7	0.0	0.0	0.0
LS Victoria TX MSA	6	225	1.3	138	0.4	0.0	0.0	5.9	0.0	1.4	59.6	83.3	65.2	34.2	66.7	33.3	0.0	0.0	0.0
LS Waco TX MSA	19	152	3.3	217	2.0	0.0	0.5	7.4	13.3	5.1	47.8	36.8	73.7	42.6	52.6	20.7	0.2	0.0	0.0
LS Wichita Falls TX MSA	4	41	0.9	76	1.1	0.0	2.6	8.4	0.0	2.6	45.5	66.7	63.2	45.1	75.0	31.6	0.0	0.0	0.0
LS Texas Non-MSA	13	118	2.6	230	0.0	0.0	0.0	1.5	0.0	0.4	59.4	46.2	44.3	39.2	58.3	55.2	0.0	0.0	0.0
Total	**681**	**9,989**	**100.0**	**5,805**	**3.5**	**1.0**	**1.6**	**16.3**	**15.1**	**12.5**	**40.3**	**35.4**	**52.7**	**39.8**	**48.5**	**33.2**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Austin-Round Rock, TX MSA, Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugar Land, TX MSA, and San Antonio-New Braunfels, TX MSA.

Austin-Round Rock, TX MSA

The distribution of home mortgage loans by borrower income in the Austin-Round Rock, TX MSA is good. The distribution is adequate for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 8.4 percent is lower than the 21.6 percent of low-income families, but is higher than the 3 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 18.2 percent is higher than the 17.4 percent of moderate-income families and it is higher than the 13.2 percent performance for aggregate lenders.

Dallas-Fort Worth-Arlington, TX MSA

The distribution of home mortgage loans by borrower income in the Dallas-Fort Worth-Arlington, TX MSA is good. The distribution is adequate for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.4 percent is lower than the 22.4 percent of low-income families, but is higher than the 3.1 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 15.9 percent is lower than the 16.9 percent of moderate-income families, but is higher than the 11.3 percent performance for aggregate lenders.

Houston-The Woodlands-Sugar Land, TX MSA

The distribution of home mortgage loans by borrower income in the Houston-The Woodlands-Sugar Land, TX MSA is good. The distribution is adequate for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 6.9 percent is lower than the 23.7 percent of low-income families, but higher than the 2.4 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 16.9 percent is slightly higher than the 16.5 percent of moderate-income families and it is higher than the 10.6 percent performance for aggregate lenders.

San Antonio-New Braunfels, TX MSA

The distribution of home mortgage loans by borrower income in the San Antonio-New Braunfels, TX MSA is good. The distribution is adequate for low-income borrowers and excellent for moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.7 percent is lower than the 22.5 percent of low-income families, but is higher than the 2.8 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 17.6 percent is slightly higher than the 16.9 percent of moderate-income families and it is higher than the 9.2 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Austin-Round Rock TX MSA	4,591	1,160,988	9.5	89,146	21.6	8.4	3.0	17.4	18.2	13.2	20.0	19.1	19.5	41.0	48.8	48.9	0.0	5.5	15.4
FS Dallas-Fort Worth-Arlington TX MSA	18,159	3,948,283	37.5	261,642	22.4	7.4	3.1	16.9	15.9	11.3	18.8	17.6	17.6	41.8	49.2	48.9	0.0	9.9	19.1
FS Houston-The Woodlands-Sugar Land TX MSA	14,987	3,221,800	30.9	191,261	23.7	6.9	2.4	16.5	16.9	10.6	17.6	20.0	17.5	42.2	51.2	50.8	0.0	5.0	18.7
FS San Antonio-New Braunfels TX MSA	3,815	638,889	7.9	80,065	22.5	7.7	2.8	16.9	17.6	9.2	19.3	21.8	18.7	41.3	42.4	44.4	0.0	10.7	25.0
LS Abilene TX MSA	195	23,084	0.4	5,036	21.2	6.7	2.9	17.4	11.8	11.7	21.2	26.2	19.3	40.2	44.6	39.7	0.0	10.8	26.3
LS Amarillo TX MSA	366	44,130	0.8	8,056	22.5	11.2	5.2	16.6	16.4	12.7	20.4	24.6	18.2	40.5	36.1	39.2	0.0	11.7	24.7
LS Beaumont-Port Arthur TX MSA	312	37,719	0.6	7,553	23.8	8.0	2.3	16.1	16.7	10.5	18.3	26.3	18.8	41.8	41.0	50.1	0.0	8.0	18.4
LS Brownsville-Harlingen TX MSA	405	38,448	0.8	5,164	24.3	6.9	1.5	16.0	26.2	6.2	17.6	20.2	12.0	42.1	40.2	54.9	0.0	6.4	25.5
LS College Station-Bryan TX MSA	281	58,425	0.6	6,444	25.7	4.6	1.9	14.4	10.7	8.0	18.1	18.5	14.3	41.8	60.1	57.5	0.0	6.1	18.3
LS Corpus Christi TX MSA	799	105,759	1.6	11,571	24.5	6.4	2.0	16.3	10.6	8.0	17.8	19.4	18.0	41.3	52.1	46.4	0.0	11.5	25.5
LS El Paso TX MSA	1,077	118,045	2.2	17,278	23.6	9.5	2.7	17.0	18.7	9.9	17.8	21.5	18.0	41.6	39.0	46.4	0.0	11.3	23.1
LS Killeen-Temple TX MSA	638	69,625	1.3	13,886	19.4	9.4	2.7	19.0	21.0	11.4	21.7	18.8	19.8	39.8	29.6	34.1	0.0	21.2	32.1
LS Laredo TX MSA	290	34,272	0.6	4,181	23.6	3.8	1.5	16.1	13.8	8.3	18.0	17.6	15.1	42.3	54.5	44.9	0.0	10.3	30.1
LS Lubbock TX MSA	307	48,122	0.6	9,812	21.2	5.5	3.0	17.9	18.9	10.0	19.2	19.9	15.8	41.6	45.9	42.8	0.0	9.8	28.5
LS McAllen-Edinburg-Mission TX MSA	810	85,347	1.7	9,840	25.3	2.5	1.2	15.5	8.4	5.5	16.8	14.7	11.3	42.4	67.5	54.6	0.0	6.9	27.4
LS Midland TX MSA	188	111,147	0.4	5,845	22.1	5.9	6.0	16.8	11.7	16.8	20.1	28.7	22.8	40.9	47.3	34.0	0.0	6.4	20.4
LS Odessa TX MSA	186	39,390	0.4	3,565	24.4	9.7	3.3	15.7	23.1	12.8	19.2	26.3	21.8	40.7	37.1	34.8	0.0	3.8	27.3
LS San Angelo TX MSA	112	12,603	0.2	3,534	21.9	9.8	4.3	18.4	13.4	12.4	19.4	29.5	19.5	40.4	38.4	40.3	0.0	8.9	23.5
LS Tyler TX MSA	279	44,792	0.6	6,011	21.6	6.8	4.7	17.2	15.4	14.9	19.5	18.3	18.3	41.7	49.5	41.2	0.0	10.0	20.9
LS Victoria TX MSA	82	9,277	0.2	2,194	23.1	9.8	3.1	15.9	11.0	9.8	19.7	25.6	16.6	41.2	41.5	43.7	0.0	12.2	26.8
LS Waco TX MSA	340	42,809	0.7	6,201	22.5	5.3	2.0	17.5	15.9	7.6	19.4	19.7	16.0	40.6	47.4	52.8	0.0	11.8	21.6
LS Wichita Falls TX MSA	91	9,483	0.2	3,837	19.7	12.1	5.2	17.3	24.2	11.3	22.8	19.8	18.4	40.2	22.0	39.1	0.0	22.0	26.1
LS Texas Non-MSA	139	22,165	0.3	2,614	18.1	10.1	2.4	18.2	10.1	9.6	19.4	16.5	16.0	44.3	54.0	50.7	0.0	9.4	21.3
Total	**48,449**	**9,924,602**	**100.0**	**754,736**	**22.9**	**7.3**	**2.9**	**16.8**	**16.5**	**10.9**	**18.6**	**19.2**	**17.9**	**41.7**	**48.8**	**48.2**	**0.0**	**8.1**	**20.2**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good. The distribution is good in the Austin-Round Rock, TX MSA, Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugar Land, TX MSA, and San Antonio-New Braunfels, TX MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 29 percent of its small loans to businesses.

Austin-Round Rock, TX MSA

The distribution in the Austin-Round Rock, TX MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 59.1 percent is lower than the 77.9 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 41.3 percent for aggregate lenders, overall performance is good.

Dallas-Fort Worth-Arlington, TX MSA

The distribution in the Dallas-Fort Worth-Arlington, TX MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 59.9 percent is lower than the 78.2 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 42.4 percent for aggregate lenders, overall performance is good.

Houston-The Woodlands-Sugar Land, TX MSA

The distribution in the Houston-The Woodlands-Sugar Land, TX MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 62.8 percent is lower than the 78.4 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 40.7 percent for aggregate lenders, overall performance is good.

San Antonio-New Braunfels, TX MSA

The distribution in the San Antonio-New Braunfels, TX MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 56.9 percent is lower than the 77.9 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 40.4 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues										2014-16
	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Austin-Round Rock TX MSA	10,052	277,206	10.3	52,714	77.9	59.1	41.3	4.0	10.4	18.1	30.5
FS Dallas-Fort Worth-Arlington TX MSA	37,561	965,288	38.6	169,819	78.2	59.9	42.4	4.4	10.5	17.4	29.6
FS Houston-The Woodlands-Sugar Land TX MSA	31,121	858,535	32.0	154,577	78.4	62.8	40.7	4.8	11.7	16.8	25.5
FS San Antonio-New Braunfels TX MSA	6,773	171,449	7.0	41,872	77.9	56.9	40.4	4.2	11.6	18.0	31.5
LS Abilene TX MSA	362	6,123	0.4	2,876	75.8	59.1	33.6	4.6	8.0	19.7	32.9
LS Amarillo TX MSA	492	9,497	0.5	5,110	77.0	54.7	45.6	4.4	9.6	18.6	35.8
LS Beaumont-Port Arthur TX MSA	552	14,169	0.6	6,075	76.0	49.6	40.8	4.4	16.1	19.6	34.2
LS Brownsville-Harlingen TX MSA	426	6,507	0.4	5,783	74.7	62.0	39.7	4.0	10.1	21.2	27.9
LS College Station-Bryan TX MSA	492	14,094	0.5	3,945	75.8	55.5	42.6	4.1	13.4	20.1	31.1
LS Corpus Christi TX MSA	1,058	24,241	1.1	7,302	75.0	55.4	38.3	4.4	12.1	20.6	32.5
LS El Paso TX MSA	2,206	51,147	2.3	12,304	75.6	60.6	39.1	4.4	14.4	20.0	25.0
LS Killeen-Temple TX MSA	685	16,381	0.7	4,194	78.4	63.5	46.1	3.1	9.1	18.5	27.4
LS Laredo TX MSA	516	9,489	0.5	5,501	74.5	55.0	45.3	5.5	12.6	20.0	32.4
LS Lubbock TX MSA	460	8,449	0.5	5,968	76.6	53.0	39.3	4.3	9.8	19.1	37.2
LS McAllen-Edinburg-Mission TX MSA	1,572	31,007	1.6	12,024	77.0	60.1	38.0	3.6	13.2	19.4	26.7
LS Midland TX MSA	476	6,924	0.5	3,159	74.3	55.0	30.9	6.1	11.1	19.7	33.8
LS Odessa TX MSA	339	7,729	0.3	2,415	74.5	53.4	27.0	6.2	15.0	19.3	31.6
LS San Angelo TX MSA	331	6,653	0.3	1,615	75.3	54.4	39.3	4.4	8.8	20.3	36.9
LS Tyler TX MSA	643	17,574	0.7	4,774	78.2	51.0	44.2	4.6	12.6	17.2	36.4
LS Victoria TX MSA	183	2,311	0.2	1,798	74.8	53.0	37.3	4.3	17.5	20.9	29.5
LS Waco TX MSA	506	11,398	0.5	3,300	76.1	51.4	38.9	4.8	11.3	19.1	37.4
LS Wichita Falls TX MSA	233	7,617	0.2	1,696	76.0	56.2	39.9	4.9	16.3	19.0	27.5
LS Texas Non-MSA	340	6,086	0.3	2,490	79.5	49.4	44.5	3.5	9.4	17.0	41.2
Total	**97,379**	**2,529,874**	**100.0**	**511,311**	**77.8**	**60.2**	**41.2**	**4.5**	**11.2**	**17.8**	**28.7**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations/purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is good. The distribution is good in the Austin-Round Rock, TX MSA, in the Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugar Land, TX MSA, and in the San Antonio-New Braunfels, TX MSA The bank did not collect or consider the gross annual revenues in the underwriting of approximately 39 percent of its small loans to farms.

Austin-Round Rock, TX MSA

The distribution in the Austin-Round Rock, TX MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 56.6 percent is lower than the 96.7 percent of farms with gross annual revenues of $1 million or less. The distribution was also less than the 61.9 percent performance for aggregate lenders.

Dallas-Fort Worth-Arlington, TX MSA

The distribution in the Dallas-Fort Worth-Arlington, TX MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 59.1 percent is lower than the 96 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 51.4 percent for aggregate lenders, overall performance is good.

Houston-The Woodlands-Sugar Land, TX MSA

The distribution in the Houston-The Woodlands-Sugar Land, TX MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 67.8 percent is lower than the 96.1 percent of farms with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 54.2 percent for aggregate lenders, overall performance is good.

San Antonio-New Braunfels, TX MSA

The distribution in the San Antonio-New Braunfels, TX MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 51.7 percent is lower than the 96.8 percent of farms with gross annual revenues of $1 million or less. The distribution was also lower than the 54.4 percent performance for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Austin-Round Rock TX MSA	53	1,180	8.8	328	96.7	56.6	61.9	2.0	4.5	1.4	41.5
FS Dallas-Fort Worth-Arlington TX MSA	198	2,178	29.9	1,049	96.0	59.1	51.4	2.3	1.5	1.7	39.9
FS Houston-The Woodlands-Sugar Land TX MSA	149	2,073	22.5	740	96.1	67.8	54.2	2.3	4.0	1.6	28.2
FS San Antonio-New Braunfels TX MSA	58	750	8.5	309	96.8	51.7	54.4	1.9	10.8	1.3	41.4
LS Abilene TX MSA	18	165	2.6	260	98.2	61.1	59.2	1.5	0.0	0.3	38.9
LS Amarillo TX MSA	16	204	2.5	518	96.2	50.0	72.2	2.6	16.7	1.2	37.5
LS Beaumont-Port Arthur TX MSA	1	27	0.4	75	98.7	100.0	70.7	0.5	0.0	0.8	0.0
LS Brownsville-Harlingen TX MSA	5	30	0.7	71	95.8	100.0	31.0	2.2	0.0	2.0	0.0
LS College Station-Bryan TX MSA	19	142	2.8	158	96.5	42.1	65.2	1.3	33.3	2.2	47.4
LS Corpus Christi TX MSA	32	1,584	4.7	140	97.4	46.9	42.9	1.2	9.4	1.5	43.8
LS El Paso TX MSA	13	100	2.5	73	94.0	50.0	31.5	4.1	0.0	1.9	53.8
LS Killeen-Temple TX MSA	12	58	1.8	261	98.5	66.7	52.9	0.8	0.0	0.7	33.3
LS Laredo TX MSA	2	15	0.5	80	96.0	100.0	71.3	2.1	0.0	1.9	100.0
LS Lubbock TX MSA	14	117	2.1	598	96.8	50.0	54.7	2.0	0.0	1.2	50.0
LS McAllen-Edinburg-Mission TX MSA	29	646	5.8	150	94.1	17.2	30.7	4.6	20.8	1.2	65.5
LS Midland TX MSA	12	113	1.8	55	98.6	66.7	34.5	1.1	0.0	0.3	33.3
LS Odessa TX MSA	1	7	0.5	6	97.5	100.0	16.7	0.7	0.0	1.8	0.0
LS San Angelo TX MSA	1	15	0.4	82	97.6	100.0	48.8	1.7	0.0	0.7	0.0
LS Tyler TX MSA	4	32	0.7	191	96.6	66.7	67.0	2.1	0.0	1.3	66.7
LS Victoria TX MSA	7	235	1.6	138	98.7	57.1	66.7	0.8	0.0	0.6	50.0
LS Waco TX MSA	19	152	2.8	217	98.3	47.4	47.5	0.8	0.0	0.9	52.6
LS Wichita Falls TX MSA	5	48	0.9	76	98.1	100.0	51.3	0.7	0.0	1.2	100.0
LS Texas Non-MSA	13	118	2.6	230	96.7	76.9	51.3	2.0	0.0	1.3	25.0
Total	**681**	**9,989**	**100.0**	**5,805**	**96.5**	**57.6**	**55.3**	**2.1**	**3.7**	**1.4**	**38.8**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a neutral effect overall on the bank's Lending Test performance in the state of Texas.

Austin-Round Rock, TX MSA

In the Austin-Round Rock, TX MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 17 CD loans totaling $112 million that helped provide over 1,900 units of affordable housing. CD lending represents 11.6 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank purchased a $21.9 million tax-exempt bond, secured by a certificate of deposit held at the bank, to finance the construction of The Pointe at Ben White, a 250-unit affordable multifamily housing project complex in Austin, TX. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $8 million in construction financing to develop Lakeline Station, a 128-unit affordable apartment complex in Austin, TX. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $30.2 million construction financing to develop Terrace at Walnut Creek Apartments, a 324-unit affordable multifamily housing complex in Austin, TX. All units are restricted to incomes at or below 60 percent of the area median income.

Dallas-Fort Worth-Arlington, TX MSA

In the Dallas-Fort Worth-Arlington, TX MSA, CD lending has a neutral effect on the lending performance in the assessment area. The bank originated 35 CD loans totaling $344.5 million that primarily support affordable housing, economic development, and community services. CD loans helped to finance the development of more than 2,800 units of affordable housing. CD lending represents 4.5 percent of the allocated Tier 1 Capital, after considering the effect of $9.8 billion in non-local deposits. The bank met the community's credit needs primarily through retail lending.

Examples of CD loans include:

- The bank provided $15.9 million in construction financing to develop 1400 Belleview Apartments, a 164-unit LIHTC multifamily housing project in Dallas, TX. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $8.5 million in construction financing to develop Bishop Gardens Apartments, a 72-unit multifamily mixed-income housing project in Justin, TX with 60 units restricted to incomes at or below 60 percent of the area median income.

- The bank provided $8 million in construction financing to develop Bruton Apartments, a 264-unit affordable housing project. All units are restricted to incomes at or below 60 percent of the area median income.

Houston-The Woodlands-Sugar Land, TX MSA

In the Houston-The Woodlands-Sugar Land, TX MSA, CD lending has a positive effect on the lending performance in the assessment area. The bank originated 37 CD loans totaling $234.2 million that primarily supported affordable housing and economic development. CD loans helped to finance the development of nearly 3,000 units of affordable housing. CD lending represents 9.1 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided $16 million in construction financing to develop AT Villages at Cypress, a 162-unit mixed income housing development in Houston, TX. The project will include 142 units restricted to incomes at or below 60 percent of the area median income. In addition, the project has set aside eight units for tenants with special needs, such as drug addictions, persons with disabilities, victims of domestic violence, persons living with HIV/AIDS, or migrant farm workers.

- The bank provided $9.6 million in acquisition and reposition financing for Cleme Manor Apartments, an existing 284-unit multifamily housing complex in Houston, TX. All units are restricted to incomes at or below 80 percent of the area median income.

- The bank provided $6.5 million in refinancing for Tall Timbers Apartments, an existing 148-unit affordable housing complex in Conroe, TX. All units are restricted to incomes at or below 60 percent of the area median income.

San Antonio-New Braunfels, TX MSA

In the San Antonio-New Braunfels, TX MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. The bank originated 9 CD loans totaling $60.7 million that primarily supported affordable housing and community services. CD loans helped to finance the development of nearly 500 units of affordable housing. CD lending represents 12.8 percent of the allocated Tier 1 Capital.

Examples of CD loans include:

- The bank provided $10.2 million in construction financing to develop Phase II of Sutton Homes, a 208-unit LIHTC affordable multifamily development in San Antonio, TX. The project includes 162 units that are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $20.7 million in financing to construct the new 160,000 square foot Cevallos Campus of a KIPP San Antonio public charter school in San Antonio, TX. The school provides an academically challenging education to low-income children in San

Antonio. The campus will serve approximately 1,350 students from three nearby schools. During the 2013-2014 school year, approximately 85 percent of the students from the three schools were qualified to receive free and reduced lunches.

- The bank provided $18.6 million in construction financing to develop Palo Alto Apartments, a 322-unit affordable multifamily housing project in San Antonio, TX. All units are restricted to incomes at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Texas, lending under the MHA and HARP programs accounted for 77 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance varied across the limited-scope assessment areas. Performance in the Beaumont-Port Arthur, TX MSA, El Paso, TX MSA, Laredo, TX MSA, Midland, TX MSA, and Odessa, TX MSA is consistent with the Outstanding Lending Test performance in the state of Texas. Performance in the Abilene, TX MSA, Amarillo, TX MSA, Brownsville-Port Arthur, TX MSA, College Station-Bryan, TX MSA, Corpus Christi, TX, MSA, Killeen-Temple, TX MSA, Lubbock, TX MSA, McAllen-Edinburg-Mission, TX MSA, San Angelo, TX MSA, Victoria, TX MSA, Waco, TX MSA, Wichita Falls, TX MSA, and Texas Non-MSA is weaker than the overall Outstanding Lending Test performance in the state of Texas primarily due to weaker lending activity or limited levels of CD lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Texas is rated Outstanding. The performance is excellent in the Austin-Round Rock, TX MSA, Dallas-Fort Worth-Arlington, TX MSA, Houston-The Woodlands-Sugarland MSA, and San Antonio-New Braunfels, TX MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Austin-Round Rock, TX MSA

In the Austin-Round Rock, TX MSA, the bank has an excellent level of community development investments. The bank made 109 community development investments during the current evaluation period totaling $89.8 million. Approximately $88.5 million or 99 percent of the investment dollars supported more than 2,000 units of affordable housing. In addition, the bank has 28 CD investments totaling $19.8 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior and current period investments total $109.6 million or 11.4 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are innovative or complex with LIHTCs representing approximately $75 million or 84 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $13.3 million in LIHTCs to finance the construction of Homestead Apartments, a 140-unit mixed income multifamily housing development in Austin, TX. The project will have 126 units restricted to incomes at or below 60 percent of the area median income.

- The bank invested $7.8 million in LIHTCs to finance the construction of Liberty Manor Apartments, a 68-unit development for seniors, in Liberty Hill, TX. The project will have 65 units restricted to incomes at or below 60 percent of the area median income.

- The bank invested $21.8 million in LIHTCs to finance the construction of Manor Apartments, a 324-unit affordable housing project in Austin, TX. All units are restricted to incomes at or below 60 percent of the area median income.

Dallas-Fort Worth-Arlington, TX MSA

In the Dallas-Fort Worth-Arlington, TX MSA, the bank has an excellent level of community development investments. The bank made 673 community development investments during the current evaluation period totaling $683.9 million. Approximately $674 million or 99 percent of the investment dollars supported nearly 10,000 units of affordable housing. In addition, the bank has 432 CD investments totaling $130 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior and current period investments total $813.9 million or 10.5 percent of the bank's adjusted Tier 1 Capital allocated to the assessment area. Examiners adjusted the allocated Tier 1 Capital to minimize the effect of $9.8 billion in deposits received from outside of the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $422.3 million or 62 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $16.3 million in LIHTCs to finance the construction of 1400 Belleview, a 164-unit multifamily housing project located in Dallas, TX. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $8.2 million in LIHTCs to finance the construction of Bishop Gardens, a 72-unit mixed-income housing development located in Justin, TX. The project will include 60 units that are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $15.5 million in LIHTCs to finance the construction of Bruton Apartments, a 264-unit multifamily housing development in Dallas, TX. All units are restricted to incomes at or below 60 percent of the area median income.

Houston-The Woodlands-Sugar Land, TX MSA

In the Houston-The Woodlands-Sugar Land, TX MSA, the bank has an excellent level of community development investments. The bank made 346 community development investments during the current evaluation period totaling $269.5 million. Approximately $262.6 million or 97 percent of the investment dollars supported more than 6,700 units of affordable housing. In addition, the bank has 81 CD investments totaling $50 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior and current period investments total $319.5 million or 12.4 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are innovative or complex with LIHTCs representing approximately $156.7 million or 58 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $15.6 million in LIHTCs to finance the construction of AT Villages at Cypress, a 162-unit mixed-income housing development in Houston, TX. The project will have 146 units that are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $9.6 million in LIHTCs to finance the construction of Campanile at Jones Creek, a 77-unit affordable housing complex located in Richmond, TX. The project has 72 units that are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $14.7 million in LIHTCs to finance the construction of El Dorado Green Apartments, a 108-unit mixed income housing development for seniors. The housing development, located in Houston, TX, has 88 units that are restricted to incomes at or below 60 percent of the area median income.

San Antonio-New Braunfels, TX MSA

In the San Antonio-New Braunfels, TX MSA, the bank has an excellent level of community development investments. The bank made 100 community development investments during the current evaluation period totaling $45.7 million. Approximately $41.1 million or 90 percent of the investment dollars supported nearly 1,500 units of affordable housing. In addition, the bank has 25 CD investments totaling $10.7 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior and current period investments total $56.4 million or 11.9 percent of the bank's Tier 1 Capital allocated to the assessment area. The majority of current period investments are innovative or complex with LIHTCs representing approximately $39.5 million or 86 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $1.2 million in LIHTCs as part of a joint venture's direct and indirect investments in partnerships that own affordable rental housing projects across multiple states. The $1.2 million represents the portion of financing for projects located within the San Antonio-New Braunfels, TX MSA. The investment financed 252 units of affordable rental housing.

- The bank made a $2 million LIHTC equity investment in a Section 42 LIHTC Fund, which invests indirectly in a portfolio of 11 LIHTC properties. This investment represents the portion of financing for the Artisan at Willow Springs, a newly constructed 248-unit rental property in San Antonio. All units are restricted to incomes at or below 60 percent of the area median income.

- The bank invested $15.6 million in LIHTCs for the development of Palo Alto Apartments, a 322-unit multifamily affordable housing project in San Antonio. All units are restricted to incomes at or below 60 percent of the area median income.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: TEXAS				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Austin, TX	28	19,771	109	89,788	137	109,559	7.37	4	33,452
Dallas, TX	432	129,956	673	683,903	1,105	813,859	54.73	12	71,636
Houston, TX	81	50,037	346	269,502	427	319,539	21.49	9	32,303
San Antonio, TX	25	10,658	100	45,717	125	56,375	3.79	2	4,736
Limited Review									
Abilene, TX	6	1,071	15	623	21	1,695	0.11	0	0
Amarillo, TX	5	164	33	1,924	38	2,089	0.14	0	0
Beaumont, TX	19	4,498	19	28,182	38	32,680	2.20	1	8,530
Brownsville, TX	4	1,297	16	448	20	1,745	0.12	0	0
College Station, TX	5	77	25	1,503	30	1,580	0.11	0	0
Corpus Christi, TX	7	3,632	30	2,433	37	6,064	0.41	0	0
El Paso, TX	20	11,239	25	45,924	45	57,163	3.84	5	10,776
Killeen, TX	4	224	20	1,008	24	1,232	0.08	0	0
Laredo, TX	2	12,087	15	398	17	12,485	0.84	0	0
Lubbock, TX	9	236	18	1,172	27	1,409	0.09	0	0
McAllen, TX	13	823	27	1,387	40	2,211	0.15	0	0
Midland, TX	9	350	15	11,369	24	11,719	0.79	0	0
Odessa, TX	4	61	13	8,519	17	8,580	0.58	1	2,934
San Angelo, TX	3	575	9	448	12	1,023	0.07	0	0
Tyler, TX	5	115	30	4,402	35	4,517	0.30	0	0
Victoria, TX	2	56	20	337	22	393	0.03	0	0
Waco, TX	6	5,696	33	1,355	39	7,051	0.47	0	0
Wichita Falls, TX	3	396	18	909	21	1,305	0.09	0	0
Texas Non-MSA	2	731	15	7,817	17	8,548	0.57	1	1,043
TEXAS - Statewide	0	0	31	450	31	450	0.03	0	0
TEXAS - Non Assessed	50	8,107	110	15,697	160	23,805	1.60	1	367
TEXAS	744	261,858	1,765	1,225,216	2,509	1,487,074	100.00	36	165,777

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance varied across the limited-scope assessment areas. Performance in Beaumont-Port Arthur, TX MSA, El Paso, TX MSA, Laredo, TX MSA, Midland, TX MSA, Odessa, TX MSA, Waco, TX MSA, and Texas Non-MSA is consistent with the Outstanding Investment Test performance in the state of Texas. Performance in the Abilene, TX MSA, Amarillo, TX MSA, Brownsville-Harlingen, TX MSA, College Station-Bryan, TX MSA, Corpus Christi, TX MSA, Killeen-Temple, TX MSA, Lubbock, TX MSA, McAllen-Edinburg-Mission, TX MSA, San Angelo, TX MSA, Tyler, TX MSA, Victoria, TX MSA, and Wichita Falls, TX MSA is weaker than the Outstanding Investment Test performance in the state of Texas due to lower levels of investments relative to the bank’s capacity in those assessment areas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America’s performance under the Service Test in the state of Texas is rated High Satisfactory. Service Test performance is good in the Austin-Round Rock, TX MSA, excellent in the Dallas-Fort Worth-Arlington, TX MSA, excellent in the Houston-The Woodlands-Sugar Land, TX MSA, and good in the San Antonio-New Braunfels, TX MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank’s retail banking services.

Austin-Round Rock, TX MSA

In the Austin-Round Rock, TX MSA, the bank’s service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank’s 36 financial centers with the distribution of the population along with accessibility provided through alternative delivery systems. The bank has two financial centers in low-income geographies representing 5.6 percent of its financial centers. Low-income geographies have 10.7 percent of the assessment area’s population. In middle-income geographies, the bank has five or 13.9 percent of its financial centers compared with 23.9 percent of the population.

Examiners considered the bank’s alternative delivery systems, including cash dispensing and full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank’s products and services. Alternative delivery systems have a significantly positive effect on the accessibility of the bank’s service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customers’ residency. In five of the six ADS platforms, the percentage of customers in low- and moderate-income geographies using those platforms exceed 70 percent of the proportion of individuals residing in low- and moderate-income geographies.

The bank has six financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to moderate-income geographies. These adjacent financial centers help improve accessibility of retail banking services in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in a middle-income geography and closed five financial centers. The bank closed one financial center in a low-income geography, one in a moderate-income geography, and the remaining three in upper-income geographies. Despite the closures, financial centers remain accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Austin-Round Rock TX MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	36	10.3	184,408	10.7	2	5.6	15	14.0	0	0.0	1	20.0
Moderate	86	24.6	409,855	23.9	5	13.9	16	15.0	0	0.0	1	20.0
Middle	123	35.1	597,828	34.8	13	36.1	36	33.6	1	100.0	0	0.0
Upper	102	29.1	521,870	30.4	16	44.4	40	37.4	0	0.0	3	60.0
NA	3	0.9	2,328	0.1	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**350**	**100.0**	**1,716,289**	**100.0**	**36**	**100.0**	**107**	**100.0**	**1**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Dallas-Fort Worth-Arlington, TX MSA

In the Dallas-Fort Worth-Arlington, TX MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 145 financial centers with the distribution of the population along with accessibility provided through alternative delivery systems. The bank has 16 financial centers in low-income geographies representing 11 percent of its financial centers. Low-income geographies have 9.6 percent of the assessment area's population. In middle-income geographies, the bank has 24 or 16.6 percent of its financial centers compared with 24.7 percent of the population.

Examiners considered the bank's alternative delivery systems, including cash dispensing and full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customers' residency. In all six ADS platforms, the percentages of customers in low- and moderate-income geographies using those platforms exceed 70 percent of the proportion of individuals residing in low- and moderate-income geographies.

The bank has 30 financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. These adjacent financial centers help improve accessibility of retail banking services in low- and moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened eight financial centers and closed nineteen. The bank closed two financial centers in low-income geographies, eight in moderate-income geographies, and the remaining nine in middle- and upper-income geographies.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Dallas-Fort Worth-Arlington TX MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	150	11.3	618,423	9.6	16	11.0	61	10.9	0	0.0	2	10.5
Moderate	337	25.5	1,585,724	24.7	24	16.6	102	18.2	1	12.5	8	42.1
Middle	404	30.5	2,067,344	32.2	42	29.0	182	32.5	1	12.5	3	15.8
Upper	429	32.4	2,154,623	33.5	63	43.4	215	38.4	6	75.0	6	31.6
NA	4	0.3	100	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**1,324**	**100.0**	**6,426,214**	**100.0**	**145**	**100.0**	**560**	**100.0**	**8**	**100.0**	**19**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Houston-The Woodlands-Sugar Land, TX MSA

In the Houston-The Woodlands-Sugar Land, TX MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 113 financial centers with the distribution of the population along with accessibility provided through alternative delivery systems. The bank has 11 financial centers in low-income geographies representing 9.7 percent of its financial centers. Low-income geographies have 9.3 percent of the assessment area's population. In middle-income geographies, the bank has 24 or 21.2 percent of its financial centers compared with 26 percent of the population.

Examiners considered alternative delivery systems, including ATMs, telephone banking, online banking, and mobile banking in evaluating accessibility to the bank's products and services. The effect of ADS based on customer usage was neutral.

The bank has 13 financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. These adjacent financial centers help improve accessibility of retail banking services in low- and moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened 11 financial centers and closed 15. The bank closed two financial centers in low-income geographies, six in moderate-income geographies, and the remaining seven in middle- and upper-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Houston-The Woodlands-Sugar Land TX MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	131	12.3	552,207	9.3	11	9.7	49	11.4	1	9.1	2	13.3
Moderate	306	28.6	1,540,950	26.0	24	21.2	103	24.0	1	9.1	6	40.0
Middle	289	27.0	1,717,127	29.0	19	16.8	70	16.3	0	0.0	2	13.3
Upper	337	31.5	2,090,027	35.3	59	52.2	207	48.1	9	81.8	5	33.3
NA	6	0.6	20,105	0.3	0	0.0	1	0.2	0	0.0	0	0.0
Totals	**1,069**	**100.0**	**5,920,416**	**100.0**	**113**	**100.0**	**430**	**100.0**	**11**	**100.0**	**15**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

San Antonio-New Braunfels, TX MSA

In the San Antonio-New Braunfels, TX MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 31 financial centers with the distribution of the population along with accessibility provided through alternative delivery systems. The bank has one financial center in a low-income geography representing 3.2 percent of its financial centers. Low-income geographies have 6.4 percent of the assessment area's population. In middle-income geographies, the bank has seven or 22.6 percent of its financial centers compared with 28.1 percent of the population.

Examiners considered the bank's alternative delivery systems, including cash dispensing and full-service ATMs, telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The bank demonstrated customer usage of ADS through income proxies based on customers' residency. In all six ADS platforms, the percentages of customers in low- and moderate-income geographies using those platforms exceed 70 percent of the proportion of individuals residing in low- and moderate-income geographies.

The bank has 10 financial centers located in middle- and upper-income geographies that are adjacent to or in very close proximity to low- and moderate-income geographies. These adjacent financial centers help improve accessibility of retail banking services in low- and moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened two financial centers and closed eleven. The bank closed two financial centers in low-income geographies, three in moderate-income geographies, four in middle-income geographies, and two in upper-income geographies.

Banking products, services, and hours of operation do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies, and to low- and moderate-income individuals. The bank offers a full range of products and services. Banking hours are generally consistent throughout the assessment area. Financial centers are open 9:00 am to 4:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS San Antonio-New Braunfels TX MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	37	8.1	137,138	6.4	1	3.2	8	7.0	0	0.0	2	18.2
Moderate	127	27.8	601,059	28.1	7	22.6	27	23.7	0	0.0	3	27.3
Middle	151	33.0	729,538	34.1	11	35.5	37	32.5	1	50.0	4	36.4
Upper	138	30.2	674,740	31.5	12	38.7	42	36.8	1	50.0	2	18.2
NA	4	0.9	33	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**457**	**100.0**	**2,142,508**	**100.0**	**31**	**100.0**	**114**	**100.0**	**2**	**100.0**	**11**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Community Development Services

Austin-Round Rock, TX MSA

In the Austin-Round Rock, TX MSA, the bank is a leader in providing community development services. During the evaluation period, the bank participated with community development organizations to provide 106 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 21 low- and moderate-income individuals, and provided 15 financial education workshops and 1 foreclosure prevention workshop for 254 individuals. Fifteen employees served as financial coaches to work one-on-one with low- and moderate-income individuals to provide financial counseling. Employees participated in 21 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 24 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Dallas-Fort Worth-Arlington, TX MSA

In the Dallas-Fort Worth-Arlington, TX MSA, the bank is a leader in providing community development services. During the evaluation period, the bank participated with community development organizations to provide 81 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 138 low- and moderate-income individuals, and provided 54 financial education workshops and 2 foreclosure prevention workshops for 1,331 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 58 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 18 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Houston-The Woodlands-Sugar Land, TX MSA

In the Houston-The Woodlands-Sugar Land, TX MSA, the bank is a leader in providing community development services. During the evaluation period, the bank participated with community development organizations to provide 233 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 130 low- and moderate-income individuals, and provided 15 financial education workshops and 9 foreclosure prevention workshops for 716 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 49 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 22 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

San Antonio-New Braunfels, TX MSA

In the San Antonio-New Braunfels, TX MSA, the bank provides a high level of community development services. During the evaluation period, the bank participated with community development organizations to provide 108 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 76 low- and moderate-income individuals, and provided 14 financial education workshops for 233 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 18 webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance varied across the limited-scope assessment areas. Performance in the Abilene, TX MSA, Amarillo, TX MSA, Beaumont-Port Arthur, TX MSA, Brownsville-Harlingen, TX MSA, College Station-Bryan, TX MSA, Lubbock, TX MSA, McAllen-Edinburg-Mission, TX MSA, Midland, TX MSA, Wichita Falls, TX MSA, and Texas Non-MSA is consistent with the Outstanding Service Test performance in the state of Texas. Performance in the Corpus Christi, TX MSA, El Paso, TX MSA, Killeen-Temple, TX MSA, Laredo, TX MSA, Odessa, TX MSA, San Angelo, TX MSA, Tyler, TX MSA, Victoria, TX MSA, and Waco, TX MSA is weaker than the overall Outstanding Service Test performance in the state of Texas primarily due to weaker distribution of financial centers. Although the bank’s presence in many of the limited-scope assessment areas was very limited and often comprised just one or two financial centers, at least one of those financial centers was generally located in a low- or moderate-income geography.

State of Virginia

CRA Rating for Virginia[45]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Good distribution of loans by geography and excellent distribution of loans by borrower income or business revenue size;
- High level of CD lending that has a significantly positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Virginia

The state of Virginia is Bank of America's 14th largest rating area based on its total deposits in the state when excluding deposits in the Washington-Arlington-Alexandria, DC-VA-MD Multistate MSA. Examiners excluded the multistate MSA from the analysis of the state of Virginia because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $16.7 billion or 1.4 percent of its total domestic deposits in financial centers in areas of the state of Virginia that do not include the multistate MSA. Of the 106 depository financial institutions operating in the areas of the state that do not include the multistate MSA, Bank of America, with a deposit market share of 10.2 percent, is the third largest. The largest depository financial institution in the state is Capital One Bank with 1 branch and $62.2 billion in deposits or 21.7 percent market share. Wells Fargo is the state's second largest depository financial institution with 290 branches and $38.6 billion in deposits or 13.5 percent market share. E*Trade Bank is the third largest depository financial institution with two branches and $33.2 billion in deposits or 11.6 percent market share. As of December 31, 2016, the bank operated 72 financial centers and 171 deposit-taking ATMs in the areas of the state that do not include the multistate MSA.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In

[45] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

the Richmond, VA MSA, Bank of America reported $2 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Virginia in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Virginia

Examiners selected two assessment areas for full-scope reviews and the remaining five assessment areas for limited-scope reviews. The full-scope assessment areas selected are the Charlottesville, VA MSA and Richmond, VA MSA. While the Richmond, VA MSA carries approximately 74 percent weight of the overall conclusions based on the bank's presence in the assessment area relative to all assessment areas in Virginia, the conclusions and ratings for the state are based on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 23,617 home mortgage loans totaling $4.8 billion, 20,906 small loans to businesses totaling $605.6 million, 262 small loans to farms totaling $4 million, and 42 CD loans totaling $264 million. Lending volumes include loans originated or purchased in the Danville, VA MSA and Roanoke, VA MSA, which the bank no longer designates as assessment areas due to the bank's closure or sale of all financial centers and deposit-taking ATMs in those communities. Based on loan volume, examiners weighted home mortgage loans, representing 52.7 percent of the volume, the heaviest, followed by small loans to businesses (46.7 percent) and small loans to farms (0.6 percent).

The bank did not originate or purchase sufficient volumes of small loans to farms in the Blacksburg, VA MSA, Harrisonburg, VA MSA, and Lynchburg, VA MSA to provide any meaningful analyses.

The OCC interviewed two local housing based organizations. The organizations identified affordable housing, as the most pressing community development need.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN VIRGINIA

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Virginia is rated Outstanding, based on excellent lending activity, good geographic distribution, excellent borrower income distribution, and high levels of CD lending that have a significantly positive effect on overall Lending Test performance. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Virginia is excellent. Lending activity is excellent in each of the full-scope assessment areas and it is generally consistent across the limited-scope assessment areas.

Charlottesville, VA MSA

Lending activity in the Charlottesville, VA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 21.3 percent. The bank ranks first among 18 depository financial institutions in the assessment area, which places it in the top 6 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 3 percent based on the number of home mortgage loans originated or purchased. The bank ranks eighth among 351 home mortgage lenders, which places it in the top 3 percent of lenders competing for loans. According to peer small business data for 2016, the bank has an 8.8 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks fifth among 83 small business lenders, which places it in the top 7 percent of lenders in the MSA. According to peer farm data for 2016, the bank has a market share of 10.8 percent based on the number of small loans to farms originated or purchased. The bank ranks fifth among 13 farm lenders, which places it in the top 39 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans relative to its ranking for deposits and the greater weight placed on home mortgage lending, overall lending activity is excellent.

Richmond, VA MSA

Lending activity in the Richmond, VA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 12.7 percent. The bank ranks second among 36 depository financial institutions in the assessment area, which places it in the top 6 percent of institutions in the MSA. According to peer mortgage data for 2016, the bank has a market share of 1.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 16th among 546 home mortgage lenders, which places it in the top 3 percent of lenders. According to peer small business data for 2016, the bank has a 5.6 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 117 small business lenders, which places it in the top 6 percent of lenders. For small loans to farms, the bank has a market share of 4.6 percent based on the number of small loans to farms originated or purchased. The bank ranks seventh among 16 farm lenders, which places it in the top 44 percent of lenders. Considering the bank's deposits and deposit market share include $2 billion in deposits not derived from the MSA along with the higher ranking for home mortgage loans and similar ranking for small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME				Geography: VIRGINIA			Evaluation Period: January 1, 2012 to December 31, 2016					
	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
MA/Assessment Area		#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	
Full Review												
Charlottesville, VA	7.90	1,607	411,698	1,895	39,913	39	327	1	6,530	3,542	458,468	5.74
Richmond, VA	33.87	7,790	1,564,274	7,321	262,935	56	511	17	139,582	15,184	1,967,302	73.79
Limited Review												
Blacksburg, VA	2.03	496	78,576	404	8,873	10	60	2	1,470	912	88,979	0.00
Danville, VA	0.70	179	20,174	134	4,086	1	3	0	0	314	24,263	0.00
Harrisonburg, VA	1.68	332	51,270	405	7,060	14	86	0	0	751	58,416	1.12
Lynchburg, VA	4.26	966	142,798	928	22,013	14	158	1	5,550	1,909	170,519	1.38
Roanoke, VA	3.36	984	165,689	511	11,288	8	40	1	2,280	1,504	179,297	0.00
Virginia Beach, VA	41.10	10,026	2,144,844	8,311	220,442	69	675	17	97,975	18,423	2,463,936	17.10
Virginia Non-MSA	5.10	1,237	190,159	997	28,994	51	2,185	3	10,998	2,288	232,336	0.87
VIRGINIA	100.00	23,617	4,769,482	20,906	605,604	262	4,045	42	264,386	44,827	5,643,517	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Charlottesville, VA MSA and Richmond, VA MSA.

Charlottesville, VA MSA

The geographic distribution of home mortgage loans in the Charlottesville, VA MSA is good. Performance is excellent in low-income geographies, but poor in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.6 percent is higher than the 2.2 percent of owner-occupied housing units in low-income geographies and it is higher than the 1.7 percent for aggregate lenders. However, the distribution in moderate-income geographies at 8.5 percent is lower than the 18.6 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 13.1 percent for aggregate lenders.

Richmond, VA MSA

The geographic distribution of home mortgage loans in the Richmond, VA MSA is good. Performance is good in low-income geographies and it is good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 3.1 percent is slightly lower than the 3.6 percent of owner-occupied housing units in low-income geographies, but it is higher than the 2.2 percent performance for aggregate lenders. The distribution in moderate-income geographies at 13.7 percent is lower than the 17.3 percent of owner-occupied housing units in moderate-income geographies, but it is higher than the 13.5 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Charlottesville VA MSA	660	176,713	8.3	7,621	2.2	2.6	1.7	18.6	8.5	13.1	46.8	51.8	51.4	32.4	37.1	33.8	0.0	0.0	0.0
FS Richmond VA MSA	2,841	602,983	35.7	51,005	3.6	3.1	2.2	17.3	13.7	13.5	40.1	38.1	38.4	39.0	45.1	45.9	0.0	0.0	0.0
LS Blacksburg-Christiansburg-Radford VA MSA	164	26,631	2.1	4,144	0.0	0.0	0.0	18.5	17.7	15.1	60.6	40.2	55.3	20.8	42.1	29.6	0.0	0.0	0.0
LS Harrisonburg VA MSA	119	20,348	1.5	3,153	0.0	0.0	0.0	8.5	4.2	6.8	69.1	58.0	66.1	22.4	37.8	27.1	0.0	0.0	0.0
LS Lynchburg VA MSA	384	56,292	4.8	7,230	1.1	1.0	0.7	13.9	18.0	12.6	65.8	62.0	61.2	19.2	19.0	25.4	0.0	0.0	0.0
LS Virginia Beach-Norfolk-Newport News VA MSA	3,559	761,329	44.7	68,856	1.9	1.9	1.7	16.8	14.7	15.2	39.5	36.1	38.1	41.8	47.3	45.1	0.0	0.1	0.0
LS Virginia Non-MSA	229	41,110	2.9	3,145	1.9	1.3	0.9	0.0	0.0	0.0	36.0	34.9	28.6	62.1	63.8	70.5	0.0	0.0	0.0
Total	**7,956**	**1,685,406**	**100.0**	**145,154**	**2.3**	**2.2**	**1.7**	**16.3**	**13.5**	**13.8**	**44.0**	**39.7**	**40.9**	**37.5**	**44.5**	**43.5**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Charlottesville, VA MSA and Richmond, VA MSA.

Charlottesville, VA MSA

The geographic distribution of small loans to businesses in the Charlottesville, VA MSA is excellent. Performance is excellent in low-income geographies and it is good in moderate-income geographies. The distribution in low-income geographies at 3.2 percent is higher than the 3.1 percent of businesses in low-income geographies and it is higher than the 2.9 percent performance for aggregate lenders. The distribution in moderate-income geographies at 11.5 percent is lower than the 12.5 percent of businesses in moderate-income geographies and it is lower than the 12 percent performance for aggregate lenders.

Richmond, VA MSA

The geographic distribution of small loans to businesses in the Richmond, VA MSA is excellent. The distribution is excellent in low-income geographies and good in moderate-income geographies. The geographic distribution in low-income geographies at 5.6 percent is higher than the 5.2 percent of businesses in low-income geographies and it is higher than the 5.3 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 17.1 percent is lower than the 20.2 percent of businesses in moderate-income geographies, but is higher than the 16.1 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Charlottesville VA MSA	1,179	23,593	9.8	4,458	3.1	3.2	2.9	12.5	11.5	12.0	45.8	47.1	46.5	38.0	38.2	38.6	0.6	0.3	0.0
FS Richmond VA MSA	4,483	145,175	38.4	27,233	5.2	5.6	5.3	20.2	17.1	16.1	35.5	34.2	33.6	38.9	43.0	44.9	0.1	0.2	0.1
LS Blacksburg-Christiansburg-Radford VA MSA	223	5,028	1.9	1,736	0.0	0.0	0.0	16.8	22.0	15.4	58.4	56.1	60.8	22.9	22.0	23.7	1.8	0.0	0.1
LS Virginia Non-MSA	260	3,653	2.2	1,230	3.0	2.7	2.0	0.0	0.0	0.0	40.0	46.2	37.6	57.1	51.2	60.4	0.0	0.0	0.0
LS Harrisonburg VA MSA	232	2,464	1.9	2,531	0.0	0.0	0.0	11.0	12.9	11.3	67.9	66.8	65.5	21.1	20.3	23.2	0.0	0.0	0.0
LS Lynchburg VA MSA	554	9,567	4.6	3,575	5.0	3.4	4.8	18.3	16.6	18.4	56.7	57.4	55.7	20.0	22.6	21.2	0.0	0.0	0.0
LS Virginia Beach-Norfolk-Newport News VA MSA	5,072	122,571	42.3	26,708	4.6	2.9	4.3	18.8	16.6	16.4	37.7	36.3	36.1	38.5	44.0	42.8	0.3	0.2	0.4
Total	**12,003**	**312,051**	**100.0**	**67,471**	**4.4**	**3.8**	**4.3**	**18.2**	**15.9**	**15.6**	**40.3**	**38.7**	**38.6**	**36.8**	**41.4**	**41.3**	**0.3**	**0.1**	**0.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is adequate in the Charlottesville, VA MSA and Richmond, VA MSA.

Charlottesville, VA MSA

The geographic distribution of small loans to farms in the Charlottesville, VA MSA is adequate, based on poor performance in low-income geographies and adequate performance in moderate-income geographies. The geographic distribution in low-income geographies at 0 percent is lower than the 2.3 percent of farms in low-income geographies and it is lower than the 6.9 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 21.7 percent is lower than the 23.8 percent of farms in moderate-income geographies and it is lower than the 27.8 percent for aggregate lenders.

Richmond, VA MSA

The geographic distribution of small loans to farms in the Richmond, VA MSA is adequate, based on poor performance in low-income geographies and adequate performance in moderate-income geographies. The geographic distribution in low-income geographies at 0 percent is lower than the 1.9 percent of farms in low-income geographies and it is lower than the 0.5 percent for aggregate lenders. The geographic distribution in moderate-income geographies at 30 percent is higher than the 19.5 percent of farms in moderate-income geographies and it is lower than the 32.9 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Charlottesville VA MSA	23	176	17.2	72	2.3	0.0	6.9	23.8	21.7	27.8	44.8	34.8	40.3	29.1	43.5	25.0	0.0	0.0	0.0
FS Richmond VA MSA	30	259	22.4	213	1.9	0.0	0.5	19.5	30.0	32.9	40.9	40.0	35.2	37.7	40.0	31.5	0.0	0.0	0.0
LS Blacksburg-Christiansburg-Radford VA MSA	7	42	5.2	90	0.0	0.0	0.0	10.6	0.0	11.1	72.6	100.0	82.2	15.8	0.0	6.7	0.9	0.0	0.0
LS Virginia Non-MSA	16	155	14.0	41	0.6	0.0	0.0	0.0	0.0	0.0	53.4	46.2	46.3	46.0	62.5	53.7	0.0	0.0	0.0
LS Harrisonburg VA MSA	9	64	8.3	147	0.0	0.0	0.0	10.1	0.0	3.4	74.7	66.7	79.6	15.2	42.9	17.0	0.0	0.0	0.0
LS Lynchburg VA MSA	6	80	7.3	73	1.5	0.0	0.0	7.6	0.0	2.7	72.7	83.3	83.6	18.2	33.3	13.7	0.0	0.0	0.0
LS Virginia Beach-Norfolk-Newport News VA MSA	43	518	36.9	94	1.8	7.1	1.1	13.2	9.7	9.6	40.9	34.9	42.6	43.9	55.8	46.8	0.2	0.0	0.0
Total	**134**	**1,294**	**100.0**	**730**	**1.6**	**2.3**	**1.0**	**14.8**	**10.4**	**15.9**	**49.5**	**44.0**	**56.8**	**34.1**	**44.8**	**26.3**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the “Inside/Outside Ratio” section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank’s distribution of loans by borrower income and revenue size is excellent. For this analysis, examiners compared the bank’s HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank’s home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is excellent. The distribution is good in the Charlottesville, VA MSA and excellent in the Richmond, VA MSA.

Charlottesville, VA MSA

The distribution of home mortgage loans by borrower income in the Charlottesville, VA MSA is good. The distribution is good to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 9.1 percent is lower than the 21.1 percent of low-income families in the MSA; however, the bank's performance is higher than the 6.8 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 13.8 percent is lower than the 17.1 percent of moderate-income families and it is slightly lower than the 15.3 percent performance for aggregate lenders.

Richmond, VA MSA

The distribution of home mortgage loans by borrower income in the Richmond, VA MSA is excellent. The distribution is excellent to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 12 percent is lower than the 20.4 percent of low-income families in the assessment area; however, it is significantly higher than the 6.6 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 17.2 percent is slightly lower than the 18 percent of moderate-income families in the MSA; however, it exceeds the 16.3 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Charlottesville VA MSA	660	176,713	8.3	7,621	21.1	9.1	6.8	17.1	13.8	15.3	21.1	18.0	19.9	40.7	52.6	41.2	0.0	6.5	16.8
FS Richmond VA MSA	2,841	602,983	35.7	51,005	20.4	12.0	6.6	18.0	17.2	16.3	21.1	19.5	19.5	40.5	36.3	35.6	0.0	15.0	22.0
LS Blacksburg-Christiansburg-Radford VA MSA	164	26,631	2.1	4,144	21.6	7.3	4.9	16.8	10.4	15.7	21.3	22.0	20.2	40.4	48.8	43.5	0.0	11.6	15.8
LS Harrisonburg VA MSA	119	20,348	1.5	3,153	18.1	11.8	5.3	20.3	7.6	16.4	21.8	22.7	21.0	39.9	49.6	38.2	0.0	8.4	19.1
LS Lynchburg VA MSA	384	56,292	4.8	7,230	20.4	8.6	7.2	18.6	21.1	17.7	21.0	23.7	21.5	40.1	39.1	33.3	0.0	7.6	20.4
LS Virginia Beach-Norfolk-Newport News VA MSA	3,559	761,329	44.7	68,856	19.2	10.5	3.9	18.2	17.9	15.1	22.1	19.3	19.5	40.6	36.2	30.4	0.0	16.2	31.1
LS Virginia Non-MSA	229	41,110	2.9	3,145	14.9	4.8	2.3	13.8	14.0	9.6	19.1	19.7	17.6	52.3	48.0	47.6	0.0	13.5	22.8
Total	**7,956**	**1,685,406**	**100.0**	**145,154**	**19.7**	**10.6**	**5.2**	**18.0**	**17.1**	**15.6**	**21.5**	**19.6**	**19.6**	**40.8**	**38.5**	**33.9**	**0.0**	**14.2**	**25.7**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Charlottesville, VA MSA and Richmond, VA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34 percent of its small loans to businesses.

Charlottesville, VA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Charlottesville, VA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 54.5 percent is lower than the 78.9 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 46.9 percent for aggregate lenders, overall performance is good.

Richmond, VA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Richmond, VA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 53.6 percent is lower than the 78 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 47.7 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Charlottesville VA MSA	1,179	23,593	9.8	4,458	78.9	54.5	46.9	4.0	8.9	17.1	36.6
FS Richmond VA MSA	4,483	145,175	37.3	27,233	78.0	53.6	47.7	4.3	12.0	17.6	34.4
LS Blacksburg-Christiansburg-Radford VA MSA	223	5,028	1.9	1,736	75.9	44.4	52.7	4.0	13.5	20.1	42.2
LS Virginia Non-MSA	260	3,653	2.5	1,230	82.8	60.0	51.1	2.6	4.2	14.6	35.8
LS Harrisonburg VA MSA	232	2,464	2.3	2,531	77.0	45.7	43.4	4.6	6.9	18.3	47.4
LS Lynchburg VA MSA	554	9,567	4.6	3,575	78.7	49.8	51.6	4.3	10.3	17.0	39.9
LS Virginia Beach-Norfolk-Newport News VA MSA	5,072	122,571	42.3	26,708	77.4	56.5	49.2	4.3	11.4	18.3	32.2
Total	**12,003**	**312,051**	**100.0**	**67,471**	**77.8**	**54.5**	**48.5**	**4.3**	**11.1**	**17.9**	**34.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is good in the Charlottesville, VA MSA and adequate in the Richmond, VA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 34 percent of its small loans to farms.

Charlottesville, VA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Charlottesville, VA MSA is good. Based on farms with known revenues, the proportion of the bank's small loans to farms at 78.3 percent is lower than the 97.8 percent of farms with gross annual revenues of $1 million or less. However, the bank's distribution exceeds the 54.2 percent for aggregate lenders.

Richmond, VA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Richmond, VA MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 50 percent is lower than the 97.2 percent of farms with gross annual revenues of $1 million or less. The bank's distribution exceeds the 45.1 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues 2014-16

	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Charlottesville VA MSA	23	176	20.0	72	97.6	78.3	54.2	1.6	10.0	0.8	22.2
FS Richmond VA MSA	30	259	28.0	213	97.2	50.0	45.1	1.7	7.1	1.1	46.7
LS Blacksburg-Christiansburg-Radford VA MSA	7	42	7.3	90	98.4	66.7	62.2	0.5	0.0	1.1	71.4
LS Virginia Non-MSA	16	155	14.0	41	97.8	68.8	46.3	0.8	15.4	1.4	18.8
LS Harrisonburg VA MSA	9	64	8.3	147	97.5	55.6	78.2	1.1	0.0	1.4	57.1
LS Lynchburg VA MSA	6	80	6.6	73	98.8	66.7	68.5	0.5	0.0	0.7	33.3
LS Virginia Beach-Norfolk-Newport News VA MSA	43	518	32.6	94	96.0	62.8	47.9	2.5	21.4	1.5	30.2
Total	**134**	**1,294**	**100.0**	**730**	**97.1**	**61.2**	**57.5**	**1.7**	**7.5**	**1.2**	**33.6**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect overall on the bank's Lending Test performance in the state of Virginia. To help assess the bank's capacity to lend, examiners compared the dollar volume of CD loans with the dollar volume of the bank's net Tier 1 Capital allocated to the assessment area according to the assessment area's proportion of deposits.

Charlottesville, VA MSA

In the Charlottesville, VA MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated one CD loan totaling $6.5 million that helped provide 54 units of affordable housing. CD lending represents 5.4 percent of the allocated Tier 1 Capital. The bank met the community's credit needs primarily through retail lending.

Richmond, VA MSA

In the Richmond, VA MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 17 CD loans totaling $139.6 million that primarily helped provide 760 units of affordable housing. CD lending represents 10.8 percent of the allocated Tier 1 Capital, after considering approximately $2 billion in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank provided $38 million in construction financing to develop 28th Street Senior, a 39-unit affordable multifamily housing project for seniors in Richmond, VA. All units are restricted to incomes at or below 50 percent of the area median income.

- The bank provided $8.1 million in construction financing to develop Cavalier II Apartments in Petersburg, VA. The development provides 66 units of affordable housing with all units restricted to incomes at or below 60 percent of the area median income. Bank of America also provided the LIHTC equity investment for this project.

- The bank provided $3.3 million in construction financing to construct Dove Street II Apartments, a new 48-unit affordable housing development in Richmond, VA. Of the 48 units, 10 are market rate with the remaining 38 units restricted to incomes at or below 50 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Virginia, lending under the MHA and HARP programs accounted for 79 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance varied across the limited-scope assessment areas. Performance in the Blacksburg, VA MSA, Lynchburg, VA MSA, and Virginia-Beach-Norfolk-Newport News, VA MSA is consistent with the Outstanding Lending Test performance in the state of Virginia. Performance in the Harrisonburg, VA MSA and Virginia Non-MSA is weaker than the overall Outstanding Lending Test performance in the state of Virginia primarily due to weaker geographic and borrower income distributions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Virginia is rated Outstanding. Investment performance is excellent in the Charlottesville, VA MSA and Richmond, VA MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Charlottesville, VA MSA

In the Charlottesville, VA MSA, Bank of America has an excellent level of CD investments. The bank made 53 CD investments during the current evaluation period totaling $13.1 million. Approximately $13 million or 99 percent of the investment dollars supported 177 units of affordable housing. In addition, the bank has 15 CD investments totaling $705,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $13.9 million or 11.5 percent of allocated Tier 1 Capital. An example of a significant investment is the bank's purchase of $7.5 million in LIHTCs to finance the construction of Carlton View Apartments, a 54-unit affordable housing development in Charlottesville, VA. The majority of current period investments are innovative or complex with LIHTCs representing approximately $7.7 million or 59 percent of the investment dollars.

Richmond, VA MSA

In the Richmond, VA MSA, the bank has an excellent level of CD investments. The bank made 218 CD investments during the current evaluation period totaling $174.5 million. Approximately $162.4 million or 93 percent of the investment dollars supported 2,071 units of affordable housing. In addition, the bank has 127 CD investments totaling $27.8 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $202 million or 15.6 percent of allocated Tier 1 Capital, after considering the $2 billion in deposits that did not originate from the assessment area. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing approximately $110.7 million or 63 percent of the investment dollars.

Examples of community development investments include:

- The bank purchased $3.8 million in LIHTCs to help fund the construction of 28th Street Senior, a 39-unit affordable housing development for seniors over the age of 55. All units are restricted to incomes at or below 50 percent of the area median income. The bank also provided a construction loan.

- The bank purchased $6.2 million in LIHTCs to support the construction of Cavalier Apartments, a 66-unit affordable housing development in Petersburg, VA. All units are restricted to incomes at or below 50 percent of the area median income. The bank also provided a construction loan for this project.

- The bank purchased $8.8 million in LIHTCs to support the construction of Cavalier Senior Apartments, an 80-unit affordable housing development for seniors over the age of 55. All units are restricted to incomes at or below 50 percent of the area median income. The bank also provided the construction loan for this project.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: VIRGINIA				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Charlottesville, VA	15	705	53	13,146	68	13,851	4.82	1	5,316
Richmond, VA	127	27,788	218	174,467	345	202,255	70.35	6	19,944
Limited Review									
Blacksburg, VA	6	957	11	2,124	17	3,081	1.07	0	0
Harrisonburg, VA	5	153	14	1,211	19	1,364	0.47	0	0
Lynchburg, VA	3	136	16	1,078	19	1,214	0.42	0	0
Virginia Beach, VA	28	19,408	77	31,434	105	50,842	17.68	1	44,640
Virginia Non-MSA	2	96	20	1,267	22	1,364	0.47	0	0
VIRGINIA - Statewide	0	0	14	2,084	14	2,084	0.72	0	0
VIRGINIA - Non Assessed	44	5,681	86	5,758	130	11,439	3.98	0	0
VIRGINIA	230	54,924	509	232,568	739	287,492	100.00	8	69,900

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance varied across the limited-scope assessment areas. Investment performance in the Blacksburg, VA MSA and Virginia Beach-Norfolk-Newport News, VA MSA is consistent with the Outstanding Investment Test performance in the state of Virginia. Performance in the Harrisonburg, VA MSA, Lynchburg, VA MSA, and Virginia Non-MSA is weaker than the overall Outstanding Investment Test performance in the state of Virginia. Performance is weaker primarily due to lower levels of investments relative to the bank's capacity in those assessment areas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Virginia is rated Outstanding. Service Test performance is adequate in the Charlottesville, VA MSA and excellent in the Richmond, VA MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Charlottesville, VA MSA

In the Charlottesville, VA MSA, the bank's service delivery systems are reasonably accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's nine financial centers with the distribution of the population. The bank has one financial center in a low-income geography representing 11.1 percent of its financial centers. Considering 7.1 percent of the population lives in low-income geographies, the distribution in low-income geographies is excellent. The bank has no financial centers located in moderate-income geographies. Considering that 19.2 percent of the population lives in moderate-income geographies along with the accessibility provided by adjacent financial centers described below, the distribution performance is poor.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies.

The bank has two financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. The adjacent financial centers help fill the void left from the closure of the only financial center in moderate-income geographies.

Financial center openings and closings did adversely affect the accessibility of retail banking services, particularly in moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank opened one financial center in an upper-income geography and closed one financial center in a moderate-income geography. Considering the closure left no financial centers remaining in moderate-income geographies, the closure adversely affected the accessibility of retail banking services.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday and 9:00 am to 6:00 pm on Friday. Three financial centers in middle- and upper-income geographies provide Saturday banking 9:00 am to 12:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Charlottesville VA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	3	6.3	15,637	7.1	1	11.1	3	18.8	0	0.0	0	0.0
Moderate	11	22.9	42,096	19.2	0	0.0	0	0.0	0	0.0	1	100.0
Middle	20	41.7	100,937	46.2	4	44.4	6	37.5	0	0.0	0	0.0
Upper	13	27.1	57,422	26.3	3	33.3	7	43.8	1	100.0	0	0.0
NA	1	2.1	2,613	1.2	1	11.1	0	0.0	0	0.0	0	0.0
Totals	**48**	**100.0**	**218,705**	**100.0**	**9**	**100.0**	**16**	**100.0**	**1**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Richmond, VA MSA

In the Richmond, VA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 24 financial centers with the distribution of the population. The bank has one financial center in a low-income geography representing 4.2 percent of its financial centers. Considering 7.5 percent of the population lives in low-income geographies along with additional access provided by adjacent financial centers, financial center distribution is adequate. The bank has seven financial centers in moderate-income geographies representing 29.2 percent of its financial centers. Considering 22.3 percent of the population resides in moderate-income geographies, financial center distribution is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using online, telephone, mobile, and text banking either are near the proportion of the population in low- and moderate-income geographies or exceeds it. For example, cash dispensing ATM usage, full-service ATM usage, and text banking usage by customers in low- and moderate-income geographies exceed the proportion of the population in low- and moderate-income geographies.

The bank has six financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. One of the financial centers provide additional access to retail banking services in low-income geographies and five financial centers provide additional access in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank closed five financial centers, with two closures in low-income geographies, one closure in a moderate-income geography, and two closures in middle-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 9:00 am to 5:00 pm Monday through Friday. Two financial centers in moderate-income geographies close at 4:00 pm. Saturday banking is available 9:00 am to 12:00 pm for 11 of the 24 financial centers.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Richmond VA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	29	9.8	90,011	7.5	1	4.2	2	3.3	0	0.0	2	40.0
Moderate	74	25.1	268,991	22.3	7	29.2	19	31.1	0	0.0	1	20.0
Middle	102	34.6	444,830	36.8	7	29.2	19	31.1	0	0.0	2	40.0
Upper	86	29.2	403,187	33.4	9	37.5	21	34.4	0	0.0	0	0.0
NA	4	1.4	1,082	0.1	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**295**	**100.0**	**1,208,101**	**100.0**	**24**	**100.0**	**61**	**100.0**	**0**	**100.0**	**5**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Charlottesville, VA MSA

The bank provides few community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 13 community development services targeted to low- and moderate-income individuals. Employees provided five financial education workshops for 57 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in eight webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Richmond, VA MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 75 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 14 low- and moderate-income individuals, and provided 22 financial education workshops and 2 foreclosure prevention workshops for 1,024 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 24 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, 13 employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance varied across the limited-scope assessment areas. Performance in the Lynchburg, VA MSA and Virginia Beach-Norfolk-Newport News, VA MSA is consistent with the Outstanding Service Test performance in the state of Virginia. Performance in the Blacksburg, VA MSA, Harrisonburg, VA MSA, and Virginia Non-MSA is weaker than the overall Outstanding Service Test performance in the state of Virginia. Performance is weaker primarily due to weaker financial center distribution.

State of Washington

CRA Rating for Washington[46]: **Outstanding**
The Lending Test is rated: Outstanding
The Investment Test is rated: High Satisfactory
The Service Test is rated: Outstanding

The major factors that support this rating include:

- Excellent volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- High level of CD lending that has a significantly positive effect on overall lending performance;
- Good level and responsiveness of qualified investments; and
- Readily accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Washington

The state of Washington is Bank of America's 11th largest rating area based on its total deposits in the state when excluding deposits in the Portland-Vancouver-Hillsboro, OR-WA Multistate MSA. Examiners excluded the multistate MSA in the analysis of the state of Washington because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $29.7 billion or 2.5 percent of its total domestic deposits in financial centers in areas of the state of Washington that do not include the multistate MSA. Of the 85 depository financial institutions operating in the areas of the state that exclude the multistate MSA, Bank of America, with a deposit market share of 21.6 percent, is the largest. Wells Fargo is the state's second largest depository financial institution with 160 branches and $17.6 billion in deposits or 12.3 percent market share. JPMorgan Chase is the third largest depository financial institution with 204 branches and $15.2 billion in deposits or 10.6 percent market share. US Bank is the fourth largest depository financial institution with 186 branches and $15 billion in deposits or 10.5 percent market share. As of December 31, 2016, Bank of America operated 164 financial centers and 395 deposit-taking ATMs in the areas of the state that exclude the multistate MSA.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In

46 For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

the Seattle-Tacoma-Bellevue, WA MSA, Bank of America reported $2 billion in deposits of national corporations, in which the funds originated from communities across the nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Washington in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Washington

Examiners selected two assessment areas for full-scope reviews and the remaining eight assessment areas for limited-scope reviews. The full-scope assessment areas included the Bremerton-Silverdale, WA MSA and Seattle-Tacoma-Bellevue, WA MSA. While the Seattle-Tacoma-Bellevue, WA MSA carries approximately 88 percent weight of the overall conclusions based on the bank's presence there relative to all assessment areas in Washington, examiners based the conclusions and ratings for the state on the activities within all assessment areas. During the evaluation period, Bank of America originated or purchased 47,793 home mortgage loans totaling nearly $13.6 billion, 89,483 small loans to businesses totaling $2.1 billion, 1,334 small loans to farms totaling nearly $28 million, and 114 CD loans totaling $548 million. Based on loan volume, examiners weighted small loans to businesses, representing 65 percent of the overall volume, the most followed by home mortgage loans, representing 34 percent of the volume, and small loans to farms, representing less than 1 percent of the volume.

The bank did not originate or purchase a sufficient volume of small loans to farms in the Longview MSA to provide any meaningful analyses.

The OCC interviewed three local housing and community services based organizations, which identified affordable housing, as the most pressing community development need.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN WASHINGTON

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Washington is rated Outstanding, based on excellent lending activity, excellent geographic distribution, good borrower income distribution, and high levels of CD lending that have a significantly positive effect on overall Lending Test performance. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Washington is excellent. Lending activity is excellent in the Bremerton-Silverdale, WA MSA and Seattle-Tacoma-Bellevue, WA MSA and excellent in all of the remaining assessment areas.

Bremerton-Silverdale, WA MSA

Lending activity in the Bremerton-Silverdale, WA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 22.2 percent. The bank ranks first among 16 depository financial institutions in the assessment area, which places it in the top 7 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2 percent based on the number of home mortgage loans originated or purchased. The bank ranks 15th among 346 home mortgage lenders, which places it in the top 5 percent of lenders competing for loans. According to peer small business data for 2016, the bank has an 8.6 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 53 small business lenders, which places it in the top 6 percent of lenders in the MSA. According to peer farm data for 2016, the bank has a market share of 36.7 percent based on the number of small loans to farms originated or purchased. The bank ranks first among nine farm lenders, which places it in the top 12 percent of lenders. Considering the bank's higher ranking among all lenders for home mortgage loans and small loans to farms relative to its ranking for deposits, overall lending activity is excellent.

Seattle-Tacoma-Bellevue, WA MSA

Lending activity in the Seattle-Tacoma-Bellevue, WA MSA is excellent. Based on FDIC deposit data as of June 30, 2016, the bank has a deposit market share of 26.7 percent. The bank ranks first among 52 depository financial institutions in the assessment area, which places it in the top 2 percent of institutions. According to peer mortgage data for 2016, the bank has a market share of 2.9 percent based on the number of home mortgage loans originated or purchased. The bank ranks eighth among 633 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 13.1 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks third among 128 small business lenders, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 31.8 percent based on the number of small loans to farms originated or purchased. The bank ranks first among 20 farm lenders, which places it in the top 5 percent of lenders. Considering the bank's deposits and deposit market share include $2 billion in deposits not derived from the MSA along with a similar ranking for home mortgage loans and a slightly lower ranking for small loans to businesses relative to its ranking for deposits, overall lending activity is excellent.

Table 1. Total Lending Volume												2012-2016
LENDING VOLUME				Geography: WASHINGTON				Evaluation Period: January 1, 2012 to December 31, 2016				
	% of Rated Area Loans (#) in	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area
MA/Assessment Area	MA/AA*	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	#	$(000's)	Deposits in MA/AA***
Full Review												
Bremerton, WA	3.99	2,264	527,454	3,215	84,382	52	371	4	444	5,535	612,651	2.20
Seattle, WA	75.29	34,968	11,090,257	68,917	1,720,816	486	7,884	73	419,338	104,444	13,238,295	87.77
Limited Review												
Bellingham, WA	2.85	854	202,560	2,960	45,958	134	1,370	3	300	3,951	250,188	1.65
Kennewick, WA	2.12	1,009	174,806	1,774	37,958	144	2,605	8	47,523	2,935	262,892	1.45
Longview, WA	0.92	560	82,726	707	34,529	7	68	4	468	1,278	117,791	0.39
Mount Vernon, WA	1.52	643	138,911	1,374	19,308	81	2,039	4	356	2,102	160,614	0.70
Olympia, WA	2.88	1,593	347,055	2,372	37,773	30	791	6	49,035	4,001	434,654	1.36
Spokane, WA	4.89	2,795	448,463	3,916	84,167	69	1,546	2	12,606	6,782	546,782	3.06
Yakima, WA	1.99	913	112,629	1,665	25,912	176	5,765	5	16,206	2,759	160,512	1.02
Washington Non-MSA	3.56	2,194	431,028	2,583	56,455	155	5,527	5	1,517	4,937	494,527	0.39
WASHINGTON	100.00	47,793	13,555,889	89,483	2,147,258	1,334	27,966	114	547,793	138,724	16,278,906	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects good penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is excellent in the Bremerton-Silverdale, WA MSA and good in the Seattle-Tacoma-Bellevue, WA MSA.

Bremerton-Silverdale, WA MSA

The geographic distribution of home mortgage loans in the Bremerton-Silverdale, WA MSA is excellent. Because there are no low-income geographies, examiners based the overall conclusion on the excellent distribution in moderate-income geographies. The distribution in moderate-income geographies at 14.1 percent is higher than the 13.2 percent of owner-occupied housing units in moderate-income geographies and it is slightly higher than the 14 percent for aggregate lenders.

Seattle-Tacoma-Bellevue, WA MSA

The geographic distribution of home mortgage loans in the Seattle-Tacoma-Bellevue, WA MSA is good. Performance is excellent in low-income geographies and adequate in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at

1.6 percent is consistent with the 1.6 percent of owner-occupied housing units in low-income geographies and it is slightly lower than the 1.7 percent performance for aggregate lenders. The distribution in moderate-income geographies at 11.9 percent is lower than the 15.6 percent of owner-occupied housing units in moderate-income geographies and it is lower than the 14.6 percent performance for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Bremerton-Silverdale WA MSA	768	191,580	4.3	11,828	0.0	0.0	0.0	13.2	14.1	14.0	61.7	56.1	61.7	25.1	29.8	24.2	0.0	0.0	0.0
FS Seattle-Tacoma-Bellevue WA MSA	13,678	5,161,239	75.9	175,475	1.6	1.6	1.7	15.6	11.9	14.6	50.3	45.4	51.0	32.5	41.0	32.7	0.0	0.0	0.0
LS Bellingham WA MSA	312	76,034	1.7	8,580	0.1	0.0	0.3	16.8	13.8	17.4	60.3	59.6	60.9	22.8	26.6	21.4	0.0	0.0	0.0
LS Kennewick-Richland WA MSA	441	89,835	2.4	10,557	4.3	4.1	2.8	20.1	16.6	15.1	36.2	32.4	37.0	39.3	46.9	45.1	0.0	0.0	0.0
LS Longview WA MSA	209	30,941	1.2	4,369	3.7	4.8	2.5	11.4	11.5	10.5	61.4	62.2	66.0	23.6	21.5	21.0	0.0	0.0	0.0
LS Mount Vernon-Anacortes WA MSA	233	53,845	1.3	5,244	0.0	0.0	0.0	9.9	6.0	8.1	67.8	73.8	72.5	22.3	20.2	19.4	0.0	0.0	0.0
LS Olympia-Tumwater WA MSA	560	136,307	3.1	11,866	0.3	0.2	0.0	11.2	10.0	10.8	60.7	60.0	61.1	27.8	29.8	28.1	0.0	0.0	0.0
LS Spokane-Spokane Valley WA MSA	1,024	165,141	5.7	21,417	1.7	1.6	1.5	20.4	23.7	18.6	41.6	36.2	39.0	36.3	38.5	40.9	0.0	0.0	0.0
LS Washington Non-MSA	452	93,452	2.5	10,334	0.2	0.0	0.3	4.9	6.0	3.8	56.4	51.1	49.9	38.5	42.9	46.0	0.0	0.0	0.0
LS Yakima WA MSA	345	40,183	1.9	5,686	1.3	1.7	1.3	25.2	32.8	16.4	35.1	31.3	32.4	38.5	34.2	49.9	0.0	0.0	0.0
Total	**18,022**	**6,038,557**	**100.0**	**265,356**	**1.5**	**1.5**	**1.4**	**15.6**	**12.9**	**14.3**	**50.6**	**46.2**	**50.9**	**32.4**	**39.4**	**33.4**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is good in the Bremerton-Silverdale, WA MSA and excellent in the Seattle-Tacoma-Bellevue, WA MSA.

Bremerton-Silverdale, WA MSA

The geographic distribution of small loans to businesses in the Bremerton-Silverdale, WA MSA is good. Because there are on low-income geographies, examiners based the overall conclusion on the good distribution in moderate-income geographies. The distribution in moderate-income geographies at 12.6 percent is lower than the 14.8 percent of businesses in moderate-income geographies; however, it is higher than the 11.7 percent performance for aggregate lenders.

Seattle-Tacoma-Bellevue, WA MSA

The geographic distribution of small loans to businesses in the Seattle-Tacoma-Bellevue, WA MSA is excellent. The distribution is excellent in low-income geographies and good in moderate-income geographies. The geographic distribution in low-income geographies at 4.9 percent is higher than the 4.7 percent of businesses in low-income geographies and it is higher than the 4 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 16.1 percent is lower than the 17.6 percent of businesses in moderate-income geographies; however, it is higher than the 15.8 percent performance of aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

Assessment Area:	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Bremerton-Silverdale WA MSA	1,919	45,647	3.4	6,598	0.0	0.0	0.0	14.8	12.6	11.7	54.1	52.0	56.8	31.1	35.4	31.5	0.0	0.0	0.0
FS Seattle-Tacoma-Bellevue WA MSA	43,951	1,033,142	78.5	114,813	4.7	4.9	4.0	17.6	16.1	15.8	45.1	43.8	45.8	32.5	35.1	34.3	0.1	0.0	0.0
LS Bellingham WA MSA	1,887	30,151	3.4	8,080	5.4	5.6	3.0	20.9	22.2	18.5	55.4	56.2	59.5	18.3	16.0	19.1	0.0	0.0	0.0
LS Kennewick-Richland WA MSA	1,064	21,212	1.9	5,561	6.5	4.6	4.3	25.7	29.4	23.9	32.4	31.1	32.0	34.9	34.6	39.6	0.5	0.4	0.3
LS Longview WA MSA	428	20,890	0.8	1,622	9.8	10.0	8.0	24.6	28.7	20.5	50.7	51.6	54.6	14.9	9.6	16.9	0.0	0.0	0.0
LS Mount Vernon-Anacortes WA MSA	821	11,183	1.5	4,298	0.0	0.0	0.0	16.7	15.0	13.0	63.8	62.9	60.6	19.5	22.2	26.2	0.0	0.0	0.2
LS Olympia-Tumwater WA MSA	1,467	20,782	2.6	6,859	2.7	3.6	1.7	19.6	19.8	15.0	50.2	47.5	52.3	27.6	29.1	31.0	0.0	0.0	0.0
LS Spokane-Spokane Valley WA MSA	2,468	49,343	4.4	14,151	8.7	10.0	7.3	27.9	26.8	21.5	34.2	29.3	32.4	29.3	34.0	38.8	0.0	0.0	0.0
LS Yakima WA MSA	991	14,967	1.8	4,828	7.8	7.2	4.9	28.7	26.7	20.4	33.3	34.1	36.5	30.2	32.0	38.2	0.0	0.0	0.0
LS Washington Non-MSA	965	19,028	1.8	5,688	1.6	0.9	1.0	7.5	5.5	5.1	54.3	50.6	48.5	36.7	43.6	45.4	0.0	0.0	0.0
Total	**55,961**	**1,266,345**	**100.0**	**172,498**	**4.8**	**4.9**	**3.9**	**18.9**	**17.1**	**16.2**	**45.2**	**44.0**	**45.9**	**31.0**	**34.0**	**34.0**	**0.1**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is poor. The geographic distribution is excellent in the Bremerton-Silverdale, WA MSA and poor in the Seattle-Tacoma-Bellevue, WA MSA.

Bremerton-Silverdale, WA MSA

The geographic distribution of small loans to farms in the Bremerton-Silverdale, WA MSA is excellent. Because there are no low-income geographies in the MSA, examiners based the overall conclusion on the excellent distribution in moderate-income geographies. The geographic distribution in moderate-income geographies at 13.6 percent is higher than the 7.1

percent of farms in moderate-income geographies and it exceeds the 6.7 percent for aggregate lenders.

Seattle-Tacoma-Bellevue, WA MSA

The geographic distribution of small loans to farms in the Seattle-Tacoma-Bellevue, WA MSA is poor, based on poor performance in low-income geographies and poor performance in moderate-income geographies. The bank did not originate or purchase any small loans to farms in low-income geographies compared to 0.3 percent for aggregate lenders. Approximately 2.2 percent of the farms are located in low-income geographies. The geographic distribution in moderate-income geographies at 6.3 percent is lower than the 15.4 percent of farms in moderate-income geographies and it is lower than the 10.1 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Bremerton-Silverdale WA MSA	33	270	4.3	30	0.0	0.0	0.0	7.1	13.6	6.7	59.4	48.5	40.0	33.5	42.4	53.3	0.0	0.0	0.0
FS Seattle-Tacoma-Bellevue WA MSA	300	4,014	37.8	296	2.2	0.0	0.3	15.4	6.3	10.1	52.1	54.3	55.4	30.3	39.3	34.1	0.0	0.0	0.0
LS Bellingham WA MSA	86	874	13.7	153	0.4	3.2	0.7	14.4	17.4	8.5	73.8	65.1	81.0	11.4	16.3	9.8	0.0	0.0	0.0
LS Kennewick-Richland WA MSA	84	1,123	10.6	259	2.2	3.8	0.0	25.8	28.6	35.1	55.2	53.6	54.1	16.6	16.7	10.4	0.3	0.0	0.4
LS Longview WA MSA	4	20	0.8	7	8.9	0.0	0.0	13.2	0.0	14.3	58.3	75.0	71.4	19.7	50.0	14.3	0.0	0.0	0.0
LS Mount Vernon-Anacortes WA MSA	51	1,291	6.4	68	0.0	0.0	0.0	9.3	9.8	7.4	57.2	51.0	60.3	33.5	39.2	32.4	0.0	0.0	0.0
LS Olympia-Tumwater WA MSA	19	478	2.5	32	0.9	0.0	3.1	13.1	14.3	34.4	61.6	73.7	40.6	24.4	28.6	21.9	0.0	0.0	0.0
LS Spokane-Spokane Valley WA MSA	45	1,054	5.7	164	2.4	0.0	1.8	15.9	22.2	11.6	47.8	57.8	60.4	33.9	20.0	26.2	0.0	0.0	0.0
LS Yakima WA MSA	110	3,425	13.9	322	1.9	0.0	0.0	16.3	11.8	19.3	57.8	56.4	61.2	24.1	31.8	19.6	0.0	0.0	0.0
LS Washington Non-MSA	61	2,912	9.7	263	1.1	0.0	1.5	3.8	10.7	0.4	68.0	68.9	78.7	27.1	26.2	19.4	0.0	0.0	0.0
Total	**793**	**15,461**	**100.0**	**1,594**	**1.8**	**0.4**	**0.6**	**14.4**	**11.7**	**14.7**	**56.4**	**57.1**	**62.9**	**27.4**	**30.9**	**21.7**	**0.0**	**0.0**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is excellent in the Bremerton-Silverdale, WA MSA and good in the Seattle-Tacoma-Bellevue, WA MSA.

Bremerton-Silverdale, WA MSA

The distribution of home mortgage loans by borrower income in the Bremerton-Silverdale, WA MSA is excellent. The distribution is excellent to low-income borrowers and it is excellent to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 10.2 percent is lower than the 17.9 percent of low-income families in the MSA; however, the bank's performance significantly exceeds the 4.2 percent for aggregate lenders. The proportion of home mortgage loans to moderate-income borrowers at 19.4 percent is higher than the 19 percent of moderate-income families and it is higher than the 17.1 percent performance for aggregate lenders.

Seattle-Tacoma-Bellevue, WA MSA

The distribution of home mortgage loans by borrower income in the Seattle-Tacoma-Bellevue, WA MSA is good. The distribution is good to low-income borrowers and it is good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7 percent is lower than the 20.2 percent of low-income families in the assessment area; however, it is higher than the 3.7 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 15 percent is lower than the 17.9 percent of moderate-income families in the MSA; however, it exceeds the 14.4 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Bremerton-Silverdale WA MSA	768	191,580	4.3	11,828	17.9	10.2	4.2	19.0	19.4	17.1	22.9	24.1	23.9	40.2	38.4	35.6	0.0	7.9	19.2
FS Seattle-Tacoma-Bellevue WA MSA	13,678	5,161,239	75.9	175,475	20.2	7.0	3.7	17.9	15.0	14.4	22.2	20.0	22.9	39.7	52.6	45.2	0.0	5.3	13.7
LS Bellingham WA MSA	312	76,034	1.7	8,580	20.2	4.8	4.1	17.7	15.1	15.3	23.8	23.7	23.7	38.3	48.7	44.1	0.0	7.7	12.8
LS Kennewick-Richland WA MSA	441	89,835	2.4	10,557	21.9	12.0	5.2	17.5	20.4	16.6	20.0	21.5	22.1	40.7	41.3	41.6	0.0	4.8	14.6
LS Longview WA MSA	209	30,941	1.2	4,369	20.7	8.1	4.7	17.8	18.2	16.2	20.6	23.4	22.3	40.9	39.7	35.8	0.0	10.5	21.0
LS Mount Vernon-Anacortes WA MSA	233	53,845	1.3	5,244	18.8	6.0	2.4	17.3	12.0	12.9	25.4	20.2	22.7	38.5	51.5	47.4	0.0	10.3	14.6
LS Olympia-Tumwater WA MSA	560	136,307	3.1	11,866	19.2	8.0	3.3	17.5	17.9	15.0	23.9	24.6	26.1	39.4	35.9	33.9	0.0	13.6	21.7
LS Spokane-Spokane Valley WA MSA	1,024	165,141	5.7	21,417	19.8	14.9	5.1	18.3	20.2	16.4	21.8	20.4	21.3	40.1	34.8	37.1	0.0	9.7	20.1
LS Washington Non-MSA	452	93,452	2.5	10,334	17.3	7.7	2.4	15.7	13.7	9.1	21.7	19.9	20.7	45.3	48.5	48.7	0.0	10.2	19.1
LS Yakima WA MSA	345	40,183	1.9	5,686	22.4	12.2	2.9	16.9	20.6	11.3	19.9	26.7	19.7	40.9	33.0	50.0	0.0	7.5	16.1
Total	**18,022**	**6,038,557**	**100.0**	**265,356**	**20.0**	**7.8**	**3.8**	**17.8**	**15.8**	**14.6**	**22.1**	**20.6**	**22.8**	**40.1**	**49.5**	**43.6**	**0.0**	**6.2**	**15.2**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank’s originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is adequate in the Bremerton-Silverdale, WA MSA and good in the Seattle-Tacoma-Bellevue, WA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 36 percent of its small loans to businesses.

Bremerton-Silverdale, WA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Bremerton-Silverdale, WA MSA is adequate. Based on businesses with known revenues, the proportion of the bank’s small loans to businesses at 49.1 percent is lower than the 82.1 percent of businesses with gross annual revenues of $1 million or less. Considering the bank’s distribution is stronger than the 39 percent for aggregate lenders, overall performance is adequate.

Seattle-Tacoma-Bellevue, WA MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Seattle-Tacoma-Bellevue, WA MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 51.8 percent is lower than the 78.8 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is stronger than the 38.9 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Bremerton-Silverdale WA MSA	1,919	45,647	3.4	6,598	82.1	49.1	39.0	3.1	11.2	14.8	39.7
FS Seattle-Tacoma-Bellevue WA MSA	43,951	1,033,142	78.5	114,813	78.8	51.8	38.9	4.6	12.3	16.6	35.9
LS Bellingham WA MSA	1,887	30,151	3.4	8,080	80.6	48.2	35.3	4.5	13.7	14.9	38.1
LS Kennewick-Richland WA MSA	1,064	21,212	1.9	5,561	77.6	52.6	38.4	4.4	11.0	18.0	36.4
LS Longview WA MSA	428	20,890	0.8	1,622	78.5	46.7	35.3	5.2	22.7	16.3	30.6
LS Mount Vernon-Anacortes WA MSA	821	11,183	1.5	4,298	79.0	47.1	33.6	4.7	12.3	16.3	40.6
LS Olympia-Tumwater WA MSA	1,467	20,782	2.6	6,859	79.8	50.9	37.4	3.5	11.7	16.7	37.4
LS Spokane-Spokane Valley WA MSA	2,468	49,343	4.4	14,151	78.7	48.7	35.7	4.9	13.3	16.4	37.9
LS Yakima WA MSA	991	14,967	1.9	4,828	76.4	44.7	38.4	5.4	14.6	18.3	40.7
LS Washington Non-MSA	965	19,028	1.7	5,688	80.1	51.7	40.1	3.2	10.9	16.7	37.4
Total	**55,961**	**1,266,345**	**100.0**	**172,498**	**79.0**	**51.2**	**38.3**	**4.5**	**12.4**	**16.5**	**36.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is adequate in the Bremerton-Silverdale, WA MSA and Seattle-Tacoma-Bellevue, WA MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 42 percent of its small loans to farms.

Bremerton-Silverdale, WA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Bremerton-Silverdale, WA MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 45.5 percent is lower than the 97.5 percent of farms with gross annual revenues of $1 million or less; however, the bank's distribution exceeds the 40 percent for aggregate lenders.

Seattle-Tacoma-Bellevue, WA MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Seattle-Tacoma-Bellevue, WA MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 47.7 percent is lower than the 95.5 percent of farms with gross annual revenues of $1 million or less and it is lower than the 54.1 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Bremerton-Silverdale WA MSA	33	270	4.2	30	97.5	45.5	40.0	1.8	12.5	0.6	51.5
FS Seattle-Tacoma-Bellevue WA MSA	300	4,014	39.9	296	95.5	47.7	54.1	2.9	9.7	1.6	42.7
LS Bellingham WA MSA	86	874	10.8	153	95.9	45.3	43.8	2.9	15.1	1.2	39.5
LS Kennewick-Richland WA MSA	84	1,123	10.6	259	91.5	44.0	47.1	6.3	15.5	2.2	40.5
LS Longview WA MSA	4	20	0.8	7	93.6	75.0	42.9	2.6	50.0	3.8	0.0
LS Mount Vernon-Anacortes WA MSA	51	1,291	6.4	68	92.5	51.0	45.6	5.2	15.7	2.3	33.3
LS Olympia-Tumwater WA MSA	19	478	2.5	32	96.1	31.6	43.8	2.1	14.3	1.8	63.2
LS Spokane-Spokane Valley WA MSA	45	1,054	5.7	164	97.4	46.7	44.5	1.7	6.7	0.9	48.9
LS Yakima WA MSA	110	3,425	13.9	322	89.9	26.4	52.8	7.8	30.9	2.3	42.7
LS Washington Non-MSA	61	2,912	9.7	263	97.3	44.3	54.8	1.1	16.4	1.6	39.3
Total	**793**	**15,461**	**100.0**	**1,594**	**95.1**	**43.6**	**49.9**	**3.3**	**14.1**	**1.6**	**42.2**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.

Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a significantly positive effect overall on the bank's Lending Test performance in the state of Washington. To help assess the bank's capacity to lend, examiners compared the dollar volume of CD loans with the dollar volume of the bank's net Tier 1 Capital allocated to the assessment area according to the assessment area's proportion of deposits.

Bremerton-Silverdale, WA MSA

In the Bremerton-Silverdale, WA MSA, CD lending has a neutral effect on the lending performance in the assessment area. During the evaluation period, the bank originated four CD loans totaling $444,000 that helped provide eight units of affordable housing. CD lending represents 0.6 percent of the allocated Tier 1 Capital. The bank met the community's credit needs primarily through retail lending.

Seattle-Tacoma-Bellevue, WA MSA

In the Seattle-Tacoma-Bellevue, WA MSA, CD lending has a significantly positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 73 CD loans totaling $419.3 million that primarily helped provide more than 3,200 units of affordable housing. CD lending represents 13.9 percent of the adjusted allocated Tier 1 Capital, after considering approximately $2 billion in deposits from national corporations in which the deposits did not derive from the local community. Examples of significant CD loans include:

- The bank provided $11.4 million in construction financing for the Plymouth Housing Group's 65-unit affordable housing development. The developer set aside one unit for the onsite property manager. The remaining 64 studio apartment units are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $2.4 million in funding to acquire and predevelop City Center Apartments, a 347-unit multifamily housing project in Lynnwood, WA. Because Bank of

America funded approximately 75 percent of the construction loans, examiners allocated 260 of the units to Bank of America. All units are restricted to incomes at or below 60 percent of the area median income.

- In partnership with Alliant Capital, the bank provided $3.9 million in acquisition and predevelopment financing to develop Villas at Auburn in Auburn, WA. The development is a 295-unit multifamily housing project. Examiners allocated 236 units to the bank based on its 80 percent participation in the partnership. All units are restricted to incomes at or below 60 percent of the area median income.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Washington, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance varied across the limited-scope assessment areas. Performance in the Kennewick-Richland, WA MSA, Longview, WA MSA, Olympia-Tumwater, WA MSA, Spokane-Spokane Valley, WA MSA, Yakima, WA MSA, and Washington Non-MSA is consistent with the Outstanding Lending Test performance in the state of Washington. Performance in the Bellingham, WA MSA and Mount Vernon-Anacortes, WA MSA is weaker than the Outstanding Lending Test performance in the state of Washington primarily due to weaker distributions of loans by borrower income and lower levels of CD lending.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Washington is rated High Satisfactory. Investment Test performance is poor in the Bremerton-Silverdale, WA MSA and it is excellent in the Seattle-Tacoma-Bellevue, WA MSA. Poor performance in limited-scope assessment areas has a negative effect on the state rating.

Bremerton-Silverdale, WA MSA

In the Bremerton-Silverdale, WA MSA, Bank of America has a poor level of CD investments. The bank made 21 CD investments during the current evaluation period totaling $2.6 million. In addition, the bank has six CD investments totaling $278,000 it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Approximately $2.6 million or 98 percent of the investment dollars supported 15 units of affordable housing. Prior period and current period investments total $2.9 million or 3.6 percent of allocated Tier 1 Capital. The majority of current period investments are neither innovative nor complex with mortgage-backed securities representing $2.6 million or 97 percent of the investment dollars.

Seattle-Tacoma-Bellevue, WA MSA

In the Seattle-Tacoma-Bellevue, WA MSA, the bank has an excellent level of CD investments. The bank made 330 CD investments during the evaluation period totaling $258.1 million. In addition, the bank has 158 CD investments totaling $85.4 million it made during a prior evaluation period that are still outstanding and continuing to provide benefit to the community. Prior period and current period investments total $343.5 million or 11.4 percent of the adjusted allocated Tier 1 Capital, after considering the $2 billion in deposits that did not originate from the assessment area. Approximately $249.9 million or 97 percent of the investment dollars supported 3,258 units of affordable housing. The majority of current period investments are innovative or complex with LIHTCs representing approximately $131.4 million or 51 percent of the investment dollars.

Examples of community development investments include:

- The bank purchased $7.8 million in LIHTCs to help fund the construction of Aurora Apartments, a 71-unit affordable housing development in Seattle, WA. Tenants targeted are homeless single adults or couples without children and homeless disabled veterans. Five units are not income restricted and three units are reserved for resident managers. The remaining 63 units are restricted to incomes at or below 30 percent of the area median income.

- The bank purchased $13.6 million in LIHTCs to support the construction of Compass at Ronald Commons, an affordable housing development in Seattle, WA. The project is a mixed-use building consisting of two condominium developments. The first condominium development includes 60 units that are restricted to incomes at or below 50 percent of the area median income. Half of those units are restricted to incomes at 30 percent of the area median income, which are further restricted to homeless families and veterans, and households with individuals with developmental disabilities. The bank also provided a construction loan for this project. The second condominium development houses Hopelink’s Shoreline Integrated Service Center. The service center features a full, grocery store-style food bank and provides emergency financial help for eviction prevention and energy assistance. The organization also offers adult education and financial coaching and assistance for those seeking employment.

- The bank purchased $10.6 million in LIHTCs to support the construction of Delridge Supportive Housing, a new four-story 66-unit affordable housing development in Seattle. This housing development will provide permanent supportive housing for chronically homeless single adults. All units are restricted to incomes at or below 30 percent of the area median income. The bank also provided the construction loan for this project.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: WASHINGTON				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Bremerton, WA	6	278	21	2,643	27	2,920	0.78	0	0
Seattle, WA	158	85,363	330	258,144	488	343,506	91.21	6	38,918
Limited Review									
Bellingham, WA	6	1,119	18	1,326	24	2,445	0.65	0	0
Kennewick, WA	5	336	19	2,277	24	2,613	0.69	0	0
Longview, WA	4	93	12	541	16	634	0.17	0	0
Mount Vernon, WA	4	1,696	16	723	20	2,419	0.64	0	0
Olympia, WA	3	145	17	2,474	20	2,618	0.70	0	0
Spokane, WA	9	1,133	24	10,531	33	11,664	3.10	0	0
Yakima, WA	10	676	14	1,044	24	1,720	0.46	0	0
Washington Non-MSA	4	522	8	571	12	1,093	0.29	0	0
WASHINGTON - Statewide	0	0	27	252	27	252	0.07	0	0
WASHINGTON - Non Assessed	19	771	31	3,951	50	4,722	1.25	0	0
WASHINGTON	228	92,131	537	284,477	765	376,608	100.00	6	38,918

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance varied across the limited-scope assessment areas. Performance in the Mount Vernon-Anacortes, WA MSA is consistent with the High Satisfactory Investment Test performance in the state of Washington. Performance in the Spokane-Spokane Valley, WA MSA is stronger than the High Satisfactory Investment Test performance in the state of Washington primarily due to a higher level of CD investments relative to the bank's financial capacity in the assessment area. Performance in the Bellingham, WA MSA, Kennewick-Richland, WA MSA, Longview, WA MSA, Olympia-Tumwater, WA MSA, Yakima, WA MSA, and Washington Non-MSA is weaker than the High Satisfactory Investment Test performance in the state of Washington primarily due to the limited community development investment activity. The poor performance in a majority of the limited-scope assessment areas has a negative effect on the overall Investment Test rating.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Washington is rated Outstanding. Service Test performance is excellent in the Bremerton-Silverdale, WA MSA and Seattle-Tacoma-Bellevue, WA MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Bremerton-Silverdale, WA MSA

In the Bremerton-Silverdale, WA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's seven financial centers with the distribution of the population. Because there are no low-income geographies, examiners based the conclusion on the distribution performance in moderate-income geographies. The bank has two or 28.6 percent of its financial centers located in moderate-income geographies. Considering 19.5 percent of the population lives in moderate-income geographies, the distribution performance is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have no effect on the retail banking services conclusion.

The bank has one financial center in a middle-income census tract that is adjacent to or in very close proximity to a moderate-income census tract. The adjacent financial center provides individuals in moderate-income geographies additional accessibility to retail banking services.

Financial center openings and closings did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, the bank closed one financial center in an upper-income geography.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. All financial centers are open 10:00 am to 5:00 pm Monday through Thursday and 10:00 am to 6:00 pm on Friday. All financial centers, except one located in a moderate-income geography, are open for Saturday banking between the hours of 10:00 am and 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Bremerton-Silverdale WA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	12	21.8	48,900	19.5	2	28.6	4	23.5	0	0.0	0	0.0
Middle	31	56.4	145,326	57.9	4	57.1	10	58.8	0	0.0	0	0.0
Upper	11	20.0	56,907	22.7	1	14.3	3	17.6	0	0.0	1	100.0
NA	1	1.8	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**55**	**100.0**	**251,133**	**100.0**	**7**	**100.0**	**17**	**100.0**	**0**	**100.0**	**1**	**100.0**

Source: 2010 U.S. Census & Bank Data
Due to rounding, totals may not equal 100.0

Seattle-Tacoma-Bellevue, WA MSA

In the Seattle-Tacoma-Bellevue, WA MSA, the bank's service delivery systems are readily accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 128 financial centers with the distribution of the population. The bank has 11 or 8.6 percent of its financial centers in low-income geographies. The bank also has 27 or 8.9 percent of its ATMs in low-income geographies. Considering 4 percent of the population lives in low-income geographies along with additional access provided by adjacent financial centers, financial center distribution is excellent. The bank 32 or 25 percent of its financial centers and 73 or 23.9 percent of its ATMs in moderate-income geographies. Considering 20.8 percent of the population resides in moderate-income geographies, financial center distribution is excellent.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a significantly positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using the five ADS platforms are near to or exceeds the proportion of the population in low- and moderate-income geographies. For example, cash dispensing ATM usage, full-service ATM usage, and text banking usage by customers in low- and moderate-income geographies exceed the proportion of the population in low- and moderate-income geographies. Considering the additional accessibility provided through alternative delivery systems, Alternative delivery systems have a significantly positive effect on the retail banking services conclusion.

The bank has 18 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to low- and moderate-income census tracts. Six of the adjacent financial centers provide additional access to retail banking services in low-income geographies and twelve financial centers provide additional access in moderate-income geographies.

Financial center openings and closings generally did not adversely affect the accessibility of retail banking services, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank closed 13 financial centers and opened five. The bank closed one financial center in a low-income geography, one in a moderate-income geography, and the remaining eleven in middle- and upper-income geographies. Despite the closures, financial centers remain readily accessible to individuals and geographies of different income levels.

Banking products and services do not vary in a way that inconvenience the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Financial centers are generally open 10:00 am to 6:00 pm Monday through Friday. Saturday banking is generally available 10:00 am to 1:00 pm.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Seattle-Tacoma-Bellevue WA MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	31	4.3	139,040	4.0	11	8.6	27	8.9	1	20.0	1	7.7
Moderate	153	21.2	714,671	20.8	32	25.0	73	23.9	0	0.0	1	7.7
Middle	334	46.3	1,652,826	48.0	52	40.6	129	42.3	2	40.0	7	53.8
Upper	199	27.6	927,566	27.0	33	25.8	73	23.9	2	40.0	4	30.8
NA	4	0.6	5,706	0.2	0	0.0	3	1.0	0	0.0	0	0.0
Totals	**721**	**100.0**	**3,439,809**	**100.0**	**128**	**100.0**	**305**	**100.0**	**5**	**100.0**	**13**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Bremerton-Silverdale, WA MSA

The bank provides few community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 12 community development services targeted to low- and moderate-income individuals. Employees provided five financial education for 131 elementary school students that are primarily from low- and moderate-income families. Employees participated in seven webinars and workshops with non-profit organizations to help the organizations with capacity building. No employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Seattle-Tacoma-Bellevue, WA MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 168 community development services targeted to low- and moderate-income individuals. Employees provided 42 financial education workshops and 70 foreclosure prevention workshops for 1,200 individuals. Attendees to the financial education workshops were primarily students from low- and moderate-income families. Employees participated in 47 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, nine employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance varied across the limited-scope assessment areas. Performance in the Bellingham, WA MSA, Longview, WA MSA, and Yakima, WA MSA is consistent with the Outstanding Service Test performance in the state of Washington. Performance in the Kennewick-Richland, WA MSA, Mount Vernon-Anacortes, WA MSA, Olympia-Tumwater, WA MSA, Spokane-Spokane Valley, WA MSA, and Washington Non-MSA is weaker than the Outstanding Service Test performance in the state of Washington. Performance is weaker primarily due to the weaker distribution of financial centers.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that examiners reviewed, and loan products examiners considered. The table also reflects the metropolitan and nonmetropolitan areas that received comprehensive examination review (designated by the term "full-scope") and those that received a less comprehensive review (designated by the term "limited-scope").

Time Period Reviewed	Lending Test, CD Loans, Investment Test, Service Test: January 1, 2012 to December 31, 2016	
Financial Institution	**Products Reviewed**	
Bank of America, N.A. (BANA) Charlotte, North Carolina	Home Mortgage Loans, Small Loans to Businesses, Small Loans to Farms, Letters of Credit, CD Loans, CD Investments, CD Services	
Affiliate(s)	**Affiliate Relationship**	**Products Reviewed**
Banc of America Community Development Corporation	BANA Subsidiary	CD Loans; CD Investments
Banc of America Leasing & Capital, LLC	BANA Subsidiary	CD Investments
NB Holdings Corporation	BAC Subsidiary	CD Investments
Banc of America CDE, LLC	BANA Subsidiary	CD Investments
Legacy FIA Card Services	BANA Subsidiary	CD Services
Framework, Inc.	BANA Subsidiary	CD Investments
Merrill Lynch Community Development Company, LLC	BANA Subsidiary	CD Investments
ML BUSA Community Development Corporation	BANA Subsidiary	CD Investments
Banc of America Preferred Funding Corp (PFC)	BANA Subsidiary	CD Investments
Specialized Lending, LLC	BANA Subsidiary	CD Investments
The Bank of America Charitable Foundation, Inc.	BANA Subsidiary	CD Investments
Banc of America Public Capital Corp	BANA Subsidiary	CD Loans

List of Assessment Areas and Type of Examination			
Assessment Area and MSA/MD # (Some AAs include portions of counties)		Type of Exam	Other Information (Reflects counties within aggregated AAs)
Multistate MSAs			
Allentown-Bethlehem-Easton, PA-NJ			
Allentown-Bethlehem-Easton, PA-NJ	10900	Full-Scope	Entire MSA
Augusta-Richmond County, GA-SC			
Augusta-Richmond County, GA-SC	12260	Full-Scope	Entire MSA
Boston-Cambridge-Newton, MA-NH			
Boston-Cambridge-Newton, MA-NH	14460	Full-Scope	Entire MSA
Charlotte-Concord-Gastonia, NC-SC			
Charlotte-Concord-Gastonia, NC-SC	16740	Full-Scope	Entire MSA
Kansas City, MO-KS			
Kansas City, MO-KS	28140	Full-Scope	Entire MSA
Myrtle Beach-Conway-North Myrtle Beach SC-NC			
Myrtle Beach-Conway-North Myrtle Beach, SC-NC	34820	Full-Scope	Entire MSA
New York-Newark-Jersey City, NY-NJ			
New York-Newark-Jersey City, NY-NJ	35620	Full-Scope	Entire MSA except Pike County, PA
Philadelphia-Camden-Wilmington, PA-NJ-DE - MD			
Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	37980	Full-Scope	Entire MSA except Salem County, NJ and Cecil County, MD
Portland-Vancouver-Hillsboro, OR-WA			
Portland-Vancouver-Hillsboro, OR-WA	38900	Full-Scope	Entire MSA
Providence-Warwick, RI-MA			
Providence-Warwick, RI-MA	39300	Full-Scope	Entire MSA
Salisbury, MD-DE			
Salisbury, MD-DE	41540	Full-Scope	Entire MSA
St. Louis, MO-IL			
St. Louis, MO-IL	41180	Full-Scope	Entire MSA
Washington-Arlington-Alexandria DC-VA-MD-WV			
Washington-Arlington-Alexandria DC-VA-MD-WV	47900	Full-Scope	Entire MSA except Jefferson County, WV
Worcester, MA-CT			
Worcester, MA-CT	49340	Full-Scope	Entire MSA
ARIZONA			
Lake Havasu City-Kingman, AZ	29420	Full-Scope	Entire MSA
Phoenix-Mesa-Scottsdale, AZ	38060	Full-Scope	Entire MSA
Flagstaff, AZ	22380	Limited-Scope	Entire MSA
Prescott, AZ	39140	Limited-Scope	Entire MSA

Sierra Vista-Douglas, AZ	43420	Limited-Scope	Entire MSA
Tucson, AZ	46060	Limited-Scope	Entire MSA
Arizona Non-MSA		Limited-Scope	Apache county only
ARKANSAS			
Fayetteville-Springdale-Rogers, AR-MO	22220	Full-Scope	Entire MSA except McDonald County, MO
Little Rock-North Little Rock-Conway, AR	30780	Full-Scope	Entire MSA
Jonesboro, AR	27860	Limited-Scope	Entire MSA
Pine Bluff, AR	38220	Limited-Scope	Entire MSA
CALIFORNIA			
Fresno, CA	23420	Full-Scope	Entire MSA
Los Angeles-Long Beach-Anaheim, CA	31080	Full-Scope	Entire MSA
Riverside-San Bernardino-Ontario, CA	40140	Full-Scope	Entire MSA
San Francisco-Oakland-Hayward, CA	41860	Full-Scope	Entire MSA
Bakersfield, CA	12540	Limited-Scope	Entire MSA
Chico, CA	17020	Limited-Scope	Entire MSA
El Centro, CA	20940	Limited-Scope	Entire MSA
Hanford-Corcoran, CA	25260	Limited-Scope	Entire MSA
Madera, CA	31460	Limited-Scope	Entire MSA
Merced, CA	32900	Limited-Scope	Entire MSA
Modesto, CA	33700	Limited-Scope	Entire MSA
Napa, CA	34900	Limited-Scope	Entire MSA
Oxnard-Thousand Oaks-Ventura, CA	37100	Limited-Scope	Entire MSA
Redding, CA	39820	Limited-Scope	Entire MSA
Sacramento-Roseville-Arden-Arcade, CA	40900	Limited-Scope	Entire MSA
Salina, CA	41500	Limited-Scope	Entire MSA
San Diego-Carlsbad, CA	41740	Limited-Scope	Entire MSA
San Jose-Sunnyvale-Santa Clara, CA	41940	Limited-Scope	Entire MSA
San Luis Obispo-Paso Robles-Arroyo Grande, CA	42020	Limited-Scope	Entire MSA
Santa Cruz-Watsonville, CA	42100	Limited-Scope	Entire MSA
Santa Maria-Santa Barbara, CA	42200	Limited-Scope	Entire MSA
Santa Rosa, CA	42220	Limited-Scope	Entire MSA
Stockton-Lodi, CA	44700	Limited-Scope	Entire MSA
Vallejo-Fairfield, CA	46700	Limited-Scope	Entire MSA
Visalia-Porterville, CA	47300	Limited-Scope	Entire MSA
Yuba City, CA	49700	Limited-Scope	Entire MSA
California Non-MSA		Limited-Scope	Amador, Calaveras, Inyo, Lake, Lassen, Mendocino, Mono, Nevada, Tehama, and Tuolumne counties only
COLORADO			

Denver-Aurora-Lakewood, CO	19740	Full-Scope	Entire MSA
Boulder, CO	14500	Limited-Scope	Entire MSA
Colorado Non-MSA		Limited-Scope	Eagle County only
CONNECTICUT			
Bridgeport-Stamford-Norwalk, CT	14860	Full-Scope	Entire MSA
Hartford-West Hartford-East Hartford, CT	25540	Full-Scope	Entire MSA
New Haven-Milford, CT	35300	Limited-Scope	Entire MSA
Norwich-New London, CT	35980	Limited-Scope	Entire MSA
Connecticut Non-MSA		Limited-Scope	Litchfield County only
DELAWARE			
Dover, DE	20100	Full-Scope	Entire MSA
FLORIDA			
Jacksonville, FL	27260	Full-Scope	Entire MSA
Miami-Fort Lauderdale-West Palm Beach, FL	33100	Full-Scope	Entire MSA
North Port-Sarasota-Bradenton, FL	35840	Full-Scope	Entire MSA
Cape Coral-Fort Myers, FL	15980	Limited-Scope	Entire MSA
Crestview-Fort Walton Beach-Destin, FL	18880	Limited-Scope	Entire MSA
Deltona-Daytona Beach-Ormond Beach, FL	19660	Limited-Scope	Entire MSA
Gainesville, FL	23540	Limited-Scope	Entire MSA
Homosassa Springs, FL	26140	Limited-Scope	Entire MSA
Lakeland-Winter Haven, FL	29460	Limited-Scope	Entire MSA
Naples-Immokalee-Marco Island, FL	34940	Limited-Scope	Entire MSA
Ocala, FL	36100	Limited-Scope	Entire MSA
Orlando-Kissimmee-Sanford, FL	36740	Limited-Scope	Entire MSA
Palm Bay-Melbourne-Titusville, FL	37340	Limited-Scope	Entire MSA
Pensacola-Ferry Pass-Brent, FL	37860	Limited-Scope	Entire MSA
Port St. Lucie, FL	38940	Limited-Scope	Entire MSA
Punta Gorda, FL	39460	Limited-Scope	Entire MSA
Sebastian-Vero Beach, FL	42680	Limited-Scope	Entire MSA
Sebring, FL	42700	Limited-Scope	Entire MSA
Tallahassee, FL	45220	Limited-Scope	Entire MSA
Tampa-St. Petersburg-Clearwater, FL	45300	Limited-Scope	Entire MSA
The Villages, FL	45540	Limited-Scope	Entire MSA
Florida Non-MSA		Limited-Scope	De Soto, Madison, Monroe, Okeechobee, Putnam counties
GEORGIA			
Athens-Clark County, GA	12020	Full-Scope	Entire MSA
Atlanta-Sandy Springs-Roswell, GA	12060	Full-Scope	Entire MSA
Brunswick, GA	15260	Limited-Scope	Entire MSA

Columbus, GA-AL	17980	Limited-Scope	Entire MSA except Russell County, AL
Dalton, GA	19140	Limited-Scope	Entire MSA
Gainesville, GA	23580	Limited-Scope	Entire MSA
Macon-Bibb County, GA	31420	Limited-Scope	Entire MSA
Savannah, GA	42340	Limited-Scope	Entire MSA
Valdosta, GA	46660	Limited-Scope	Entire MSA
Warner Robins, GA	47580	Limited-Scope	Entire MSA
Georgia Non-MSA		Limited-Scope	Bulloch, Camden, Troup, Wayne counties
IDAHO			
Coeur d'Alene, ID	17660	Full-Scope	Entire MSA
ILLINOIS			
Chicago-Naperville-Elgin, IL-IN-WI	16980	Full-Scope	Entire MSA except Kenosha, WI
Rockford, IL	40420	Limited-Scope	Boone and Winnebago counties
IOWA			
Des Moines-West Des Moines, IA	19780	Full-Scope	Entire MSA
KANSAS			
Topeka, KS	45820	Full-Scope	Entire MSA
Wichita Falls, KS	48660	Full-Scope	Entire MSA
Lawrence, KS	29940	Limited-Scope	Entire MSA
Manhattan, KS	31740	Limited-Scope	Entire MSA
MAINE			
Portland-South Portland, ME	38860	Full-Scope	Entire MSA
Maine Non-MSA		Limited-Scope	Waldo County
MARYLAND			
Baltimore-Columbia-Towson, MD	12580	Full-Scope	Entire MSA
California-Lexington Park, MD	15680	Limited-Scope	Entire MSA
Maryland Non-MSA		Limited-Scope	Dorchester and Talbot counties
MASSACHUSETTS			
Springfield, MA	44140	Full-Scope	Entire MSA
Barnstable Town, MA	12700	Limited-Scope	Entire MSA
Massachusetts Non-MSA		Limited-Scope	Dukes, Franklin, and Nantucket counties
MICHIGAN			
Detroit-Warren-Dearborn, MI	19820	Full-Scope	Entire MSA
Ann Arbor, MI	11460	Limited-Scope	Entire MSA
Grand Rapids-Wyoming, MI	24340	Limited-Scope	Entire MSA
Lansing-East Lansing, MI	29620	Limited-Scope	Entire MSA
MINNESOTA			

Minneapolis-St. Paul-Bloomington, MN-WI	33460	Full-Scope	Entire MSA except Pierce County, WI and St. Croix County, WI
MISSOURI			
Springfield, MO	44220	Full-Scope	Entire MSA
Columbia, MO	17860	Limited-Scope	Entire MSA
Missouri Non-MSA		Limited-Scope	Howell and Phelps counties
NEVADA			
Las Vegas-Henderson-Paradise, NV	29820	Full-Scope	Entire MSA
Reno, NV	39900	Full-Scope	Entire MSA
Carson City, NV	16180	Limited-Scope	Entire MSA
Nevada Non-MSA		Limited-Scope	Douglas, Lyon, and Nye counties
NEW HAMPSHIRE			
Manchester-Nashua, NH	31700	Full-Scope	Entire MSA
New Hampshire Non-MSA		Limited-Scope	Cheshire, Grafton, and Merrimack counties
NEW JERSEY			
Atlantic City-Hammonton, NJ	12100	Full-Scope	Entire MSA
Trenton, NJ	45940	Full-Scope	Entire MSA
Ocean City, NJ	36140	Limited-Scope	Entire MSA
Vineland-Bridgeton, NJ	47220	Limited-Scope	Entire MSA
NEW MEXICO			
Albuquerque, NM	10740	Full-Scope	Entire MSA
New Mexico Non-MSA		Full-Scope	McKinley County
Farmington, NM	22140	Limited-Scope	Entire MSA
Las Cruces, NM	29740	Limited-Scope	Entire MSA
Santa Fe, NM	42140	Limited-Scope	Entire MSA
NEW YORK			
Buffalo-Cheektowaga-Niagara Falls, NY	15380	Full-Scope	Entire MSA
Kingston, NY	28740	Full-Scope	Entire MSA
Syracuse, NY	45060	Full-Scope	Entire MSA
Albany-Schenectady-Troy, NY	10580	Limited-Scope	Entire MSA
Ithaca, NY	27060	Limited-Scope	Entire MSA
Rochester, NY	40380	Limited-Scope	Entire MSA
Utica-Rome, NY	46540	Limited-Scope	Entire MSA
New York Non-MSA		Limited-Scope	Genesee County
NORTH CAROLINA			
Greensboro-High Point, NC	24660	Full-Scope	Entire MSA
Jacksonville, NC	27340	Full-Scope	Entire MSA
Raleigh, NC	39580	Full-Scope	Entire MSA
Asheville, NC	11700	Limited-Scope	Entire MSA

Burlington, NC	15500	Limited-Scope	Entire MSA
Durham-Chapel Hill, NC	20500	Limited-Scope	Entire MSA
Fayetteville, NC	22180	Limited-Scope	Entire MSA
Greenville, NC	24780	Limited-Scope	Entire MSA
Hickory-Lenoir-Morganton, NC	25860	Limited-Scope	Entire MSA
New Bern, NC	35100	Limited-Scope	Entire MSA
Wilmington, NC	48900	Limited-Scope	Entire MSA
Winston-Salem, NC	49180	Limited-Scope	Entire MSA
North Carolina Non-MSA		Limited-Scope	Avery, Beaufort, McDowell, Macon, Moore, Polk, Vance, Watauga, and Wilkes counties
OHIO			
Cleveland-Elyria, OH	17460	Full-Scope	Entire MSA
Cincinnati, OH-KY-IN	17140	Limited-Scope	Entire MSA except Dearborn, Ohio, and Union counties in Indiana and Boone, Bracken, Campbell, Gallatin, Grant, Kenton, and Pendleton counties in Kentucky
OKLAHOMA			
Oklahoma City, OK	36420	Full-Scope	Entire MSA
Tulsa, OK	46140	Full-Scope	Entire MSA
Lawton, OK	30020	Limited-Scope	Entire MSA
Oklahoma Non-MSA		Limited-Scope	Cherokee County
OREGON			
Bend-Redmond, OR	13460	Full-Scope	Entire MSA
Eugene, OR	21660	Full-Scope	Entire MSA
Albany, OR	10540	Limited-Scope	Entire MSA
Corvallis, OR	18700	Limited-Scope	Entire MSA
Salem, OR	41420	Limited-Scope	Entire MSA
PENNSYLVANIA			
Pittsburgh, PA	38300	Full-Scope	Entire MSA
Scranton-Wilkes-Barre-Hazleton, PA	42540	Limited-Scope	Entire MSA
SOUTH CAROLINA			
Charleston-North Charleston, SC	16700	Full-Scope	Entire MSA
Columbia, SC	17900	Full-Scope	Entire MSA
Greenville-Anderson-Mauldin, SC	24860	Limited-Scope	Entire MSA
Hilton Head Island-Bluffton-Beaufort, SC	25940	Limited-Scope	Entire MSA
Spartanburg, SC	43900	Limited-Scope	Entire MSA
South Carolina Non-MSA		Limited-Scope	Cherokee, Georgetown, Oconee, and Orangeburg counties
TENNESSEE			

Memphis, TN-MS-AR	32820	Full-Scope	Entire MSA except Crittenden County, AR; and De Soto, Marshall, Tate, and Tunica counties in Mississippi
Nashville-Davidson-Murfreesboro-Franklin, TN	34980	Full-Scope	Entire MSA
Chattanooga, TN-GA	16860	Limited-Scope	Entire MSA except Catoosa, Dade, and Walker counties in Georgia
Clarksville, TN-KY	17300	Limited-Scope	Entire MSA except Christian and Trigg counties in Kentucky
Knoxville, TN	28940	Limited-Scope	Entire MSA
TEXAS			
Austin-Round Rock, TX	12420	Full-Scope	Entire MSA
Dallas-Fort Worth-Arlington, TX	19100	Full-Scope	Entire MSA
Houston-The Woodlands-Sugar Land, TX	26420	Full-Scope	Entire MSA
San Antonio-New Braunfels, TX	41700	Full-Scope	Entire MSA
Abilene, TX	10180	Limited-Scope	Entire MSA
Amarillo, TX	11100	Limited-Scope	Entire MSA
Beaumont-Port Arthur, TX	13140	Limited-Scope	Entire MSA
Brownsville-Harlingen, TX	15180	Limited-Scope	Entire MSA
College Station-Bryan, TX	17780	Limited-Scope	Entire MSA
Corpus Christi, TX	18580	Limited-Scope	Entire MSA
El Paso, TX	21420	Limited-Scope	Entire MSA
Killeen-Temple, TX	28660	Limited-Scope	Entire MSA
Laredo, TX	29700	Limited-Scope	Entire MSA
Lubbock, TX	31180	Limited-Scope	Entire MSA
McAllen-Edinburg-Mission, TX	32580	Limited-Scope	Entire MSA
Midland, TX	33260	Limited-Scope	Entire MSA
Odessa, TX	36220	Limited-Scope	Entire MSA
San Angelo, TX	41660	Limited-Scope	Entire MSA
Tyler, TX	46340	Limited-Scope	Entire MSA
Victoria, TX	47020	Limited-Scope	Entire MSA
Waco, TX	47380	Limited-Scope	Entire MSA
Wichita Falls, TX	48660	Limited-Scope	Entire MSA
Texas Non-MSA		Limited-Scope	Erath, Kerr, and Palo Pinto counties
VIRGINIA			
Charlottesville, VA	16820	Full-Scope	Entire MSA
Richmond, VA	40060	Full-Scope	Entire MSA
Blacksburg-Christiansburg-Radford, VA	13980	Limited-Scope	Entire MSA
Harrisonburg, VA	25500	Limited-Scope	Entire MSA
Lynchburg, VA	31340	Limited-Scope	Entire MSA

Virginia Beach-Norfolk-Newport News, VA-NC	47260	Limited-Scope	Entire MSA except Currituck County, NC
Virginia Non-MSA		Limited-Scope	Franklin City, Louisa, and Orange counties
WASHINGTON			
Bremerton-Silverdale, WA	14740	Full-Scope	Entire MSA
Seattle-Tacoma-Bellevue, WA	42660	Full-Scope	Entire MSA
Bellingham, WA	13380	Limited-Scope	Entire MSA
Kennewick-Richland, WA	28420	Limited-Scope	Entire MSA
Longview, WA	31020	Limited-Scope	Entire MSA
Mount Vernon-Anacortes, WA	34580	Limited-Scope	Entire MSA
Olympia-Tumwater, WA	36500	Limited-Scope	Entire MSA
Spokane-Spokane Valley, WA	44060	Limited-Scope	Entire MSA
Yakima, WA	49420	Limited-Scope	Entire MSA
Washington Non-MSA		Limited-Scope	Island, Lewis, Mason, and Whitman counties

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS - BANK OF AMERICA, N.A.				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Rating
BANK OF AMERICA, N.A.	Outstanding	Outstanding	High Satisfactory	Outstanding
Multistate Metropolitan Area (MA):				
Allentown-Bethlehem-Easton, PA-NJ	High Satisfactory	Outstanding	Outstanding	Outstanding
Augusta-Richmond County, GA-SC	High Satisfactory	Outstanding	Needs to Improve	Satisfactory
Boston-Cambridge-Newton, MA-NH	Outstanding	Outstanding	Low Satisfactory	Outstanding
Charlotte-Concord-Gastonia, NC-SC	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Kansas City, MO-KS	High Satisfactory	Outstanding	Outstanding	Outstanding
Myrtle Beach-Conway-North Myrtle Beach, SC-NC	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
New York-Newark-Jersey City, NY-NJ	Outstanding	Outstanding	High Satisfactory	Outstanding
Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	Outstanding	Outstanding	High Satisfactory	Outstanding
Portland-Vancouver-Hillsboro, OR-WA	Outstanding	Outstanding	Outstanding	Outstanding
Providence-Warwick, RI-MA	Outstanding	Outstanding	Outstanding	Outstanding
Salisbury, MD-DE	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
St. Louis, MO-IL	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Washington-Arlington-Alexandria DC-VA-MD-WV	Outstanding	Outstanding	Outstanding	Outstanding
Worcester, MA-CT	Outstanding	Outstanding	Outstanding	Outstanding
State:				
Arizona	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
Arkansas	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
California	Outstanding	Outstanding	Outstanding	Outstanding
Colorado	Outstanding	Outstanding	Low Satisfactory	Outstanding
Connecticut	High Satisfactory	Outstanding	Outstanding	Outstanding
Delaware	High Satisfactory	High Satisfactory	Low Satisfactory	Satisfactory
Florida	Outstanding	Outstanding	High Satisfactory	Outstanding
Georgia	Outstanding	High Satisfactory	Outstanding	Outstanding
Idaho	Outstanding	Outstanding	High Satisfactory	Outstanding
Illinois	Outstanding	Outstanding	High Satisfactory	Outstanding
Iowa	Outstanding	Outstanding	Outstanding	Outstanding
Kansas	High Satisfactory	Outstanding	Outstanding	Outstanding
Maine	High Satisfactory	Outstanding	Outstanding	Outstanding
Maryland	Outstanding	Outstanding	Outstanding	Outstanding
Massachusetts	Outstanding	Outstanding	High Satisfactory	Outstanding
Michigan	Outstanding	High Satisfactory	High Satisfactory	Outstanding
Minnesota	Outstanding	Outstanding	Low Satisfactory	Outstanding

Missouri	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Nevada	High Satisfactory	Low Satisfactory	Outstanding	Satisfactory
New Hampshire	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
New Jersey	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
New Mexico	Outstanding	High Satisfactory	Outstanding	Outstanding
New York	Outstanding	Outstanding	High Satisfactory	Outstanding
North Carolina	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Ohio	Outstanding	Outstanding	Low Satisfactory	Outstanding
Oklahoma	High Satisfactory	Outstanding	Outstanding	Outstanding
Oregon	Outstanding	Outstanding	Outstanding	Outstanding
Pennsylvania	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
South Carolina	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
Tennessee	Outstanding	High Satisfactory	Outstanding	Outstanding
Texas	Outstanding	Outstanding	Outstanding	Outstanding
Virginia	Outstanding	Outstanding	Outstanding	Outstanding
Washington	Outstanding	High Satisfactory	Outstanding	Outstanding

(*) The Lending Test is weighted more heavily than the Investment and Service Tests in the overall rating.

Appendix C: Market Profiles for Full-Scope Areas

Multistate MSA
Allentown-Bethlehem-Easton, PA-NJ MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Allentown-Bethlehem-Easton, PA-NJ MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	179	8.9	21.2	42.5	27.4	0.0
Population by Geography	821,173	7.8	20.1	40.4	31.6	0.0
Housing Units by Geography	338,833	7.4	21.6	42.3	28.7	0.0
Owner-Occupied Units by Geography	228,340	3.5	16.1	45.1	35.3	0.0
Occupied Rental Units by Geography	84,180	17.0	33.9	34.6	14.5	0.0
Vacant Units by Geography	26,313	10.2	30.1	42.7	17.1	0.0
Businesses by Geography	50,938	6.3	18.6	40.0	35.1	0.0
Farms by Geography	1,632	1.1	7.5	45.5	45.9	0.0
Family Distribution by Income Level	215,755	19.8	18.2	21.9	40.1	0.0
Household Distribution by Income Level	312,520	23.5	16.5	18.7	41.3	0.0
Median Family Income MSA - 10900 Allentown-Bethlehem-Easton, PA-NJ MSA		$68,935	Median Housing Value			$211,995
			Median Gross Rent			$835
			Families Below Poverty Level			7.4%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Allentown-Bethlehem-Easton, PA-NJ MSA comprises Carbon, Lehigh, and Northampton counties in Pennsylvania and Warren County in New Jersey. As of June 30, 2016, BANA deposits in the MSA comprised approximately 0.1 percent of the total deposits of the bank.

Employment and Economic Factors

The Allentown-Bethlehem-Easton, PA-NJ MSA has a well-diversified economy. Key sectors of the economy include trade, transportation, and utilities; professional and business services; and government. Three of the top employers in the assessment area including their number of employees are Lehigh Valley Health Network (13,191), St. Luke's University Health Network (8,652), and Air Products and Chemicals (3,000).

Based on data from the Bureau of Labor Statistics, the January 2012 unemployment rate in the Allentown-Bethlehem-Easton, PA-NJ MSA was 8.5 percent. The unemployment rate in December 2016 fell to 4.6 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $200,000. According to the 2016 National Association of

Realtors Housing Affordability Index (HAI)[47] of 218, a family earning the median income has twice the income necessary to qualify for a conventional loan to purchase a median priced home. Based on the HAI index, housing affordability is not a primary issue for the assessment area.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Financial literacy/education
- Credit counseling

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

[47] Copyright 2017 "Affordability Index of Existing Single-Family Homes for Metropolitan Areas" National Association of Realtors

Augusta-Richmond County, GA-SC MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Augusta-Richmond County, GA-SC MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	119	7.6	30.3	36.1	25.2	0.8
Population by Geography	564,873	5.5	27.6	37.6	29.2	0.0
Housing Units by Geography	237,384	6.4	29.1	36.3	28.1	0.0
Owner-Occupied Units by Geography	142,181	3.4	25.3	37.4	34.0	0.0
Occupied Rental Units by Geography	64,337	11.3	35.1	35.0	18.6	0.0
Vacant Units by Geography	30,866	10.4	34.3	34.4	20.9	0.0
Businesses by Geography	29,538	6.4	23.1	35.6	34.9	0.0
Farms by Geography	1,097	2.8	28.4	39.7	28.9	0.2
Family Distribution by Income Level	142,685	23.8	16.2	18.7	41.3	0.0
Household Distribution by Income Level	206,518	25.4	15.4	16.5	42.7	0.0
Median Family Income MSA - 12260 Augusta-Richmond County, GA-SC MSA		$54,820	Median Housing Value			$128,958
			Families Below Poverty Level			14.3%
			Median Gross Rent			$671

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Augusta-Richmond County, GA-SC MSA comprises Burke, Columbia, Lincoln, McDuffie, and Richmond counties in Georgia and Aiken and Edgefield counties in South Carolina. As of June 30, 2016, BANA deposits in the MSA comprised less than 0.1 percent of the total deposits of the bank. The Augusta-Richmond County, GA-SC MSA is the second largest MSA in the state of Georgia after Atlanta and it is the 93rd largest in the U.S.

<u>Employment and Economic Factors</u>

The Augusta-Richmond County, GA-SC MSA has a well-diversified economy. The MSA, best known for hosting The Masters golf tournament each spring, brings in over 200,000 visitors from around the world. Membership in the Augusta National Golf Club is widely considered the most exclusive in the golf sport worldwide. The MSA is also home to Fort Gordon, a major army military base. The Augusta-Richmond County, GA-SC MSA is a regional center of medicine, biotechnology, and cyber security. In 2016, Fort Gordon announced plans to base the new National Cyber Security Headquarters in Augusta and bring up to 10,000-cyber security specialist to the area. Key sectors of the economy include government; trade, transportation, and utilities; and professional and business services. Major employers in the MSA include Fort Gordon (20,000 employees), Augusta University (4,700 employees), Richmond County School System (4,400 employees), Augusta-Richmond County (4,400 employees) and University Hospital (3,200 employees).

Based on data from the Bureau of Labor Statistics, the January 2012 unemployment rate in the Augusta-Richmond County, GA-SC MSA was 9.2 percent. The unemployment rate in December 2016 fell to 5.2 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $130,700. According to the 2010 U.S. Census, 60 percent of the housing units in the assessment area are owner-occupied, 27 percent are rentals, and 13 percent are vacant. Low-income census tracts have a greater proportion of rental housing than in moderate-, middle-, or upper-income geographies. Only 3.4 percent of the area's owner-occupied housing units are located in low-income census tracts.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Financial literacy/education
- Credit counseling

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

Boston-Cambridge-Newton, MA-NH MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Boston-Cambridge-Newton, MA-NH MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,006	10.4	19.0	40.1	28.8	1.7
Population by Geography	4,552,402	8.6	18.7	42.9	29.7	0.1
Housing Units by Geography	1,866,582	8.3	19.4	44.1	28.3	0.0
Owner-Occupied Units by Geography	1,095,696	3.1	13.9	48.0	35.0	0.0
Occupied Rental Units by Geography	639,479	16.6	28.0	37.6	17.8	0.0
Vacant Units by Geography	131,407	11.5	23.3	42.6	22.6	0.0
Businesses by Geography	336,015	6.1	13.4	41.4	38.9	0.2
Farms by Geography	6,461	1.8	9.7	49.9	38.6	0.0
Family Distribution by Income Level	1,097,113	22.1	16.7	20.7	40.6	0.0
Household Distribution by Income Level	1,735,175	25.7	14.8	17.4	42.1	0.0
Median Family Income MSA - 15764 Cambridge-Newton-Framingham, MA MD		$90,625	Median Gross Rent			$1,146
Median Family Income MSA - 40484 Rockingham County-Strafford County, NH MD		$85,547	Families Below Poverty Level			6.6%
Median Family Income MSA - 14454 Boston, MA MD		$83,664	Median Housing Value			$407,076

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Boston-Cambridge-Newton, MA-NH MSA comprises Norfolk, Plymouth, Suffolk, Middlesex, and Essex counties in Massachusetts and Rockingham and Strafford in New Hampshire. As of June 30, 2016, BANA deposits in the MSA comprised approximately 5 percent of the total deposits of the bank.

Employment and Economic Factors

The Boston-Cambridge-Newton, MA-NH MSA has a well-diversified economy. Key sectors of the economy include Education and Health Services, Government, Professional and Business Services and Finance. Major employers in the assessment area include Partners Healthcare, University of Massachusetts, Steward Health Care System, Beth Israel Deaconess Medical Center, and Sate Street Corp.

Based on data from the Bureau of Labor Statistics, the January 2012 unemployment rate in the Boston-Cambridge-Newton, MA-NH MSA was 6.6 percent. The unemployment rate in January 2016 fell to 2.5 percent.

Housing

The National Association of Realtors reports that the median price of a home in the Boston-Cambridge-Newton, MA-NH MSA at the end of 2015 was $400,890, an increase from $346,200 at the end of 2011. This increase reflects a continued rise in median home prices, indicating housing affordability remains a significant issue in the assessment area. The 2016 Housing Affordability Index (HAI)[48] composite score for the MSA was 133.8. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Health literacy as evidenced by rise in obesity and chronic disease
- Living wage employment
- Financial literacy/education
- Credit counseling
- Checking accounts
- Crime prevention and youth activities

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

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Charlotte-Concord-Gastonia, NC-SC MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Charlotte-Concord-Gastonia, NC-SC MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	539	9.1	25.0	35.1	29.9	0.9
Population by Geography	2,217,012	7.0	23.7	37.2	32.0	0.1
Housing Units by Geography	908,629	7.5	25.1	36.6	30.9	0.0
Owner-Occupied Units by Geography	566,491	3.5	20.7	39.6	36.1	0.0
Occupied Rental Units by Geography	253,372	14.5	32.2	31.4	21.8	0.1
Vacant Units by Geography	88,766	12.2	32.2	31.8	23.8	0.0
Businesses by Geography	148,881	7.9	18.6	32.5	40.1	0.9
Farms by Geography	3,953	3.9	19.7	48.0	28.1	0.3
Family Distribution by Income Level	557,460	21.6	17.5	20.4	40.6	0.0
Household Distribution by Income Level	819,863	23.4	16.3	18.6	41.7	0.0
Median Family Income MSA - 16740 Charlotte-Concord-Gastonia, NC-SC MSA		$61,974	Median Housing Value			$181,773
			Median Gross Rent			$773
			Families Below Poverty Level			9.9%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Charlotte-Concord-Gastonia, NC-SC MSA is a multistate MSA comprising Cabarrus, Gaston, Iredell, Lincoln, Mecklenburg, Rowan, and Union counties in North Carolina and Chester, Lancaster, and York Counties in South Carolina. Mecklenburg County, with a 2016-estimated population of 1,054,835, is the most populous county in the MSA. The largest municipality in the MSA is the City of Charlotte, with an estimated population of 842,051. As of June 30, 2017, BANA deposits in the MSA fell slightly from 2011 to approximately 12.8 percent of the total deposits of the bank.

<u>Employment and Economic Factors</u>

Historically perceived as textile center, today the region is an acknowledged banking center. Today, the region is growing rapidly and adding jobs in insurance, IT, banking, and manufacturing. Construction jobs and retail service jobs have also expanded during the evaluation period. The area is home to a number of Fortune 500 corporations, including Bank of America, Family Dollar, Goodrich, Nucor, Sonic Automotive, and SPX. Smaller companies are just as important to the local economy. Entrepreneur and Fortune magazines have named the City of Charlotte as one of the nation’s best large cities for entrepreneurs to start and operate a business.

Some of the largest employers in the region include American Tire Distributors Holdings, Bank of America, Carlisle Companies, Chiquita Brands, CommScope Holding Co., Curtiss-Wright Controls Corp., Domtar Corporation, Duke Energy Corporation, Family Dollar Stores, Lowe’s Companies, SPX Corporation, and The Babcock & Wilcox Company, among others. The

Charlotte Douglas International Airport is also a major employer, with nearly 18,634 employees. The airport is the fifth busiest airport in the U.S. It also serves as the second largest hub for American Airlines. According to the Bureau of Labor Statistics, the unemployment rate in the MSA showed a marginal decreasing trend during the evaluation period. Unemployment fell from 10.4 percent in December 2011 to 3.8 percent in September 2017.

Housing

The National Association of Realtors details the increase in the median sales price of homes during the evaluation period. For 2017, the median sales price of a home in the MSA has increased to $233,200 from $211,100 during the second quarter of 2011. Luxury housing is on the rise, but affordable housing is becoming scarcer due to rising construction costs, rising land costs and elimination of local tax credits. The 2016 Housing Affordability Index (HAI)[49] composite score for the MSA was 183.1. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable housing financing and fund investment
- Financial education
- Workforce development funding
- Small business financing
- Multi-family affordable housing
- Financial Support of housing programs targeting low- and moderate-income persons
- Opportunities for participation by financial institutions include the following:
    - Working with local, statewide and regional CDFIs to offer community development
    - investments, loans and services
- Working with non-profits focused on community development activities
- Working with state government agencies focused on affordable housing for lending and investment opportunities

[49] Copyright 2017 "Affordability Index of Existing Single-Family Homes for Metropolitan Areas" National Association of Realtors.

Kansas City, MO-KS MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Kansas City, MO-KS MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	530	12.5	24.3	33.0	27.2	3.0
Population by Geography	2,009,342	7.8	22.9	37.6	31.8	0.0
Housing Units by Geography	862,148	9.3	25.3	36.9	28.6	0.0
Owner-Occupied Units by Geography	536,099	4.9	19.9	39.6	35.6	0.0
Occupied Rental Units by Geography	243,136	14.9	34.1	33.6	17.4	0.0
Vacant Units by Geography	82,913	20.7	34.3	29.0	16.1	0.0
Businesses by Geography	126,964	6.6	20.1	33.2	38.4	1.7
Farms by Geography	4,471	2.3	20.5	46.0	31.0	0.2
Family Distribution by Income Level	516,615	20.3	17.6	21.5	40.6	0.0
Household Distribution by Income Level	779,235	23.2	16.8	18.5	41.6	0.0
Median Family Income MSA – 28140 Kansas City, MO-KS MSA		$68,846	Median Housing Value			$160,015
			Median Gross Rent			$772
			Families Below Poverty Level			8.0%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Kansas City, MO-KS MSA comprises Johnson, Leavenworth, Linn, Miami, and Wyandotte counties in Kansas and Bates, Caldwell, Cass, Clay, Clinton, Jackson, Lafayette, Platte and Ray counties in Missouri.

Employment and Economic Factors

The Kansas City, MO-KS MSA has a well-diversified economy. Key sectors of the economy include trade, transportation, utilities, professional and business services, and government. Three of the top employers in the assessment area including their number of employees are Cerner Corporation (14,444), Ford Motor Company Assembly Plant (7,320), and Hallmark Cards, Inc. (5,166).

Based on data from the Bureau of Labor Statistics, the August 2018 unemployment rate in the Kansas City, MO-KS MSA was 3.6 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $135,900. However, the National Association of Realtors (NAR) reported the median much higher at $215,000. The 2016 Housing Affordability Index (HAI)[50] composite score for the MSA was 235.9. The index measures affordability of housing

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for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The 2012-2016 Kansas City Consolidated plan reported there was a housing need for low-income families, as 70.5 percent of the housing stock was built between 1940-1979. The plan also indicated a high rate of abandoned and vacant housing stock.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Affordable construction loans
- Financial literacy/education
- Credit counseling
- Small business lending

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area’s community development corporation network. The 2012-2016 Kansas City Consolidated Plan listed this need. The Consolidated Plan specifically listed the following two CD corporations: Neighborhood Stabilization Program and the new Partnership Purchase Rehab Program
- Various state and local government partnership opportunities

Myrtle Beach-Conway-North Myrtle Beach, SC-NC-MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Myrtle Beach-Conway-North Myrtle Beach, SC-NC-MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	105	1.9	15.2	57.1	22.9	2.9
Population by Geography	376,722	1.7	16.4	60.8	21.1	0.0
Housing Units by Geography	252,321	1.4	13.4	59.5	25.6	0.0
Owner-Occupied Units by Geography	114,783	0.5	15.0	60.9	23.6	0.0
Occupied Rental Units by Geography	42,683	4.4	18.8	61.5	15.3	0.0
Vacant Units by Geography	94,855	1.2	9.2	57.0	32.7	0.0
Businesses by Geography	24,529	4.4	14.5	56.2	24.4	0.4
Farms by Geography	790	0.6	17.2	64.9	17.1	0.1
Family Distribution by Income Level	104,103	20.4	17.6	21.5	40.5	0.0
Household Distribution by Income Level	157,466	22.6	17.2	19.1	41.2	0.0
Median Family Income MSA – 34820 Myrtle Beach-Conway-North Myrtle Beach, SC-NC MSA		$52,253	Median Housing Value			$209,366
			Median Gross Rent			$810
			Families Below Poverty Level			11.2%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Myrtle Beach-Conway-North Myrtle Beach, SC-NC-MSA comprises Horry and Georgetown counties in South Carolina and Brunswick County in North Carolina.

Employment and Economic Factors

The Myrtle Beach-Conway-North Myrtle Beach, SC-NC-MSA has a well-diversified economy. Key sectors of the economy include government, education, medical, accommodation and food service, entertainment, recreation and real estate rental and leasing. Seven of the top employers in the assessment area including their number of employees are Horry County School District (5,650), Walmart (2,800), Horry County Government (2,200), Coastal Carolina University (2,125), Conway Hospital (1,400), Grand Strand Regional Medical Center (1,350), and Food Lion (1,150).

Based on data from the Bureau of Labor Statistics, the August 2018 unemployment rate in the Myrtle Beach-Conway-North Myrtle Beach, SC-NC-MSA was 4.1 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $173,600. However, the National Association of Realtors (NAR) reported the median much higher at $222,600. The 2016 Housing Affordability Index

(HAI)[51] composite score for the MSA was 167.8. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a cost of housing that is similar in comparison to the national average of 167.1.

The 2016-2020 Horry County Consolidated plan reported there was a housing need for owner-occupied rehabilitation for low-income families. Housing costs are highest in the central business districts of Myrtle Beach and North Myrtle Beach. The area relies heavily on seasonal tourism.

<u>Community Contacts</u>

A review of community contacts indicated that the following are identified needs within the community:

- Small business lending
- Job creation

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

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New York-Newark-Jersey City, NY-NJ-PA

Table A – Demographic Information of the Assessment Area

Assessment Area: New York City-Newark-Nassau NY-NJ MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	4,583	10.9	22.4	31.6	33.2	1.9
Population by Geography	19,112,843	11.2	23.2	30.1	35.3	0.2
Housing Units by Geography	7,529,108	10.3	22.4	30.4	36.9	0.0
Owner-Occupied Units by Geography	3,649,757	2.3	13.2	35.1	49.4	0.0
Occupied Rental Units by Geography	3,227,007	19.1	32.5	25.1	23.3	0.0
Vacant Units by Geography	652,344	11.2	24.3	29.7	34.8	0.0
Businesses by Geography	1,266,949	6.6	16.8	29.1	46.3	1.3
Farms by Geography	19,335	2.0	11.3	34.1	52.5	0.2
Family Distribution by Income Level	4,570,295	23.7	16.1	18.1	42.0	0.0
Household Distribution by Income Level	6,876,764	26.1	14.9	16.5	42.5	0.0
Median Family Income MSA - 35004 Nassau County-Suffolk County, NY MD		$101,543	Median Housing Value			$479,662
Median Family Income MSA - 35614 New York-Jersey City-White Plains, NY-NJ MD		$68,006	Families Below Poverty Level			10.0%
Median Family Income MSA - 35084 Newark, NJ-PA MD		$90,123	Median Gross Rent			$1,150

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The New York-Newark-Jersey City, NY-NJ-PA multistate MSA comprises multiple geographies in the states of New York, New Jersey, and Pennsylvania. There are four metropolitan divisions (MDs) within this MSA, including: New York-Jersey City-White Plains, NY-NJ; Newark, NJ-PA; NY; Nassau County-Suffolk County, NY; and Duchess County-Putnam County. The New York-Jersey City-White Plains assessment area consists of the following counties: Bergen, NJ, Hudson, NJ, Middlesex, NJ, Monmouth, NJ, Ocean, NJ, Passaic, NJ, Bronx, NY, Kings, NY, New York, NY, Orange, NY, Queens, NY, Richmond, NY, Rockland, NY, and Westchester, NY. The Newark, NJ assessment area consists of Rockland NY, Westchester NY. The Nassau County-Suffolk County, NY assessment area consists of Nassau and Suffolk counties. The Newark, NJ assessment area consists of the following counties: Essex NJ, Hunterdon NJ, Morris NJ, Somerset, NJ, Sussex NJ, and Union NJ.

The MSA contains the principal cities of New York and White Plains in New York and Newark, Jersey City, and New Brunswick in New Jersey.

<u>Employment and Economic Factors</u>

New York City, the principal city in the MSA is the single largest regional urban economy in the country. NYC is home to a diversified mix of businesses including the headquarters of many national and international corporations. Historically, the downtown area of Manhattan (lower Manhattan) dominated the financial services industry, while midtown Manhattan has been home to advertising, publishing, and garment production. The retail sector is a major employer along with health and social care, and finance and insurance. New York is also a major manufacturing center and shipping port, and it has a thriving technological sector. Among the largest employers are Northwell Health, JP Morgan Chase, Mount Sinai Hospital, Macy's, Citibank, New York-Presbyterian Healthcare System, Bank of America, Continuum Health Partners Inc., Verizon Communications, Montefiore Medical Center, NYU Langone Medical Center, New York University, and Columbia University. The unemployment rate is at an all-time low of 4.3 percent, although pockets of depressed employment remain.

Housing

The cost of living in the area is high and it affects borrowing ability. Housing affordability is a significant issue, along with a very low rental vacancy rate and crowding for large or doubled-up households. According to the National Association of Realtors as of December 2016, the median sales price of a single family home in the MSA was $382,300. Based on information from the U.S. Census Bureau as of 2016, the median rent in the MSA was $1,150. Housing costs in many communities are unaffordable for low and moderate-income households. Other significant issues across the MSA include homelessness and support services.

The 2016 Housing Affordability Index (HAI)[52] composite score for the MSA was 119.6. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

There are numerous opportunities in the area to participate in community development activities. Various well-established community development entities serve the area, including community development corporations, community development financial institutions (CDFIs), nonprofit entities, and governmental and quasi-governmental organizations focused on areas such as affordable housing, economic development, asset development and financial education, community services, and youth programs.

Community contacts identified the following credit and community development needs within this MSA:

- Affordable housing, particularly for the chronically homeless
- Higher paying jobs
- Foreclosure prevention assistance
- Affordable banking products
- Grants for operating, development, or programmatic support

Good opportunities exist to make community development investments and loans in the MSA. At least 39 CDFIs are actively operating in NYC. Most are large CDFIs and offer various community development opportunities.

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Opportunities for participation by financial institutions include the following:

- Working with various non-profits on affordable housing financing
- Grants to community development non-profit organizations
- Working with local government to assist low- and moderate-income individuals with affordable housing
- Small business lending
- Volunteer support for financial literacy

Philadelphia-Camden-Wilmington, PA-NJ-DE-MD MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: FS Philadelphia-Camden-Wilmington PA-NJ-DE-MD MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,433	7.3	23.1	38.1	30.2	1.3
Population by Geography	5,798,152	6.7	22.2	38.9	31.9	0.3
Housing Units by Geography	2,350,426	6.9	23.4	39.0	30.6	0.0
Owner-Occupied Units by Geography	1,501,593	3.5	18.7	42.3	35.5	0.0
Occupied Rental Units by Geography	653,871	12.1	31.5	34.0	22.3	0.1
Vacant Units by Geography	194,962	15.7	32.5	30.3	21.4	0.1
Businesses by Geography	404,498	3.9	17.2	38.0	40.4	0.5
Farms by Geography	8,529	1.1	13.7	46.0	39.1	0.1
Family Distribution by Income Level	1,405,606	21.1	17.5	21.0	40.5	0.0
Household Distribution by Income Level	2,155,464	24.6	15.7	17.8	41.9	0.0
Median Family Income MSA - 15804 Camden, NJ MD		$83,092	Median Housing Value			$248,577
Median Family Income MSA - 33874 Montgomery County-Bucks County-Chester County, PA		$93,721	Median Gross Rent			$941
Median Family Income MSA - 37964 Philadelphia, PA MD		$54,139	Families Below Poverty Level			8.4%
Median Family Income MSA - 48864 Wilmington, DE-MD-NJ MD		$76,834				

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Philadelphia-Camden-Wilmington, PA-NJ-DE-MD MSA comprises New Castle County in Delaware; Cecil County in Maryland; Burlington, Camden, and Gloucester counties in New Jersey; and Bucks, Chester, Delaware, Montgomery, and Philadelphia counties in Pennsylvania. The bank has delineated its assessment area to include all of the MSA, except Cecil County, MD and Salem County, NJ.

<u>Employment and Economic Factors</u>

The Philadelphia-Camden-Wilmington, PA-NJ-DE-MD MSA has a well-diversified economy. Key sectors of the economy include medical colleges, technology, health related businesses, trade, professional and business services, and government. Three of the top employers in the assessment area including their number of employees are University of Pennsylvania and Health System (33,000), Comcast Corporation (22,000), and Thomas Jefferson University and Jefferson Health (20,000).

Based on data from the Bureau of Labor Statistics, the August 2018 unemployment rate in the Philadelphia-Camden-Wilmington, PA-NJ-DE-MD MSA was 6 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $147,300. However, Realtor.com reports the median much higher at $219,000. The 2016 National Association of Realtors' Housing Affordability Index (HAI)[53] composite score for the MSA was 207.6. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The 2017-2021 City of Philadelphia Consolidated Plan reported there was a housing need for low-income families. There is also a need for affordable rental units in the city.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Affordable construction loans
- Financial literacy/education
- Credit counseling
- Small business lending

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

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Portland-Vancouver-Hillsboro, OR-WA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Portland-Vancouver-Hillsboro, OR-WA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	491	2.9	23.8	47.3	25.7	0.4
Population by Geography	2,226,009	2.7	23.7	48.2	25.4	0.0
Housing Units by Geography	909,973	2.8	23.6	48.7	24.9	0.0
Owner-Occupied Units by Geography	539,375	1.2	18.4	50.4	29.9	0.0
Occupied Rental Units by Geography	311,474	5.4	32.1	45.9	16.6	0.0
Vacant Units by Geography	59,124	3.5	25.7	47.4	23.4	0.0
Businesses by Geography	194,345	4.3	22.7	43.9	28.9	0.2
Farms by Geography	6,084	1.7	14.7	54.7	28.9	0.1
Family Distribution by Income Level	540,749	20.5	17.8	21.4	40.3	0.0
Household Distribution by Income Level	850,849	23.0	16.6	18.9	41.4	0.0
Median Family Income MSA – 38900 Portland-Vancouver-Hillsboro, OR-WA MSA		$68,924	Median Housing Value			$302,856
			Median Gross Rent			$869
			Families Below Poverty Level			8.3%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Portland-Vancouver-Hillsboro, OR-WA MSA comprises Clackamas, Columbia, Multnomah, Washington, and Yamhill counties in Oregon and Clark and Skamania counties in Washington. The portion of the MSA in the state of Oregon is the state's largest urban center while the portion in the state of Washington is its state's second largest urban center after Seattle. The 2017 American Community Survey estimates the population at 2.4 million, a 10 percent increase from the population estimate from the 2010 census.

<u>Employment and Economic Factors</u>

The Portland-Vancouver-Hillsboro, OR-WA MSA has a well-diversified economy. Key sectors of the economy include trade, scientific, tech services, manufacturing, healthcare and social assistance, professional and business services, and government. Five of the top employers in the assessment area including their number of employees are Intel (20,000), Providence Health & Services (18,286), Oregon Health & Science University (16,658), Kaiser Permanente (12,400), and Nike, Inc. (12,000).

Based on data from the Bureau of Labor Statistics, the August 2018 unemployment rate in the Portland-Vancouver-Hillsboro, OR-WA MSA was 3.8 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $319,400. However, the National Association of Realtors (NAR) reported the median housing value much higher at $407,100. The 2016 Housing Affordability Index (HAI)[54] composite score for the MSA was 124. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1. The 2016-2020 City of Portland Consolidated Plan reported there was a need for affordable rental homes. Rental unit costs have increased an average of 8-9 percent over the past four years.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Low-income mortgage assistance
- Down-payment assistance
- Financial literacy/education
- Credit counseling

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

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Providence-Warwick, RI-MA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Providence-Warwick, RI-MA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	368	12.8	20.9	37.2	28.3	0.8
Population by Geography	1,600,852	10.4	19.2	38.8	31.6	0.0
Housing Units by Geography	690,006	11.2	19.1	39.8	30.0	0.0
Owner-Occupied Units by Geography	391,560	4.0	12.9	44.7	38.3	0.0
Occupied Rental Units by Geography	229,534	21.6	28.9	33.7	15.8	0.0
Vacant Units by Geography	68,912	17.2	21.6	31.8	29.4	0.0
Businesses by Geography	95,251	9.0	16.5	39.7	34.7	0.1
Farms by Geography	2,587	3.5	8.2	38.1	50.2	0.0
Family Distribution by Income Level	400,698	22.6	16.9	20.1	40.5	0.0
Household Distribution by Income Level	621,094	26.1	14.8	16.7	42.4	0.0
Median Family Income MSA – 39300 Providence-Warwick, RI-MA-MSA		$70,496	Median Housing Value			$301,214
			Median Gross Rent			$854
			Families Below Poverty Level			8.5%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Providence-Warwick, RI-MA MSA comprises Bristol County in Massachusetts and Bristol, Kent, Newport, Providence, and Washington counties in Rhode Island. The 2017 American Community Survey estimates the population at 1.6 million, a small increase of approximately 1 percent since the 2010 census.

<u>Employment and Economic Factors</u>

The Providence-Warwick, RI-MA MSA has a well-diversified economy. Key sectors of the economy include trade, education services, healthcare, manufacturing, transportation, and utilities; professional and business services; and government. Three of the top employers in the assessment area including their number of employees are Lifespan Health Connection (14,000), Rhode Island Hospital (5,754), and Brown University (4,629). Woonsocket, Rhode Island is home to CVS's headquarters. CVS is a major employer for the state of Rhode Island and the nation.

Based on data from the Bureau of Labor Statistics, the December 2016 unemployment rate in the Providence-Warwick, RI-MA MSA was 4.2 percent.

<u>Housing</u>

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $173,800. However, the National Association of Realtors (NAR) reported the median much higher at $294,700. The 2016 Housing Affordability Index

(HAI)[55] composite score for the MSA was 163.3. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1. The 2015-2019 City of Providence Consolidated Plan reported there was a housing need for affordable rental units and revitalization of substandard housing stock.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Financial literacy/education
- Credit counseling
- Small business lending
- Work force development

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

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Salisbury, MD-DE MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Salisbury, MD-DE MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	96	1.0	15.6	62.5	17.7	3.1
Population by Geography	373,802	0.4	16.9	67.3	14.5	0.9
Housing Units by Geography	226,286	0.3	11.9	67.3	20.5	0.0
Owner-Occupied Units by Geography	107,182	0.0	12.2	70.1	17.6	0.0
Occupied Rental Units by Geography	35,207	1.5	26.4	62.9	9.2	0.0
Vacant Units by Geography	83,897	0.1	5.4	65.5	29.0	0.0
Businesses by Geography	25,594	0.3	14.5	65.3	19.8	0.1
Farms by Geography	1,387	0.1	12.5	77.1	10.0	0.3
Family Distribution by Income Level	94,694	20.0	18.7	21.8	39.5	0.0
Household Distribution by Income Level	142,389	22.7	17.0	19.2	41.1	0.0
Median Family Income MSA – 41540 Salisbury, MD-DE MSA		$60,486	Median Housing Value			$294,206
			Median Gross Rent			$864
			Families Below Poverty Level			7.9%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Salisbury, MD-DE MSA comprises Sussex County in Delaware and Somerset, Wicomico, and Worcester counties in Maryland.

Employment and Economic Factors

The Salisbury, MD-DE MSA has a well-diversified economy. Key sectors of the economy include agriculture, healthcare, trade, transportation, and utilities; professional and business services; and government. Three of the top employers in the assessment area including their number of employees are Perdue Farms (22,000), Peninsula Regional Medical Center (2,900), and Salisbury University (1,800). The major industry in Wicomico County is Agriculture. It has 510 farms covering 83,739 acres.

Based on data from the Bureau of Labor Statistics, the December 2016 unemployment rate in the Salisbury, MD-DE MSA was 6.5 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $154,000. However, the National Association of Realtors (NAR) reported the median much higher at $182,313. The 2014-2018 City of Salisbury Consolidated Plan reported there was a housing need for affordable homes to buy and rent. The plan includes a strategy to revitalize the downtown area.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Affordable construction loans
- Financial literacy/education
- Credit counseling
- Small business lending
- Job creation in the downtown area
- Down-payment assistance
- Revitalization projects in the downtown area

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area’s community development corporation network
- Various state and local government partnership opportunities

St. Louis, MO-IL MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: St Louis, MO-IL MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	615	12.2	18.9	41.6	27.0	0.3
Population by Geography	2,787,701	7.6	17.6	44.3	30.5	0.0
Housing Units by Geography	1,216,571	8.6	19.3	44.1	27.9	0.0
Owner-Occupied Units by Geography	787,562	4.3	15.8	46.8	33.1	0.0
Occupied Rental Units by Geography	310,087	15.5	25.4	39.7	19.2	0.1
Vacant Units by Geography	118,922	19.5	26.3	38.0	16.1	0.2
Businesses by Geography	160,108	5.6	15.8	40.7	37.9	0.1
Farms by Geography	5,560	1.3	11.4	55.9	31.4	0.1
Family Distribution by Income Level	721,957	20.9	17.1	21.2	40.7	0.0
Household Distribution by Income Level	1,097,649	24.3	16.0	18.0	41.8	0.0
Median Family Income MSA - 41180 St. Louis, MO-IL MSA		$66,798	Median Housing Value			$170,376
			Median Gross Rent			$733
			Families Below Poverty Level			8.6%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The St. Louis, MO-IL-MSA comprises Bond, Calhoun, Clinton, Jersey, Macoupin, Maddison, Monroe, and St. Clair counties in Illinois and Franklin, Jefferson, Lincoln, St. Charles, St Louis, Warren, and St. Louis City counties in Missouri.

<u>Employment and Economic Factors</u>

The St. Louis, MO-IL-MSA has a well-diversified economy. Key sectors of the economy include management of companies, manufacturing, healthcare, social assistance, trade, transportation, utilities, professional and business services, and government. Three of the top employers in the assessment area including their number of employees are BJC Health Systems (21,468), Boeing International Defense Systems (15,500), and Scott Air Force Base (12,600). St Louis is the headquarters for many Fortune 1000 and Fortune 500 companies. These include Anheuser-Busch Companies, Inc., Emerson Electric, May Department Stores, Monsanto Company, TALX, and Panera bread. Three of the major American automakers operate assembly plants in the area – General Motors, Chrysler, and Ford.

Based on data from the Bureau of Labor Statistics, the December 2016 unemployment rate in the St Louis, MO-IL MSA was 3.9 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $167,400. The 2016 Housing Affordability Index (HAI)[56] composite score for the MSA was 250.2. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

There is a need for loans to rehabilitate the housing stock. According to the 2015-2019 St Louis City Consolidated Plan, development of 73 percent of the housing stock occurred prior to 1950. There is also a need for code enforcement on these projects.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Financial literacy/education
- Credit counseling
- Small business lending
- Work force development

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area's community development corporation network
- Various state and local government partnership opportunities

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Washington-Arlington-Alexandria, DC-VA-MD-WV MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: FS Washington-Arlington-Alexandria DC-VA-MD MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,343	9.0	24.7	35.3	30.1	0.9
Population by Geography	5,582,734	8.1	24.3	36.6	30.8	0.2
Housing Units by Geography	2,180,556	8.6	25.2	36.2	30.0	0.0
Owner-Occupied Units by Geography	1,332,388	3.6	19.9	40.3	36.3	0.0
Occupied Rental Units by Geography	681,912	17.3	34.3	29.1	19.3	0.0
Vacant Units by Geography	166,256	13.8	30.1	32.2	23.9	0.0
Businesses by Geography	442,986	4.5	20.3	35.1	39.7	0.3
Farms by Geography	8,169	2.6	21.6	43.1	32.8	0.0
Family Distribution by Income Level	1,310,424	21.1	17.5	21.3	40.1	0.0
Household Distribution by Income Level	2,014,300	21.9	17.1	19.3	41.6	0.0
Median Family Income MSA - 43524 Silver Spring-Frederick-Rockville, MD MD		$107,887	Median Housing Value			$435,183
Median Family Income MSA - 47894 Washington-Arlington-Alexandria, DC-VA-MD-WV MD		$100,486	Median Gross Rent			$1,312
			Families Below Poverty Level			4.9%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Washington-Arlington-Alexandria, DC-VA-MD-WV MSA comprises the principal cities of Washington, DC; Arlington, VA; Alexandria, VA; Silver Spring, MD; Frederick, MD; Rockville, MD; Bethesda, MD; Gaithersburg, MD; and Reston, VA. BANA excludes Jefferson County, West Virginia from the bank's assessment area.

<u>Employment and Economic Factors</u>

The Washington-Arlington-Alexandria, DC-VA-MD-WV MSA has a well-diversified economy. Key sectors of the economy include biotechnology, defense contracting, and tourism. Major employers in the assessment area include MedStar Health, Inova Health System, Marriott International Inc., University of Maryland, College Park, Washington Metropolitan Area Transit Authority, Booz Allen Hamilton Inc., and Giant Food LLC.

Based on data from the Bureau of Labor Statistics, in January 2012, the unemployment rate in the Washington-Arlington-Alexandria, DC-VA-MD-WV MSA was 6.3 percent. In December 2016, the unemployment rate decreased to 3.6 percent.

<u>Housing</u>

The National Association of Realtors reports that the median price of a single-family home at December 31, 2014 was $381,800 for the Washington-Arlington-Alexandria, DC-VA-MD-WV MSA. As of December 31, 2016, this value rose to $390,600. Given the overall high median home price, housing affordability continues to be a significant issue in the assessment area.

The 2016 Housing Affordability Index (HAI)[57] composite score for the MSA was 159.3. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable housing is a top priority
- Access to capital for entrepreneurs through traditional banks and training resources
- Economic development and workforce development
- Need equity capital for CDFIs and loan pools
- Gentrification is one of the biggest issues affecting DC causing homeowners on fixed income and older businesses to be priced out

Opportunities for participation by financial institutions include the following:

- Lending and investment to expand the number of HUD housing counselors
- Lending and investment to provide access to credit and to help transition from renting to owning
- Supporting community development services such as financial literacy and technical assistance to small business owners
- Supporting CDFI network to help revamp small businesses and expand minority and women-owned small businesses

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Worcester, MA-CT MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Worcester, MA-CT MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	197	8.1	21.8	44.7	24.4	1.0
Population by Geography	916,980	6.8	18.9	45.2	28.7	0.4
Housing Units by Geography	372,425	7.5	21.0	45.4	26.1	0.0
Owner-Occupied Units by Geography	233,022	1.9	14.2	50.9	32.9	0.0
Occupied Rental Units by Geography	109,461	17.0	33.1	35.6	14.3	0.0
Vacant Units by Geography	29,942	16.1	29.3	38.5	16.1	0.0
Businesses by Geography	54,471	8.0	18.6	41.9	31.5	0.0
Farms by Geography	1,714	1.5	8.3	53.9	36.3	0.0
Family Distribution by Income Level	232,133	21.0	16.8	22.3	39.9	0.0
Household Distribution by Income Level	342,483	25.2	15.1	18.3	41.4	0.0
Median Family Income MSA - 49340 Worcester, MA-CT MSA		$77,128	Median Housing Value			$278,738
			Families Below Poverty Level			7.1%
			Median Gross Rent			$854

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Worcester, MA-CT MSA comprises Windham County in Connecticut and Worcester County in Massachusetts.

Employment and Economic Factors

The Worcester, MA-CT MSA has a well-diversified economy. Key sectors of the economy include educational, health services, manufacturing, trade, transportation, utilities, professional and business services, and government. Four of the top employers in the assessment area including their number of employees are EMC Corporation (now part of Dell) (9,400), UMass-Memorial Health Care (12,906), UMass Medical school (4,400), and Hanover Insurance Group (4,900).

Based on data from the Bureau of Labor Statistics, the December 2016 unemployment rate in the Worcester, MA-CT MSA was 3.7 percent.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $245,200. The 2016 Housing Affordability Index (HAI)[58] composite score for the MSA was 194.2. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to

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purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1

The 2015-2020 City of Worcester Consolidated plan reported there was a need for rehabilitation of many two and three family housing units, due to greater than 80 percent of this housing stock was built before 1940. Emerging industries require workforce training. There are plans for public and private investment in the downtown area, in the City of Worcester.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable rental housing
- Affordable for-sale housing
- Affordable construction loans
- Affordable housing for low-income families
- Rehabilitation of older homes for rental housing
- Financial literacy/education
- Credit counseling
- Small business lending
- Work force development

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing
- Lending and investment in economic development and workforce development
- Supporting community development services such as financial literacy
- Supporting non-profit health providers and prevention
- Working with the area’s community development corporation network
- Various state and local government partnership opportunities

State of Arizona

Lake Havasu City-Kingman, AZ MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Lake Havasu City-Kingman, AZ MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	43	0.0	14.0	79.1	7.0	0.0
Population by Geography	200,186	0.0	11.3	83.0	5.8	0.0
Housing Units by Geography	108,396	0.0	10.8	82.5	6.7	0.0
Owner-Occupied Units by Geography	57,459	0.0	10.1	83.1	6.9	0.0
Occupied Rental Units by Geography	22,902	0.0	14.2	82.2	3.6	0.0
Vacant Units by Geography	28,035	0.0	9.6	81.4	9.0	0.0
Businesses by Geography	11,428	0.0	5.2	87.8	7.1	0.0
Farms by Geography	245	0.0	5.3	88.6	6.1	0.0
Family Distribution by Income Level	53,407	18.4	19.3	23.4	38.9	0.0
Household Distribution by Income Level	80,361	21.0	17.8	20.9	40.3	0.0
Median Family Income MSA - 29420 Lake Havasu City-Kingman, AZ MSA		$47,530	Median Housing Value			$175,295
			Median Gross Rent			$801
			Families Below Poverty Level			11.6%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Lake Havasu City-Kingman, AZ MSA comprises Mohave County. As of the 2010 census, the population of the MSA was 200,186, with a 2016-estimated population of 205,249. Between 2010 and 2015, the MSA averaged minimal growth of 0.4 percent, much lower than the state average of 1.4 percent. This limited growth makes the MSA one of the slower growing MSAs in the state.

<u>Employment and Economic Factors</u>

Employment rates in this area have seen improvement during the rating period. According to the Moody's Analytics report, this improvement is due to the increase in tourism in the MSA, which leads to more employment opportunities in the leisure/hospitality market. In addition, the MSA is experiencing growth among the retiree community leading to an increase in healthcare jobs. Top employers in the MSA according to Moody's include Kingman Regional Medical Center, Wal-Mart, Havasu Regional Medical Center, and Freeport-McMoRan Mine. As of December 31, 2016, the median family income in this MSA was $47,530. Based on the Bureau of Labor statistics, the unemployment rate as of the same period was 6 percent. This percentage remains well above the state unemployment rate of 5 percent as of December 31, 2016.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $208,800, which is slightly higher than the national average of $205,000. According to the 2010 U.S. Census, 53 percent of the housing units in the assessment area are owner-occupied, 21 percent are rentals, and 26 percent are vacant.

Community Contacts

A review of the community contacts indicated that the following are identified needs within the community:

- Affordable Housing programs focusing on low-income and the senior population
- Financial Literacy Education for youth and young adults
- Leadership Development program for new young talent
- Workforce Development
- Neighborhood Revitalization program that will help invest in areas to keep young workers in the community

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing and neighborhood revitalization/stabilization projects
- Supporting community development by providing educational programs such as financial literacy, leadership development, and drug/alcohol addiction

Phoenix-Mesa-Scottsdale, AZ MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Phoenix-Mesa-Scottsdale, AZ MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	991	9.2	24.5	33.9	31.4	1.0
Population by Geography	4,192,887	8.2	24.7	36.0	31.0	0.2
Housing Units by Geography	1,745,666	7.4	26.4	35.9	30.3	0.0
Owner-Occupied Units by Geography	1,008,811	3.7	21.5	38.1	36.8	0.0
Occupied Rental Units by Geography	492,017	14.1	34.3	32.3	19.3	0.0
Vacant Units by Geography	244,838	9.6	30.5	34.0	25.8	0.1
Businesses by Geography	328,447	6.5	15.9	30.8	46.3	0.5
Farms by Geography	6,597	5.5	17.1	34.5	42.4	0.4
Family Distribution by Income Level	1,000,063	21.2	17.8	20.5	40.6	0.0
Household Distribution by Income Level	1,500,828	22.6	17.1	18.5	41.7	0.0
Median Family Income MSA - 38060 Phoenix-Mesa-Scottsdale, AZ MSA		$64,408	Median Housing Value			$251,130
			Families Below Poverty Level			10.0%
			Median Gross Rent			$934

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Phoenix-Mesa-Scottsdale, AZ MSA comprises Maricopa and Pinal counties. As of the 2010 census, the population of the MSA was 4.2 million, making it the 12th largest MSA in the nation by population. According to the U.S. Census Bureau, the 2016 population for the MSA was 4.6 million, making it one of the fasting growing metro areas in the country.

Employment and Economic Factors

Employment rates in this area have seen improvement during the rating period. As outlined on the Bureau Labor of Statistics website, the unemployment rate in the MSA declined from 8 percent in January 2012 to 4.1 percent in December 2016. The unemployment rate in the MSA as of December 2016 remains slightly lower than the state and national rates, which are 5 percent and 4.5 percent, respectfully. Top employers in the MSA, according to the Moody's report, include Banner Health System, Fry's Food Stores, Wells Faro, Arizona State University, Intel Corp, JPMorgan Chase, and American Airlines Group.

Housing

The 2016 Housing Affordability Index (HAI)[59] composite score for the MSA was 159. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the

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score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of the community contacts indicated that the following are identified needs within the community:

- Affordable Housing programs focusing on developing and sustaining affordable housing programs
- Affordable Rental Programs for low wage, full time workers
- Education programs with emphasis on reading at grade level
- Financial Literacy Education for youth and adults
- Hunger Relief Programs
- Workforce Development Programs
- Neighborhood stabilization and revitalization programs

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, affordable rental housing for low-wage earners and neighborhood revitalization/stabilization projects in low- and moderate-income and distressed areas
- Supporting community development by providing educational programs such as financial literacy, reading and comprehension literacy, leadership and workforce development, and homebuyer education and counseling programs
- Provide opportunities for food security to assist with hunger relief, as Arizona is one of the worst states in the U.S. for childhood hunger

State of Arkansas

Fayetteville-Springdale-Rogers, AR-MO MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Fayetteville-Springdale-Rogers, AR-MO MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	85	3.5	15.3	54.1	27.1	0.0
Population by Geography	440,121	3.9	15.3	54.4	26.4	0.0
Housing Units by Geography	182,052	4.8	14.2	54.6	26.4	0.0
Owner-Occupied Units by Geography	102,196	1.6	10.5	56.9	31.0	0.0
Occupied Rental Units by Geography	58,077	9.5	19.7	52.3	18.4	0.0
Vacant Units by Geography	21,779	6.7	17.0	50.5	25.9	0.0
Businesses by Geography	23,619	3.6	19.3	49.0	28.1	0.0
Farms by Geography	947	2.1	13.3	59.0	25.6	0.0
Family Distribution by Income Level	110,432	19.9	18.1	20.5	41.4	0.0
Household Distribution by Income Level	160,273	22.5	16.9	18.6	42.0	0.0
Median Family Income MSA - 22220 Fayetteville-Springdale-Rogers, AR-MO MSA		$54,186	Median Housing Value			$157,322
			Median Gross Rent			$686
			Families Below Poverty Level			10.4%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Fayetteville-Springdale-Rogers, AR-MO MSA comprises Benton, Madison, and Washington counties in Arkansas and McDonald County in Missouri. BANA's assessment area delineation excludes McDonald County. The demographics and statistics reflect the MSA as a whole, unless otherwise noted. As of the 2010 census, the population in the MSA was 465,802, making it the 108th largest MSA in the nation by population. The population grew approximately 10 percent between 2010 and 2016 to 525,176 in 2016. The Census projects the population in the MSA to increase to 537,847 by 2020.

<u>Employment and Economic Factors</u>

Employment rates in this MSA have seen improvement during the evaluation period. According to the Bureau of Labor Statistics, the unemployment rate in the MSA declined from 6.5 percent in January 2012 to 2.7 percent in December 2016. The unemployment rate in December 2016 remains well below the state and national averages of 4.3 percent and 4.5 percent, respectfully. According to the Moody's Analytical report, this improvement is due to the stability of the largest employer in the MSA, Wal-Mart. Other top employers in the area, according to Moody's, include University of Arkansas, Tyson Foods, Inc., J.B. Hunt Transport Services, Inc., and Washington Regional Medical Center.

Housing

The Census Bureau's American Community Survey (ACS) 5-year estimate for 2012-2016 reports the median housing value at $151,800. Based on the ACS, total housing units have increased from 182,052 units in 2010 to 205,416 units in 2016. Approximately 91 percent of the housing units are occupied, 61 percent being owner-occupied and 39 percent being renter-occupied. Of the approximately 114,305 units that are owner-occupied, 66 percent of the units having existing mortgages.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable Housing programs for low-income families and those living just above the poverty line
- Community Service programs that offer basic needs such as food, public transportation, clothing, etc.
- Childcare programs that offer affordable childcare costs
- Financial Literacy programs for youth and adults
- Hunger Relief and Food Insecurity programs that support childhood hunger
- Veterans Support programs
- Workforce Development programs that are tailored to the diverse abilities within the community

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing and affordable rental housing for low wage earners
- Supporting community development by providing educational programs such as financial literacy and workforce development
- Provide opportunities for food security to assist with hunger relief, especially for childhood hunger
- Supporting the community providing workers access to affordable childcare

Little Rock-North Little Rock-Conway, AR MSA

Table A - Demographic Information of the Assessment Area

Assessment Area: Little Rock-North Little Rock-Conway, AR MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	164	6.7	23.8	47.0	22.0	0.6
Population by Geography	699,757	5.0	20.6	47.4	27.0	0.0
Housing Units by Geography	301,038	5.5	21.8	47.0	25.8	0.0
Owner-Occupied Units by Geography	177,812	2.8	17.5	50.8	29.0	0.0
Occupied Rental Units by Geography	92,228	9.6	27.2	40.9	22.4	0.0
Vacant Units by Geography	30,998	8.7	30.6	43.2	17.4	0.0
Businesses by Geography	44,755	4.6	25.0	40.8	29.6	0.0
Farms by Geography	1,497	2.1	21.8	49.0	27.1	0.0
Family Distribution by Income Level	180,045	21.4	17.9	20.5	40.2	0.0
Household Distribution by Income Level	270,040	23.8	16.3	18.2	41.8	0.0
Median Family Income MSA - 30780 Little Rock-North Little Rock-Conway, AR MSA		$58,911	Median Housing Value			$135,687
			Families Below Poverty Level			10.7%
			Median Gross Rent			$704

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Little Rock-North Little Rock-Conway, AR MSA comprises Faulkner, Grant, Lonoke, Perry, Pulaski, and Saline counties. According to the U.S. Census Bureau, the 2016 population increased to 730,107.

Employment and Economic Factors

Employment rates in this MSA have improved dramatically during the rating period. According to the Bureau of Labor Statistics, the unemployment rate in the MSA declined from 7.4 percent in January 2012 to 3.3 percent in December 2016. The unemployment rate in the MSA remains below the national and state average of 4.7 percent and 3.9 percent, respectfully. The professional services, healthcare, and governmental services are the most prominent industries in the MSA and expected to continue to boost growth. Some of the largest employers include University of Arkansas for Medical Sciences, Baptist Health, Little Rock Air Force Base, and Arkansas Children's Hospital.

Housing

According to the National Association of Realtors (NAR), the average Housing Affordability Index (HAI)[60] for the MSA in 2016 was 256.2, which is higher than the national average HAI of

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167.1. This difference indicates that homes in this MSA are more affordable for the typical family. According the NAR, the HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on median priced home. As such, the higher the index, the more affordable the homes are in the area.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing for the low- and moderate-income population
- Financial Literacy Education for youth and adults
- Hunger Relief and Food Insecurity services
- Workforce Development programs
- Neighborhood Revitalization/Stabilization

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing and neighborhood revitalization and stabilization projects
- Supporting community development by providing educational programs such as financial literacy and workforce development
- Provide opportunities for food security to assist with hunger relief, especially for elderly and childhood hunger

State of California

Fresno, CA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Fresno, CA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	199	11.1	28.1	25.6	34.2	1.0
Population by Geography	930,450	10.9	29.4	27.6	31.3	0.7
Housing Units by Geography	310,219	9.7	27.1	28.1	35.1	0.0
Owner-Occupied Units by Geography	156,132	5.0	20.8	27.7	46.5	0.0
Occupied Rental Units by Geography	127,704	15.2	34.9	29.2	20.7	0.0
Vacant Units by Geography	26,383	11.1	26.5	24.9	37.6	0.0
Businesses by Geography	43,531	9.6	23.5	26.0	40.7	0.2
Farms by Geography	3,040	4.9	29.8	34.1	31.3	0.0
Family Distribution by Income Level	205,821	24.7	16.0	17.1	42.1	0.0
Household Distribution by Income Level	283,836	25.3	15.7	16.6	42.4	0.0
Median Family Income MSA - 23420 Fresno, CA MSA		$52,306	Median Housing Value			$249,443
			Median Gross Rent			$843
			Families Below Poverty Level			17.7%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Fresno, CA MSA comprises Fresno County. According to the Census Bureau Fact Finder website, the total population in 2010 was 930,450 in the MSA. According to the U.S. Census Bureau, the 2016 population was 979,534.

Employment and Economic Factors

During the rating period, unemployment rates have fluctuated, but are declining. According to the Bureau of Labor Statistics (BLS), the unemployment rate in the MSA declined from 17.2 in January 2012 to 9.4 in December 2016. As of December 2016, the unemployment rates remain higher than the state and national rates, which are 5.2 percent and 4.5 percent, respectively. Per the BLS, major occupations in the MSA included Office and Administrative Support; Sales; Food Preparation and Serving; Farming, Fishing, and Forestry; and Education, Training, and Library. Some of the largest employers in the assessment area are Community Medical Center, Saint Agnes Medical Center, Ruiz Food Products, Inc., California State University – Fresno, and Kaiser Permanente.

Housing

According to the 2010 U.S. Census, 50 percent of the total housing units in the assessment area were owner occupied, and 41 percent were rental occupied units. The composition of housing units in low-income census tracts is 5 percent owner-occupied, 15.2 percent renter-occupied, and 11.1 percent are vacant units. For units in moderate-income census tracts, 20.8 percent are owner-occupied, 34.9 percent are renter-occupied, and 26.5 percent are vacant units. Low- and moderate-income census tracts have the lowest levels of owner-occupied units and the highest level of rental and vacant units in the MSA. The median home price in the assessment area is $249,443, according to data from the 2010 Census.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing financing and affordable mortgage lending
- Financial Literacy Education for youth and adults
- Homebuyer Education and Counseling programs for low- and moderate-income homebuyers
- Workforce Development programs
- Downtown and Neighborhood Revitalization/Stabilization

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing given the need for high density, transit oriented, and affordable mixed use housing
- Supporting community development by providing educational programs such as financial literacy, homebuyer education, and workforce development
- Provide opportunities for the revitalization of the downtown areas as well as other neighborhoods in the MSA, specifically in the older and low- to moderate-income areas.

Los Angeles-Long Beach-Anaheim, CA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Los Angeles-Long Beach-Anaheim, CA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	2,929	8.4	28.2	28.0	34.1	1.4
Population by Geography	12,828,837	7.6	29.5	29.0	33.5	0.3
Housing Units by Geography	4,467,990	7.0	26.3	28.5	38.1	0.1
Owner-Occupied Units by Geography	2,151,123	2.4	17.4	29.9	50.3	0.0
Occupied Rental Units by Geography	2,051,269	11.5	35.5	27.4	25.5	0.1
Vacant Units by Geography	265,598	9.3	27.5	26.2	36.9	0.1
Businesses by Geography	935,564	6.0	20.0	27.3	45.5	1.2
Farms by Geography	9,779	3.6	19.4	29.0	47.4	0.6
Family Distribution by Income Level	2,869,560	23.6	16.6	18.1	41.7	0.0
Household Distribution by Income Level	4,202,392	24.8	15.8	17.0	42.4	0.0
Median Family Income MSA - 11244 Anaheim-Santa Ana-Irvine, CA MD		$83,735	Median Housing Value			$543,246
Median Family Income MSA - 31084 Los Angeles-Long Beach-Glendale, CA MD		$61,622	Median Gross Rent			$1,214
			Families Below Poverty Level			11.3%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Los Angeles-Long Beach-Anaheim, CA MSA comprises two metropolitan divisions (MDs): Los Angeles-Long Beach-Glendale, CA and Anaheim-Santa Ana-Irvine, CA. These MDs are comprised of two counties in CA, which are Orange and Los Angeles. According to U.S. Census Bureau, the 2016 total population of this MSA was 13.3 million. The MSA is projected to have a population of 14.2 million by 2020.

Employment and Economic Factors

Unemployment rates in the MSA have seen a significant drop during the rating period. According to the Bureau of Labor Statistics (BLS), the unemployment rate in the MSA declined from 11.1 in January 2012 to 4.4 in December 2016. As of December 2016, the MSA reported unemployment rates below that of the state and nation; reported as 5.2 percent and 4.5 percent, respectively. The BLS further shows that as of May 2016, major occupations in the MSA included Office and Administrative Support; Sales; Food Preparation and Serving; Transportation and Material Moving; Business and Financial Operations; and Education, Training, and Library. Some of the largest employers in the MSA include University of California (Los Angeles, Irvine, and Santa Barbara), Kaiser Permanente, Disneyland Resort, The Walt Disney Co., University of Southern California, and Northrop Grumman Corp.

Housing

According to the National Association of Realtors (NAR), the average Housing Affordability Index (HAI)[61] for the Los Angeles-Long Beach-Glendale MD in 2016 was 73.2. The HAI for the Anaheim-Santa Ana-Irvine MD was 67.1. The HAI for both MDs are significantly lower than the national average of 167.1. This difference indicates that homes in the area are much less affordable for the typical family. According the NAR, the HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on a typical home at the national and regional levels based on the most recent monthly price and income data. As such, the higher the index, the more affordable the homes are in the area.

Community Contacts

Needs assessments for both MDs indicated the following identified needs within the community:

- Affordable housing and affordable rental housing
- Financial Literacy Education for adults
- Disability Support Services, including transportation services
- Homebuyer Education and Counseling programs for first time homebuyers
- Workforce Development programs
- Hunger Relief programs
- Neighborhood and environmental revitalization programs

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, to include rental housing
- Supporting community development by providing educational programs such as financial literacy, homebuyer education, and workforce development
- Supporting the community by providing services to the elderly and disabled, to include transportation
- Provide opportunities for the revitalization of the neighborhood and environment

[61] Copyright 2017 "Affordability Index of Existing Single-Family Homes for Metropolitan Areas" National Association of Realtors.

Riverside-San Bernardino-Ontario, CA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Riverside-San Bernardino-Ontario, CA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	822	5.7	28.2	35.9	29.6	0.6
Population by Geography	4,224,851	5.7	26.4	35.4	32.1	0.3
Housing Units by Geography	1,474,437	5.3	26.6	36.9	31.2	0.0
Owner-Occupied Units by Geography	855,253	2.9	21.6	36.3	39.2	0.0
Occupied Rental Units by Geography	407,778	10.3	36.3	35.7	17.8	0.0
Vacant Units by Geography	211,406	5.2	27.9	42.0	24.9	0.0
Businesses by Geography	210,799	4.5	24.1	34.2	37.2	0.1
Farms by Geography	4,563	3.9	22.7	35.7	37.6	0.0
Family Distribution by Income Level	949,542	21.8	17.5	19.8	40.8	0.0
Household Distribution by Income Level	1,263,031	23.5	16.5	18.2	41.8	0.0
Median Family Income MSA - 40140 Riverside-San Bernardino-Ontario, CA MSA		$63,176	Median Housing Value			$317,566
			Families Below Poverty Level			10.9%
			Median Gross Rent			$1,116

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Riverside-San Bernardino-Ontario, CA MSA comprises Riverside and San Bernardino counties. According to the U.S. Census Bureau, the 2016 population had grown to 4.5 million. The projected population for the area by 2020 is a total population of 4.7 million.

<u>Employment and Economic Factors</u>

According to Moody's, this MSA is one of the fastest growing areas in the economy, which is consistent with the decline in the unemployment rate. Per the Bureau of Labor Statistics (BLS), the unemployment rate in the MSA declined from 12.2 percent in January 2012 to 5.1 percent in December 2016. While the MSA's unemployment rate for December 2016 is in line with the 5.2 percent unemployment rate for the state, the MSA's rate remains slightly higher than the national average of 4.5 percent. The BLS further shows that as of May 2016, major occupations in the MSA included Office and Administrative Support; Transportation and Material Moving; Sales; Food Preparation and Serving; Education, Training, and Library; Production; and Healthcare. Some of the largest employers in the assessment area are Starter Brothers Markets, Arrowhead Regional Medical Center, U.S. Marine Corps Air Ground Combat Center, Fort Irwin, Wal-Mart Stores, Inc., and Loma Linda University.

Housing

According to the National Association of Realtors (NAR), the average Housing Affordability Index (HAI)[62] for the MSA in 2016 was 112.3, which is lower than the national average of 167.1. This difference indicates that homes in this MSA are less affordable for the typical family. According the NAR, the HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on a typical home at the national and regional levels based on the most recent monthly price and income data. As such, the higher the index, the more affordable the homes are in the area.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing and affordable rental housing
- Financial Literacy Education for adults
- Homebuyer Education and Counseling programs for first time homebuyers
- Workforce Development programs
- Hunger Relief programs
- Neighborhood stabilization programs

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, to include rental housing
- Supporting community development by providing educational programs such as financial literacy, homebuyer education, and workforce development
- Provide opportunities for the stabilization of the neighborhoods to achieve preservation

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San Francisco-Oakland-Hayward, CA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: San Francisco-Oakland-Hayward CA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	922	12.8	19.5	34.8	32.2	0.7
Population by Geography	4,082,982	11.9	19.8	36.5	31.8	0.0
Housing Units by Geography	1,616,919	12.4	19.0	36.0	32.6	0.0
Owner-Occupied Units by Geography	831,261	4.9	14.5	38.5	42.0	0.0
Occupied Rental Units by Geography	660,566	20.2	24.5	33.4	21.9	0.0
Vacant Units by Geography	125,092	21.5	19.6	32.9	25.9	0.0
Businesses by Geography	317,653	13.9	14.6	31.8	39.6	0.1
Farms by Geography	4,299	7.1	15.2	35.6	42.1	0.0
Family Distribution by Income Level	922,538	23.5	16.4	18.8	41.4	0.0
Household Distribution by Income Level	1,491,827	25.5	15.2	16.8	42.5	0.0
Median Family Income MSA - 36084 Oakland-Hayward-Berkeley, CA MD		$88,024	Median Housing Value			$638,015
Median Family Income MSA - 41884 San Francisco-Redwood City-South San Francisco, CA		$93,987	Median Gross Rent			$1,301
			Families Below Poverty Level			6.8%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The San Francisco-Oakland-Hayward, CA MSA comprises two metropolitan divisions (MDs): San Francisco-Redwood City-South San Francisco, CA and Oakland-Hayward-Berkeley, CA. These MDs are comprised of four counties in CA, which are San Mateo, San Francisco, Alameda, and Contra Costa. According to the U.S. Census Bureau, the 2016 population in the MSA was 4.7 million.

Employment and Economic Factors

Unemployment rates in the MSA have dropped during the rating period. According to the Bureau of Labor Statistics (BLS), the unemployment rate in the MSA declined from 8.5 in January 2012 to 3.5 in December 2016. As of December 2016, the MSA reported unemployment rates below that of the state and nation, reported at 5.2 percent and 4.5 percent, respectively. The BLS further shows that as of May 2016, major occupations in the MSA included Office and Administrative Support; Sales; Food Preparation and Serving; Business and Financial Operations; Management Operations; and Computer and Mathematical. Some of the largest employers in the MSA include University of California (Santa Cruz and Berkeley), Safeway Inc., Kaiser Permanente, Stanford University, University of San Francisco, and Genentech Inc.

Housing

According to the National Association of Realtors (NAR), the average Housing Affordability Index (HAI)[63] for the MSA in 2016 was 69.5, which is significantly lower than the national average of 167.1. This difference indicates that homes in the area are significantly less affordable for the typical family. According the NAR, the HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on a typical home at the national and regional levels based on the most recent monthly price and income data. As such, the higher the index, the more affordable the homes are in the area.

Community Contacts

Needs assessments for both MDs indicated the following identified needs within the community:

- Affordable housing, affordable rental housing, and end gentrification
- Financial Literacy Education programs that support stability
- Workforce Development programs
- Neighborhood and environmental revitalization programs
- Crime Prevention Programs

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, to include rental housing
- Supporting community development by providing educational programs such as financial literacy and workforce development
- Supporting the community by providing services to support crime prevention
- Provide opportunities for the revitalization of the neighborhood

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State of Colorado

Denver-Aurora-Lakewood, CO MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Denver-Aurora-Lakewood, CO MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	621	11.1	22.5	33.5	31.7	1.1
Population by Geography	2,543,482	11.1	23.1	33.4	32.4	0.0
Housing Units by Geography	1,062,704	11.3	24.2	34.7	29.8	0.0
Owner-Occupied Units by Geography	650,428	6.3	19.1	36.1	38.5	0.0
Occupied Rental Units by Geography	328,371	20.0	33.0	32.1	14.9	0.0
Vacant Units by Geography	83,905	15.6	29.6	33.7	21.1	0.0
Businesses by Geography	268,070	8.4	20.1	30.9	40.3	0.3
Farms by Geography	5,263	7.0	17.6	35.5	39.8	0.1
Family Distribution by Income Level	620,203	21.9	17.1	20.3	40.7	0.0
Household Distribution by Income Level	978,799	23.6	16.5	18.2	41.6	0.0
Median Family Income MSA - 19740 Denver-Aurora-Lakewood, CO MSA		$75,101	Median Housing Value			$266,191
			Families Below Poverty Level			8.6%
			Median Gross Rent			$895

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Denver-Aurora-Lakewood, CO MSA comprises the following 10 counties: Adams, Arapahoe, Broomfield, Clear Creek, Elbert, Denver, Douglas, Gilpin, Jefferson, and Park. BANA has defined its assessment area to include all of the MSA, except the cities of Denver and Broomfield. Unless otherwise indicated, the demographics and statistics discussed reflect the MSA as a whole. According to the U.S. Census Bureau, the population of the MSA increased from 2.5 million in 2010 to 2.9 million in 2016.

<u>Employment and Economic Factors</u>

Employment rates in this MSA improved during the rating period. According to the Bureau of Labor Statistics, the unemployment rate in the MSA declined from 8.5 percent in January 2012 to 2.6 percent in December 2016. As of December 2016, the unemployment rate in the MSA is in line with the state average of 2.7 percent, but is significantly below the national average of 4.5 percent. Per the Bureau of Labor Statistics, as of May 2016, Office and Administrative Support, Sales, Food Preparation and Serving, Business and Financial Operations, and Transportation, Material Moving, and Healthcare occupations are the major occupations in the MSA. Some of the largest employers HealthONE, University of Colorado Hospital, Lockheed Martin Corp., Centura Health, and United Airlines.

Housing

According to the National Association of Realtors (NAR), the average Housing Affordability Index (HAI)[64] for the MSA in 2016 was 125.3, a decline of 5 percent from the previous year. The MSA's 2016 HAI is below the national average of 167.1, which indicates homes are less affordable for families earning the median income. According the NAR, the HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on a typical home at the national and regional levels based on the most recent monthly price and income data. As such, the higher the index, the more affordable the homes are in the area.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing for all population
- Financial Literacy Education for youth, adults, and veterans
- Hunger Relief and Food Insecurity services
- Workforce Development programs
- Neighborhood Revitalization/Stabilization and Transportation

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, including the construction of affordable housing, and neighborhood revitalization and stabilization projects
- Supporting community development by providing educational programs such as financial literacy and workforce development
- Provide opportunities for food security to assist with hunger relief, especially for elderly, children, and veterans.

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State of Connecticut

Bridgeport-Stamford-Norwalk, CT MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Bridgeport-Stamford-Norwalk, CT MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	210	15.7	17.6	31.9	34.8	0.0
Population by Geography	916,829	13.5	19.5	33.6	33.4	0.0
Housing Units by Geography	358,132	13.8	21.2	34.6	30.4	0.0
Owner-Occupied Units by Geography	234,419	5.2	15.9	40.3	38.6	0.0
Occupied Rental Units by Geography	97,363	31.3	33.6	23.2	12.0	0.0
Vacant Units by Geography	26,350	25.9	22.7	25.5	25.9	0.0
Businesses by Geography	93,239	10.4	16.5	32.5	40.6	0.0
Farms by Geography	2,513	9.0	18.7	35.7	36.5	0.0
Family Distribution by Income Level	230,561	22.7	16.7	20.0	40.7	0.0
Household Distribution by Income Level	331,782	25.6	15.2	17.0	42.2	0.0
Median Family Income MSA - 14860 Bridgeport-Stamford-Norwalk, CT MSA		$100,593	Median Housing Value			$503,921
			Median Gross Rent			$1,235
			Families Below Poverty Level			5.6%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The bank has designated its assessment area as the Bridgeport-Stamford-Norwalk, CT MSA. The MSA comprises Fairfield County. The assessment area meets the requirements of the CRA and does not arbitrarily exclude any low- or moderate-income geographies.

<u>Employment and Economic Factors</u>

Economic conditions, as reflected by the rate of unemployment, were strong during the evaluation period. According to the Bureau of Labor Statistics, the unemployment rate is declining in the MSA. As of December 2016, the unemployment rate for the Bridgeport-Stamford-Norwalk, CT MSA was 3.9 percent, reflecting a decrease from the 8.2 percent unemployment rate at the beginning of the 2012 evaluation period.

According to Moody’s Analytics in the Bridgeport-Stamford-Norwalk, CT MSA, the persistent job losses and rising unemployment threaten to derail Bridgeport-Stamford-Norwalk’s recovery. The Bridgeport area is the only metro area in Connecticut that has lost jobs over the past year. The MSA is a global financial center and has core professional services headquarters; above average exposures to high tech and has a highly educated workforce. Statistics also show a high cost of living, skewed income distribution in the Stamford area, and weak migration trends.

The top employment sectors in the Bridgeport-Stamford-Norwalk, CT MSA are manufacturing and trade, service producing industries, personal, business, and health services. Wholesale and retail trade continue to thrive in the area, due to its deep-sea port, interstate highways, and railroad hubs. Bridgeport is one of the largest financial centers in the New England area. Fairfield County is home to a dozen Fortune 500 Companies, which include General Electric, Pitney Bowes Inc., and Xerox Corporation. Top employers in the area are Peoples Bank, N.A., Deloitte, Charter Communications, Stamford Health, St. Vincent Medical Center, and Bridgeport Hospital.

Housing

According to the 2010 U.S. Census, 41.4 percent of the total housing units in the assessment area were owner occupied, and 32.6 percent were rental occupied units. The composition of housing units in low-income census tracts is 5.2 percent owner-occupied, 31.3 percent renter-occupied, and 25.9 percent are vacant units. For units in moderate-income census tracts, 15.9 percent are owner-occupied, 33.6 percent are renter-occupied, and 22.7 percent are vacant units. Low- and moderate-income census tracts have the lowest levels of owner-occupied units and the highest level of rental and vacant units in the MSA. The median home price in the assessment area is $503,921, according to data from the 2010 Census Data.

The 2016 Housing Affordability Index (HAI)[65] composite score for the MSA was 159.4. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing for homeowners and renters
- Down payment assistance for first-time homebuyers
- Assistance with lead remediation and energy efficiency upgrades for aging housing
- Rehabilitation loans for homeowners
- Direct loans and grants for small businesses to support general operating needs

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, including the construction of affordable housing, and neighborhood revitalization and stabilization projects
- Supporting community development by providing educational programs such as financial literacy and workforce development

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Hartford-West Hartford-East Hartford, CT MSA

Table A - Demographic Information of the Assessment Area

Assessment Area: Hartford-West Hartford-East Hartford CT MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	290	15.9	14.5	39.3	28.3	2.1
Population by Geography	1,212,381	11.8	14.0	41.6	31.3	1.3
Housing Units by Geography	503,113	12.9	14.7	42.8	29.6	0.0
Owner-Occupied Units by Geography	323,477	3.6	11.1	46.7	38.6	0.0
Occupied Rental Units by Geography	145,575	29.6	22.4	35.9	12.1	0.0
Vacant Units by Geography	34,061	30.2	15.7	34.6	19.3	0.2
Businesses by Geography	88,017	9.3	11.0	41.8	37.5	0.4
Farms by Geography	2,678	2.8	6.8	43.6	46.7	0.0
Family Distribution by Income Level	310,244	21.4	17.0	22.1	39.6	0.0
Household Distribution by Income Level	469,052	24.7	15.6	17.9	41.7	0.0
Median Family Income MSA - 25540 Hartford-West Hartford-East Hartford, CT MSA		$82,299	Median Housing Value			$257,503
			Families Below Poverty Level			6.7%
			Median Gross Rent			$921

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The bank has designated its assessment area as the Hartford-West Hartford-East Hartford, CT MSA. The MSA comprises Hartford, Middlesex, and Tolland counties. The assessment area meets the requirements of the CRA and does not arbitrarily exclude any low- and moderate-income geographies.

According to the U.S. Census data for 2016, the MSA population has remained relatively unchanged from 1.2 million in 2010. Low-income families represent 21.4 percent of families in the assessment area and moderate-income families represent 17 percent of the assessment area population. The percentage of households in the assessment area living below the federal poverty income level of $24,250 was 6.7 percent for 2016, according to the Census Bureau's American Community Survey, the most recent data available. The household poverty rate for the assessment area was lower than the 9.8 percent for the state of Connecticut. The 2016 adjusted median family income of $82,299 for the assessment area was greater than the median family income of $71,346 for the state of Connecticut.

<u>Employment and Economic Factors</u>

Economic conditions, as reflected by the rate of unemployment, were strong during the evaluation period. According to the Bureau of Labor Statistics, the unemployment rate for the Hartford-West Hartford-East Hartford, CT MSA was 3.9 percent, reflecting a decrease from the 8.7 percent unemployment rate at the beginning of the 2012 evaluation period. The state of Connecticut's unemployment rate is higher than the Hartford MSA, at 4.4 percent.

According to Moody's Analytics, the Hartford-West Hartford-East Hartford, CT MSA economy is gaining steam, but the ongoing state budget impasse adds fragility to the area's recovery. Hartford has a well-educated workforce with above average wages. The workforce has high exposure to the state government.

Hartford is the capital city for the state of Connecticut. The top employment sectors in the Hartford-West Hartford-East Hartford, CT MSA are manufacturing, insurance services, education, supermarkets, gaming and resorts. The top employers are United Technologies, Lockheed Martin, Stop and Shop, Inc., Hartford Financial Services Group Inc., Yale University, and Foxwoods Resort Casino.

Housing

According to the 2010 U.S. Census, 23.7 percent of the total housing units in the assessment area were owner occupied, and 33.5 percent were rental occupied units. The composition of housing units in low-income CTs is 3.60 percent owner-occupied, 29.6 percent renter-occupied, and 30.2 percent vacant units. For units in moderate-income census tracts, 11.1 percent are owner-occupied, 22.4 percent renter-occupied, and 15.7 percent vacant units. The median home price in the assessment area is $257,503, according to data from 2010 Census Data.

The 2016 Housing Affordability Index (HAI)[66] composite score for the MSA was 224. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable and better quality housing
- Funding to help eliminate blight and crime
- Funding to renovate parks
- Financial literacy
- Job training and job placement

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, including the construction of affordable housing, and neighborhood revitalization and stabilization projects
- Supporting community development by providing educational programs such as financial literacy and workforce development
- Expand access to retail banking services by establishing more branches in low-income neighborhoods

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State of Delaware

Dover, DE MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Dover DE MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	32	0.0	15.6	68.8	15.6	0.0
Population by Geography	162,310	0.0	12.2	73.7	14.1	0.0
Housing Units by Geography	63,563	0.0	12.5	73.7	13.8	0.0
Owner-Occupied Units by Geography	41,836	0.0	9.2	75.3	15.5	0.0
Occupied Rental Units by Geography	15,560	0.0	20.0	70.9	9.2	0.0
Vacant Units by Geography	6,167	0.0	16.1	70.4	13.5	0.0
Businesses by Geography	9,325	0.0	21.2	64.5	14.3	0.0
Farms by Geography	575	0.0	8.3	77.2	14.4	0.0
Family Distribution by Income Level	40,711	18.7	18.4	23.3	39.6	0.0
Household Distribution by Income Level	57,396	22.6	17.1	20.3	40.0	0.0
Median Family Income MSA - 20100 Dover, DE MSA		$60,949	Median Housing Value			$204,861
			Median Gross Rent			$917
			Families Below Poverty Level			9.3%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The bank has designated its assessment area as the Dover, DE MSA. The MSA comprises Kent County. The assessment area meets the requirements of the CRA and does not arbitrarily exclude any low- and moderate-income geographies.

As detailed in the table above, the population in the assessment area was 162,310 according to the 2010 U.S. Census. Low-income families represent 18.7 percent of families in the assessment area. Moderate-income families represent 18.4 percent of the assessment area population. The percentage of households in the assessment area living below the federal poverty income level of $24,250 was 9.3 percent for 2016, according to the Census Bureau's American Community Survey, the most recent data available. The household poverty rate for the assessment area was lower than the 11.7 percent for the state of Delaware. The 2016 adjusted median family income of $60,949 for the assessment area was less than the median family income of $73,831 for the state of Delaware.

<u>Employment and Economic Factors</u>

Dover is the capital city and the second largest city in the state of Delaware. Economic conditions, as reflected by the rate of unemployment, were strong during the evaluation period. According to the Bureau of Labor Statistics, the unemployment rate is declining in the MSA. As of December 2016, the unemployment rate for the Dover, DE MSA was 4 percent, reflecting a decrease from the 8.3 percent unemployment rate at the beginning of the 2012 evaluation period.

According to Moody's Analytics, the economy has lost some of its luster. Payroll employment has fallen just over 3 percent in the last three months, compared with a more than 1 percent increase nationally. There are large swings in employment in the retail and leisure/hospitality segments. The area boasts an available and trainable labor force and a pool of skilled labor. The presence of Dover Airforce base offers stability for the area. Population growth is above average. There are low business and labor costs in an area with no general sales tax, no unitary tax, no fixtures tax, and no personal property or inventory tax.

The top employment sectors in the Dover, DE MSA are state and federal government, service producing industries, education, and health services. Dover is home to the Dover Air Force base, which offers the largest and busiest airfreight terminal in the Department of Defense. Top employers in the area are the State of Delaware, Dover Air Force Base, Christiana Care Health System, DuPont Company, Bank of America, N.A., Delaware State University, and University of Delaware.

Housing

According to the 2010 U.S. Census, 49.8 percent of the total housing units in the assessment area were owner-occupied and 32.3 percent were renter-occupied units. For units in moderate-income census tracts, 9.2 percent are owner-occupied, 20 percent are renter-occupied, and 16.1 percent are vacant units. The median home price in the assessment area is $204,861, according to data from the 2010 Census Data.

The 2016 Housing Affordability Index (HAI)[67] composite score for the MSA was 190. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing
- Supportive services for low- and moderate-income families
- Healthcare for the rising senior population
- Revitalization of older homes
- Support for homeless veterans

[67] Copyright 2017 "Affordability Index of Existing Single-Family Homes for Metropolitan Areas" National Association of Realtors.

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, including the construction of affordable housing, and neighborhood revitalization and stabilization projects
- Supporting community development by providing educational programs such as financial literacy and workforce development
- Investing in Downtown Development District Projects and the Strong Neighborhoods Housing Fund

State of Florida

Jacksonville, FL MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Jacksonville, FL MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	260	6.5	23.1	43.1	26.5	0.8
Population by Geography	1,345,596	4.6	19.2	46.4	29.8	0.0
Housing Units by Geography	587,486	5.0	20.6	45.4	29.0	0.0
Owner-Occupied Units by Geography	343,411	2.9	15.6	47.9	33.6	0.0
Occupied Rental Units by Geography	160,246	8.6	29.4	41.3	20.6	0.0
Vacant Units by Geography	83,829	7.0	23.7	42.9	26.4	0.0
Businesses by Geography	129,630	3.4	19.3	42.6	34.7	0.0
Farms by Geography	3,435	2.5	15.3	50.5	31.7	0.0
Family Distribution by Income Level	334,850	20.6	17.7	21.9	39.9	0.0
Household Distribution by Income Level	503,657	22.9	16.9	18.8	41.5	0.0
Median Family Income MSA - 27260 Jacksonville, FL MSA		$63,927	Median Housing Value			$211,536
			Families Below Poverty Level			9.0%
			Median Gross Rent			$908

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Jacksonville, FL MSA comprises the following five counties: Baker, Clay, Duval, Nassau, and St. John. All five counties in this MSA are contiguous and located in northeastern Florida, bordering the state of Georgia and the Atlantic Ocean. According to the 2010 census, the population in the MSA totaled 1.3 million. The largest geographic subdivision within the MSA at the time of the 2010 census was the city of Jacksonville with a population of 822,000. Other large cities include St. Augustine, Fernandina Beach, Jacksonville Beach, Orange Park, Middleburg, Green Cove Springs, Macclenny, and St. Marys, GA. As of July 1, 2016, the population of the Jacksonville, FL MSA increased to an estimated 1.5 million.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, the Jacksonville, FL MSA economy is stable, driven by defense, logistics, and financial centers. Employment in the MSA has steadily improved. Unemployment dipped to 3.7 percent, the lowest rate in more than a decade, and hourly wages topped the U.S. average for the first time since 2007, leading all other metropolitan areas in Florida. Defense payrolls remain an economic driver. Growth has been strong in high-income jobs in professional services, as well as retail and construction; however, leisure and hospitality performance declined due to reductions in hospitality-related jobs, compounded by historic flooding caused by Hurricane Irma in 2017.

Housing

The housing market in the assessment area is improving. House price appreciation is steadily increasing. House price appreciation exceeded the national averages since late 2014, and the gap continued to grow as of late 2017. House price appreciation, however, continues to lag state averages. In the Jacksonville, FL MSA, housing is more affordable than state averages, and it is comparable to national averages.

The 2016 Housing Affordability Index (HAI)[68] composite score for the MSA was 177.4. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts and local community development plans identified the following needs and/or challenges within the market:

- Rental assistance for the homeless, previously incarcerated individuals and low- and moderate-income individuals with low credit scores and/or a history of eviction
- “Second Chance” banking and credit opportunities
- Availability of affordable housing units
- Investor effect on housing availability

Opportunities for participation by financial institutions include the following:

- Funding for reserves to maintain affordable housing quality
- Grants for housing development and to fund supportive (wrap-around) services to low- and moderate-income families
- Grants for ongoing operational expenses of the nonprofit
- Construction financing for development projects
- Grants to fund emergency assistance programs for low- and moderate-income families
- Access to low cost checking accounts

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Miami-Fort Lauderdale-West Palm Beach, FL MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Miami-Fort Lauderdale-West Palm Beach, FL MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,216	5.8	25.9	33.3	32.8	2.1
Population by Geography	5,564,635	4.7	27.3	34.6	33.1	0.3
Housing Units by Geography	2,444,544	5.0	27.5	35.1	32.4	0.0
Owner-Occupied Units by Geography	1,329,038	2.1	23.1	36.3	38.6	0.0
Occupied Rental Units by Geography	690,566	10.1	36.7	33.5	19.7	0.0
Vacant Units by Geography	424,940	5.6	26.1	34.2	34.0	0.1
Businesses by Geography	764,572	3.4	21.8	30.3	43.7	0.9
Farms by Geography	11,984	3.0	22.7	31.6	42.5	0.3
Family Distribution by Income Level	1,317,377	22.4	17.3	18.9	41.3	0.0
Household Distribution by Income Level	2,019,604	24.5	16.1	17.0	42.4	0.0
Median Family Income MSA - 22744 Fort Lauderdale-Pompano Beach-Deerfield Beach, FL		$62,619	Median Housing Value			$284,593
Median Family Income MSA - 33124 Miami-Miami Beach-Kendall, FL MD		$50,065	Median Gross Rent			$1,099
Median Family Income MSA - 48424 West Palm Beach-Boca Raton-Delray Beach, FL MD		$64,445	Families Below Poverty Level			11.0%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Miami-Fort Lauderdale-West Palm Beach, FL MSA comprises three metropolitan divisions (MDs), including the Fort Lauderdale-Pompano Beach-Deerfield Beach, FL MD, which consists of Broward County; the Miami-Miami Beach-Kendall, FL MD, which consists of Miami-Dade County; and the West Palm Beach-Boca Raton-Delray Beach, FL MD, which consists of Palm Beach County. All three counties in this MSA are contiguous and located in the south of Florida.

Principal cities in this MSA include Miami, Fort Lauderdale, West Palm Beach, Pompano Beach, Miami Beach, Boca Raton, Kendall, Deerfield Beach, Delray Beach, and Jupiter.

Overall, the MSA has a total population of approximately 5.5 million people. The Miami-Miami Beach-Kendall, FL MD is the largest of the MDs within the MSA, with an estimated 2016 population of 2.5 million, compared to an estimated population of 1.7 million for the Fort Lauderdale-Pompano Beach-Deerfield Beach, FL MD and an estimated population of 1.4 million for the West Palm Beach-Boca Raton-Delray Beach, FL MD.

The Miami, FL MD is a diverse and densely populated urban center. The greatest concentration of low-and moderate-income geographies in the MSA are located in the city of Miami. The cost of living in the Miami-Dade, FL MD remains high, even though there are indications of improvements in unemployment, real estate foreclosures, and other economic conditions during the evaluation period. Nearly 60 percent of the population growth in the

Miami-Dade County since 2010 has been from net in-migration, which has averaged 19,350 people annually.

Employment and Economic Factors

Following three years of decline, employment in the Miami area began to rebound in 2011 and continued to increase during the next several years. During the 12 months ending March 2016, nonfarm payrolls increased by 29,600 jobs, or 2.7 percent, from the previous 12 months to 1.13 million jobs. The unemployment rate decreased to 6 percent during this period, down from 6.7 percent during the previous 12 months. However, the unemployment rate in Miami-Dade remained higher than both the state of Florida and the national unemployment rate of 4.9 percent and 4.7 percent, respectively.

Major industries include real estate development, trade business with Latin America, and tourism. The largest employers include Miami-Dade County, Florida State Government, the University of Miami, Baptist Health System South Florida, and American Airlines.

According to Dun and Bradstreet, there were 354,431 non-farm businesses in the Miami-Dade, FL MD for 2015, of which 79.5 percent are small businesses, defined as having revenues of $1 million or less. The majority (73.2 percent) of all non-farm businesses are concentrated in the county's middle-and upper-income geographies.

Housing

The housing crisis severely affected Miami-Dade County when home prices fell 50 percent or more from the highs of 2006 and condominium values declined 60 percent. Foreclosure rates have declined, but remain high. According to a report compiled by real estate research company ATTOM Data Solutions, one of every 786 housing units in South Florida was in some stage of foreclosure in November 2016. While that rate is still relatively high, it has fallen nearly 18 percent compared to November 2015. Miami-Dade County had the largest share of distressed properties with 1,479 homes in the foreclosure pipeline. Broward County came in second with 1,012 housing units and Palm Beach County had 657. While home values continue to recover, Zillow.com reports that, as of the second quarter of 2016, 11.8 percent of homes with mortgages were in a negative equity position, which limits the owners' opportunity for mortgage refinancing.

The high sales prices make it difficult for low- and moderate-income individuals to own a home in the assessment area without the help of loan subsidies. According to the National Association of Realtors, the median sales price for a single-family home in the Miami-Fort Lauderdale-West Palm Beach, FL MSA was $260,000 in 2012 compared to $305,000 thousand in 2016. Affordable housing inventory of units under $250,000 have significantly declined during recent years due in part to a massive influx of foreign buyers. In addition, the high property taxes and the high cost of hazard and flood insurance in Florida add significant cost to owning a home. The decline in housing affordability is not limited to home buyers. A 2016 study from the Federal Reserve Bank of Atlanta found that Miami was one of several large Southern metropolitan areas that experienced a significant decline in the availability of low-cost rental housing from 2010 to 2014. These factors contribute to Miami-Dade County having some of the highest levels of housing cost burdens for families in the nation, spending greater than 30 percent of income on housing. The National Low Income Housing Coalition found that 26 percent of moderate-income families and 71 percent of low-income families in the Miami MSA are severely housing cost burdened.

The 2016 Housing Affordability Index (HAI)[69] composite score for the MSA was 108.3. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Low-and moderate-income families have other challenges accessing homeownership, as private investors contribute to the overall decline in housing inventory, including affordable housing. These investors often buy homes with cash, making it difficult for low- and moderate-income individuals to take advantage of lower cost homes on the market. In 2014, as high as 58 percent of home sales in the Miami-Dade, FL MD were cash transactions. By mid-2016, this level declined, though still high at 48 percent of home sales.

Community Contacts

A review of community contacts and local community development plans indicated that the following are identified needs within the market:

- Affordable housing for renters and owners
- Homebuyer counseling
- Availability of affordable mortgage financing for low- and moderate-income individuals
- Job creation and career development
- Access to capital and credit for development activities that promote long-term economic and social viability of the community
- Establishment, stabilization and expansion of small businesses, including micro-enterprises
- Neighborhood revitalization
    - improving safety and livability of neighborhoods
    - increasing access to quality public and private facilities and services
    - reducing isolation of income groups through the spatial de-concentration of housing opportunities for persons of lower income
    - revitalizing deteriorating or deteriorated neighborhoods
    - restoring and preserving properties of significant historical, architectural, or aesthetic value
    - conserving energy resources

Opportunities for participation by financial institutions include the following:

- Grants to NFPs to support down payment assistance
- Partnering with NFPs to provide homebuyer education and financial counseling
- Affordable mortgage products

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North Port-Sarasota-Bradenton, FL MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: North Port-Sarasota-Bradenton, FL MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	172	2.3	24.4	45.3	27.9	0.0
Population by Geography	702,281	2.7	23.5	46.8	27.1	0.0
Housing Units by Geography	396,632	1.9	22.7	45.7	29.7	0.0
Owner-Occupied Units by Geography	228,050	1.3	20.1	49.0	29.7	0.0
Occupied Rental Units by Geography	72,159	5.1	31.1	44.1	19.7	0.0
Vacant Units by Geography	96,423	1.2	22.7	39.1	37.1	0.0
Businesses by Geography	82,910	1.5	20.5	42.5	35.5	0.0
Farms by Geography	2,402	1.7	17.9	46.7	33.8	0.0
Family Distribution by Income Level	188,229	19.6	19.0	20.9	40.5	0.0
Household Distribution by Income Level	300,209	22.3	17.3	19.0	41.4	0.0
Median Family Income MSA - 35840 North Port-Sarasota-Bradenton, FL MSA		$60,626	Median Housing Value			$266,801
			Median Gross Rent			$1,013
			Families Below Poverty Level			7.7%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The North Port-Sarasota-Bradenton, FL MSA comprises Manatee County and Sarasota County. Both counties in this MSA are contiguous and located in southwestern Florida, bordering the Gulf of Mexico. According to the 2010 census, the population in the MSA totaled 702,281. The largest geographic subdivision within the MSA at the time of the 2010 census was the city of North Port with a population of 57,000. The largest cities include North Port, Sarasota, and Bradenton. As of July 1, 2016, the population of the North Port, FL MSA increased to an estimated 788,000. North Port remains the largest geographic subdivision with an estimated population of 64,000.

Employment and Economic Factors

According to Moody's Analytics, the North Port-Sarasota-Bradenton, FL MSA economy is improving, driven by tourism and retirees relocating to the area. U.S. wage growth will lead to increased discretionary spending and more households will travel on their vacations to coastal locales. Hotel construction will help satisfy increasing demand for leisure/hospitality and facilitate well above-average job growth in tourism-related industries in 2018. Baby boomers will feel the southward pull as more of them retire. Retiree spending will support consumer industries and housing, as well as healthcare. Senior citizens account for about half of all spending on medical services, and over the next decade, their share of the population will swell to 40 percent in the area, compared with 20 percent, nationwide. As a result, healthcare demand will soar, driving rising payrolls within the healthcare industry.

The North Port-Sarasota-Bradenton, FL MSA was one of the Florida metro areas hardest hit by hurricane Irma and the region is currently in a rebuilding stage. More than 62,000 individual applicants received approximately $20 million in federal aid grants within Sarasota and Manatee counties, with more funding expected from federal, state, and local governments to help with recovery costs. As such, construction payroll growth could accelerate over the coming year. Economists expect industry payroll growth to continue post-recovery, with the continuation of large-scale development projects within the area.

At 4.6 percent, unemployment continues its five-year declining trend. Payroll employment is increasing with year-over-year growth that is twice the rest of Florida. The retail and hospitality industries, comprising nearly one-third of workers in the metro area, are expanding again following Hurricane Irma. While the education and healthcare industries lost momentum, job growth over the past year continues to exceed the statewide and U.S. averages.

Housing

The housing market in the assessment area is improving. House price appreciation is steadily increasing. House prices appreciated above national averages beginning in 2013 and the gap continues to grow to date. House prices are comparable to average in the state of Florida. In North Port-Sarasota-Bradenton, FL MSA, housing affordability is comparable to state average and it is lower than national average.

The 2016 Housing Affordability Index (HAI)[70] composite score for the MSA was 146. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1

Community Contacts

A review of community contacts and local community development plans identified the following needs and/or challenges within the market:

- Low wages that are incommensurate with the high housing/rental costs
- Community development
- Financing programs

Opportunities for participation by financial institutions include the following:

- Purchasing packages of loans for Habitat for Humanity houses
- Financial literacy and education opportunities, such as budgeting, home ownership, wills, tips on being a good neighbor
- Volunteers for finance committees and event committees for local community service boards.

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State of Georgia

Athens-Clarke County, GA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Athens-Clarke County, GA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	46	17.4	17.4	39.1	26.1	0.0
Population by Geography	192,541	14.6	16.1	41.0	28.4	0.0
Housing Units by Geography	80,857	13.7	16.5	41.9	27.9	0.0
Owner-Occupied Units by Geography	39,494	4.9	11.1	47.9	36.1	0.0
Occupied Rental Units by Geography	27,772	24.4	21.5	33.5	20.6	0.0
Vacant Units by Geography	13,591	17.5	21.9	41.6	19.0	0.0
Businesses by Geography	12,394	16.2	11.1	36.0	36.6	0.0
Farms by Geography	618	3.6	9.2	52.3	35.0	0.0
Family Distribution by Income Level	40,689	24.5	16.1	18.1	41.2	0.0
Household Distribution by Income Level	67,266	27.4	14.2	15.2	43.2	0.0
Median Family Income MSA - 12020 Athens-Clarke County, GA MSA		$57,573	Median Housing Value			$170,828
			Families Below Poverty Level			13.6%
			Median Gross Rent			$738

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Athens-Clarke County, GA MSA comprises the following four counties: Clarke, Madison, Oconee, and Oglethorpe. The principal city is Athens. The MSA is home to the University of Georgia, the nation's oldest state-chartered university and the MSA's largest employer. The MSA is located in the northeastern area of Georgia, approximately 71 miles east of metropolitan Atlanta.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, the area's expansion is robust, with nearly all signals flashing green. At nearly 5 percent, annual job growth is second in the region. According to the Moody's Analytics Business Cycle Tracker, the MSA has advanced at the fifth fastest rate among southern metropolitan areas over the past year. Job gains are relatively broad-based, but the core drivers are doing the heavy lifting. The public sector, led by faculty additions at the University of Georgia (UGA) and healthcare have contributed nearly two-thirds of net new jobs over the past year. A strong labor market is quickly absorbing labor force entrants, and the jobless rate has fallen below 4 percent for the first time in over a decade. Income growth is just ahead of the state average. As a result, the housing market is healthy, with house price appreciation more than a full percentage point above the strong Georgia average.

The area's cornerstone UGA remains the primary growth driver, creating jobs directly as rising enrollment necessitates faculty additions and indirectly as rising endowment funds more research and development opportunities. Though UGA's endowment is small compared with that of many similar universities, it is growing. Enrollment has grown by 9 percent in the past four years, setting another record in 2017. Rapidly rising enrollment has necessitated more staffing and state government payrolls are surging to record levels. The public sector, which accounts for nearly one-third of jobs, will remain a significant source of strength.

Buoyed by sound finances and solid demographics, hospitals will extend their recent run. Healthcare reasserted itself in 2017 after a few years marred by weak net hiring and uncertainty. Since early 2017, healthcare has contributed more than half of the net new jobs. The merger between Athens Regional Medical Center (ARMC) and Atlanta-based Piedmont Hospital inspired renewed confidence in ARMC and greatly improved ARMC's finances. As a result, ARMC is expanding (two new locations) and hiring staff. Robust population dynamics ensure that healthcare will expand more quickly in the metro area than the national average.

Notwithstanding the strength of the labor market, the MSA faces onerous structural problems. The huge presence of UGA leaves the economy vulnerable should funding or enrollment decline, and industrial diversity ranks near the bottom third of southern metro areas. Furthermore, while local business costs are low and educational attainment is high, few well-paying jobs await recent UGA graduates and most opt to relocate to Atlanta. Out-migration will hinder Athens's ability to attract new firms in high-value-added industries; therefore, the Athens MSA will only go as far as UGA will take it. The MSA will not be able to maintain its rapid growth for long but will maintain its momentum through 2018. Longer-term, an expanding UGA will provide stability, but the Athens MSA will be relegated to a below-average performer because of a dearth of dynamic economic drivers.

In addition to UGA, the metropolitan area's employers include ARMC-Piedmont Athens (Healthcare), St. Mary's (Healthcare), Clarke County School District, Pilgrim's Pride (Food Processing), Athens-Clarke County Government, Caterpillar, Dial America (Telemarketing), Power Partners, Baldor (Industrial Motors), Carrier Transicold, and Merial Animal Health Products.

Housing

According to the American Community Survey 2012-2016, the median housing value has declined to $152,600 from $170,828 reported at the 2010 Census. Approximately 38 percent of the area's housing units are owner-occupied and the median rent for renter-occupied units is $799.

Community Contacts

A review of a community contact and local community development plans indicated that there is a high demand for access to credit by small businesses and permanent workforce residents. Opportunities for participation by financial institutions include the following:

- SBA and small business lending within the market
- Affordable mortgage programs for workforce housing for community residents

Atlanta-Sandy Springs-Roswell, GA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Atlanta-Sandy Springs-Roswell, GA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	951	9.8	24.6	34.7	30.4	0.5
Population by Geography	5,286,728	6.2	23.7	38.9	31.2	0.1
Housing Units by Geography	2,136,162	7.3	24.9	37.2	30.6	0.0
Owner-Occupied Units by Geography	1,276,774	2.8	18.7	41.1	37.4	0.0
Occupied Rental Units by Geography	603,757	14.1	35.0	30.8	20.1	0.0
Vacant Units by Geography	255,631	14.0	32.1	32.5	21.4	0.0
Businesses by Geography	460,413	4.7	21.4	34.9	38.9	0.1
Farms by Geography	8,861	2.7	20.0	43.7	33.5	0.1
Family Distribution by Income Level	1,282,154	21.8	17.1	19.6	41.5	0.0
Household Distribution by Income Level	1,880,531	23.0	17.0	18.3	41.7	0.0
Median Family Income MSA - 12060 Atlanta-Sandy Springs-Roswell, GA MSA		$67,374	Median Housing Value			$210,023
			Median Gross Rent			$919
			Families Below Poverty Level			9.6%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Atlanta-Sandy Springs-Roswell, GA MSA includes all twenty-nine counties within the entire MSA. The assessment area is located in the northwestern area of Georgia. Principal cities within the MSA include Alpharetta, Atlanta, Marietta, and Roswell.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, the Atlanta-Sandy Springs-Roswell, GA MSA has experienced strong economic growth in the past 5 years, fueled by gains in health, professional and financial services, as well as construction. Nonfarm payrolls averaged 2.6 million jobs, an increase of 80,100 jobs, or 3.1 percent, compared with the number of jobs during the same 3-month period in 2015, resulting from growth in 10 of 11 sectors. That rate of job growth in the metropolitan area was much greater than the rate of 1.9 percent for the nation, and exceeded the increases in in other fast growing regions, including Houston, Miami, and Charlotte. Construction job growth has been particularly strong due to elevated demands for residential and office space. The MSA has also favorable business tax incentives, which have helped to attract multiple companies to the area over the years, including the entertainment industry.

In addition to being an important international transportation hub, the metropolitan area is home to the headquarters of corporations such as The Coca-Cola Company, Delta Air Lines, Inc., The Home Depot, and UPS (United Parcel Service, Inc.) and several notable colleges, including Emory University, the Georgia Institute of Technology, and Georgia State University.

Housing

During the 12 months ending March 2016, new home sales increased 20 percent to 16,400, continuing a trend that began in mid-2012. The number of existing homes sold has increased each year since 2012 to 101,000, despite a rapid decline in real estate owned (REO) sales. The percentage of home loans in the Atlanta metropolitan area that were seriously delinquent (90 or more days delinquent or in foreclosure) or had transitioned into REO status declined from 3.6 percent in March 2015 to 2.9 percent in March 2016. The current rate is slightly below the 3 percent rate for both Georgia and the nation.

Improving economic conditions and a declining number of REO properties have contributed to increased home prices in the Atlanta area since 2013. According to the National Association of Realtors, as of December 2016, the median sales price of a single family home in the MSA was $184,000 compared to $159,500 in 2014.

The 2016 Housing Affordability Index (HAI)[71] composite score for the MSA was 215.9. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Rental housing market conditions in the Atlanta metropolitan area currently are balanced, with relatively slow multifamily construction allowing for significant absorption of excess units in the early 2010s.

Community Contacts

A review of community contacts and local community development plans indicated that there is a high demand for access to credit for small businesses and homeowners.

Opportunities for participation by financial institutions include the following:

- SBA and small business lending within the market
- Affordable mortgage programs

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State of Idaho

Coeur d'Alene, ID MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Coeur d Alene, ID MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	25	4.0	20.0	56.0	20.0	0.0
Population by Geography	138,494	3.5	13.2	67.5	15.9	0.0
Housing Units by Geography	61,173	4.2	14.4	65.3	16.1	0.0
Owner-Occupied Units by Geography	38,598	2.1	10.5	68.7	18.6	0.0
Occupied Rental Units by Geography	15,962	9.8	25.1	55.7	9.5	0.0
Vacant Units by Geography	6,613	3.2	10.9	68.7	17.3	0.0
Businesses by Geography	9,569	10.8	17.3	55.6	16.3	0.0
Farms by Geography	362	3.3	13.0	68.5	15.2	0.0
Family Distribution by Income Level	37,898	18.9	19.6	21.3	40.1	0.0
Household Distribution by Income Level	54,560	21.6	17.7	19.6	41.1	0.0
Median Family Income MSA - 17660 Coeur d'Alene, ID MSA		$55,840	Median Housing Value			$231,752
			Families Below Poverty Level			8.8%
			Median Gross Rent			$771

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Coeur d'Alene, ID MSA comprises the city of Coeur d'Alene, ID and the county of Kootenai. The MSA is located in the northwestern area of Idaho, approximately 30 miles due east from Spokane, Washington. The city of Coeur D'Alene is a satellite city of Spokane. The two cities are the key components of the Spokane-CDA Combined Statistical Area of which Coeur D'Alene is the third-largest city followed by Spokane and Spokane Valley. The city of Coeur D'Alene is situated on the north shore of Lake Coeur d'Alene, 25 miles in length.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, economic progress has slowed, but job growth over the last year (2016) outpaces the national average and the expansion is firmly entrenched. Robust retiree in-migration is the metro area's principal economic catalyst, creating demand for consumer-oriented services such as hospitality and healthcare, which have contributed strongly to net job creation since the start of 2017. The labor market has tightened and average hourly earnings are growing more than twice as fast as they are statewide. The housing market is thriving. House price appreciation is outpacing both the state and the national averages.

Healthcare will lead the next leg of the MSA's expansion. The low cost of living and scenic environment are driving retiree in-migration, ensuring a large patient base for medical providers. Job growth in healthcare is forecast to more than double the U.S. average through the end of the decade. Kootenai Health is developing into a regional health-care hub. Nearly one-third of its patients come from outside the county, and increasing patient counts are fueling expansion plans. The hospital is building a lodging center for adult and pediatric patients receiving medical treatment from outside the county.

The outlook for leisure/hospitality is promising. First, there is good reason to believe that the industry is in even better shape than currently reported. Second, wage growth in the U.S. is set to accelerate as the economy approaches full employment, and with more cash in their pockets, consumers will spend more on recreation.

Top employers include Kootenai Health (3,000 employees), Hagadone Hospitality Company (1,850 employees), Qualfon, Inc. (1,253 employees), Willamette Dental Group (1,100 employees), CDA Tribal Casino (1,060 employees), and Northern Quest Resort & Casino (1,012 employees).

The area will kick into higher gear in 2018 and stay a step ahead of Idaho and the U.S. An influx of seniors will fuel healthcare job growth, while strong demographics support consumer industries and construction. Longer term, job gains will outpace the U.S. average thanks to big population additions, but low educational attainment will limit higher-value-added investment and per capita income.

Housing

The housing market will benefit as more people relocate to the area. Household formation is outpacing the rapid state average, consistent with several years of robust in-migration. Household formation will advance at a rate more than twice the national average through the medium term, driving the demand for residential construction. Home sales are steadily increasing and home prices are near their post-recession highs. Residential building rose faster than in the West and the U.S. in 2018. Housing has a larger effect on the local economy than it does nationally, accounting for more than 13 percent of employment versus just 9 percent in the U.S.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing
- Access to credit

Opportunities for participation by financial institutions include the following:

- Lending and investing in affordable housing, including the construction of affordable housing, and neighborhood revitalization and stabilization projects

State of Illinois

Chicago-Naperville-Elgin, IL MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Chicago-Naperville-Elgin, IL MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	2,014	12.7	23.1	32.5	31.4	0.3
Population by Geography	8,586,609	8.7	23.0	34.6	33.5	0.1
Housing Units by Geography	3,412,186	9.3	22.1	35.1	33.4	0.0
Owner-Occupied Units by Geography	2,090,172	3.8	17.4	38.4	40.4	0.0
Occupied Rental Units by Geography	1,009,702	17.4	30.2	30.7	21.7	0.0
Vacant Units by Geography	312,312	20.6	27.5	27.3	24.7	0.0
Businesses by Geography	464,610	4.3	15.2	33.3	47.1	0.1
Farms by Geography	8,249	2.4	12.5	43.8	41.3	0.0
Family Distribution by Income Level	2,063,906	22.1	16.8	19.7	41.4	0.0
Household Distribution by Income Level	3,099,874	24.3	15.8	17.9	41.9	0.0
Median Family Income MSA - 16974 Chicago-Naperville-Arlington Heights, IL MD		$72,196	Median Housing Value			$290,513
Median Family Income MSA - 29404 Lake County-Kenosha County, IL-WI MD		$86,241	Families Below Poverty Level			9.0%
Median Family Income MSA - 20994 Elgin, IL MD		$76,576	Median Gross Rent			$949

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Chicago-Naperville-Elgin, IL MSA comprises Cook, DeKalb, DuPage, Grundy, Kane, Kendall, Lake, McHenry, and Will counties in Illinois. The bank's delineation of the Chicago-Naperville-Elgin, IL MSA excludes Jasper, Lake, Newton, and Porter counties in Indiana (Gary, IN Metropolitan Division) and Kenosha County, Wisconsin. The principal city is Chicago. With an estimated population of 9.5 million, the MSA has the third largest population in the United States.

Employment and Economic Factors

The assessment area has one of the largest and most diverse economies in the United States. There are more than four million employees and an annual gross regional product of over $561 billion. The region is home to more than 400 major corporate headquarters, including 31 of the Fortune 500. Key economic sectors include auto manufacturing, biotech, business services, energy, fintech, food manufacturing, freight, fabricated metals, health services, information technology, manufacturing, medical technology, plastics, and chemicals. The area's largest employers include the U.S. Government, Chicago Public Schools, The City of Chicago, Jewel-Osco, and Cook County. The unemployment rate has improved from 10.3 percent in January 2011 to 6.0 percent in June 2016. The rate of employment growth was below the national average over this same period.

Housing

The National Association of Realtors reports an increase in housing prices in the assessment area. In 2014, the median sales price of existing single-family homes in the MSA was $205,900 and increased to $246,400 in June 2016. The 2016 Housing Affordability Index (HAI)[72] composite score for the MSA was 188.2. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Additional banking branches in LMIs, particularly the south and east sides of Chicago, and Gary and Hammond, Indiana
- Small loans to businesses of less than $100K
- Flexible and low dollar mortgage options
- Second change and credit building retail products
- Cash, in-kind, and volunteer support for housing and lending counselors, and community planning/organizing operations
- Home rehabilitation lending

Opportunities for participation by financial institutions include the following:

- Partner with community development organizations
- Provide credit counseling
- Invest in loan pools developed by non-profit CDFIs
- Establish an advisory board for regular communication between the financial institutions and community organizations servicing low- and moderate-income communities

[72] Copyright 2017 “Affordability Index of Existing Single-Family Homes for Metropolitan Areas” National Association of Realtors.

State of Iowa

Des Moines-West Des Moines, IA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Des Moines-West Des Moines, IA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	131	6.1	25.2	45.0	22.9	0.8
Population by Geography	569,633	4.6	22.3	44.1	28.9	0.0
Housing Units by Geography	236,083	5.2	23.6	44.1	27.0	0.0
Owner-Occupied Units by Geography	159,570	2.3	19.9	46.6	31.2	0.0
Occupied Rental Units by Geography	60,185	11.9	32.2	38.1	17.8	0.0
Vacant Units by Geography	16,328	8.7	28.6	42.1	20.7	0.0
Businesses by Geography	43,311	10.2	16.9	41.4	31.3	0.1
Farms by Geography	2,184	1.6	13.8	61.6	23.0	0.0
Family Distribution by Income Level	145,304	19.6	18.0	22.9	39.5	0.0
Household Distribution by Income Level	219,755	22.5	17.0	19.3	41.2	0.0
Median Family Income MSA - 19780 Des Moines-West Des Moines, IA MSA		$71,705	Median Housing Value			$155,367
			Median Gross Rent			$723
			Families Below Poverty Level			6.8%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Des Moines-West Des Moines, IA MSA is located in central Iowa. The MSA comprises Dallas, Guthrie, Madison, Polk, and Warren counties. As of the 2010 census, the estimated population is 569,633. The principal cities are Des Moines and West Des Moines. Des Moines is Iowa’s capital, county seat, and the most populous city in Iowa.

<u>Employment and Economic Factors</u>

Des Moines is a major center of the insurance industry and has a sizable financial services and publishing business base. Other major corporations headquartered outside of Iowa have established a presence in the Des Moines metro area including Wells Fargo, Voya Financial, and Electronic Data Systems. As a center of financial and insurance services, other significant corporations have established a presence such as health care, delivery services, tire manufacturers and nutrition food technology.

Some of the major companies in the area are Mercy Medical Center, UnityPoint Health, Principal Financial Group, Nationwide/Allied Insurance, and United Parcel Service. The largest employer in the local area is Wells Fargo with 13,500 employees. Kemin Industries has opened a state-of-the-art headquarters for a global nutritional ingredient company. According to the Bureau of Labor Statistics, year over year trending of unemployment decreased within the MSA. The highest unemployment rate over the evaluation period occurred in December 2012 at 4.9 percent and dropped to 3.2 percent as of December 2016.

Housing

According to the 2017 American Community Survey, the median housing value increased to $187,500 from $155,367 reported during the 2010 Census. The 2016 Housing Affordability Index (HAI)[73] composite score for the metropolitan area is 230.1. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $723.

Community Contacts

According to community contacts, the economic conditions of Des Moines are improving for some, but not for everyone. Certain neighborhoods suffer from years of disinvestment. Community contacts indicated that local credit unions are doing a better job working with low- and moderate-income individuals than banks in Iowa. In addition, rural markets need affordable housing and access to alternative energies. Community contacts have identified the following needs for the MSA:

- Affordable housing
- Small dollar loans to consumers
- Affordable banking services
- More larger banks located in low- and moderate-income neighborhoods and throughout the state

Opportunities for participation by financial institutions include the following:

- Affordable housing – access to affordable housing both for low- and moderate-income homebuyers and renters
- Homebuyer Education and Counseling
- Nonprofit Capacity building – training for nonprofit leaders; webinars
- Financial Literacy Education – for youth and adults (budgeting, goal-setting)
- Board Service volunteers – board and committee members needed
- Education – K-12; mentoring - improvement of high school graduation rates
- Hunger Relief & food insecurity – basic needs, healthy food, comprehensive services/counseling
- Workforce development – providing job skills training, employment placement with a particular focus on immigrants

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State of Kansas

Topeka, KS MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Topeka, KS MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	57	10.5	19.3	49.1	21.1	0.0
Population by Geography	233,870	8.1	17.3	48.6	25.9	0.0
Housing Units by Geography	103,177	8.5	18.3	49.5	23.6	0.0
Owner-Occupied Units by Geography	66,920	3.9	14.4	51.7	30.0	0.0
Occupied Rental Units by Geography	28,352	16.8	26.2	44.6	12.4	0.0
Vacant Units by Geography	7,905	18.0	23.4	48.3	10.3	0.0
Businesses by Geography	12,398	15.4	13.1	49.5	21.9	0.0
Farms by Geography	873	0.9	3.3	70.9	24.9	0.0
Family Distribution by Income Level	63,403	20.8	17.3	23.2	38.6	0.0
Household Distribution by Income Level	95,272	23.3	16.7	18.9	41.0	0.0
Median Family Income MSA - 45820 Topeka, KS MSA		$61,110	Median Housing Value			$111,812
			Families Below Poverty Level			10.0%
			Median Gross Rent			$647

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The bank has designated its assessment area as the Topeka, KS MSA. The MSA comprises the following counties: Jackson, Jefferson, Osage, Shawnee, and Wabaunsee. The assessment area meets the requirements of the CRA and does not arbitrarily exclude any low- and moderate-income geographies. According to the 2010 Census, the population in the MSA was 233,870.

Topeka is the capital city in the state of Kansas. As detailed in the table above, the population in the assessment area was 233,870 according to the 2010 U.S. Census. The population had declined slightly to 233,149 based on the 2017 American Community Survey. Low-income families represent 20.8 percent of families in the assessment area. Moderate-income families represent 17.3 percent of the assessment area population. The percentage of households in the assessment area living below the federal poverty income level of $24,250 was 10 percent for 2016, according to the Census Bureau's American Community Survey, the most recent data available. The household poverty rate for the assessment area was lower than the 12.1 percent for the state of Kansas. The 2016 adjusted median family income of $61,110 for the assessment area was greater than the median family income of $53,909 for the state of Kansas.

Employment and Economic Factors

Economic conditions, as reflected by the rate of unemployment, were strong during the evaluation period. According to the Bureau of Labor Statistics, the unemployment rate is declining in the MSA. As of December 2016, the unemployment rate for the Topeka, KS MSA was 3.8 percent, reflecting a decrease from the 6.9 percent unemployment rate at the beginning of the 2012 evaluation period.

According to Moody's Analytics, the economy expansion is strengthening, as a revamp of tax policies has finally halted the slide in state government payrolls and a variety of services. Healthcare and professional/businesses services power the private economy.

The top employment sectors in the Topeka, KS MSA are state, federal, county and city government, health care, education, service producing industries, and wholesale and retail trade. The construction and manufacturing industries made modest gains statewide amidst increasing demand for housing and aircraft production. Fortune 500 companies that have established manufacturing or distribution facilities in Topeka include: Burlington Northern Santa Fe Railway, Frito-Lay, Inc., Goodyear Tire & Rubber, Hill's Pet Nutrition, Payless Shoe Source, and Hallmark Cards, Inc. Top employers in the area are the State of Kansas, Stormont-Vail Health Care, Topeka Unified School District 501, federal government, and Goodyear Tire.

Housing

According to the 2010 U.S. Census, 56.4 percent of the total housing units in the assessment area were owner-occupied and 33.1 percent were renter-occupied units. The composition of housing units in low-income census tracts is 3.9 percent owner-occupied, 16.8 percent renter-occupied, and 18 percent vacant units. For units in moderate-income census tracts, 14.4 percent are owner-occupied, 26.2 percent are renter-occupied, and 23.4 percent are vacant units.

According to the 2017 American Community Survey, the median housing value increased to $132,600 from $111,812 reported during the 2010 Census. The 2016 Housing Affordability Index (HAI)[74] composite score for the metropolitan area is 296. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $724.

Community Contacts

Examiners obtained information on the credit needs of the assessment area from a community contact conducted during the evaluation period. The contact represented an organization focused on providing small business consulting services and training seminars to northeast Kansas entrepreneurs. The contact identified working capital funding for businesses as a need.

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Wichita, KS MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Wichita, KS MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	152	7.9	30.3	34.2	27.6	0.0
Population by Geography	630,919	5.9	26.5	36.8	30.9	0.0
Housing Units by Geography	263,684	6.6	28.9	36.9	27.6	0.0
Owner-Occupied Units by Geography	166,098	2.9	22.2	39.0	35.8	0.0
Occupied Rental Units by Geography	74,717	12.2	40.7	33.6	13.5	0.0
Vacant Units by Geography	22,869	15.6	38.5	32.0	13.9	0.0
Businesses by Geography	32,470	9.9	21.0	36.6	32.5	0.0
Farms by Geography	1,669	1.5	7.5	61.2	29.8	0.0
Family Distribution by Income Level	160,560	20.2	18.5	21.2	40.1	0.0
Household Distribution by Income Level	240,815	22.9	16.7	18.6	41.8	0.0
Median Family Income MSA - 48620 Wichita, KS MSA		$61,402	Median Housing Value			$114,039
			Median Gross Rent			$645
			Families Below Poverty Level			9.5%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The bank has designated its assessment area as the Wichita, KS MSA. The MSA comprises the following counties: Butler, Harvey, Kingman, Sedgwick, and Sumner. The assessment area meets the requirements of the CRA and does not arbitrarily exclude any low- and moderate-income geographies.

According to the 2017 American Community Survey, the population increased to 646,542 from 630,919 during the 2010 Census. Low-income families represent 20.2 percent of families in the assessment area. Moderate-income families represent 18.5 percent of the assessment area population. The percentage of households in the assessment area living below the federal poverty income level of $24,250 was 9.5 percent for 2016, according to the Census Bureau's American Community Survey, the most recent data available. The household poverty rate for the assessment area was lower than the 12.1 percent for the state of Kansas. The 2016 adjusted median family income of $61,110 for the assessment area was greater than the median family income of $53,906 for the state of Kansas.

Employment and Economic Factors

Economic conditions, as reflected by the rate of unemployment, were strong during the evaluation period. According to the Bureau of Labor Statistics, the unemployment rate is declining in the MSA. As of December 2016, the unemployment rate for the Wichita, KS MSA was 4.4 percent, reflecting a decrease from the 7.5 percent unemployment rate at the beginning of the 2012 evaluation period.

According to Moody's Analytics, the economy is slowly improving despite a stall in the labor market. Payroll employment has changed little since early 2016 and remains below its prerecession peak. Impressive job growth in healthcare and leisure/hospitality is being offset by losses in the public sector. Wichita is largest city and the economic hub of the region. The area offers the low cost of doing business and relatively affordable housing.

The top employment sectors in the Wichita, KS MSA are manufacturing, related to the aircraft industry, healthcare, education, and agriculture. Top employers in the area are the Cessna Aircraft Company, Spirit Aero Systems, Hawker Beechcraft, Unified School District 529, Via Christi Health System, Cargill Meat Solutions, and the State of Kansas.

Housing

According to the 2010 U.S. Census, 59.9 percent of the total housing units in the assessment area were owner-occupied, and 34.7 percent were renter-occupied units. The composition of housing units in low-income census tracts were 2.9 percent owner-occupied, 12.2 percent renter-occupied, and 15.6 percent vacant units. For units in moderate-income census tracts, 22.2 percent were owner-occupied, 40.7 percent renter-occupied, and 38.5 percent vacant units.

According to the 2017 American Community Survey, the median housing value increased to $138,500 from $114,039 reported during the 2010 Census. The 2016 Housing Affordability Index (HAI)[75] composite score for the metropolitan area is 287.4. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $724.

Community Contacts

We obtained information on the credit needs of the assessment area from a community contact conducted during the evaluation period. The contact represented an organization focused on revitalizing, stabilizing, and reinvesting in assessment area neighborhoods through property development, property management, homebuyer education, and home repair. Banks in the MSA can assist low- and moderate-income families by providing down payment assistance, mortgage and home improvement lending, investments and LIHTCs.

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State of Maine

Portland-South Portland, ME MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Portland-South Portland, ME MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	115	2.6	15.7	60.0	20.9	0.9
Population by Geography	514,098	1.6	12.9	61.9	23.6	0.0
Housing Units by Geography	259,790	1.7	14.3	62.4	21.6	0.0
Owner-Occupied Units by Geography	151,579	0.3	10.4	63.2	26.1	0.0
Occupied Rental Units by Geography	60,057	5.8	24.2	54.3	15.7	0.0
Vacant Units by Geography	48,154	1.1	14.1	70.4	14.4	0.0
Businesses by Geography	33,436	8.3	10.4	56.9	24.4	0.0
Farms by Geography	1,112	2.7	7.5	64.0	25.8	0.0
Family Distribution by Income Level	135,937	19.0	18.3	23.6	39.2	0.0
Household Distribution by Income Level	211,636	23.3	16.1	19.5	41.1	0.0
Median Family Income MSA - 38860 Portland-South Portland, ME MSA		$67,971	Median Housing Value			$254,924
			Families Below Poverty Level			6.3%
			Median Gross Rent			$858

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Portland-South Portland, ME MSA is located in southern Maine. The MSA comprises Cumberland, Sagadahoc, and York counties. As of the 2017 American Community Survey, the population had increased to 532,083 from 514,098 at the 2010 Census. The principal cities are Portland, South Portland, and Biddeford. Portland is Maine's largest port, set on a peninsula extending into Casco Bay.

<u>Employment and Economic Factors</u>

Over the years, the local economy has shifted from fishing, manufacturing, and agriculture towards a more service-based economy. The top five industries in the state are healthcare, retail, tourism, education services, and construction. Approximately one third of Portland companies are in service industries and about 20 percent of the businesses are in retail. The city also includes a manufacturing sector and it is a leading distribution center for Northern New England. Accessible manufacture jobs produce items such as leather goods, stainless steel, plastic components, food products, metals, paper products, machinery, lumber and wood.

Some of the major companies in the area are UnumProvident Life Insurance, Anthem/ Blue Cross & Blue Shield, Fairchild Semiconductor, WEX, and Southern Maine Community College. According to the city of South Portland, the largest employer in the local area is

UnumProvident Life Insurance, with 3,500 employees. In addition, L.L. Bean Inc. is located nearby and it is a major employer in the region. According to the Bureau of Labor Statistics, the year-over-year trending of unemployment decreased within the MSA. The highest unemployment rate over the evaluation period occurred in December 2012 at 6.1 percent and dropped to 3 percent as of December 2016.

Housing

The median sales price of a home in the metropolitan area is $254,924. The 2016 Housing Affordability Index (HAI)[76] composite score for the metropolitan area is 175.8. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $858.

Community Contacts

Portland's aging population is expanding at a faster pace than nationally. Labor force contraction may translate to higher concentration of low-paying jobs (i.e., leisure and hospitality) and above-average costs of living. Community contacts have identified the following credit and community development needs within the MSA:

- Affordable housing

Opportunities for participation by financial institutions include the following:

- Funding for small business projects
- Funding for financial literacy, homeownership counseling, budget counseling and on-going case management
- Funds to expand workforce development funds for hunger relief

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State of Maryland

Baltimore-Columbia-Towson, MD MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Baltimore-Columbia-Towson, MD MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	681	14.7	21.6	33.3	28.9	1.5
Population by Geography	2,710,489	10.6	20.6	35.5	32.7	0.5
Housing Units by Geography	1,122,992	12.4	21.7	35.3	30.6	0.0
Owner-Occupied Units by Geography	692,428	5.6	16.6	39.0	38.8	0.0
Occupied Rental Units by Geography	325,797	20.6	31.3	30.4	17.7	0.0
Vacant Units by Geography	104,767	32.0	26.0	25.6	16.3	0.0
Businesses by Geography	177,304	6.9	13.9	37.7	41.2	0.2
Farms by Geography	4,014	1.8	7.1	41.4	49.7	0.0
Family Distribution by Income Level	665,999	21.4	17.3	21.0	40.3	0.0
Household Distribution by Income Level	1,018,225	24.0	15.9	18.3	41.8	0.0
Median Family Income MSA - 12580 Baltimore-Columbia-Towson, MD MSA		$81,788	Median Housing Value			$296,066
			Median Gross Rent			$1,034
			Families Below Poverty Level			6.5%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Baltimore-Columbia-Towson, MD MSA is centrally located in Maryland. The MSA comprises the following seven counties: Anne Arundel, Baltimore, Carroll, Harford, Howard, Queen Anne's, and Baltimore City. As of the 2010 census, the estimated population was 2.7 million and was ranked the 21st most populous metropolitan statistical area of the United States. According to the 2017 American Community Survey, the population has increased to 2.8 million. The principal cities are Baltimore, Columbia, and Towson. The capital of Maryland and the agencies of the Maryland state government are located mainly in Annapolis and Baltimore City.

Employment and Economic Factors

Baltimore and surrounding suburbs are home to four Fortune 1000 companies: Grace Chemicals, Legg Mason, T. Rowe Price, and McCormick & Company. Other companies in the area include AAI Corporation, Adams Express Company, Brown Advisory, Alex Brown, First Home Mortgage Corporation, FTI Consulting, Petroleum & Resources Corporation, Vertis, Prometric, Sylvan Learning, Laureate Education, Under Armour, Polk Audio, DAP, 180s, DeBaufre Bakeries, Wm T. Burnett & Co., Old Mutual Financial Network, Firaxis Games, Sinclair Broadcast Group, Fila, and JoS A. Bank Clothiers. The area is also home to the National Security Agency, Social Security Administration, and the Centers for Medicare & Medicaid Services. According to the Bureau of Labor Statistics, year over year trending of unemployment decreased within the MSA. The unemployment rate was 4 percent as of December 2016.

Housing

The median housing value is $296,066. The 2016 Housing Affordability Index (HAI)[77] composite score for the metropolitan area is 200.7. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $1,034.

Community Contacts

According to a community contact, almost 40 percent of Baltimore households are identified as unbanked or underbanked. The high number of vacant and abandoned properties in Baltimore continues to be a significant issue. There is an ongoing need for support of programs that will help increase housing diversity in every neighborhood throughout the region. Workforce and job training programs that will allow people to obtain better paying jobs is another ongoing need. The contact also stated programs that will allow capacity building among local non-profit organizations are also needed.

Community contacts have identified the needs for the MSA as:

- Community development
- Other credit related projects or financing programs
- Opportunity for more bank involvement.
  -

Opportunities for participation by financial institutions include the following:

- Affordable housing:
  - Affordable housing; quantity is low, more affordable units are needed
  - Affordable housing financing; there is a need for more LIHTCs and collaborative funding; small developers are not able to get bank financing to rehabilitate vacant housing stock into affordable housing
  - Affordable housing CDFI financing; process can be almost as complex and stringent as banks in the application, underwriting and collateral evaluation

- Community service:
  - Cost of living is high for lower income families; includes the cost of ancillary needs; utilities, groceries, laundry, toiletries, transportation, etc.
  - Financial literacy; education for youth and adults. New employees need to learn about what to do with their first paycheck. Lack of budgeting contributes to workforce turnover.
  - Foreclosure prevention education and counseling
  - Hunger relief and food insecurity; there has been a significant increase in need

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- Nonprofit capacity building; webinars continue to be helpful
- Workforce development; jobs for ex-offenders continues to be a challenge. There continues to be a gap between job skills and employer needs.

- Economic development:
  - Small business; access to capital, financial acumen around banking

- Revitalization/stabilization:
  - Crime prevention and safety; there is concern around security
  - Neighborhood revitalization; ongoing investment in the city
  - Neighborhood stabilization; vacant housing continues to impede efforts

State of Massachusetts

Springfield, MA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Springfield, MA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	139	15.8	18.7	34.5	29.5	1.4
Population by Geography	621,570	13.0	20.0	34.7	31.9	0.5
Housing Units by Geography	253,927	11.9	20.3	37.5	30.3	0.0
Owner-Occupied Units by Geography	151,878	3.3	15.4	41.3	40.0	0.0
Occupied Rental Units by Geography	84,459	25.4	27.5	31.6	15.5	0.1
Vacant Units by Geography	17,590	22.5	27.8	32.1	17.7	0.0
Businesses by Geography	35,316	14.0	17.5	34.0	34.3	0.3
Farms by Geography	1,063	2.0	7.5	39.2	51.2	0.1
Family Distribution by Income Level	149,160	23.6	16.1	19.1	41.2	0.0
Household Distribution by Income Level	236,337	27.3	14.1	16.3	42.3	0.0
Median Family Income MSA - 44140 Springfield, MA MSA		$65,262	Median Housing Value			$216,460
			Families Below Poverty Level			11.6%
			Median Gross Rent			$756

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Springfield, MA MSA is located in western Massachusetts and it comprises Hampden County and Hampshire County. Springfield is the seat of Hampden County. As of the 2017 American Community Survey, the MSA population had increased to 631,652 from 621,570 reported during the 2010 Census.

Springfield is best known as the birthplace for the sport of basketball and it is home to the Basketball Hall of Fame since 2003. The Springfield area has played an important role throughout American history. There are numerous sites of historic and general interest. Springfield is also several years into an economic and cultural resurgence that began during the new millennium forming the Knowledge Corridor metropolitan region. The Knowledge Corridor hosts over 160,000 university students and over 32 universities and liberal arts colleges in the area.

<u>Employment and Economic Factors</u>

Area industries include trade and transportation, education and health services, manufacturing, tourism and hospitality, and government. Springfield is home to a Fortune 100 company, Mass Mutual Financial Group. It is also home to Smith & Wesson handguns, Merriam Webster, American Hockey League, and Baystate Health.

Housing

The median housing value is $216,460. The 2016 Housing Affordability Index (HAI)[78] composite score for the metropolitan area is 200.5. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $756.

Community Contacts

According to community contacts, the Springfield, MO MSA continues to struggle economically with high poverty and unemployment rates. The contacts stated that Springfield is predominately a low-income city with all neighborhoods in the city qualifying for community development block grants. Local financial institutions were perceived positively for their involvement in meeting the needs of the community.

Community contacts have identified the needs for the MSA as:

- Banks assist with providing flexible lending terms and interest rates for local small businesses
- Providing grants to small business to help support local revitalization projects
- Financial education seminars and workshops for small business financing
- Serving on the board of directors for the local non-profits bringing financial expertise
- Purchasing tax credits promoting affordable housing and revitalization of the region

Opportunities for participation by financial institutions include the following:

- Affordable Housing
  - Support for development, preservation and management

- Community Service
  - Board Service volunteers – nonprofit boards and committees
  - Education – K-12, youth development
  - Financial literacy education and stability – for youth, adults and seniors; prevent foreclosures through asset building
  - Financial products and services – for Latinos; Spanish language
  - Healthcare – affordable healthcare options for those whose employers don't provide healthcare, or earn too much to qualify for some sort of support, or those with little cash to pay the high deductible premiums
  - Homeless/supportive and transitional housing
  - Hunger relief and food insecurity and basic needs
  - Nonprofit capacity building – leadership development and BAC webinars
  - Workforce development – including manufacturing, job creation and retention

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- Economic Development
  - Small business – lending, investing and program support including programs focusing on the Latino population
  - Neighborhood stabilization – repairs for low income senior citizens, those with disabilities and veterans

State of Michigan

Detroit-Warren-Dearborn, MI MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Detroit-Warren-Dearborn, MI MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,300	11.0	24.4	35.4	27.9	1.3
Population by Geography	4,296,250	7.8	23.1	37.8	31.3	0.0
Housing Units by Geography	1,889,380	9.4	24.8	37.7	28.1	0.0
Owner-Occupied Units by Geography	1,221,910	4.4	19.8	40.9	34.9	0.0
Occupied Rental Units by Geography	445,203	17.4	33.4	33.3	15.8	0.0
Vacant Units by Geography	222,267	20.9	34.8	29.0	15.1	0.2
Businesses by Geography	242,720	6.6	19.2	36.7	37.0	0.5
Farms by Geography	6,146	3.4	17.9	46.5	31.9	0.2
Family Distribution by Income Level	1,102,281	22.0	17.3	19.9	40.8	0.0
Household Distribution by Income Level	1,667,113	24.5	16.0	17.6	41.9	0.0
Median Family Income MSA - 19804 Detroit-Dearborn-Livonia, MI MD		$52,946	Median Housing Value			$161,068
Median Family Income MSA - 47664 Warren-Troy-Farmington Hills, MI MD		$75,314	Median Gross Rent			$805
			Families Below Poverty Level			10.7%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Detroit-Warren-Dearborn, MI MSA is located in southeast Michigan. It is the largest metropolitan area in the state of Michigan and it is often referred to as the “Metro Detroit”. The MSA comprises the following seven counties: Lapeer, Livingston, Macomb, Oakland, St. Clair, and Wayne. According to the 2017 American Community Survey, the population is 4.3 million. The urban area ranks as the 11th most populous metropolitan area in the United States. The principal cities are Detroit, Warren, and Dearborn.

Employment and Economic Factors

Detroit is a prominent business center, known for its automotive heritage, arts, entertainment, popular music, and sports. The area includes a variety of natural landscapes, parks, and beaches, with a recreational coastline linking the Great Lakes. It is one of the nation's largest metropolitan economies, with 17 Fortune 500 companies. Detroit and the surrounding region constitute a major center of commerce and global trade, most notably as home to America's 'Big Three' automobile companies: General Motors, Ford, and Chrysler. There are a number of firms in the region pursuing emerging technologies including biotechnology, nanotechnology, information technology, and hydrogen fuel cell development.

Among the major companies based in the area, aside from the auto industry, are the University of Michigan, Beaumont Health, U.S. Government, Henry Ford Health System, and Ilitch

Companies. According to the Detroit Chamber of Commerce, the largest employer in the local area is Ford Motor Company, with 44,598 employees. According to the Bureau of Labor Statistics, the year-over-year trending of unemployment decreased within the MSA. The highest unemployment rate over the evaluation period occurred in December 2012 at 10.1 percent and dropped to 5.4 percent as of December 2016.

Housing

The median sales price of a home in the metropolitan area is $161,068. The 2016 Housing Affordability Index (HAI)[79] composite score for the metropolitan area is 171.7. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $805.

Community Contacts

Community contacts have identified the following credit and community development needs within the MSA:

- Food assistance
- Quality employment
- Affordable rental units
- Rental assistance (homelessness prevention)
- Lack of credit/ Credit repair

Opportunities for participation by financial institutions include the following:

- Funding for financial literacy, homeownership counseling, budget counseling and on-going case management
- Funds to expand workforce development
- Funds for IDA matching
- Funds for Head Start
- Construction financing

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State of Minnesota

Minneapolis-St. Paul-Bloomington, MN-WI MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Minneapolis-St Paul-Bloomington, MN-WI MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	767	8.2	19.8	44.5	27.0	0.5
Population by Geography	3,223,495	6.3	17.1	47.3	29.1	0.1
Housing Units by Geography	1,325,604	6.4	18.4	47.9	27.3	0.0
Owner-Occupied Units by Geography	904,114	2.5	14.1	50.8	32.5	0.0
Occupied Rental Units by Geography	340,969	15.5	28.3	41.2	15.1	0.0
Vacant Units by Geography	80,521	11.0	24.2	44.3	20.5	0.0
Businesses by Geography	231,725	4.6	15.6	46.3	33.4	0.0
Farms by Geography	7,170	1.3	14.3	56.9	27.5	0.0
Family Distribution by Income Level	804,029	19.2	17.7	23.3	39.8	0.0
Household Distribution by Income Level	1,245,083	22.7	16.5	19.6	41.2	0.0
Median Family Income MSA - 33460 Minneapolis-St. Paul-Bloomington, MN-WI MSA		$79,301	Median Housing Value			$253,682
			Families Below Poverty Level			6.3%
			Median Gross Rent			$858

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Minneapolis-St. Paul-Bloomington, MN-WI MSA spans across Minnesota and Wisconsin. The MSA comprises Anoka, Carver, Chisago, Dakota, Hennepin, Isanti, Le Sueur, Millie Lacs, Pierce, Ramsey, Scott, Sherburne, Sibley, St. Croix, Washington, and Wright counties. The bank has defined its assessment area to include the whole MSA, except Pierce and St. Croix counties in Wisconsin. As of the 2017 American Community Survey, the estimated population is 3.6 million. The MSA is ranked 14th in the nation by population. The principal cities are Minneapolis and St. Paul. The area is commonly known as the “Twin Cities”. St. Paul is the state capital. The metropolitan area is built around the Mississippi, Minnesota, and St. Croix rivers. Minneapolis has modern skyscrapers and St. Paul has been likened to an East coast city with quaint neighborhoods and Victorian architecture. There are numerous lakes in the region, and the cities offer extensive park systems for recreation.

<u>Employment and Economic Factors</u>

The composition of industry within the Minneapolis-St. Paul-Bloomington area includes government, education, healthcare, manufacturing, and retail trade. The metropolitan area is home to 16 Fortune 500 headquarters - UnitedHealth Group, Target, Best Buy, CHS, 3M, US Bancorp, Supervalu, General Mills, Land O'Lakes, Ecolab, CH Robinson Worldwide, Ameriprise Financial, Xcel Energy, Thrivent Financial, Mosaic, and Patterson. According to the Department of Employment and Economic Development, the top five employers are the State of Minnesota (41,200), Alina Health System (27,635), University of Minnesota (26,436), Target (26,271), and Fairview Health Services (24,000). The Minneapolis-St. Paul area also ranks as the second largest medical device manufacture center in North America and the fourth-biggest U.S. banking center, based on total assets, ranking behind New York, San Francisco, and Charlotte. According to the Bureau of Labor Statistics, the year-over-year trending of unemployment decreased. The highest unemployment rate over the evaluation period occurred in December 2012 at 5.5 percent and dropped to 3.6 percent as of December 2016.

Housing

The median sales price of a home in the metropolitan area is $253,682. The 2016 Housing Affordability Index (HAI)[80] composite score for the metropolitan area is 211.4. The index measures affordability of housing for a single family to qualify for a mortgage loan using average price and income data. The higher the score the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1. The median gross rent for the assessment area is $858.

Community Contacts

Community contacts have identified the following credit and community development needs within the MSA:

- Affordable housing and placement

Opportunities for participation by financial institutions include the following:

- Funding for small business projects
- Funding for financial literacy, homeownership counseling, budget counseling and on-going case management
- Funds to expand workforce development
- Funding for commercial loans and other banking products

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State of Missouri

Springfield, MO MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Springfield, MO MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	91	3.3	24.2	54.9	17.6	0.0
Population by Geography	436,712	2.3	18.2	59.6	19.8	0.0
Housing Units by Geography	188,099	2.3	20.2	58.5	19.0	0.0
Owner-Occupied Units by Geography	114,920	0.5	16.0	61.2	22.4	0.0
Occupied Rental Units by Geography	57,548	5.2	27.5	53.9	13.4	0.0
Vacant Units by Geography	15,631	4.7	25.1	55.4	14.7	0.0
Businesses by Geography	25,751	0.8	25.2	54.9	19.1	0.0
Farms by Geography	1,200	0.3	10.8	74.8	14.2	0.0
Family Distribution by Income Level	113,220	19.5	18.4	22.1	40.0	0.0
Household Distribution by Income Level	172,468	23.2	16.8	19.4	40.6	0.0
Median Family Income MSA - 44180 Springfield, MO MSA		$52,463	Median Housing Value			$126,386
			Median Gross Rent			$635
			Families Below Poverty Level			11.0%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Springfield, MO MSA comprises Christian, Dallas, Greene, Polk, Stone, Taney, and Webster counties. The bank has defined its assessment area to include all of the counties except Stone and Taney counties. Unless otherwise indicated, the statistics discussed reflect the MSA as a whole. According to the 2017 American Community Survey, the 2016-estimated population of the MSA is 458,930, a 5.1 percent population growth since the 2010 census population of 436,711. As of June 30, 2016, BANA deposits in the assessment area comprised less than 1 percent of the bank's total deposits.

Employment and Economic Factors

According to the Bureau of Labor Statistics, the unemployment rate in the MSA declined from 6.6 percent in January 2012 to 3.5 percent in December 2016. The unemployment rate in the MSA is below the average national and state of Missouri unemployment rates, which declined to 4.7 and 3.9 percent in December 2016, respectively. The education and health industry, government, and retail trade industry are most prominent in the area. Some of the largest employers include Mercy Health Springfield Community, Cox Health Systems, Wal-Mart Stores, Inc., Bass Pro Shops, and Missouri State University.

Housing

The 2016 Housing Affordability Index (HAI)[81] composite score for the MSA was 244.5. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable housing and neighborhood revitalization/stabilization efforts due to poor quality of existing affordable housing
- Financial literacy/education
- Access to small dollar loans for low- and moderate-income families with reasonable terms

Opportunities for participation by financial institutions include the following:

- Lending and investment in affordable housing and neighborhood revitalization/stabilization projects
- Supporting community development services, such as financial literacy/education
- Working with area's non-profit organizations, foundations, state and local government, and workforce development organizations and providing grant money

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State of Nevada

Las Vegas-Henderson-Paradise, NV MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Las Vegas-Henderson-Paradise, NV MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	487	5.7	23.2	41.3	29.8	0.0
Population by Geography	1,951,269	5.3	22.8	42.2	29.7	0.0
Housing Units by Geography	812,840	5.8	23.7	42.3	28.2	0.0
Owner-Occupied Units by Geography	405,047	1.7	15.5	45.7	37.1	0.0
Occupied Rental Units by Geography	290,654	10.8	33.2	39.2	16.8	0.0
Vacant Units by Geography	117,139	7.5	28.4	38.2	25.9	0.0
Businesses by Geography	94,127	5.1	21.0	42.4	31.5	0.0
Farms by Geography	1,497	1.9	18.0	46.3	33.8	0.0
Family Distribution by Income Level	457,592	20.1	18.0	22.0	39.9	0.0
Household Distribution by Income Level	695,701	21.7	17.6	19.8	40.9	0.0
Median Family Income MSA - 29820 Las Vegas-Henderson-Paradise, NV MSA		$63,888	Median Housing Value			$253,307
			Families Below Poverty Level			8.7%
			Median Gross Rent			$1,061

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Las Vegas-Henderson-Paradise, NV MSA comprises Clark County. As of the 2010 census, the population of the MSA was just under 2 million with a 2016-estimated population of 2.2 million. With an estimated population growth of 10.5 percent since the most recent census, population growth in this MSA is among the most rapid in the United States and more than double the national average. As of June 30, 2016, BANA deposits in the MSA represented approximately 1.1 percent of the bank's total deposits.

Employment and Economic Factors

Employment is relatively volatile in the area. This MSA is one of the world's largest tourist destinations and the leisure and hospitality services industry, food service, and retail trade industry are prominent in the area. Some of the largest employers include Station Casinos Inc., Boyd Gaming Corp., Las Vegas Sands Corp., and various other large casinos on the Las Vegas Strip, such as the MGM Grand, Bellagio, and the Wynn. According to the Bureau of Labor Statistics, the unemployment rate in the MSA declined from 13.1 percent in January 2012 to 5.1 percent in December 2016. From 2012 through 2016, the MSA was among the MSAs with highest unemployment rates in the county, but also experienced some of largest unemployment rate declines in the nation and the state of Nevada during the period. As of December 2016, the unemployment rate in the MSA remains slightly above the national average unemployment rate of 4.7 percent and the state of Nevada average unemployment rate of 4.9 percent.

Housing

The MSA was one of the hardest hit areas during the housing collapse. Housing supply is tight as population growth increases housing demands. According to the National Association of Realtors, the average Housing Affordability Index (HAI)[82] for the MSA in 2016 was 145.8, which is lower than the national average HAI of 167.1. The HAI has declined by 10 points since 2014, which indicates that homes became less affordable for the typical family during that time. The HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on an existing single-family median priced home. The higher the index, the more affordable the homes are in the area for a typical family. According to Housing and Urban Development (HUD), the fair market rent as of December 2016 for a two-bedroom unit was $968 in the MSA, which remained relatively stable since 2015.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Financial literacy/education
- Affordable housing, including homeownership and rental housing
- Neighborhood revitalization/stabilization efforts due to poor quality of existing properties
- Access to capital for small businesses and short-term emergency loans to military personnel until they receive reimbursement for relocation costs

Opportunities for participation by financial institutions include the following:

- Supporting community development services, such as financial literacy/education
- Lending and investment in affordable housing and neighborhood revitalization/stabilization projects
- Working with area’s non-profit organizations, foundations, state and local government, and workforce development organizations

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Reno, NV MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Reno, NV MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	112	8.9	21.4	32.1	33.0	4.5
Population by Geography	425,417	10.1	22.3	34.9	32.7	0.1
Housing Units by Geography	183,735	10.4	24.0	33.1	32.5	0.0
Owner-Occupied Units by Geography	98,500	3.5	15.4	37.8	43.3	0.0
Occupied Rental Units by Geography	64,123	20.9	37.1	26.6	15.3	0.0
Vacant Units by Geography	21,112	11.2	24.2	30.8	33.8	0.0
Businesses by Geography	23,962	10.5	29.3	22.2	32.9	5.1
Farms by Geography	498	5.4	19.3	31.1	42.0	2.2
Family Distribution by Income Level	103,011	20.9	17.8	20.6	40.7	0.0
Household Distribution by Income Level	162,623	22.8	17.0	18.6	41.6	0.0
Median Family Income MSA - 39900 Reno, NV MSA		$67,350	Median Housing Value			$298,314
			Median Gross Rent			$957
			Families Below Poverty Level			8.4%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Reno, NV MSA comprises Storey and Washoe counties. Reno and Sparks are the principal cities in the MSA. According to the 2017 American Community Survey, the 2016-estimated population of the MSA is 457,667, which indicates 7.6 percent population growth since the 2010 census reported a population of 425,437. As of June 30, 2016, BANA deposits in the MSA represented approximately 0.1 percent of the bank's total deposits.

<u>Employment and Economic Factors</u>

According to the Bureau of Labor Statistics, the unemployment rate in the MSA declined from 13 percent in January 2012 to 4.2 percent in December 2016. As of December 2016, the unemployment rate has fallen below the national average unemployment rate of 4.7 percent and the state of Nevada average unemployment rate of 4.9 percent. The leisure and hospitality services industry, retail trade industry, and health and education services industry are prominent in the area. Some of the largest employers include the University of Nevada-Reno, Renown Health, and various casino/gaming companies, such as Peppermill Hotel casino, Grand Sierra Hotel and Casino, International Game Technology, Silver Legacy Resort Casino, and Atlantis Casino Resort. Recently, the construction industry, professional and business services industry, and transportation and utilities industry have been growing at a rapid rate as major high-tech firms continue to arrive in the area.

Housing

The 2016 Housing Affordability Index (HAI)[83] composite score for the MSA was 128.6. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Access to capital for small businesses
- Affordable housing
- Homelessness

Opportunities for participation by financial institutions include the following:

- Support small businesses through loans and investments
- Lending and investment in affordable housing
- Working with area's non-profit organizations, foundations, and state and local government

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State of New Hampshire

Manchester-Nashua, NH MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Manchester-Nashua, NH MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	86	9.3	22.1	48.8	18.6	1.2
Population by Geography	400,721	6.6	18.8	51.1	23.5	0.0
Housing Units by Geography	164,603	7.7	20.7	50.8	20.8	0.0
Owner-Occupied Units by Geography	105,611	1.8	14.2	55.7	28.3	0.0
Occupied Rental Units by Geography	47,509	19.6	33.4	40.0	7.0	0.0
Vacant Units by Geography	11,483	12.0	27.7	51.4	9.0	0.0
Businesses by Geography	27,495	12.1	14.5	48.5	24.4	0.4
Farms by Geography	754	2.8	9.9	57.4	29.8	0.0
Family Distribution by Income Level	104,907	18.9	18.8	23.6	38.7	0.0
Household Distribution by Income Level	153,120	22.7	16.8	19.8	40.7	0.0
Median Family Income MSA - 31700 Manchester-Nashua, NH MSA		$81,794	Median Housing Value			$265,701
			Families Below Poverty Level			5.2%
			Median Gross Rent			$1,001

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Manchester-Nashua, NH MSA comprises Hillsborough County, which is the most populous county in the state. Population growth is slow relative to the national average. According to the 2017 American Community Survey, the 2016-estimated population of the MSA is 407,761, which indicates 1.8 percent population growth since the 2010 census reported a population of 400,720. As of June 30, 2016, BANA deposits in the MSA represented less than 1 percent of the bank's total deposits.

<u>Employment and Economic Factors</u>

According to the Bureau of Labor Statistics, the unemployment rate declined from 6.2 percent in January 2012 to 2.6 percent in December 2016. The unemployment rate is below the average national unemployment rate and kept pace with the decline in the state of New Hampshire average unemployment rate, which declined from 6.0 percent in January 2012 to 2.5 percent in December 2016. The healthcare services industry and the financial and banking industries are most prominent in the area. Some of the largest employers include Elliott Hospital, Southern NH Medical Center, Catholic Medical Center, St. Joseph Hospital and Trauma Center, Fidelity Investments, TD Bank, and Citizens Bank. The utility and education sectors are also leading employers for the county.

Housing

According to the New Hampshire Realtors organization, the increase in the median housing price for the county kept pace with the state median housing price. The county median housing price remained below the national average at $213,000 and $260,000 in 2012 and 2016, respectively. According to the National Association of Realtors, the average Housing Affordability Index (HAI)[84] for the MSA decreased by 9.1 points to 192.3 between 2013 and 2016, but remains higher than the national average HAI of 167.1. This indicates that homes became less affordable for the typical family during that time. The HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on an existing single-family median priced home. The higher the index, the more affordable the homes are in the area for a typical family.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Access to capital for small businesses
- Affordable housing and neighborhood revitalization/stabilization

Opportunities for participation by financial institutions include the following:

- Support small businesses and CDFIs through loans and investments
- Lending and investment in affordable housing and neighborhood revitalization/stabilization projects
- Working with area's non-profit organizations, foundations, and state and local government

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State of New Jersey

Atlantic City-Hammonton, NJ MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Atlantic City-Hammonton, NJ MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	69	10.1	18.8	46.4	23.2	1.4
Population by Geography	274,549	6.9	19.8	49.5	22.9	0.9
Housing Units by Geography	125,826	8.6	18.5	49.8	23.1	0.0
Owner-Occupied Units by Geography	71,885	2.9	14.1	55.4	27.6	0.0
Occupied Rental Units by Geography	29,760	19.8	33.7	38.1	8.4	0.0
Vacant Units by Geography	24,181	11.7	12.8	47.5	28.0	0.0
Businesses by Geography	15,489	9.1	14.0	50.2	26.7	0.1
Farms by Geography	504	0.8	7.7	59.7	31.7	0.0
Family Distribution by Income Level	67,256	21.3	17.8	20.5	40.4	0.0
Household Distribution by Income Level	101,645	23.9	16.5	17.6	42.0	0.0
Median Family Income MSA - 12100 Atlantic City-Hammonton, NJ MSA		$66,920	Median Housing Value			$287,026
			Median Gross Rent			$959
			Families Below Poverty Level			8.8%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Atlantic City-Hammonton, NJ MSA comprises Atlantic County. According to the 2010 census, the population totaled 274,549 in the MSA. The largest geographic subdivision within the MSA at the time of the 2010 census was Egg Harbor Township with a population of 43,323 followed by Atlantic City and Galloway Township with 39,558 and 37,349, respectively. The population is estimated to have declined to 270,991 as July 1, 2016.

Employment and Economic Factors

According to Moody's Analytics, the Atlantic City-Hammonton, NJ MSA economy is stabilizing as gaming improves and Atlantic City shores up its finances. After dipping to a more than 25-year low in 2016, payroll employment in the assessment area has increased by 3 percent and in 2017, growth has outpaced the New Jersey and U.S. averages. Despite these improvements, the metro area continues to struggle as outsized gains in low-wage leisure/hospitality have contributed to a weaker employment mix and lower average hourly earnings. The assessment area's 4 percent year-over-year decline in average pay is the worst in the state. Additionally, at 7.3 percent, the jobless rate is the second highest in New Jersey and among the lowest in the Northeast, despite the improving trend in payroll employment.

The casino industry is the primary employer in the assessment area and the closure of five casinos in the area since 2014 led to the loss of almost 8,000 jobs in leisure/hospitality, or about 20 percent of the industry total. While gaming revenue increased by 9 percent during the first nine months of 2017, increased regional competition from new casinos and the potential for legalized gambling in northern New Jersey threaten industry jobs in the medium and long term.

The state takeover of financially struggling Atlantic City in November 2016 has staved off a bankruptcy filing and begun to shore up the municipality's finances, but at a cost of fewer jobs in government. A declining population, weakness in housing, and the state's plans to remedy a dire fiscal position will weigh heavily on Atlantic City-Hammonton in the short run, but improvement in gaming and support from leisure/hospitality will keep the metro area among recession. In the long run, weak demographics and low industrial diversity will ensure that the assessment area significantly underperforms the state and nation.

Housing

The housing market in the assessment area remains weak. The inventory of foreclosures in the assessment area are down from their late-2016 peak, but at 43 per 1,000 households they are the highest in the U.S. and eight times more prevalent than they are nationally. The glut of distressed properties is due in part to the soft labor market and the state's lengthy judicial foreclosure process. The excess stock of foreclosures is dragging down house prices. House price appreciation has lagged the state and national averages since late 2014, but the gap is narrowing as demand among land speculators and developers strengthens and the supply of distressed properties declines. Despite the positive indicators, the large backlog of foreclosure will take time to clear, suppressing prices and residential building for the time being.

According to the National Association of Realtors, the average Housing Affordability Index (HAI)[85] for the MSA increased by 45.9 points to 204.6 between 2013 and 2016, and it remains higher than the national average HAI of 167.1. This indicates that homes became more affordable for the typical family during that time. The HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on an existing single-family median priced home. The higher the index, the more affordable the homes are in the area for a typical family.

Community Contacts

A review of community contacts and local community development plans indicated that the following are identified needs within the market:

- Disaster recovery assistance remains a need as the area continues to be affected by storms
- Rental assistance is needed for the low- and moderate-income and homeless
- Assistance in the form of grants, small loans, and training is needed for small businesses
- First-time buyer programs
- Economic development

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Opportunities for participation by financial institutions include the following:

- Banks can get involved by supporting the growth of business ownership and development, creating programs to increase employment and job creation, and funding home ownership initiatives
- Training instructors to teach financial literacy classes is an available opportunity for the banks to support non-profits and the low- and moderate-income who need to be educated
- Fund a mix of housing types to support the demands of the changing population
- Transportation oriented development lending

Trenton, NJ MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Trenton, NJ MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	77	19.5	18.2	29.9	31.2	1.3
Population by Geography	366,513	13.6	16.0	31.9	38.0	0.5
Housing Units by Geography	142,377	15.6	15.7	32.5	36.2	0.0
Owner-Occupied Units by Geography	87,700	6.9	14.1	36.7	42.4	0.0
Occupied Rental Units by Geography	41,513	27.0	17.5	27.6	27.9	0.0
Vacant Units by Geography	13,164	37.9	20.1	20.0	21.9	0.0
Businesses by Geography	22,797	11.1	10.5	29.6	48.8	0.0
Farms by Geography	526	5.5	12.0	30.0	52.5	0.0
Family Distribution by Income Level	87,385	22.8	16.8	19.2	41.2	0.0
Household Distribution by Income Level	129,213	25.6	15.1	16.8	42.5	0.0
Median Family Income MSA - 45940 Trenton, NJ MSA		$88,694	Median Housing Value			$325,552
			Families Below Poverty Level			7.4%
			Median Gross Rent			$1,052

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Trenton, NJ MSA is centrally located in New Jersey and comprises Mercer County. According to the 2017 American Community Survey, the population is estimated to have increased to 371,023 as of July 1, 2016, from 366,513 at the time of the 2010 census. The largest geographic subdivision within the MSA is Hamilton Township with a population of 88,464, followed by Trenton City, and Ewing Township with populations of 84,913 and 35,790, respectively.

Employment and Economic Factors

According to Moody's Analytics, the Trenton, New Jersey assessment area is in the late expansion phase of the business cycle. Employment rates in this MSA have improved significantly during the rating period. According to the Bureau of Labor Statistics, the unemployment rate in the MSA declined from 8.4 percent in January 2012 to 3.6 percent in December 2016. The unemployment rate in the MSA was below the state average of 4.2 percent. Banking, education, pharmaceutical, and healthcare are the most prominent industries in the MSA. Some of the largest employers include Bank of America, Princeton University, Bristol-Myers Squibb, and Capital Health System.

Housing

According to the National Association of Realtors, the average Housing Affordability Index (HAI)[86] for the MSA increased by 15.5 points to 209.3 between 2013 and 2016, which is higher than the national average HAI of 167.1. This indicates that homes became more affordable for the typical family during that time. The HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on an existing single-family median priced home. The higher the index, the more affordable the homes are in the area for a typical family.

Community Contacts

A review of community contacts and local community development plans indicated that the following are identified needs within the market:

- Starter and rental homes

Opportunities for participation by financial institutions include the following:

- Funding multifamily housing development
- Providing assistance to homeowners in foreclosure
- Home improvement loans for the aging housing stock
- Development of partnerships with community development organizations to address needs in the assessment area

[86] Copyright 2017 "Affordability Index of Existing Single-Family Homes for Metropolitan Areas" National Association of Realtors.

State of New Mexico

Albuquerque, NM MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Albuquerque, NM MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	203	4.9	28.6	35.5	30.5	0.5
Population by Geography	887,077	4.5	31.7	33.6	30.2	0.0
Housing Units by Geography	367,757	5.1	30.7	35.1	29.1	0.0
Owner-Occupied Units by Geography	229,939	2.2	27.7	35.3	34.7	0.0
Occupied Rental Units by Geography	106,770	10.3	36.5	34.5	18.8	0.0
Vacant Units by Geography	31,048	8.6	33.6	35.2	22.6	0.0
Businesses by Geography	53,811	6.4	26.6	34.3	32.7	0.0
Farms by Geography	1,129	3.2	25.9	37.5	33.5	0.0
Family Distribution by Income Level	215,464	22.2	17.9	19.2	40.8	0.0
Household Distribution by Income Level	336,709	23.8	16.4	17.8	42.0	0.0
Median Family Income MSA - 10740 Albuquerque, NM MSA		$59,381	Median Housing Value			$193,241
			Median Gross Rent			$748
			Families Below Poverty Level			11.6%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Albuquerque, NM MSA comprises Bernalillo, Sandoval, Torrance, and Valencia counties. According to the 2010 census, the population totaled 887,077 in the MSA. The largest counties within the MSA at the time of the 2010 census were Bernalillo and Sandoval with populations of 662,564 and 131,561, respectively. The 2017 American Community Survey estimates the population increased to 910,726 as July 1, 2017.

Employment and Economic Factors

According to Moody's Analytics, the assessment area is in the recovery phase of the business cycle. Employment levels are expected to reach its prerecession peak as job gains have outpaced labor force growth. The unemployment rate was 5.5 percent as of December 2016, a decline from 7.7 percent as of January 2012 and the 9 percent peak as of June 2010. The main weak point for the MSA continues to be construction. The retail industry shows signs of recovery, while residential, office, and industrial construction remains at cyclical lows. The housing market has not fully recovered since the recession. Slow demand is reflected in the house price indexes, which have been stuck at 3 to 4 percent growth since 2015. The ratio of inventory to pending home sales is lower than at any point since 2006. The commercial real estate vacancy rate is slightly higher than 10 percent. The market for industrial space has lower vacancy, but very slow absorption and has had no new construction in years. Despite recent growth in office-using employment, the office vacancy rate is still at more than 20 percent, a hangover from the 2007-2008 construction boom that left the MSA with high levels of excess office space.

Housing

According to the National Association of Realtors, the average Housing Affordability Index (HAI)[87] for the MSA increased by 8 points to 183.2 between 2013 and 2016 and remained higher than the national average HAI of 167.1. This indicates that homes became more affordable for the typical family during that time. The HAI measures whether or not a family earning the median family income could qualify for a mortgage loan on an existing single-family median priced home. The higher the index, the more affordable the homes are in the area for a typical family.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Loans for small businesses who are unable to access traditional lending channels

Opportunities for participation by financial institutions include the following:

- Offering and/or investing in financial literacy training for teens and adults
- Providing first time homebuyer counseling
- Offering Individual Development Accounts (IDA)
- Offering/promoting micro-lending programs

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New Mexico Non-MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: New Mexico Non-MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	17	5.9	64.7	17.6	11.8	0.0
Population by Geography	71,492	4.5	69.5	16.3	9.7	0.0
Housing Units by Geography	25,940	4.5	68.8	15.4	11.2	0.0
Owner-Occupied Units by Geography	12,945	3.5	65.3	18.5	12.7	0.0
Occupied Rental Units by Geography	4,686	8.3	60.5	14.4	16.8	0.0
Vacant Units by Geography	8,309	3.8	79.1	11.3	5.8	0.0
Businesses by Geography	2,046	7.7	55.5	10.5	26.3	0.0
Farms by Geography	23	0.0	26.1	0.0	73.9	0.0
Family Distribution by Income Level	12,389	30.3	19.0	18.2	32.5	0.0
Household Distribution by Income Level	17,631	31.3	17.7	15.3	35.7	0.0
Median Family Income Non-MSAs - NM		$46,354	Median Housing Value			$73,090
			Families Below Poverty Level			26.6%
			Median Gross Rent			$486

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The New Mexico Non-MSA comprises McKinley County. The county is located in the northwestern section of New Mexico. According to the 2010 census, the population totaled 71,492 in the assessment area. The largest geographic subdivision within the MSA at the time of the 2010 census was Gallup city with a population of 21,678. The 2017 American Community Survey estimates the population to have increased to 72,564 as July 1, 2017. McKinley County is one of only three counties in the U.S. where the most spoken language is neither English nor Spanish. Approximately 46 percent of the population speaks Navajo.

<u>Employment and Economic Factors</u>

Major employers in McKinley County include Gallup McKinley County Schools, Gallup Indian Medical Center, Walmart, and Rehoboth McKinley Christian Hospital. The local labor force is in excess of 25,000 workers. In 2013, the per capita personal income in McKinley County was $24,383, which was the lowest per capita in the state of New Mexico. During that period, approximately 64 percent of the workers were employed in the private sector, with government employment accounting for 27 percent and farm employment accounting for the remaining 9 percent.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Offering specialized loan products for low and moderate income people

Opportunities for participation by financial institutions include the following:

- Assisting a local organization with its down-payment escrow program that was established for low and moderate income resident

State of New York

Buffalo-Cheektowaga-Niagara Falls, NY MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Buffalo-Cheektowaga-Niagara Falls NY MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	297	12.5	20.2	41.4	23.9	2.0
Population by Geography	1,135,509	9.6	17.0	39.0	33.2	1.2
Housing Units by Geography	519,118	12.0	19.4	38.9	29.7	0.0
Owner-Occupied Units by Geography	312,759	5.0	14.2	43.1	37.7	0.0
Occupied Rental Units by Geography	153,473	20.1	26.7	35.0	18.3	0.0
Vacant Units by Geography	52,886	29.8	28.7	25.7	15.8	0.0
Businesses by Geography	62,374	8.0	14.5	41.0	36.0	0.4
Farms by Geography	1,704	2.6	5.5	50.2	41.6	0.0
Family Distribution by Income Level	287,669	21.6	17.4	20.9	40.1	0.0
Household Distribution by Income Level	466,232	25.2	15.6	17.0	42.2	0.0
Median Family Income MSA - 15380 Buffalo-Cheektowaga-Niagara Falls, NY MSA		$62,530	Median Housing Value			$113,014
			Families Below Poverty Level			10.0%
			Median Gross Rent			$670

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Buffalo-Cheektowaga-Niagara Falls, NY MSA comprises Erie and Niagara counties. According to the 2017 American Community Survey, the estimated population is 1.1 million. The MSA is the second largest metropolitan area in the state of New York, centered on its largest city – Buffalo.

Employment and Economic Factors

The Buffalo-Cheektowaga-Niagara Falls, NY MSA has a well-diversified economy. Key economic sectors include health care, financial services, retail, and entertainment. The area's largest employer is Kaleida Health with approximately 10,000 thousand employees. Other large employers include Catholic health System, Manufacturers and Trade Trust Company, and Seneca Gaming Corporation. The assessment area has shown a decreasing unemployment level during the evaluation period. In January 2012, the unemployment rate in the MSA was 9.3 percent. By December 2016, the rate decreased to 5.1 percent compared to the statewide rate of 4.8 percent.

Housing

The National Association of Realtors reports a moderate increase in housing prices in the Buffalo-Cheektowaga-Niagara Falls, NY MSA, increasing from a median sales price of existing single-family homes of $129,000 in 2014 to $133,000 in 2016. The 2016 Housing Affordability Index (HAI)[88] composite score for the MSA was 301.8. The index measures affordability of housing for a single family to qualify for a mortgage loan on a median priced home. The higher the score above 100, the more affordable the homes. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Commercial office space
- Affordable decent housing for low- and moderate-income
- Development in city neighborhoods outside of downtown due to zombie foreclosures properties

Opportunities for participation by financial institutions include the following:

- 1-4 family home construction on vacant lots
- Rehabilitation/home improvement loans for individuals
- Loans to smaller and new developers to develop mixed used properties

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Kingston, NY MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Kingston, NY MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	47	0.0	14.9	70.2	14.9	0.0
Population by Geography	182,493	0.0	12.3	72.3	15.4	0.0
Housing Units by Geography	83,007	0.0	15.1	70.8	14.1	0.0
Owner-Occupied Units by Geography	49,203	0.0	10.4	74.4	15.2	0.0
Occupied Rental Units by Geography	21,488	0.0	19.9	68.0	12.1	0.0
Vacant Units by Geography	12,316	0.0	25.3	61.5	13.2	0.0
Businesses by Geography	11,393	0.0	13.4	69.6	17.0	0.0
Farms by Geography	523	0.0	6.5	67.3	26.2	0.0
Family Distribution by Income Level	45,201	19.6	17.8	23.0	39.6	0.0
Household Distribution by Income Level	70,691	23.6	16.1	19.0	41.3	0.0
Median Family Income MSA - 28740 Kingston, NY MSA		$70,513	Median Housing Value			$247,069
			Median Gross Rent			$944
			Families Below Poverty Level			6.9%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Kingston, NY MSA comprises the Ulster County. According to the 2012-2016 American Community Survey, the total population is estimated at 180,505, a decline from 182,493 reported at the 2010 Census.

Employment and Economic Factors

The Kingston, NY MSA has a well-diversified economy. Key economic sectors include health care, government, and retail trade. The area’s major employers include Home Depot, IBM, Marist College, Orange Regional Medical Center, ShopRite, Stop & Shop Supermarkets, Target, Vassar Brothers Medical Center, Walmart, and White Plains Hospital Association. Thirteen companies with corporate headquarters in the region include Archie Comics (Pelham), IBM (Armonk), ITT Corporation (White Plains), MasterCard (Purchase), and PepsiCo (Purchase).

The MSA unemployment rate decreased during the evaluation period. In January 2012, the unemployment rate in the Kingston, NY MSA was 9 percent. By December 2016, the rate decreased to 4.3 percent. The statewide unemployment rate was 4.8 percent.

Housing

The National Association of Realtors reports a moderate increase in housing prices in the Kingston, NY MSA, increasing from a median sales price of existing single-family homes of

$200,000 in 2014 to $203,000 in 2016. The 2016 Housing Affordability Index (HAI)[89] composite score for the MSA was 209.3. The index measures affordability of housing for a single family earning the median income to qualify for a mortgage loan on a median priced home. The higher the score correlates to a higher affordability level to purchase a home. The HAI score for the MSA also reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Higher income jobs
- Affordable housing

Opportunities for participation by financial institutions include the following:

- Non-profit donations
- Micro-lending/credit building
- Restoration project for the Ulster County Performance Arts Center

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Syracuse, NY MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Syracuse, NY MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	185	14.1	18.9	39.5	27.0	0.5
Population by Geography	662,577	10.3	16.2	44.1	29.4	0.1
Housing Units by Geography	286,766	10.5	17.9	44.3	27.2	0.0
Owner-Occupied Units by Geography	175,175	3.2	13.6	49.2	34.0	0.0
Occupied Rental Units by Geography	80,967	22.8	26.4	34.2	16.6	0.0
Vacant Units by Geography	30,624	19.9	19.9	43.6	16.3	0.3
Businesses by Geography	35,510	13.5	14.0	43.5	29.0	0.0
Farms by Geography	1,312	1.8	10.2	58.3	29.7	0.0
Family Distribution by Income Level	162,453	21.3	17.1	21.5	40.0	0.0
Household Distribution by Income Level	256,142	24.5	16.4	17.5	41.6	0.0
Median Family Income MSA - 45060 Syracuse, NY MSA		$63,453	Median Housing Value			$115,676
			Families Below Poverty Level			9.5%
			Median Gross Rent			$697

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Syracuse, NY MSA comprises Madison, Onondaga, and Oswego counties. The American Community Survey for 2017 estimates the MSA population at 654,841, a decline from 662,577 during the 2010 Census.

Employment and Economic Factors

The Syracuse, NY MSA has a well-diversified economy. Key economic sectors include healthcare, education, and retail trade. The area's largest employer is Upstate University Health System with approximately 10,000 employees. Other large employers include Syracuse University, St. Joseph's Hospital Health Center, Wegmans Food Markets, and Crouse Hospital. The assessment area unemployment rate decreased during the evaluation period. In January 2012, the unemployment rate in the Syracuse, NY MSA was 9.5 percent. By December 2016, the rate decreased to 5 percent. The statewide unemployment rate was 4.8 percent.

Housing

The National Association of Realtors reports a moderate increase in housing prices in the Syracuse, NY MSA, increasing from a median sales price of existing single-family homes of $126,000 in 2014 to $129,000 in 2016. The 2016 Housing Affordability Index (HAI)[90] composite score for the MSA was 307.4. The index measures affordability of housing for a

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single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. The higher the score correlates to a higher affordability level to purchase the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Affordable home mortgage loan products that comply with qualified mortgage requirements
- Rehabilitation of vacant properties, especially those with structural issues
- Neighborhood revitalization and stabilization in low- and moderate-income communities

Opportunities for participation by financial institutions include the following:

- Community developments liquidity investments for non-profit to offer low- and moderate-income mortgages
- Purchase low- and moderate-income mortgages from the CDFI that originated the mortgages

State of North Carolina

Greensboro-High Point, NC MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Greensboro-High Point, NC MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	168	7.7	23.8	39.3	28.6	0.6
Population by Geography	723,801	6.2	23.1	42.8	28.0	0.0
Housing Units by Geography	317,312	5.9	23.9	43.7	26.4	0.0
Owner-Occupied Units by Geography	186,847	2.4	18.7	46.4	32.6	0.0
Occupied Rental Units by Geography	95,470	11.3	32.4	39.5	16.8	0.0
Vacant Units by Geography	34,995	10.1	28.9	41.4	19.5	0.0
Businesses by Geography	50,356	6.4	19.9	42.9	30.6	0.2
Farms by Geography	1,642	1.6	14.4	54.5	29.4	0.1
Family Distribution by Income Level	184,695	21.8	18.1	19.2	40.8	0.0
Household Distribution by Income Level	282,317	23.3	16.9	17.7	42.1	0.0
Median Family Income MSA - 24660 Greensboro-High Point, NC MSA		$55,362	Median Housing Value			$142,459
			Median Gross Rent			$678
			Families Below Poverty Level			11.9%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Greensboro-High Point, NC MSA comprises Guilford, Randolph, and Rockingham counties. The 2017 American Community Survey estimates the population at 761,184, an increase from 723,801 during the 2010 Census.

Employment and Economic Factors

The Greensboro-High Point, NC MSA has a well-diversified economy. Key economic sectors include healthcare, education, and manufacturing. The area's largest employer is Guilford County Schools with approximately 9,000 employees. Other major employers include Cone Health, Davidson County Board of Education, and Atrium Windows and Doors, Inc. The assessment area unemployment rate decreased during the evaluation period. In January 2012, the unemployment rate in the Greensboro-High Point, NC MSA was 10.4 percent. By December 2016, the rate decreased to 5.0 percent. The statewide unemployment rate was 5.2 percent.

Housing

The National Association of Realtors reports a significant increase in housing prices in the Greensboro- High Point, NC MSA, increasing from a median sales price of existing single-family homes of $137,000 in 2014 to $152,000 in 2016. The 2016 Housing Affordability Index

(HAI)[91] composite score for the MSA was 211.2. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage to purchase a median priced home. The higher the score, the higher affordability level to purchase the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Low cost checking and other banking products with appropriate marketing or outreach to low- and moderate-income individuals
- Small business lending

Opportunities for participation by financial institutions include the following:

- Community development participation
- Financing
- Credit related products such as micro-lending

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Jacksonville, NC MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Jacksonville, NC MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	32	0.0	12.5	56.3	21.9	9.4
Population by Geography	177,772	0.0	8.4	63.1	21.7	6.9
Housing Units by Geography	65,939	0.0	8.4	64.6	26.9	0.1
Owner-Occupied Units by Geography	32,073	0.0	3.8	65.1	31.2	0.0
Occupied Rental Units by Geography	24,560	0.0	15.7	67.8	16.4	0.2
Vacant Units by Geography	9,306	0.0	5.0	54.9	40.1	0.0
Businesses by Geography	7,099	0.0	9.8	65.3	23.8	1.1
Farms by Geography	288	0.0	3.5	71.9	24.3	0.3
Family Distribution by Income Level	41,731	17.2	19.8	22.8	40.2	0.0
Household Distribution by Income Level	56,633	20.0	18.2	21.1	40.6	0.0
Median Family Income MSA - 27340 Jacksonville, NC MSA		$48,380	Median Housing Value			$137,474
			Families Below Poverty Level			11.0%
			Median Gross Rent			$797

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Jacksonville, NC MSA comprises Onslow County. The city of Jacksonville is the county seat. The southern border of Onslow County is the Atlantic Ocean. The 2017 American Community Survey estimates the population at 193,893, an increase from 177,772 at the 2010 Census.

<u>Employment and Economic Factors</u>

The Jacksonville, NC MSA has a well-diversified economy. Key economic sectors include military, healthcare, education, and government. The area's largest employer is the U.S. Marines with approximately 43,000 service members assigned to Camp Lejeune. Other major employers include Onslow County Board of Education, County of Onslow, City of Jacksonville, and Onslow Memorial Hospital. The assessment area unemployment rate decreased during the evaluation period. In January 2012, the unemployment rate in the Jacksonville, FL MSA was 8.4 percent. By December 2016, the rate decreased to 5.5 percent. The statewide unemployment rate was 5.2 percent.

<u>Housing</u>

The National Association of Realtors reports a significant increase in housing prices in the Jacksonville, NC MSA, increasing from a median sales price of existing single-family homes of $137,000 in 2014 to $152,000 in 2016. Approximately 55 percent of the housing units are owner-occupied.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Social services, jobs, job training and education

Opportunities for participation by financial institutions include the following:

- In-kind donations and/or grants
- Donating properties
- Homeowner, credit, and budget counseling

Raleigh, NC MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Raleigh, NC MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	224	7.1	24.6	33.0	33.9	1.3
Population by Geography	1,130,490	6.1	27.0	36.5	30.0	0.4
Housing Units by Geography	446,498	6.0	28.6	35.8	29.6	0.0
Owner-Occupied Units by Geography	276,445	2.5	25.8	38.3	33.4	0.0
Occupied Rental Units by Geography	130,899	12.6	33.0	31.4	22.9	0.0
Vacant Units by Geography	39,154	9.0	33.4	33.2	24.4	0.0
Businesses by Geography	88,205	4.5	23.0	33.6	38.6	0.2
Farms by Geography	2,371	3.5	28.7	41.6	26.1	0.0
Family Distribution by Income Level	273,490	22.2	17.1	20.0	40.7	0.0
Household Distribution by Income Level	407,344	22.8	17.4	18.1	41.7	0.0
Median Family Income MSA - 39580 Raleigh, NC MSA		$74,783	Median Housing Value			$219,374
			Median Gross Rent			$825
			Families Below Poverty Level			7.7%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Raleigh, NC MSA comprises Franklin, Johnston, and Wake counties. The 2017 American Community Survey estimates the population at 1.3 million, an increase from 1.1 million during the 2010 Census.

<u>Employment and Economic Factors</u>

The Raleigh, NC MSA has a well-diversified economy. Key economic sectors include education, government, technology, and healthcare. Raleigh, NC is home to North Carolina State University and it is part of the Research Triangle Park area, which includes Durham (home of Duke University) and Chapel Hill (home of the University of North Carolina at Chapel Hill). The largest employers in the MSA include State of North Carolina (24,739 employees), Wake County Public School System (17,572 employees), and Red Hat (9,800 employees). Other major employers include North Carolina State University and WakeMed. The assessment area unemployment rated decreased during the evaluation period. In January 2012, the unemployment rate was 7.9 percent. By December 2016, the unemployment rate decreased to 4.2 percent. The statewide unemployment rate was 5.2 percent.

<u>Housing</u>

The National Association of Realtors reports a significant increase in housing prices in the Raleigh, NC MSA, increasing from a median sales price of existing single-family homes of

$209,000 in 2014 to $248,000 in 2016. The 2016 Housing Affordability Index (HAI)[92] composite score for the MSA was 182.1. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. A higher score correlates to a higher affordability level to purchase the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Affordable housing, gentrification is occurring in affordable housing markets and expiring use HUD properties

Opportunities for participation by financial institutions include the following:

- Unsecured lines of credit for pre-development work of construction projects
- CDFI investments
- Revolving line of credits for non-profits to obtain land or rental properties
- Refinancing product for LIHTC with longer terms

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State of Ohio

Cleveland-Elyria, OH MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Cleveland-Elyria, OH MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	636	16.4	21.2	36.2	25.5	0.8
Population by Geography	2,077,240	10.4	17.4	38.7	33.5	0.0
Housing Units by Geography	952,600	12.7	19.5	38.3	29.5	0.0
Owner-Occupied Units by Geography	575,920	5.7	13.8	42.0	38.5	0.0
Occupied Rental Units by Geography	270,201	21.2	28.5	34.9	15.4	0.0
Vacant Units by Geography	106,479	29.4	27.3	27.2	16.1	0.0
Businesses by Geography	129,455	7.6	13.0	38.5	40.5	0.4
Farms by Geography	3,267	2.5	8.2	44.2	45.1	0.0
Family Distribution by Income Level	535,574	21.7	17.3	20.7	40.3	0.0
Household Distribution by Income Level	846,121	24.9	15.5	17.6	41.9	0.0
Median Family Income MSA - 17460 Cleveland-Elyria, OH MSA		$62,627	Median Housing Value			$151,321
			Families Below Poverty Level			10.3%
			Median Gross Rent			$712

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Cleveland-Elyria, OH MSA comprises Cuyahoga, Geauga, Lake, Lorain, and Medina counties. The Cleveland-Elyria, OH MSA is the 33rd most populous metropolitan area in the United States and the largest in the state of Ohio. The 2017 American Community Survey estimates the population at 2,058,844, a slight decrease from the 2010 Census.

Employment and Economic Factors

The Cleveland-Elyria, OH MSA has a well-diversified economy. Key economic sectors include healthcare, government, and education. The area's largest employer is the Cleveland Clinic with approximately 32,000 employees. Other large employers include University Hospital, U.S. Office of Personnel Management, and Lorain County Community College. The assessment area unemployment rate decreased during the evaluation period. In January 2012, the unemployment rate in the Cleveland-Elyria, OH MSA was 7.3 percent. By December 2016, the rate decreased to 5.3 percent. The statewide unemployment rate was 5.0 percent.

Housing

The National Association of Realtors reports a modest increase in housing prices in the Cleveland-Elyria, OH MSA, increasing from a median sales price of existing single-family homes of $123,000 in 2014 to $132,000 in 2016. The 2016 Housing Affordability Index (HAI)[93] composite score for the MSA was 286.5. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. A higher score correlates to a higher affordability level to purchase the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Workforce development
- Education
- Affordable housing
- Health and human services (safe environment, medical care, transportation)
- Lines of credit
- Capacity building for small business, women, or minority owned businesses
- Second mortgages due to appraisal gaps

Opportunities for participation by financial institutions include the following:

- General operating support
- Volunteers (board/ committee, leadership roles)

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State of Oklahoma

Oklahoma City, OK MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Oklahoma City, OK MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	363	8.8	26.7	38.3	25.1	1.1
Population by Geography	1,252,987	5.5	24.0	41.6	28.7	0.1
Housing Units by Geography	530,813	5.5	26.3	41.7	26.4	0.1
Owner-Occupied Units by Geography	313,278	3.2	18.7	45.0	33.1	0.0
Occupied Rental Units by Geography	157,931	8.7	37.9	36.4	16.9	0.1
Vacant Units by Geography	59,604	9.3	35.8	38.4	16.3	0.1
Businesses by Geography	86,831	5.5	20.1	37.9	35.2	1.3
Farms by Geography	2,746	2.2	15.4	47.3	34.9	0.2
Family Distribution by Income Level	309,578	21.3	17.8	20.6	40.4	0.0
Household Distribution by Income Level	471,209	23.6	16.6	18.1	41.7	0.0
Median Family Income MSA - 36420 Oklahoma City, OK MSA		$58,775	Median Housing Value			$122,327
			Median Gross Rent			$694
			Families Below Poverty Level			10.5%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Oklahoma City, OK MSA comprises the counties of Canadian, Cleveland, Grady, Lincoln, Logan, McClain, and Oklahoma. The Oklahoma City, OK MSA is located in Central Oklahoma. It is the largest metropolitan area in the state of Oklahoma. The 2017 American Community Survey estimates the population at 1.4 million, an increase from 1.3 million at the 2010 Census.

<u>Employment and Economic Factors</u>

The Oklahoma City, OK MSA has a well-diversified economy. Key economic sectors include government, military, education, and healthcare. The area’s largest employer is the State of Oklahoma with approximately 46,000 employees. Other large employers include Tinker Air Force Base, University of Oklahoma-Norman, FAA Mike Maroney Aeronautical Center, and INTEGRIS Health. The assessment area unemployment rated decreased during the evaluation period. In January 2012, the unemployment rate in the Oklahoma City, OK MSA was 5.0 percent. In December 2016, the rate decreased to 3.9 percent. The statewide unemployment rate was 4.8 percent.

Housing

The National Association of Realtors reports a slight increase in housing prices in the Oklahoma City, OK MSA, increasing from a median sales price of existing single-family homes of $150,000 in 2014 to $151,000 in 2016. The 2016 Housing Affordability Index (HAI)[94] composite score for the MSA was 245.9. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced home. A higher score correlates to a higher affordability level to purchase the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Affordable housing and affordable credit products
- Skilled labor in carpentry and maintenance professions

Opportunities for participation by financial institutions include the following:

- Affordable housing down payment assistance and loans
- Financial literacy seminars

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Tulsa, OK MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Tulsa, OK MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	272	7.4	28.3	36.4	27.9	0.0
Population by Geography	937,478	6.1	25.3	38.2	30.4	0.0
Housing Units by Geography	403,175	6.6	26.9	38.4	28.1	0.0
Owner-Occupied Units by Geography	244,236	3.4	20.9	40.8	34.9	0.0
Occupied Rental Units by Geography	117,522	11.6	36.4	34.0	18.0	0.0
Vacant Units by Geography	41,417	11.4	35.1	36.9	16.6	0.0
Businesses by Geography	71,694	5.5	23.9	34.0	36.7	0.0
Farms by Geography	1,963	2.4	18.3	48.5	30.7	0.0
Family Distribution by Income Level	241,646	21.1	17.9	20.4	40.6	0.0
Household Distribution by Income Level	361,758	23.6	16.7	17.8	41.9	0.0
Median Family Income MSA - 46140 Tulsa, OK MSA		$58,038	Median Housing Value			$124,172
			Families Below Poverty Level			10.8%
			Median Gross Rent			$687

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Tulsa, OK MSA comprises the counties of Creek, Okmulgee, Osage, Pawnee, Rogers, Tulsa, and Wagoner. The metropolitan area is located in northeastern Oklahoma. The city of Tulsa is the principal city. The 2017 American Community Survey estimates the population at 990,773, an increase from 937,478 reported during the 2010 Census.

Employment and Economic Factors

The Tulsa, OK MSA has a well-diversified economy. Key economic sectors include energy, aerospace, telecommunications, and manufacturing. Tulsa is the base for American Airlines' global maintenance hub, which is the city's top employer. Other large employers include ONEOK, Williams Companies, and Dollar Thrifty Automotive Group. The Tulsa, OK MSA gross domestic product (GDP) represents about 30 percent of the state of Oklahoma's economy. The assessment area unemployment rate decreased during the evaluation period. In January 2012, the unemployment rate in the Tulsa, OK MSA was 6.1 percent. By December 2016, the rate decreased to 4.8 percent. The state unemployment rate was 4.8 percent.

Housing

The National Association of Realtors reports moderate increases in housing prices in the Tulsa, OK MSA. The median sales price of existing single-family homes increased from $146,000 in 2014 to $151,000 in 2016. The 2016 Housing Affordability Index (HAI)[95] composite

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score for the MSA was 233.2. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced house. A higher score correlates to a higher affordability level to purchase the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated the following identified needs within the community:

- Community development services

Opportunities for participation by financial institutions include the following:

- Community development investments to sponsor events
- Financial literacy training

State of Oregon

Bend-Redmond, OR MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Bend-Redmond, OR MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	24	0.0	16.7	62.5	20.8	0.0
Population by Geography	157,733	0.0	15.7	64.3	20.0	0.0
Housing Units by Geography	78,004	0.0	16.4	64.3	19.4	0.0
Owner-Occupied Units by Geography	42,982	0.0	11.8	65.0	23.2	0.0
Occupied Rental Units by Geography	20,208	0.0	30.2	57.6	12.2	0.0
Vacant Units by Geography	14,814	0.0	10.8	71.1	18.1	0.0
Businesses by Geography	16,990	0.0	19.4	57.3	23.3	0.0
Farms by Geography	707	0.0	12.2	55.3	32.5	0.0
Family Distribution by Income Level	43,434	19.7	17.3	23.5	39.5	0.0
Household Distribution by Income Level	63,190	22.1	17.4	20.3	40.2	0.0
Median Family Income MSA - 13460 Bend-Redmond, OR MSA		$61,605	Median Housing Value			$327,842
			Median Gross Rent			$887
			Families Below Poverty Level			7.6%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Bend-Redmond, OR MSA comprises Deschutes County. According to the 2010 census, the population totaled 157,733 in the MSA. The largest cities within the MSA at the time of the 2010 census were Bend and Redmond with populations of 76,565 and 26,215, respectively. The Census estimates the population to have increased to 181,307 as of July 1, 2016.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, the assessment area is in the expansion phase of the business cycle. The unemployment rate was 4.5 percent as of December 2016, which reflects a significant decline from 13.1 percent as of January 2012. The unemployment rate continues to decrease given the tight labor market, which is slowing job growth. The upside of the tight labor market is higher wages. Average hourly earnings still lag those in the rest of Oregon and the U.S., but in both cases, the gap is closing. Additionally, job creation is superior, and wage and salary income is rising far faster in the assessment area than in the state and the nation. People are flocking to the metro area at the fastest pace in a decade thanks to the vigorous expansion of technology firms.

Housing

Strong population and income trends along with the presence of Oregon State University-Cascades expect to cause large gains in new residential construction and housing-related employment. Permitting has risen only modestly despite prices rising faster than prices in the state and in rest of the nation. Developers are building single-family homes at about half of their prerecession rate in the assessment area. Multifamily building has increased, but it is not enough to satiate demand. The housing supply crunch is in part due to regulations. Additionally, state conservation land borders the city of Bend, which limits new development.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Affordable housing both for rent and purchase
- Training programs to equip the existing workforce with the knowledge and skills necessary to meet the demands of the growing and evolving job market

Opportunities for participation by financial institutions include the following:

- Supporting community development organizations serving in the assessment area by volunteering to teach financial literacy classes as well as to serve on loan and other committees
- Providing grants to nonprofit organizations and community development organizations
- Investing in Low-Income Housing Tax Credit certified projects or funding on other affordable housing projects
- Developing affordable deposit accounts, individual development accounts, and responsible alternatives to payday loans
- Participating in the state tax credit program that promotes activities that benefit low- and moderate-income individuals such as the funding of Individual Development Accounts
- Providing support to “ID clinics” which help individuals obtain the necessary legal identification so that they can open bank accounts and obtain other important services
- Implementing programs and products to reach the minority community such as credit building classes and second chance checking accounts

Eugene, OR MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Eugene, OR MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	86	2.3	22.1	53.5	22.1	0.0
Population by Geography	351,715	2.9	21.4	53.7	22.0	0.0
Housing Units by Geography	154,121	3.0	23.0	52.7	21.2	0.0
Owner-Occupied Units by Geography	87,469	1.4	16.5	57.9	24.2	0.0
Occupied Rental Units by Geography	56,425	5.5	31.4	45.3	17.8	0.0
Vacant Units by Geography	10,227	4.0	32.6	49.3	14.1	0.0
Businesses by Geography	25,845	3.5	27.0	45.3	24.1	0.0
Farms by Geography	1,122	2.0	13.7	64.2	20.1	0.0
Family Distribution by Income Level	86,947	21.3	18.1	21.0	39.6	0.0
Household Distribution by Income Level	143,894	24.2	16.5	17.0	42.3	0.0
Median Family Income MSA - 21660 Eugene, OR MSA		$55,817	Median Housing Value			$235,160
			Families Below Poverty Level			10.0%
			Median Gross Rent			$766

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Eugene, OR MSA comprises Lane County. According to the 2010 census, the population totaled 351,715 in the MSA. The largest cities within the MSA at the time of the 2010 census were Eugene and Springfield with populations of 156,185 and 59,403, respectively. The Census estimated that the population increased to 369,519 as of July 1, 2016.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, the assessment area is in the expansion phase of the business cycle. Job growth in the assessment area is exceeding the U.S. average. Job gains are primarily in healthcare and construction and these additions have helped push the unemployment rate to a historically low level of about 4.4 percent in December 2016. The tight labor market is giving workers more bargaining power, which, along with job creation that is faster than average, is helping push up average hourly earnings.

<u>Housing</u>

House prices and construction employment are growing well over the national pace as the assessment area has experienced an influx of residents thanks to the statewide tech boom. Although job seekers have primarily flooded areas around Portland, Oregon, the assessment area is an attractive, cheaper alternative. Population growth has exploded over the past three years, accelerating from about 0.2 percent in 2013 to 1.9 percent in 2016, the largest annual gain since 1990. Rapid household formation will bolster housing demand, encouraging more homebuilding and hiring in construction. Housing supply has been slow to accommodate the surge in demand. Single-family housing permits remain well below their prerecession peak. As demand outpaces supply, house price growth will remain elevated. According to the Federal Housing Finance Agency, house prices are climbing at their fastest rate since 2006. The 10 percent year-over-year increase is almost twice the increase nationally.

The National Association of Realtors' 2016 Housing Affordability Index (HAI)[96] composite score for the MSA was 143.1. The index measures affordability of housing for a single family earning the median family income to qualify for a mortgage loan to purchase a median priced house. A higher score correlates to a higher affordability level to purchase the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of the community needs assessment indicated that the following are identified needs within the community:

- Funding for start-up wineries and breweries
- Funding for the expansion of existing businesses for example, loans to purchase equipment

Opportunities for participation by financial institutions include the following:

- Financial literacy training programs

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State of Pennsylvania

Pittsburgh, PA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Pittsburgh, PA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	711	6.5	25.7	45.4	20.4	2.0
Population by Geography	2,356,285	4.1	21.4	47.7	26.4	0.4
Housing Units by Geography	1,101,793	4.7	23.9	48.0	23.3	0.0
Owner-Occupied Units by Geography	702,132	2.1	19.2	50.8	27.8	0.0
Occupied Rental Units by Geography	283,253	8.7	30.8	44.0	16.5	0.0
Vacant Units by Geography	116,408	10.8	35.1	40.9	13.0	0.1
Businesses by Geography	160,909	4.2	16.5	47.0	31.7	0.6
Farms by Geography	3,848	1.3	14.1	58.5	26.0	0.1
Family Distribution by Income Level	619,201	20.4	18.1	21.9	39.6	0.0
Household Distribution by Income Level	985,385	24.9	15.9	17.2	42.0	0.0
Median Family Income MSA - 38300 Pittsburgh, PA MSA		$62,376	Median Housing Value			$123,872
			Median Gross Rent			$655
			Families Below Poverty Level			8.2%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Pittsburgh, PA MSA comprises Allegheny, Armstrong, Beaver, Butler, Fayette, Washington, and Westmoreland counties in Pennsylvania.

<u>Employment and Economic Factors</u>

The assessment area has a well-diversified economy. Key economic sectors include healthcare, education, technology, bioscience, and financial services. Pittsburgh is known as “The Steel City” for its history in the steel industry and several steel companies such as US Steel, Ampco Pittsburgh, and Allegheny Technologies who operate steel mills in the MSA. The area is home to The University of Pittsburgh, Duquesne University, and Carnegie Mellon University. The area’s largest employers include UPMC Health System, Highmark Inc. (health insurance), The PNC Financial Services Group, Inc., University of Pittsburgh, and Giant Eagle, Inc. (grocery store). According to the Bureau of Labor Statistics, the unemployment rate in Pittsburgh has improved from a high of 9.5 percent in early 2010 to 5.1 percent in December 2016.

<u>Housing</u>

The U.S. Department of Housing and Urban Development (HUD) divides the assessment area into three submarkets when assessing the housing sales market: Allegheny County, North, and South. As of April 2016, according to HUD, the average sales price of new and existing homes in the Allegheny submarket was $179,900, up 6 percent over the previous 12 months. In the North submarket, the average sales price of new and existing homes was $173,000, up 1 percent over the previous 12 months. In the South submarket, the average price of new and existing home sales was $149,400, up 5 percent over the previous 12 months. According to a July 2016 Bloomberg article, in an assessment of 100 metro markets, Pittsburgh is the second most affordable market to purchase your first home.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable housing
- Improved infrastructure
- Housing rehabilitation
- Improved public transportation

Opportunities for participation by financial institutions include the following:

- Participation in housing projects
- Flexible mortgage products

State of South Carolina

Charleston-North Charleston, SC MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Charleston-North Charleston, SC MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	156	5.8	25.6	42.3	25.0	1.3
Population by Geography	664,607	4.0	22.8	46.9	26.3	0.0
Housing Units by Geography	289,861	4.4	22.4	45.6	27.7	0.0
Owner-Occupied Units by Geography	162,865	1.7	18.3	48.7	31.3	0.0
Occupied Rental Units by Geography	83,073	9.2	29.1	44.6	17.0	0.0
Vacant Units by Geography	43,923	5.1	24.8	35.7	34.5	0.0
Businesses by Geography	42,032	4.7	23.0	40.5	31.8	0.0
Farms by Geography	1,044	3.1	18.2	51.0	27.8	0.0
Family Distribution by Income Level	160,847	21.7	17.1	20.4	40.8	0.0
Household Distribution by Income Level	245,938	23.9	15.8	19.1	41.3	0.0
Median Family Income MSA - 16700 Charleston-North Charleston, SC MSA		$60,579	Median Housing Value			$245,856
			Families Below Poverty Level			10.5%
			Median Gross Rent			$894

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Charleston-North Charleston, SC MSA comprises Berkeley, Charleston, and Dorchester counties in South Carolina. Principal cities include Charleston, North Charleston, and Summerville commonly known as the Tri-County Area. According to a community contact, Charleston County is generally more affluent and urban, while Berkeley County is more rural with more low- and moderate-income individuals. Dorchester County represents more middle-income with both rural and urban areas.

<u>Employment and Economic Factors</u>

The assessment area has a diversified economy. Key economic sectors include tourism, higher education, shipping, the military, and a growing technology industry. According to a recent article in the Huffington Post, Charleston's technology industry is growing 26 percent faster than the national average. The MSA is home to several schools of higher education including the Medical University of South Carolina, the College of Charleston, Charleston School of Law, The Citadel, and The Military College of South Carolina. It is also home to Joint Base Charleston, which is a joint military base for the US Navy and Air Force. The area's largest employers include the Joint Base Charleston, Medical University of South Carolina, Boeing South Carolina, Charleston County Public Schools, and Roper St. Francis Healthcare. The unemployment rate has improved from a high of 10.1 percent in 2010 to 4.6 percent in

June 2016. This is slightly better, but trending similarly to the rest of South Carolina, which improved from a high of 11.7 percent in 2010 to 4.9 percent in June 2016.

Housing

The National Association of Realtors reports an increase in housing prices in the assessment area. In 2014, the median sales price of existing single-family homes in the MSA was $228,200 and increased to $260,100 in June 2016. The 2016 Housing Affordability Index (HAI)[97] composite score for the MSA was 158.2. The index measures affordability of housing for a single family earning a median family income necessary to qualify for a mortgage loan to purchase a median priced house. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Mortgage lending

Opportunities for participation by financial institutions include the following:

- Partner with non-profit organization to help small businesses with business advice and funding
- Provide funding to non-profit organization that help small businesses, especially in the more rural areas of the assessment area
- Provide more variety of mortgage products

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Columbia, SC MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Columbia, SC MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	191	5.2	30.4	34.0	27.7	2.6
Population by Geography	767,598	3.6	27.8	36.1	30.2	2.3
Housing Units by Geography	322,491	3.9	30.2	36.7	29.1	0.1
Owner-Occupied Units by Geography	197,959	1.0	26.1	38.7	34.2	0.0
Occupied Rental Units by Geography	89,825	9.5	36.1	34.0	20.2	0.2
Vacant Units by Geography	34,707	5.5	38.7	32.2	23.2	0.4
Businesses by Geography	41,043	2.6	23.9	39.3	33.4	0.8
Farms by Geography	1,221	0.9	33.3	36.6	29.2	0.0
Family Distribution by Income Level	187,576	21.8	17.5	20.4	40.4	0.0
Household Distribution by Income Level	287,784	23.7	16.7	18.0	41.7	0.0
Median Family Income MSA - 17900 Columbia, SC MSA		$60,605	Median Housing Value			$144,427
			Median Gross Rent			$758
			Families Below Poverty Level			9.9%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Columbia, SC MSA comprises Calhoun, Fairfield, Kershaw, Lexington, Richland, and Saluda counties in South Carolina. The Columbia, SC MSA is located centrally within the state of South Carolina. The city of Columbia is the principal city and it is the state’s capital. The Columbia, SC MSA became the state’s second largest metropolitan area when OMB combined the Anderson and Greenville metropolitan areas during the 2010 census.

<u>Employment and Economic Factors</u>

The assessment area has a diversified economy. Key economic sectors include manufacturing, professional and business services, finance, insurance, and real estate. The assessment area is also home to the University of South Carolina. Additionally, Fort Jackson in Columbia is the largest and most active Initial Entry Training Center, training 54 percent of the US Army’s Basic Combat Training load. The largest employers in the MSA include the State of South Carolina, Palmetto Health Alliance, University of South Carolina, Fort Jackson, and Blue Cross Blue Shield of SC. The unemployment rate has improved from a high of 10 percent in 2010 to 5 percent in June 2016. This is similar to the rest of South Carolina, which improved from a high of 11.7 percent in 2010 to 4.9 percent in June 2016.

<u>Housing</u>

The National Association of Realtors reports an increase in housing prices in the assessment area. In 2014, the median sales price of existing single-family homes in the MSA was

$150,400 and increased to $165,500 in June 2016. The 2016 Housing Affordability Index (HAI)[98] composite score for the MSA was 227.6. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced house. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicated that the following are identified needs within the community:

- Affordable housing
- Education attainment
- Food attainment
- Higher wage jobs

Opportunities for participation by financial institutions include the following:

- Simplify processes for programs such as the FHLB money available to local flood victims through local banks
- Additional financial support to local groups supporting the community

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State of Tennessee

Memphis, TN-MS-AR MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Memphis, TN-MS-AR MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	245	22.0	22.4	24.1	29.4	2.0
Population by Geography	1,027,138	15.3	22.1	24.9	37.2	0.5
Housing Units by Geography	434,142	17.6	22.8	24.8	34.7	0.0
Owner-Occupied Units by Geography	237,031	9.4	18.2	26.0	46.4	0.0
Occupied Rental Units by Geography	138,145	26.3	28.0	24.8	20.9	0.0
Vacant Units by Geography	58,966	30.3	29.2	20.5	20.0	0.0
Businesses by Geography	54,668	10.8	18.9	23.5	45.9	0.9
Farms by Geography	1,357	6.3	13.6	32.4	47.3	0.4
Family Distribution by Income Level	249,976	24.7	16.0	17.0	42.3	0.0
Household Distribution by Income Level	375,176	25.2	15.8	16.8	42.2	0.0
Median Family Income MSA - 32820 Memphis, TN-MS-AR MSA		$56,100	Median Housing Value			$140,559
			Families Below Poverty Level			15.0%
			Median Gross Rent			$777

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Memphis, TN-MS-AR MSA comprises Fayette, Shelby, and Tipton counties in Tennessee. The bank defined it assessment area to exclude DeSoto and Marshall Counties in Mississippi and Crittenden County in Arkansas. The city of Memphis is located within Shelby County in Tennessee.

<u>Employment and Economic Factors</u>

The assessment area's primary economic sector is shipping and transportation. The assessment area is located along the Mississippi River and it is home to the second largest cargo airport in the world and the third largest rail center. Headquartered in the MSA, FedEx is the area's largest employer. In addition to FedEx, two other Fortune 500 companies have headquarters in the assessment area: AutoZone and International Paper. Other key economic sectors include manufacturing, banking and finance, and real estate. Tourism is also strong with Elvis Presley's Graceland located in the assessment area. The assessment area is also home to several colleges and universities, including the University of Memphis. According the Memphis Business Journal as of July 2017, the area's largest employers were FedEx Corp., Tennessee State Government, United States Government, Methodist Le Bonheur Healthcare, and Shelby County Schools. Unemployment is improving in the assessment area from a high of 10.1 percent in June 2011 to 5.9 percent in June 2016. This varies from the rest of

Tennessee, which saw peak unemployment of 11 percent in 2009 fall to 4.7 percent in June 2016.

Housing

The National Association of Realtors reports an increase in housing prices in the assessment area. In 2014, the median sales price of existing single-family homes in the MSA was $138,600 and increased to $160,800 in June 2016. The 2016 Housing Affordability Index (HAI)[99] composite score for the MSA was 218.7. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced house. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts and other sources indicated that the following are needs within the community:

- Small business lending
- Reaching the unbanked
- Affordable housing

Opportunities for participation by financial institutions include the following:

- Partner with non-profits
- Financial literacy education and outreach for the unbanked

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Nashville-Davidson-Murfreesboro-Franklin, TN MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Nashville-Davidson-Murfreesboro-Franklin, TN MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	380	8.4	21.6	42.1	26.8	1.1
Population by Geography	1,670,890	6.8	20.9	42.8	29.2	0.3
Housing Units by Geography	687,243	7.2	22.4	43.1	27.3	0.0
Owner-Occupied Units by Geography	431,054	3.3	17.3	46.4	33.1	0.0
Occupied Rental Units by Geography	197,819	14.5	31.2	37.2	17.0	0.0
Vacant Units by Geography	58,370	11.2	30.3	38.8	19.8	0.0
Businesses by Geography	111,154	7.2	20.6	34.9	36.5	0.9
Farms by Geography	3,223	2.4	19.7	50.3	27.3	0.3
Family Distribution by Income Level	418,377	20.5	18.0	21.4	40.1	0.0
Household Distribution by Income Level	628,873	22.9	16.6	19.0	41.4	0.0
Median Family Income MSA - 34980 Nashville-Davidson--Murfreesboro--Franklin, TN MSA		$62,315	Median Housing Value			$185,774
			Median Gross Rent			$772
			Families Below Poverty Level			9.6%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Nashville-Davidson-Murfreesboro-Franklin, TN MSA comprises Cannon, Cheatham, Davidson, Dickson, Hickman, Macon, Maury, Robertson, Rutherford, Smith, Sumner, Trousdale, Williamson, and Wilson counties in Tennessee. The MSA is largest in the state of Tennessee and the 36th largest MSA in the U.S.

Employment and Economic Factors

The assessment area has a diversified economy. Key economic sectors include health care, music and entertainment, manufacturing, and tourism. The assessment area is home to the Vanderbilt University and Middle Tennessee University. It also has the highest concentration of musicians and music businesses in the nation with more than 190 recording studios and over 5,000 working musicians from all genres. The largest employers in the MSA include Vanderbilt University Medical Center, HCA Holdings, Nissan North America, Saint Thomas Health, and Vanderbilt University. The unemployment rate has improved from a high of 10.4 percent in 2009 to 4.2 percent in June 2016. This is similar to the rest of Tennessee, which improved from a high of 11 percent in 2009 to 4.7 percent in June 2016.

Housing

The National Association of Realtors reports an increase in housing prices in the assessment area. In 2014, the median sales price of existing single-family homes in the MSA was $183,000 and increased to $227,000 in June 2016. The 2016 Housing Affordability Index

(HAI)[100] composite score for the MSA was 174.6. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

A review of community contacts indicated that the following are identified needs within the community:

- Affordable housing
- Small business lending
- Small dollar consumer lending

Opportunities for participation by financial institutions include the following:

- Involvement in community development projects
- Support to nonprofits organizations

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State of Texas

Austin-Round Rock, TX MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Austin-Round Rock, TX MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	350	10.3	24.6	35.1	29.1	0.9
Population by Geography	1,716,289	10.7	23.9	34.8	30.4	0.1
Housing Units by Geography	676,169	10.5	23.4	35.7	30.4	0.0
Owner-Occupied Units by Geography	367,502	4.3	18.4	38.9	38.5	0.0
Occupied Rental Units by Geography	252,571	18.5	29.8	32.0	19.8	0.0
Vacant Units by Geography	56,096	15.9	27.3	31.9	25.0	0.0
Businesses by Geography	148,749	6.3	17.9	30.6	45.1	0.1
Farms by Geography	3,341	3.8	20.8	36.9	38.5	0.0
Family Distribution by Income Level	388,214	21.6	17.4	20.0	41.0	0.0
Household Distribution by Income Level	620,073	23.2	16.9	18.1	41.8	0.0
Median Family Income MSA - 12420 Austin-Round Rock, TX MSA		$71,602	Median Housing Value			$204,319
			Families Below Poverty Level			9.0%
			Median Gross Rent			$920

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Austin-Round Rock, TX MSA comprises Bastrop, Caldwell, Hays, Travis, and Williamson counties. Principal cities include Austin, Round Rock, Cedar Park, Georgetown, San Marcos, Pflugerville, Leander, Kyle, and Hutto. The Austin Round Rock, TX MSA, commonly referred to as Greater Austin, is located in central Texas. Austin is the principal city in the MSA, the fourth largest city in Texas and 11th largest in the U.S. The Austin-Round Rock, TX MSA is the 35th largest metropolitan area in the U.S.

Employment and Economic Factors

Greater Austin has a diverse economy heavily anchored by the business and services sector led by high-tech and Internet-based companies, government activities, and education. Most of the area's largest employers are all within the city of Austin. These include Advanced Micro Devices, Apple, Inc., Austin ISD, The City of Austin, Freescale Semiconductor, IBM, Seton Healthcare Network, Texas state government, the United States government, and the University of Texas at Austin. Major employers outside of the city of Austin include Dell, MD Totco, Southwestern University, and Texas State University.

Based on data from the Bureau of Labor Statistics for January 2012, the unemployment rates in the Austin-Round Rock, TX MSA was 6.2 percent. In December 2016, the unemployment rate in the MSA decreased to 3.2 percent. In 2016, new hires contributed 23,000 jobs to staffing levels. High-tech and Internet-based companies plan to add over 1,500 new jobs to the metro area by 2020. Other growing employment sectors in Austin are information and financial activities and education and health services. Austin employment continues to expand with an additional 36,000 new positions expected in 2017, representing a 3.6 percent growth.

Housing

In the Austin-Round Rock, TX MSA, the cost of living is greatly affected by the price of housing. The National Association of Realtors reports that the median price of a single-family home at December 31, 2014, was $240,700 for the Austin-Round Rock TX MSA. As of December 31, 2016, this value rose to $284,000, while the national median price was $235,500. A strong technology sector and an influx of young talent is creating a stronger-than anticipated housing demand in Austin. According to Freddie Mac, the housing demand outpaced supply in 2016, keeping vacancy rates below the historical average. With the high-demand and increased home prices, owner-occupied sales are softening, pricing first-time buyers among the market.

According to the Department of Numbers, the median monthly gross residential rent in the Austin-Round Rock, TX MSA in 2012 was $981, increasing to $1,131 in 2015. In 2016, single-family rents jumped 3.9 percent. The City of Austin reported in their 2014 Comprehensive Housing Market Analysis, that the growing market and increased rent prices has increased competition among low- and moderate-income renters for non-luxury rental units, pushing vacancy rates down to record low levels. Given the overall high monthly gross residential rent, housing affordability continues to be a significant issue in the assessment area.

The 2016 Housing Affordability Index (HAI)[101] composite score for the MSA was 162.2. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

Community Contacts

There are numerous opportunities in the area to participate in community development activities. Multiple well-established community development entities, including community development corporations, community development financial institutions (CDFIs), nonprofit entities, and governmental and quasi-governmental organizations serve the community focusing on areas such as affordable housing, economic development, asset development and financial education, community services, and youth programs.

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Community contacts have identified the following credit and community development needs within this MSA:

- Financial literacy is the highest need
- Create affordable mortgage lending products that provide long-term affordability options for low- to moderate-income borrowers
- Good opportunities exist to make community development investments and loans in the MSA. At least four CDFIs are actively operating in Austin. Most are large CDFIs and offer various community development opportunities

Opportunities for participation by financial institutions include the following:

- Support to provide financial literacy programs to low- and moderate-income individuals and loans to small businesses
- Support the City of Austin’s community land trust
- Small business lending

Dallas-Fort Worth-Arlington, TX MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Dallas-Fort Worth-Arlington, TX MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,324	11.3	25.5	30.5	32.4	0.3
Population by Geography	6,426,214	9.6	24.7	32.2	33.5	0.0
Housing Units by Geography	2,459,931	10.0	24.5	33.5	32.0	0.0
Owner-Occupied Units by Geography	1,404,368	4.6	19.3	34.3	41.7	0.0
Occupied Rental Units by Geography	823,996	17.3	31.4	32.6	18.7	0.0
Vacant Units by Geography	231,567	17.0	31.0	31.3	20.7	0.0
Businesses by Geography	516,007	7.0	18.5	29.5	44.8	0.2
Farms by Geography	10,534	4.5	16.7	37.5	41.3	0.0
Family Distribution by Income Level	1,546,770	22.4	16.9	18.8	41.8	0.0
Household Distribution by Income Level	2,228,364	23.2	16.8	18.0	42.0	0.0
Median Family Income MSA - 19124 Dallas-Plano-Irving, TX MD		$67,175	Median Housing Value			$163,360
Median Family Income MSA - 23104 Fort Worth-Arlington, TX MD		$64,976	Median Gross Rent			$872
			Families Below Poverty Level			10.2%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Dallas-Fort Worth-Arlington, TX MSA comprises the following fourteen counties: Collin, Dallas, Delta, Denton, Ellis, Hood, Hunt, Johnson, Kaufman, Parker, Rockwall, Somervell, Tarrant, and Wise. Primary cities include Dallas, Fort Worth, Arlington, Plano, Garland, Irving, Grand Prairie, McKinney, Frisco, Mesquite, Carrollton, Denton, Richardson, and Lewisville. The Dallas-Fort Worth-Arlington, TX MSA is the economic and central hub of north central Texas and it is the largest inland metropolitan area in the U.S. According to the 2017 American Community Survey, the population is 7.4 million, a 15 percent increase since the 2010 census.

<u>Employment and Economic Factors</u>

The Dallas-Fort Worth-Arlington, TX MSA economy continues to be a key driver of business activity in Texas. The area’s business complex is diverse, primarily based on banking, commerce, telecommunications, technology, energy, healthcare and medical research, major defense manufacturers, and transportation and logistics. The MSA has been a magnet for corporate headquarters and major company organizations. According to the Dallas Regional Chamber of Commerce and the Fort Worth Chamber of Commerce, the MSA had the fourth highest concentration of Fortune 500 headquarters in the United States in 2016. The companies included ExxonMobil, Texas Instruments, AT&T, American Airlines, Energy Transfer Equity, Tenet Healthcare, Southwest Airlines, HollyFrontier, Kimberly-Clark, Fluor, J. C. Penny, Dean Foods, Alliance Data Systems Corporation, Dr. Pepper Snapple Group, Commercial Metals, Celanese, and Energy Future Holdings. In 2016, major corporate headquarters relocations to the MSA included Toyota USA and Jacobs Engineering.

Agriculture is also a primary driver of the Dallas-Fort Worth-Arlington, TX MSA economy. The Texas farming and ranching industry exists in Fort Worth. Collin, Dallas, Ellis, Hunt, Kaufman, and Rockwall counties, known for their fertile black soil, temperate weather, and available irrigation water are also well suited to a variety of agricultural enterprises, including a variety of livestock operations and more than twenty-five commercial crops. Agriculture in the area ranges from wine grape and cherry production to elk and organic beef.

Based on data from the Bureau of Labor Statistics, in January 2012, the unemployment rate in the Dallas-Fort Worth-Arlington, TX MSA was 7.1 percent. In December 2016, the unemployment rate decreased to 3.7 percent.

Housing

The cost of living in the area is high and it affects borrowing ability. According to HUD, the sales housing market in the Dallas-Fort Worth-Arlington, TX MSA is tight. Recent strong employment and population growth in the MSA contributed to increased sales demand. The shortage of existing homes in the MSA has increased rapidly since 2012. New home sales in the MSA have steadily increased as the economy has improved, but are constrained by a limited number of developable lots.

The National Association of Realtors reports that the median price of a single-family home at December 31, 2014, was $188,300 for the Dallas-Fort Worth-Arlington, TX MSA. As of December 31, 2016, this value rose to $227,100. Given the overall high median home price and due to a shortage of existing homes available for sale, housing affordability continues to be a significant issue in the assessment area.

According to HUD, in 2016, the average price of a new single-family home in the city of Dallas was $541,200, an increase of $87,300, or more than 19 percent from the previous 12 months. In Fort Worth-Arlington, the average price for new homes increased by $21,000 or 8 percent to $281,300 during the 12 months ending April 2016. While compared with the average price a year earlier, existing homes sold for an average price of $229,800, up by $16,850, or 8 percent. HUD also reported during the third quarter of 2015 that the average rent for an apartment in the MSA was $998, an increase of $72, or nearly 8 percent, from third quarter of 2014. Average year-over-year rent growth in the MSA has exceeded 4 percent since 2012.

The 2016 Housing Affordability Index (HAI)[102] composite score for the MSA was 179.7. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

The MSA includes numerous opportunities for banks to participate in community development activities. Multiple well-established community development entities serve the area, including community development corporations, community development financial institutions (CDFIs),

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nonprofit entities, and governmental and quasi-governmental organizations focused on areas such as affordable housing, economic development, asset development and financial education, community services, and youth programs.

Community contacts have identified the following credit and community development needs within this MSA:

- Affordable housing stock is not readily available, less than 500 units are “move-in” ready
- Affordable mortgage products that combines home improvements and purchase in one loan closing, such as the 203K
- Funding to acquire land along with construction lines of credit

Opportunities for participation by financial institutions include the following:

- Financing to provide affordable housing (e.g., First Time Home Buyer programs)
- Gap funding, or grants and donations for the purpose of funding operating costs and program costs associated with financial literacy programs and Home Buyer Training seminars
- Real estate opportunities throughout Dallas
- Serve as presenters during the homebuyer training
- Build relationships with nonprofits and provide support for homeownership fairs and financial education
- Train bank loan officers at their respective banks, on nonprofit products and services to help increase the bank’s knowledge of available loan alternatives, instead of saying no to a loan applicant

Houston-The Woodlands-Sugar Land, TX MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Houston-The Woodlands-Sugar Land, TX MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	1,069	12.3	28.6	27.0	31.5	0.6
Population by Geography	5,920,416	9.3	26.0	29.0	35.3	0.3
Housing Units by Geography	2,216,211	10.5	26.1	28.3	35.2	0.0
Owner-Occupied Units by Geography	1,239,699	4.0	21.2	30.4	44.4	0.0
Occupied Rental Units by Geography	717,963	19.1	32.4	25.3	23.2	0.0
Vacant Units by Geography	258,549	17.5	32.3	26.4	23.7	0.0
Businesses by Geography	444,726	8.0	19.3	25.3	47.4	0.1
Farms by Geography	7,849	4.3	17.8	33.6	44.2	0.0
Family Distribution by Income Level	1,392,645	23.7	16.5	17.6	42.2	0.0
Household Distribution by Income Level	1,957,662	24.2	16.4	16.9	42.5	0.0
Median Family Income MSA - 26420 Houston-The Woodlands-Sugar Land, TX MSA		$63,898	Median Housing Value			$155,527
			Families Below Poverty Level			11.8%
			Median Gross Rent			$853

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Houston-The Woodlands-Sugar Land, TX MSA comprises the following nine counties: Austin, Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty, Montgomery, and Waller. The MSA is located in southeastern Texas and contains four principal cities and one community: Houston, Sugar Land, Conroe, Baytown, and The Woodlands (community). Harris County, which contains the city of Houston, is the third-most populous county in the nation. The Houston-The Woodlands-Sugar Land, TX MSA is the largest economic and cultural center of the South. The 2017 American Community Survey estimates the MSA population at 6.9 million, a 16 percent increase from the 2010 census.

<u>Employment and Economic Factors</u>

The Houston-The Woodlands-Sugar Land, TX MSA economy has a broad industrial base in energy, manufacturing, aeronautics, healthcare, and transportation. Houston, known as the Energy Capital, leads in building oilfield equipment, and it is home to more than 5,000 related firms. From December 2014 to December 2016, Houston’s upstream energy sector shed 81,100 jobs, equivalent to one in every four jobs in the sector. Two-thirds of those losses occurred in 2015, with the remainder in 2016. Oil prices have somewhat stabilized allowing the energy industry to settle into a slow recovery. The Port of Houston is the 10th largest port in the world. Houston has the largest medical center in the world. The Texas Medical Center and the Harris County Independent School Districts employ a significant number of persons. Other major employers in the Houston MSA include Walmart, H-E-B, Memorial Hermann Health System, The University of Texas MD Anderson Cancer Center, McDonald’s Corp, Kroger, Shell Oil, Exxon Oil, CenterPoint Energy, United Airlines, and local and government offices.

Based on January 2012 data from the Bureau of Labor Statistics, the unemployment rate in the Houston-The Woodlands-Sugar Land, TX MSA was 7.2 percent. In December 2016, the unemployment rate decreased to 5.3 percent. Homelessness and middle-skill level job training are big issues for the city and organizations are collaborating their efforts. While Houston's unemployment rate is low when compared to the rest of the country, many people are underemployed and need additional skills to make a livable wage.

Housing

In the Houston-The Woodlands-Sugar Land, TX MSA, the price of housing greatly affects the cost of living. Recent strong employment and population growth in the MSA contributed to increased sales demand for single-family homes. The National Association of Realtors reports that the median price of a single-family home at December 31, 2014, was $198,400. As of December 31, 2016, this value rose to $222,500. Given the overall high median home price and high demand, housing affordability continues to be a significant issue in the assessment area.

The 2016 Housing Affordability Index (HAI)[103] composite score for the MSA was 186.2. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Housing inventory has dropped by 74 percent in the last four years, according to data from Trulia. In the greater Houston region, single-family housing stock available under $200,000 has largely disappeared, squeezing out many first-time homebuyers and other members of the middle-class who in previous years might have found Houston well stocked with affordable homes. According to the Federal Reserve Bank of Dallas, more than 10 percent of Harris County homeowners put more than 50 percent of their income toward housing costs. The drop in homeownership rates is pushing more people to renting, driving up rent prices. CBRE, a Los Angeles-based real estate brokerage firm with offices in Houston, reported that at a 4.9 percent rate, rents are growing at the fastest pace on record. In June of 2017, the annual report from Harvard University's Joint Center on Housing Studies reported that more than 80 percent of households making less than $15,000 per year and 77 percent of households that make between $15,000 and $30,000 a year pay more than 30 percent of their income in rent, meeting the definition of "cost burdened."

Community Contacts

Numerous opportunities exist in the area to participate in community development activities. Multiple well-established community development entities serve the area, including community development corporations, community development financial institutions (CDFIs), nonprofit entities, governmental and quasi-governmental organizations focused on areas such as affordable housing, economic development, asset development and financial education, community services, and youth programs.

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Community contacts have identified the following credit and community development needs within this MSA:

- Agriculture program for community gardens to help make the cost of transporting produce to the cities more affordable
- Affordable owner-occupied and rental units
- Funding for small builders to construct affordable new home developments
- Construction/rehab funding to help rebuild housing in major designated disaster areas
- Financial education that includes greater bank involvement and user friendly materials
- Foreclosure assistance
- Funding to support healthy food choices and community gardens
- Down payment and closing cost assistance such as funding for IDA programs

Opportunities for participation by financial institutions include the following:

- Provide assistance through the Homestead Exemption Filing Program
- Scholarship programs to help increase graduation rates and higher education
- Provide assistance to help create land bank program
- Expand bank relationships beyond tellers by creating exposure to other bank personnel and products

San Antonio-New Braunfels, TX MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: San Antonio-New Braunfels, TX MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	457	8.1	27.8	33.0	30.2	0.9
Population by Geography	2,142,508	6.4	28.1	34.1	31.5	0.0
Housing Units by Geography	810,455	6.1	27.4	35.6	30.9	0.0
Owner-Occupied Units by Geography	476,402	4.2	22.8	35.9	37.1	0.0
Occupied Rental Units by Geography	250,100	9.2	35.0	34.1	21.7	0.0
Vacant Units by Geography	83,953	7.7	31.1	38.2	22.9	0.0
Businesses by Geography	133,814	4.6	20.5	32.7	42.0	0.2
Farms by Geography	3,630	2.5	13.9	42.1	41.5	0.1
Family Distribution by Income Level	507,377	22.5	16.9	19.3	41.3	0.0
Household Distribution by Income Level	726,502	24.4	16.1	17.9	41.6	0.0
Median Family Income MSA - 41700 San Antonio-New Braunfels, TX MSA		$58,222	Median Housing Value			$137,275
			Median Gross Rent			$780
			Families Below Poverty Level			12.2%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The San Antonio-New Braunfels, TX MSA comprises the following eight counties: Atascosa, Bandera, Bexar, Comal, Guadalupe, Kendall, Medina, and Wilson counties. Commonly known as Greater San Antonio, the metropolitan area straddles South Texas and Central Texas and it is on the southwestern corner of the Texas Triangle. The San Antonio-New Braunfels, TX MSA is the third-largest metropolitan area in Texas after the Dallas-Fort Worth-Arlington, TX MSA and the Houston-The Woodlands-Sugar Land, TX MSA. It is also the second fastest-growing large metropolitan area in the state after the Austin-Round Rock, TX MSA. Principal cities are San Antonio, New Braunfels, Schertz, and Seguin. The 2017 American Community Survey estimates the population at 2.4 million, a 15 percent increase in the population since the 2010 census.

<u>Employment and Economic Factors</u>

The San Antonio-New Braunfels, TX MSA has numerous major companies and industries. The most common job groups, by number of people living in the MSA, are management, business, science and arts, sales and office, and service. San Antonio’s employers support a healthy and diverse economy with a blend of well-established financial services, rapidly growing biomedical and biotech sectors, IT and cybersecurity field, and a robust manufacturing sector that produces everything from aircrafts to Toyota trucks. San Antonio’s central location has made it the hub for economies in the South Central Texas region and Mexico. Based on data from the Bureau of Labor Statistics, in January 2012, the unemployment rates in the San Antonio-New Braunfels, TX MSA was 6.6 percent. In December 2016, the unemployment rate decreased to 3.6 percent.

Major employers in the San Antonio-New Braunfels, TX MSA are Joint Base San Antonio (JBSA), HEB Grocery Company, LP, United Services Automobile Association (USAA), City of San Antonio, Methodist Healthcare System, Baptist Health System, JPMorgan Chase, Wells Fargo, AT&T, and Cullen/Frost Bankers. Often referred to as Military City, USA, the San Antonio-New Braunfels, TX MSA has had a strong military presence for centuries. With three major military bases as part of JBSA, the city is home to one of the largest active and retired military populations in the nation. The three military bases include Fort Sam Houston, Lackland Air Force Base, and Randolph Air Force Base. The MSA is also home to seven Fortune 1000 companies: Valero Energy Corp, Tesoro Petroleum Corp, Clear Channel Communications, USAA, NuStar Energy, and CST Brands Inc.

Housing

The National Association of Realtors reports that the median price of a single-family home at December 31, 2014, was $182,100 for the San Antonio-New Braunfels, TX MSA. As of December 31, 2016, this value rose to $206,900. In an MSA with rising incomes and declining unemployment, housing affordability continues to be a significant issue. In 2016, the CoreLogic Case-Shiller Home Price Index for San Antonio reported a 7.8 percent year-over-year gain in single-family home sale prices, compared to 3.7 percent gain nationally. As a result, San Antonio homes are overvalued by 18.6 percent, the most of any market in America, according to Fitch Ratings. Owner occupied rates continue to increase in higher priced properties in newer neighborhoods. In addition, renter demand remains strong in mid-tier neighborhoods. In 2016, the U.S. Census Bureau reported that San Antonio's monthly housing rents are rising at a sharper rate than the state or national average and the city's housing market is attracting a bigger share of renters than in years past. The median monthly rent for occupied housing inside San Antonio's city limits rose to $856, according to the 2011-2015 American Community Survey 5-Year Estimates. This represents a 14 percent increase from the median rent of $748 reported for 2006-2010.

The 2016 Housing Affordability Index (HAI)[104] composite score for the MSA was 174.5. The index measures affordability of housing for a single family earning the median family income to necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a slightly lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicted that the following are identified needs within this MSA:

- Affordable housing
- Community services, such as financial education and job training
- Economic development

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Opportunities for participation by financial institutions include the following:

- Working with various nonprofits on affordable housing development and mortgage financing
- Fund job training needs for the medical field which is an industry in San Antonio that is growing rapidly, and it is experiencing a shortage of trained staff
- Working with area economic development agencies to promote initiatives that create opportunities for a diverse and strong economy

State of Virginia

Charlottesville, VA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Charlottesville, VA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	48	6.3	22.9	41.7	27.1	2.1
Population by Geography	218,705	7.1	19.2	46.2	26.3	1.2
Housing Units by Geography	94,080	5.2	21.2	46.7	26.9	0.1
Owner-Occupied Units by Geography	53,685	2.2	18.6	46.8	32.4	0.0
Occupied Rental Units by Geography	28,294	10.4	22.6	46.9	19.9	0.2
Vacant Units by Geography	12,101	6.4	28.9	46.1	18.7	0.0
Businesses by Geography	16,844	3.2	12.2	45.7	38.5	0.4
Farms by Geography	746	2.3	23.2	45.7	28.8	0.0
Family Distribution by Income Level	50,804	21.1	17.1	21.1	40.7	0.0
Household Distribution by Income Level	81,979	23.8	16.0	18.2	42.0	0.0
Median Family Income MSA - 16820 Charlottesville, VA MSA		$70,998	Median Housing Value			$281,679
			Families Below Poverty Level			6.7%
			Median Gross Rent			$942

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Charlottesville, VA MSA comprises the following five counties: Albemarle, Buckingham, Fluvanna, Greene, and Nelson. The principal city is Charlottesville. The MSA is located 71 miles west of Richmond, VA; 110 miles southwest of Washington, D.C.; and, 162 miles northwest of Norfolk, VA. The University of Virginia is located in Charlottesville.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, the Charlottesville, VA MSA is Virginia's strongest performing metropolitan area. Key economic indicators are faring far better than statewide and nationally, and prior year (2016) growth in payroll employment near 2 percent exceeds that in every other Virginia metropolitan area or division. According to the Moody's Analytics business cycle tracker, the Charlottesville, VA MSA is in late-cycle expansion because of supply constraints that have contributed to slower job growth over the last six months. The labor market is tight with a limited supply of qualified candidates. The unemployment rate is low at 3.3 percent in December 2016. Leisure/hospitality and business/professional services are responsible for about two-thirds of the job gains that occurred in 2017. Unlike in most of the state, the Charlottesville, VA MSA enjoys positive and increasing net migration, which not only allows for strong labor force growth, but also supports housing and consumer industries.

The University of Virginia (UVA) and Shenandoah National Park will have to overcome cuts in government funding that occurred in 2017. UVA managed to balance reduced state appropriations through higher private endowments and by raising tuition. UVA's excellent reputation makes it unlikely that the increased tuition will affect enrollment rates. In contrast, cuts to federal funding for Shenandoah National Park are cause for concern. The park administration significantly hiked entrance fees, but the funding cut, together with a dip in visits, suggests that positive momentum in leisure/hospitality will fade, and the industry will add jobs at a below-average rate in 2018.

A segment of the population that remains woefully underused by businesses are those residents holding a graduate degree, causing a long-term brain drain and loss of upside potential in the Charlottesville, VA MSA. The supply of high-skilled jobs is not keeping pace with the availability of UVA's post-graduate population. There is more job availability for workers with at least a high school diploma.

Top employers (defined as employees of 1,000 or more) include the UVA, UVA Medical Center, Sentara Healthcare, UVA Health Services Foundation, and State Farm Insurance.

<u>Housing</u>

Steady population gains among baby boomers and Generation X, which have higher rates of homeownership than younger cohorts, are lifting up a housing market that has lagged in recent years. Households in the Charlottesville, VA MSA are forming more quickly than elsewhere, and with inventories of unsold homes depressed, prices are rising, and new single-family housing starts are up 30 percent year over year, three times the national average. While housing is less affordable than average, it is also about 5 percent undervalued, leaving more room for growth in the residential market. Construction, along with education/healthcare and business/professional services, will be the top job creators in 2018.

<u>Community Contacts</u>

A review of community contacts indicted that the following are identified needs within this MSA:

- Expanded funding for housing counseling
- Down payment assistance
- Overall first-time homebuyer support

Opportunities for participation by financial institutions include the following:

- Down payment assistance
- Affordable housing construction.

Richmond, VA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Richmond, VA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	295	9.8	25.1	34.6	29.2	1.4
Population by Geography	1,208,101	7.5	22.3	36.8	33.4	0.1
Housing Units by Geography	497,013	8.1	23.8	36.8	31.3	0.0
Owner-Occupied Units by Geography	310,572	3.6	17.3	40.1	39.0	0.0
Occupied Rental Units by Geography	141,349	15.4	34.9	31.7	18.0	0.0
Vacant Units by Geography	45,092	16.1	34.1	30.1	19.8	0.0
Businesses by Geography	89,658	5.4	20.4	35.4	38.7	0.2
Farms by Geography	2,531	2.0	18.9	40.6	38.5	0.0
Family Distribution by Income Level	300,468	20.4	18.0	21.1	40.5	0.0
Household Distribution by Income Level	451,921	22.4	17.3	18.7	41.6	0.0
Median Family Income MSA - 40060 Richmond, VA MSA		$71,605	Median Housing Value			$230,465
			Median Gross Rent			$884
			Families Below Poverty Level			7.5%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Richmond, VA MSA comprises the following 13 counties and 4 independent cities: Amelia, Caroline, Charles City, Chesterfield, Dinwiddie, Goochland, Hanover, Henrico, King William, New Kent, Powhatan, Prince George, Sussex, Colonial Heights City, Hopewell City, Petersburg City, and Richmond City. The MSA is located equidistant from Northern Virginia, Hampton Roads, and Lynchburg. The area is home to approximately 1.3 million residents or 15.1 percent of the state's current population.

Employment and Economic Factors

According to Moody's Analytics, the Richmond, VA MSA's economy is strong and besting the U.S. and other major population centers in Virginia, such as Northern Virginia and Virginia Beach. Professional/business services lead job creation, followed by government, healthcare, and construction. Moreover, in the Richmond, VA MSA, the statewide recent malaise in retail is less pronounced. The allure of the area's job market is drawing participants into the labor force at an above-average pace. The job growth is a windfall for single-family housing as permits are rising faster than in the U.S.

Moody's Analytics stress-tested Virginia's state budget and found that a garden-variety recession would lead to revenue losses and increased Medicaid spending that amount to 11 percent of fiscal 2017 revenues. Virginia's reserves make up less than 4 percent of fiscal 2017 revenues. Local governments have similar fiscal issues. In the core counties of Henrico, Hanover, and Chesterfield, operating funds as a share of revenues are below the median for U.S. counties.

Proliferating data centers, which have largely benefitted Northern Virginia, will spread to the Richmond, VA MSA thanks to state tax incentives for computer equipment spending, low industrial electricity rates in Virginia, proximity to the federal government, and rising cloud computing demand. Facebook is opening a data center in Henrico County's White Oak Technology Park. In addition, the Henrico Planning Commission has approved a plan of development for another data center in the technology park.

Moody's Analytics projects that the Richmond, VA MSA will best the U.S. this year and next (2018). A large talent pool along with high standards of living will propel further growth in professional/business services. An expanding population will nurture continued investments in healthcare capacity. The Richmond, VA MSA's status as a distribution hub will enable the area to reap the full upside from e-commerce. Longer term, the metropolitan area will match the U.S. rate of growth.

Top employers in the Richmond, VA MSA include Capital One Financial, Fort Lee, VCU Health System, HCA Inc., Bon Secours Richmond Health System, Wal-Mart Stores Inc., and Dominion Resources, Inc. BANA employed 1,921 in the metropolitan area.

Housing

A buoyant job market, favorable demographics, and house price gains exceeding the state average will galvanize hiring by homebuilders. HHHunt Homes is building 81 courtyard houses at Wyndham Forest, a neighborhood in western Henrico County. There are plans to demolish a one-story warehouse in downtown Richmond to make way for a 12-story apartment building, named the Locks Tower, to rise in its place. Monument Companies, a residential developer, is also converting two other spaces north of the James River into 80- and 59-unit apartment buildings. The Richmond, VA MSA's rental vacancy rate is below average, pushing rents up. Increased multi-family development is key to easing rental inflation and enabling potential homebuyers to save enough for a down payment.

The 2016 Housing Affordability Index (HAI)[105] composite score for the MSA was 189.3. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a lower cost of housing in comparison to the national average of 167.1.

Community Contacts

A review of community contacts indicted that the following are identified needs within this MSA:

- Affordable housing. There needs to be an additional 20,000 affordable housing units built by 2030 to meet the future demand of this sector of the population. There is a need for more affordable housing choices for lower-income individuals.
- Increase the salaries of the low-income wage earner.

State of Washington

[105] Copyright 2017 "Affordability Index of Existing Single-Family Homes for Metropolitan Areas" National Association of Realtors.

Bremerton-Silverdale, WA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Bremerton-Silverdale, WA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	55	0.0	21.8	56.4	20.0	1.8
Population by Geography	251,133	0.0	19.5	57.9	22.7	0.0
Housing Units by Geography	105,342	0.0	21.0	58.1	20.9	0.0
Owner-Occupied Units by Geography	65,529	0.0	13.2	61.7	25.1	0.0
Occupied Rental Units by Geography	30,229	0.0	36.4	51.6	12.0	0.0
Vacant Units by Geography	9,584	0.0	26.3	53.5	20.2	0.0
Businesses by Geography	15,407	0.0	14.8	53.9	31.2	0.0
Farms by Geography	504	0.0	6.7	59.5	33.7	0.0
Family Distribution by Income Level	65,215	17.9	19.0	22.9	40.2	0.0
Household Distribution by Income Level	95,758	21.3	17.5	20.6	40.6	0.0
Median Family Income MSA - 14740 Bremerton-Silverdale, WA MSA		$71,065	Median Housing Value			$297,710
			Families Below Poverty Level			6.1%
			Median Gross Rent			$926

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Bremerton-Silverdale, WA MSA comprises Kitsap County and includes the cities of Bremerton, Bainbridge Island, Port Orchard, and Poulson. The MSA is connected to the eastern shore of Puget Sound by Washington State Ferry routes. The U.S. Navy is the largest employer, with installations at Puget Sound Naval Shipyard (PSNS), Naval Underseas Warfare Center Keyport, and Naval Base Kitsap. The MSA is a part of the Seattle-Tacoma, WA Combined Statistical Area.

<u>Employment and Economic Factors</u>

According to Moody’s Analytics, the Bremerton-Silverdale, WA MSA’s economy is falling behind the state and the nation. Progress is slow across industries, including in the outsize public sector, and prior year growth in payroll employment ranks among the worst in Washington. Employment in private services is largely unchanged since January 2017 with gains in professional/business and financial services offset by cutbacks in retail and healthcare. However, the signal from the household survey of employment is more upbeat. The labor force is expanding rapidly. The jobless rate fell to a post-recession low of 4.6 percent in October 2017. Wage and salary income growth exceeds the state and national rates by the most since 2010, and recent acceleration is lending support to the housing market.

According to Moody’s Analytics, Naval Base Kitsap and the PSNS will be a pillar of strength in the MSA economy. Expanding work obligations at the shipyard will support federal hiring over the next several years. PSNS has announced it is hiring again, its sixth large recruitment effort in the past three years. The Navy’s four shipyards, including PSNS, are in poor condition, according to a report by the U.S. General Accounting Office (GAO). PSNS has only completed 29 percent of maintenance work on time since 2000 because of a backlog of work and aging infrastructure. With the number of ships set to rise from 275 to 355, the demands on the shipyards will only grow. The Navy plans to spend up to $4 billion to upgrade its shipyards over the next 30 years. Expansion of the workforce will boost incomes because these jobs generally pay well.

Moody Analytics predicts the Bremerton-Silverdale, WA MSA will struggle to reduce its reliance on the public sector. Industrial diversity ranks in the bottom quartile among West metropolitan areas. A favorable cost structure, average educational attainment, and proximity to Seattle have the potential to attract new businesses and broaden the industrial base. Office space is inexpensive and tax burdens and labor costs are below average. However, the MSA has not attracted substantial investment to date and private industries are expanding at a below-average rate. Employment in private industries is up only 3 percent since 2010 compared with 16 percent nationally.

Moody's Analytics projects that the Bremerton-Silverdale, WA MSA will gain enough momentum to keep pace with the regional average in 2018. Stronger hiring and positive net migration will support rising incomes and consumption. However, an overreliance on federal government and a lack of dynamic drivers will keep gains below the state average in the long term.

Top employers in the Bremerton-Silverdale, WA MSA include Naval Base Kitsap, Harrison Medical Center, Naval Undersea Warfare Center, Naval Hospital Bremerton, and Olympic College.

Housing

According to Moody's Analytics, the housing market will contribute more to output and employment growth thanks to strong fundamentals. Rising incomes and an above-average rate of household formation will support housing demand in the coming year. More federal government jobs and stronger hiring in private industries will support solid gains in average household incomes. In addition, the Bremerton-Silverdale, WA MSA will benefit from Seattle's robust labor market as more workers take advantage of a lower cost of living in the Bremerton-Silverdale, WA MSA than across the Puget Sound. Stronger net migration will support above-average household formation and boost demand for housing. Home sales are strong, with sales of existing homes outpacing the state and national averages. Residential building is picking up as inventories draw down and house price appreciation slowly accelerates.

Community Contacts

A review of community contacts indicted that the following are needs within the MSA:

- Affordable workforce housing and housing for low-income families
- More affordable deposit product choices for low-income individuals, including a “second chance” checking account

Seattle-Tacoma-Bellevue, WA MSA

Table A – Demographic Information of the Assessment Area

Assessment Area: Seattle-Tacoma-Bellevue, WA MSA

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	721	4.3	21.2	46.3	27.6	0.6
Population by Geography	3,439,809	4.0	20.8	48.0	27.0	0.2
Housing Units by Geography	1,437,149	4.3	21.2	48.0	26.5	0.0
Owner-Occupied Units by Geography	835,442	1.6	15.6	50.3	32.5	0.0
Occupied Rental Units by Geography	506,020	8.3	29.8	44.6	17.3	0.0
Vacant Units by Geography	95,687	6.5	24.2	45.7	23.5	0.0
Businesses by Geography	263,802	4.9	17.8	44.8	32.4	0.1
Farms by Geography	5,510	2.3	15.4	51.7	30.7	0.0
Family Distribution by Income Level	834,637	20.2	17.9	22.2	39.7	0.0
Household Distribution by Income Level	1,341,462	22.9	16.7	18.9	41.5	0.0
Median Family Income MSA - 42644 Seattle-Bellevue-Everett, WA MD		$83,852	Median Housing Value			$375,632
Median Family Income MSA - 45104 Tacoma-Lakewood, WA MD		$68,462	Median Gross Rent			$1,007
			Families Below Poverty Level			6.7%

Source: 2010 U.S. Census and 2016 D&B Data
Due to rounding, totals may not equal 100.0
(*) The NA category consists of geographies that have not been assigned an income classification.

The Seattle-Tacoma-Bellevue, WA MSA comprises King, Pierce, and Snohomish counties, which are the three most populous counties in the state. Principal cities include Seattle, Tacoma, Bellevue, Everett, Kent, Renton, Auburn, Lakewood, and Redmond. The 2017 American Community Survey estimates the population at 3.8 million, a 12 percent increase since the 2010 census. The Seattle-Tacoma-Bellevue, WA MSA is the 14th largest metropolitan area in the U.S. Almost half of the state's population lives in the Seattle-Tacoma-Bellevue, WA MSA.

<u>Employment and Economic Factors</u>

According to Moody's Analytics, the Seattle-Tacoma-Bellevue, WA MSA's economy is in a league of its own. Although job growth has eased from the pace of the past five years, a swell of in-migration has enabled the economy to grow faster for longer. Large expansions by Amazon, Microsoft, and Google have cemented the MSA's status as the cradle of the global cloud-computing revolution and secured its status at the forefront of large U.S. metro areas in terms of job, income, and output growth. While Boeing continues to pare workers and it has reduced its workforce in the MSA by a fifth in the past 18 months, gains in informatics, software publishing, and data analytics has more than made up for the aerospace giant's layoffs. The continuing erosion in housing affordability and the still-restrained pace of single-family homebuilding are blemishes on an otherwise sparkling report card. Despite rising home sales, new residential construction badly lags demand.

Tech titan Amazon's push to establish a second corporate headquarters beyond its Seattle-Tacoma-Bellevue, WA MSA base is not a rebuke to the area's tech-charged economy, but it does cast light on labor, housing, and commercial real estate constraints that will place a speed limit on growth over the next few quarters. Although large labor force gains have created more room for employers to run, the pool of idle workers is rapidly thinning, and the synchronous U.S. expansion will create better-paying opportunities throughout the country, reducing the incentive to migrate to the Seattle-Tacoma-Bellevue, WA MSA. Salaries for tech workers remain well below those in the San Francisco Bay Area, but they have risen by more than a third in the past four years. Still, with large tech firms getting first pick of engineering graduates at top-ranked University of Washington, the Seattle-Tacoma-Bellevue, WA MSA will maintain its allure. Amazon will still add close to 10,000 workers at its local headquarters in the next few years, and Microsoft, Google, and F5 Networks all harbor plans for expansion in Seattle. Although rising wages and office rents will encourage smaller tech firms to look elsewhere, proximity to top talent and the agglomeration economies, Seattle, Portland, and the Bay Area will entice larger firms to remain.

According to Moody's Analytics, the two-year contraction in aerospace manufacturing jobs will soon bottom, but the industry will no longer be a source of long-run job and income gains. Despite large workforce reductions, top employer Boeing will be a source of stability and payrolls will remain roughly even as the company adapts to airlines' demand for smaller planes. The start of production at the firm's new carbon-fiber wing facility in Everett will create up to 1,000 manufacturing jobs over the next few years, but net gains will be slim as automation takes hold elsewhere on the assembly line.

Moody's Analytics predicts that the Seattle-Tacoma-Bellevue, WA MSA's ascent as a global cloud competing hub will set it apart from other large U.S. metropolitan areas in job and income growth even as labor and housing constraints become more binding. Despite a contracting manufacturing base, rapid growth in software and IT services will secure the economy's status as one of the most vibrant in the West and in the U.S.

Top employers in the Seattle-Tacoma-Bellevue, WA MSA include Boeing Company, Microsoft Corporation, University of Washington, Amazon, Providence Health, Wal-Mart, Fred Meyer Stores, Costco, Swedish Health, Starbucks, and Nordstrom.

Housing

Soaring house prices will cause housing affordability to worsen over the next two years, putting home purchases increasingly among reach for workers in non-tech industries. If house prices continue to outpace income gains, the outlook for home sales and residential construction is negative.

The 2016 Housing Affordability Index (HAI)[106] composite score for the MSA was 124. The index measures affordability of housing for a single family earning the median family income necessary to qualify for a mortgage loan to purchase a median priced home. The higher the score, the more affordable the home. The HAI score for the MSA reflects a higher cost of housing in comparison to the national average of 167.1.

[106] Copyright 2017 "Affordability Index of Existing Single-Family Homes for Metropolitan Areas" National Association of Realtors.

Community Contacts

A review of community contacts indicted that the following are identified needs within this MSA:

- Affordable workforce housing and housing for low-income families

State of Illinois

CRA Rating for Illinois[24]: Outstanding
The Lending Test is rated: Outstanding
The Investment Test is rated: Outstanding
The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Good volume of loans originated or purchased within the assessment areas;
- Excellent distribution of loans by geography and good distribution of loans by borrower income or business revenue size;
- Relatively high level of CD lending that has a positive effect on overall lending performance;
- Excellent level and responsiveness of qualified investments; and
- Accessible service delivery systems to low- and moderate-income geographies and individuals.

Description of Institution's Operations in Illinois

The state of Illinois is Bank of America's seventh largest rating area based on its total deposits in the state when excluding the St. Louis, MO-IL Multistate MSA. Examiners excluded the St. Louis, MO-IL Multistate MSA from the analysis of the state of Illinois because examiners evaluated the multistate MSA as a separate rating area. As of June 30, 2016, the bank maintained approximately $41.5 billion or 3.4 percent of its total domestic deposits in financial centers in areas of the state of Illinois that do not include the multistate MSA. Of the 508 depository financial institutions operating in the portion of the state of Illinois that excludes the multistate MSA, Bank of America, with a deposit market share of 9 percent, is the third largest. Competitors with deposit market shares greater than 5 percent include JP Morgan Chase Bank (18.3 percent), BMO Harris Bank (11.4 percent), and the Northern Trust Company (6.3 percent). The state of Illinois is the bank's seventh largest rating area for the bank's total domestic deposits. As of December 31, 2016, the bank operated 158 financial centers and 398 ATMs in the portion of Illinois that excludes the multistate MSA.

Examiners use the bank's deposit volume as an indicator of its capacity to lend and invest in its assessment areas. In some cases, not all deposits originated from the local community. In the Chicago-Naperville-Elgin, IL MSA, Bank of America reported an additional $12.3 billion in deposits of national corporations, in which the funds originated from communities across the

[24] For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

nation and deposited in financial centers near the headquarters of these large corporations. Adjusting the bank's total deposits in the MSA by excluding these external deposits from the local deposit base gives a more accurate indicator of the bank's capacity in the assessment area.

Refer to the community profiles for the state of Illinois in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

Scope of Evaluation in Illinois

The bank has defined two assessment areas in the state of Illinois. Examiners selected the Chicago-Naperville-Elgin, IL MSA for a full-scope review and the Rockford, IL MSA for a limited-scope review. The Chicago-Naperville-Elgin, IL MSA accounts for 99.8 percent of the bank's deposits within the state of Illinois. During the evaluation period, Bank of America originated or purchased 41,110 home mortgage loans totaling $10.1 billion, 45,842 small loans to businesses totaling $1.5 billion, 122 small loans to farms totaling $1.5 million, and 55 CD loans totaling $343.4 million. Lending volumes include loans originated or purchased in the Illinois Non-MSA assessment area (Adams County), which the bank no longer designates as an assessment area due to the bank's closure or sale of all financial centers and deposit-taking ATMs in the county. Based on loan volume, examiners weighted small loans to businesses, representing 53 percent of the volume, the most followed by home mortgage loans at 47 percent, and small loans to farms at less than 1 percent.

Examiners conducted interviews with two local community organizations representing housing and policy research. The community contacts identified the following as some of the most pressing needs in their communities: mortgage loans, small loans to businesses, and bank branches in low- and moderate-income neighborhoods in Chicago. The perception is that banks have avoided low- and moderate-income neighborhoods in favor of neighborhoods where banks can originate larger loan amounts that are more profitable. A nonprofit CDFI with a 43 percent market share in a community further illustrates the absence of banks in the community.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ILLINOIS

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Lending Test in the state of Illinois is rated Outstanding, based on good lending activity, excellent geographic distribution, good borrower income distribution, and relatively high levels of CD lending that have a positive effect on the Lending Test rating. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Lending Activity

Based on total lending volume in Table 1, peer deposit and loan data for 2016, and relevant performance context considerations, the bank's lending activity in the state of Illinois is good. Lending activity is good in the Chicago-Naperville-Elgin, IL MSA and excellent in the limited-scope assessment area.

Chicago-Naperville-Elgin, IL MSA

Lending activity in the Chicago-Naperville-Elgin, IL MSA is good. Based on FDIC deposit data as of June 30, 2016, Bank of America has a deposit market share of 11 percent. The bank ranks third among 181 depository financial institutions in the assessment area, which places it in the top 2 percent of institutions. Adjusting for the $12.3 billion in corporate deposits, the bank's deposit market share would decline to 8 percent, but its ranking would remain unchanged. According to peer mortgage data for 2016, the bank has a market share of 1.7 percent based on the number of home mortgage loans originated or purchased. The bank ranks 10th among 906 home mortgage lenders, which places it in the top 2 percent of lenders. According to peer small business data for 2016, the bank has a 5.2 percent market share of small loans to businesses based on the number of small loans to businesses originated or purchased. The bank ranks sixth among 217 small business lenders, which places it in the top 3 percent of lenders. For small loans to farms, the bank has a market share of 1.9 percent based on the number of small loans to farms originated or purchased. The bank ranks 13th among 43 farm lenders, which places it in the top 31 percent of lenders. Considering the bank's ranking among all lenders for home mortgage loans and small loans to businesses relative to its ranking for deposits, overall lending activity is good.

Table 1. Total Lending Volume 2012-2016

LENDING VOLUME | Geography: ILLINOIS | Evaluation Period: January 1, 2012 to December 31, 2016

MA/Assessment Area	% of Rated Area Loans (#) in MA/AA*	Home Mortgage #	Home Mortgage $(000's)	Small Loans to Businesses #	Small Loans to Businesses $(000's)	Small Loans to Farms #	Small Loans to Farms $(000's)	Community Development Loans** #	Community Development Loans** $(000's)	Total Reported Loans #	Total Reported Loans $(000's)	% of Rated Area Deposits in MA/AA***
Full Review												
Chicago, IL	97.68	39,936	9,995,978	45,016	1,466,379	105	1,189	54	333,832	85,111	11,797,378	99.82
Limited Review												
Rockford, IL	2.13	1,118	124,896	728	12,595	9	54	1	9,600	1,856	147,145	0.18
Illinois Non-MSA	0.19	56	6,146	98	1,626	8	253	0	0	162	8,025	0.00
ILLINOIS	100.00	41,110	10,127,020	45,842	1,480,600	122	1,496	55	343,432	87,129	11,952,548	100.00

(*) Loan data as of December 31, 2016. Rated area refers to either the state or multi-state MSA rating area.
(**) The evaluation period for Community Development Loans is January 1, 2012 to December 31, 2016.
(***) Deposit data as of June 30, 2016. Rated area refers to either the state or multi-state MSA as appropriate.

Distribution of Loans by Income Level of the Geography

The bank's geographic distribution of loans reflects excellent penetration in low- and moderate-income geographies. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small loans to businesses, and small loans to farms with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table O for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of home mortgage loans.

The overall geographic distribution of home mortgage loans is good. The distribution is good in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The geographic distribution of home mortgage loans in the Chicago-Naperville-Elgin, IL MSA is good. Performance is good in low-income geographies and good in moderate-income geographies. The distribution of home mortgage loans in low-income geographies at 2.8 percent is lower than the 3.8 percent of owner-occupied housing units in low-income geographies; however, it exceeds the 2.5 percent for aggregate lenders. The distribution in moderate-income geographies at 12.6 percent is lower than the 17.4 percent of owner-occupied housing units in moderate-income geographies; however, it exceeds the 12.3 percent for aggregate lenders.

Table O : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2014-16**

Assessment Area:	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
FS Chicago-Naperville-Elgin IL-IN-WI MSA	13,853	4,104,472	97.6	300,156	3.8	2.8	2.5	17.4	12.6	12.3	38.4	33.5	35.8	40.4	51.1	49.4	0.0	0.0	0.0
LS Rockford IL MSA	336	36,783	2.4	8,889	4.0	4.8	1.4	19.2	20.2	13.0	45.6	46.4	47.8	31.2	28.6	37.9	0.0	0.0	0.0
Total	**14,189**	**4,141,255**	**100.0**	**309,045**	**3.8**	**2.8**	**2.4**	**17.5**	**12.8**	**12.4**	**38.7**	**33.8**	**36.2**	**40.0**	**50.6**	**49.0**	**0.0**	**0.0**	**0.0**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table Q for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to businesses.

The overall geographic distribution of small loans to businesses is excellent. The distribution is excellent in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The geographic distribution of small loans to businesses in the Chicago-Naperville-Elgin, IL MSA is excellent. The distribution is good in low-income geographies and excellent in moderate-income geographies. The geographic distribution in low-income geographies at 3.1 percent is lower than the 4.3 percent of businesses in low-income geographies and it is slightly lower than the 3.3 percent performance for aggregate lenders. The geographic distribution in moderate-income geographies at 17.2 percent is higher than the 15.2 percent of businesses in moderate-income geographies and it exceeds the 14.4 percent performance for aggregate lenders.

Table Q: Assessment Area Distribution of Loans to Small Businesses by Income Category of the Geography **2014-16**

	Total Loans to Small Businesses				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	Aggregate
FS Chicago-Naperville-Elgin IL-IN-WI MSA	30,638	890,906	98.6	218,120	4.3	3.1	3.3	15.2	17.2	14.4	33.4	35.9	33.7	46.9	43.7	48.5	0.1	0.1	0.1
LS Rockford IL MSA	450	7,341	1.4	4,011	6.4	6.7	6.1	19.5	14.4	17.8	45.6	42.7	45.7	27.9	36.0	30.0	0.5	0.8	0.3
Total	**31,088**	**898,247**	**100.0**	**222,131**	**4.4**	**3.2**	**3.3**	**15.4**	**17.1**	**14.5**	**33.8**	**36.0**	**34.0**	**46.3**	**43.6**	**48.2**	**0.1**	**0.1**	**0.1**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table S for the facts and data used to evaluate the geographic distribution of the bank's originations/purchases of small loans to farms.

The overall geographic distribution of small loans to farms is adequate. The distribution is adequate in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The geographic distribution of small loans to farms in the Chicago-Naperville-Elgin, IL MSA is adequate, based on poor performance in low-income geographies and adequate performance in moderate-income geographies. The bank did not originate or purchase small loans to farms in low-income geographies where 2.4 percent of the farms are located. The performance for aggregate lenders was 0.7 percent. The geographic distribution in moderate-income geographies at 6.3 percent is lower than the 12.3 percent of farms in moderate-income geographies; however, it exceeds the 5.3 percent for aggregate lenders.

Table S - Assessment Area Distribution of Loans to Farms by Income Category of the Geography **2014-16**

	Total Loans to Farms				Low-Income Tracts			Moderate-Income			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income		
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	Aggregate
FS Chicago-Naperville-Elgin IL-IN-WI MSA	66	696	100.0	846	2.4	0.0	0.7	12.3	6.3	5.3	44.4	48.5	68.1	40.9	50.0	25.9	0.0	0.0	0.0
LS Rockford IL MSA	4	23	11.1	87	1.8	0.0	0.0	10.4	0.0	4.6	56.3	75.0	57.5	31.2	33.3	37.9	0.2	0.0	0.0
Total	**70**	**719**	**100.0**	**933**	**2.3**	**0.0**	**0.6**	**12.1**	**6.3**	**5.3**	**45.4**	**50.0**	**67.1**	**40.1**	**48.6**	**27.0**	**0.0**	**0.0**	**0.0**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Lending Gap Analysis

For areas receiving full-scope reviews, examiners noted no conspicuous or unexplained gaps in lending in low- and moderate-income geographies.

Inside/Outside Ratio

See the "Inside/Outside Ratio" section within the overall Scope of Evaluation.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by borrower income and revenue size is good. For this analysis, examiners compared the bank's HMDA-reportable loan originations and purchases, small business, and small farm lending with available demographic information. Examiners also considered any relevant performance context information and aggregate lending data.

Home Mortgage Loans

Refer to Table P for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution is good in the Chicago-Naperville-Elgin, IL MSA.

Chicago-Naperville-Elgin, IL MSA

The distribution of home mortgage loans by borrower income in the Chicago-Naperville-Elgin, IL MSA is good. The distribution is adequate to low-income borrowers and good to moderate-income borrowers. The proportion of the bank's home mortgage loans to low-income borrowers at 7.8 percent is lower than the 22.1 percent of low-income families in the MSA; however, it exceeds the 5.2 percent performance for aggregate lenders. The proportion of loans to moderate-income borrowers at 13.6 percent is lower than the 16.8 percent of moderate-income families in the MSA and it is slightly higher than the 13.5 percent performance for aggregate lenders.

Table P: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower **2014-16**

	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
FS Chicago-Naperville-Elgin IL-IN-WI MSA	13,853	4,104,472	97.6	300,156	22.1	7.8	5.2	16.8	13.6	13.5	19.7	18.5	19.8	41.4	46.8	46.4	0.0	13.3	15.2
LS Rockford IL MSA	336	36,783	2.4	8,889	21.6	14.3	5.5	17.5	17.6	16.8	21.8	19.3	20.1	39.1	21.1	35.6	0.0	27.7	21.9
Total	**14,189**	**4,141,255**	**100.0**	**309,045**	**22.1**	**7.9**	**5.2**	**16.8**	**13.7**	**13.6**	**19.7**	**18.5**	**19.8**	**41.3**	**46.2**	**46.1**	**0.0**	**13.7**	**15.4**

Source: 2010 U.S Census ; 01/01/2014 - 12/31/2016 Bank Data, 2016 HMDA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Businesses

Refer to Table R for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to businesses.

The distribution of small loans to businesses with gross annual revenues of $1 million or less is good overall. The distribution is good in the Chicago-Naperville-Elgin, IL MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 28 percent of its small loans to businesses.

Chicago-Naperville-Elgin, IL MSA

The distribution of small loans to businesses with gross annual revenues of $1 million or less in the Chicago-Naperville-Elgin, IL MSA is good. Based on businesses with known revenues, the proportion of the bank's small loans to businesses at 58.9 percent is lower than the 75.7 percent of businesses with gross annual revenues of $1 million or less. Considering the bank's distribution is higher than the 39.6 percent for aggregate lenders, overall performance is good.

Table R: Assessment Area Distribution of Loans to Small Businesses by Gross Annual Revenues **2014-16**

Assessment Area:	Total Loans to Small Businesses				Businesses with Revenues <= 1MM			Businesses with Revenues > 1MM		Businesses with Revenues Not Available	
	#	$	% of Total	Overall Market	% Businesses	% Bank Loans	Aggregate	% Businesses	% Bank Loans	% Businesses	% Bank Loans
FS Chicago-Naperville-Elgin IL-IN-WI MSA	30,638	890,906	98.6	218,120	75.7	58.9	39.6	7.1	12.8	17.2	28.3
LS Rockford IL MSA	450	7,341	1.5	4,011	75.4	50.7	41.5	6.9	16.0	17.7	33.3
Total	**31,088**	**898,247**	**100.0**	**222,131**	**75.7**	**58.8**	**39.6**	**7.1**	**12.9**	**17.2**	**28.4**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Small Loans to Farms

Refer to Table T for the facts and data used to evaluate the borrower distribution of the bank's originations and purchases of small loans to farms.

The distribution of small loans to farms with gross annual revenues of $1 million or less is adequate. The distribution is adequate in the Chicago-Naperville-Elgin, IL MSA. The bank did not collect or consider the gross annual revenues in the underwriting of approximately 33 percent of its small loans to farms.

Chicago-Naperville-Elgin, IL MSA

The distribution of small loans to farms with gross annual revenues of $1 million or less in the Chicago-Naperville-Elgin, IL MSA is adequate. Based on farms with known revenues, the proportion of the bank's small loans to farms at 54.5 percent is lower than the 92.2 percent of farms with gross annual revenues of $1 million or less. The bank's distribution slightly exceeds the 53.1 percent for aggregate lenders.

Table T: Assessment Area Distribution of Loans to Farms by Gross Annual Revenues											2014-16
	Total Loans to Farms				Farms with Revenues <= 1MM			Farms with Revenues > 1MM		Farms with Revenues Not Available	
Assessment Area:	#	$	% of Total	Overall Market	% Farms	% Bank Loans	Aggregate	% Farms	% Bank Loans	% Farms	% Bank Loans
FS Chicago-Naperville-Elgin IL-IN-WI MSA	66	696	94.3	846	94.2	54.5	53.1	3.6	13.6	2.2	31.8
LS Rockford IL MSA	4	23	11.1	87	97.0	50.0	50.6	1.7	0.0	1.3	66.7
Total	**70**	**719**	**100.0**	**933**	**94.5**	**54.3**	**52.8**	**3.4**	**12.9**	**2.1**	**32.9**

Source: 2016 D&B Data; 01/01/2014 - 12/31/2016 Bank Data; 2016 CRA Aggregate Data, "--" data not available.
Due to rounding, totals may not equal 100.0

Community Development Lending

CD lending has a positive effect overall on the bank's Lending Test performance in the state of Illinois.

Chicago-Naperville-Elgin, IL MSA

In the Chicago-Naperville-Elgin, IL MSA, CD lending has a positive effect on the lending performance in the assessment area. During the evaluation period, the bank originated 54 CD loans totaling $333.8 million that primarily helped provide 1,820 units of affordable housing. CD lending represents 9.1 percent of the allocated Tier 1 Capital, after considering $12.3 billion in deposits from national corporations in which the deposits did not derive from the local community.

Examples of CD loans include:

- The bank provided its annual commitment of $18 million in funding to the Community Investment Corporation (CIC), which is a certified CDFI. The consortium provides funding for permanent loans on revitalized low- and moderate-income housing throughout Chicago. Bank of America's $72 million total commitment is the largest total dollar commitment in the CIC.

- The bank provided $11.8 million in construction financing for the rehabilitation of 201 units of public housing under the HUD Rental Assistance Demonstration Conversion Program to Project-Based Section 8 housing in Evanston, IL. The project consists of two separate public housing developments. All units except two reserved for the onsite property managers are restricted to incomes at or below 60 percent of the area median income.

- The bank provided $16.1 million in acquisition and construction financing for the complete gut rehabilitation of a 20-story former public housing building named "Fannie Emanuel Apartments" in Chicago, IL. The completed 181-unit building will have 180 units restricted to seniors aged 62 and over with incomes up to 60 percent of the area median income. One unit is reserved for the onsite property manager.

Product Innovation and Flexibility

Bank of America offers various national and local flexible lending programs that have benefitted borrowers during the evaluation period. These include programs such as America's

Home Grant, Affordable Loan Solutions, and Business Advantage Credit Line. The bank also participates with multiple organizations that provide flexible lending through NACA and other affordable housing programs. Within the state of Illinois, lending under the MHA and HARP programs accounted for 84 percent of the dollar volume of all loans under flexible lending programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Rockford, IL MSA is consistent with the Outstanding Lending Test performance in the state of Illinois.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

Refer to Table 14 for the facts and data used to evaluate the bank's level of qualified investments.

Bank of America's performance under the Investment Test in the state of Illinois is rated Outstanding. Investment performance is excellent in the Chicago-Naperville-Elgin, IL MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Chicago-Naperville-Elgin, IL MSA

In the Chicago-Naperville-Elgin, IL MSA, the bank has an excellent level of CD investments. The bank made 651 CD investments during the current evaluation period totaling $457.3 million. Approximately $419.2 million or 92 percent of the current period investment dollars supported nearly 3,900 units of affordable housing. In addition, the bank has 148 CD investments totaling $118 million it made during a prior evaluation period that are still outstanding and continue to provide benefit to the community. Prior period and current period investments total $575.4 million or 15.7 percent of allocated Tier 1 Capital, after considering the $12.3 billion in deposits that did not originate from the assessment area. The majority of current period investments are innovative or complex with LIHTCs and New Markets Tax Credits representing approximately $243.8 million or 53 percent of the investment dollars.

Examples of community development investments include:

- The bank invested $9.6 million in a LIHTC to fund the substantial rehabilitation and historic preservation of the 1704 N. Humboldt project located in the Humboldt Park neighborhood of Chicago, IL. The 1920's courtyard building has 29 units of affordable housing. The development has all units occupied and under Section 8 contracts.

- The bank invested $12 million in a LIHTC for the construction of 65th Infantry Regiment Veterans Housing, a new 49-unit multifamily housing project in Chicago, IL. All units, except one reserved for the onsite property manager, are restricted to veterans and families with incomes at or below 60 percent of the area median income.

- The bank invested $3.2 million in a joint venture to acquire investments in partnerships that own affordable housing projects financed with LIHTCs. This $3.2 million represents the portion of funding applied toward the Amberton Apartments LIHTC project, located in Bolingbrook, IL.

Table 14. Qualified Investments **2012-2016**

QUALIFIED INVESTMENTS	Geography: ILLINOIS				Evaluation Period: January 1, 2012 to December 31, 2016				
	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
MA/Assessment Area	#	$(000s)	#	$(000s)	#	$(000s)	% of Total $'s	#	$(000s)
Full Review									
Chicago, IL	148	118,129	651	457,316	799	575,445	98.28	15	77,527
Limited Review									
Rockford, IL	4	50	16	424	20	474	0.08	0	0
ILLINOIS - Statewide	0	0	20	148	20	148	0.03	0	0
ILLINOIS - Non Assessed	35	6,239	35	3,208	70	9,447	1.61	0	0
ILLINOIS	187	124,418	722	461,097	909	585,515	100.00	15	77,527

(*) 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.
(**) 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the bank's financial reporting system.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Rockford, IL MSA is weaker than the overall Outstanding Investment Test performance in the state of Illinois primarily due to lower levels of CD investments relative to the bank's size and resources in the assessment area.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Bank of America's performance under the Service Test in the state of Illinois is rated High Satisfactory. Service Test performance is good in the Chicago-Naperville-Elgin, IL MSA. Performance in limited-scope assessment areas has a neutral effect on the state rating.

Retail Banking Services

Refer to Table C for the facts and data used to evaluate the accessibility of the bank's retail banking services.

Chicago-Naperville-Elgin, IL MSA

In the Chicago-Naperville-Elgin, IL MSA, the bank's service delivery systems are accessible to geographies and individuals of different income levels. Examiners based this conclusion on a comparison of the distribution of the bank's 157 financial centers with the distribution of the population. The bank has 9 financial centers or 5.7 percent of its financial centers in low-income geographies where 8.7 percent of the population lives. The bank has 27 financial centers or 17.2 percent of its financial centers located in moderate-income geographies where 23 percent of the population lives.

Examiners also considered the bank's alternative delivery systems, including ATMs, and telephone, online, mobile, and text banking in evaluating accessibility to the bank's products and services. Based on customer usage, alternative delivery systems have a positive effect on the accessibility of the bank's service delivery systems to low- and moderate-income individuals and geographies. The proportions of customers in low- and moderate-income geographies using ATM, telephone, mobile, and text banking exceed the proportion of the population in low- and moderate-income geographies.

The bank has 20 financial centers in middle- and upper-income census tracts that are adjacent to or in very close proximity to moderate-income census tracts. These financial centers provide additional access to individuals and businesses in moderate-income geographies.

Financial center openings and closings did not adversely affect the accessibility of service delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. During the evaluation period, the bank opened five financial centers and closed twenty-five. The bank closed four financial centers in moderate-income geographies and the remaining twenty-one in middle- and upper-income geographies.

Banking products and services do not vary in a way that inconveniences the assessment area, particularly in low- and moderate-income geographies or to low- and moderate-income individuals. The bank offers a full range of products and services. Hours of operation are more restrictive in moderate-income geographies. Financial centers are generally open 9:00 am to 5:00 pm Monday through Thursday, 9:00 am to 6:00 pm on Friday, and 9:00 am to 1:00 pm on Saturday.

Table C - Branch and ATM Distribution by Geography Income Level

Assessment Area: FS Chicago-Naperville-Elgin IL-IN-WI MSA

Tract Income Level	Census Tracts		Population		Branches		ATMs		Open Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	255	12.7	750,938	8.7	9	5.7	32	8.1	0	0.0	0	0.0
Moderate	466	23.1	1,978,920	23.0	27	17.2	94	23.7	1	20.0	4	16.0
Middle	654	32.5	2,971,692	34.6	47	29.9	116	29.2	3	60.0	12	48.0
Upper	632	31.4	2,880,652	33.5	74	47.1	155	39.0	1	20.0	9	36.0
NA	7	0.3	4,407	0.1	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**2,014**	**100.0**	**8,586,609**	**100.0**	**157**	**100.0**	**397**	**100.0**	**5**	**100.0**	**25**	**100.0**

Source: 2010 U.S. Census & Bank Data

Due to rounding, totals may not equal 100.0

Community Development Services

Chicago-Naperville-Elgin, IL MSA

The bank provides a relatively high level of community development services in the MSA. During the evaluation period, the bank participated with community development organizations to provide 288 community development services targeted to low- and moderate-income individuals. Employees provided homebuyer education workshops to 4 low- and moderate-income individuals and provided 16 financial education and foreclosure prevention workshops for 1,042 individuals. Employees provided 216 income tax preparation services and participated in 47 webinars and workshops with non-profit organizations to help the organizations with capacity building. In addition, five employees served on the boards or committees of community organizations. The types of CD services provided are responsive to the needs identified in the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Service Test performance in the Rockford, IL MSA is weaker than the overall High Satisfactory Service Test performance in the state of Illinois. Performance is weaker primarily due to the weaker distribution of financial centers. The bank has only one financial center in the assessment area, which is located in an upper-income census tract.

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

FORM 10-Q

(Mark One)

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended June 30, 2021
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 N. Tryon Street
Charlotte, North Carolina 28255

Registrant's telephone number, including area code:
(704) 386-5681

Former name, former address and former fiscal year, if changed since last report:

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01 per share	BAC	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of Floating Rate Non-Cumulative Preferred Stock, Series E	BAC PrE	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 6.000% Non-Cumulative Preferred Stock, Series GG	BAC PrB	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 5.875% Non-Cumulative Preferred Stock, Series HH	BAC PrK	New York Stock Exchange
7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L	BAC PrL	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 1	BML PrG	New York Stock Exchange

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 2	BML PrH	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 4	BML PrJ	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 5	BML PrL	New York Stock Exchange
Floating Rate Preferred Hybrid Income Term Securities of BAC Capital Trust XIII (and the guarantee related thereto)	BAC/PF	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)	BAC/PG	New York Stock Exchange
Income Capital Obligation Notes initially due December 15, 2066 of Bank of America Corporation	MER PrK	New York Stock Exchange
Senior Medium-Term Notes, Series A, Step Up Callable Notes, due November 28, 2031 of BofA Finance LLC (and the guarantee of the Registrant with respect thereto)	BAC/31B	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 5.375% Non-Cumulative Preferred Stock, Series KK	BAC PrM	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 5.000% Non-Cumulative Preferred Stock, Series LL	BAC PrN	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 4.375% Non-Cumulative Preferred Stock, Series NN	BAC PrO	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 4.125% Non-Cumulative Preferred Stock, Series PP	BAC PrP	New York Stock Exchange

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes ☐ No ☑

On July 29, 2021, there were 8,414,903,881 shares of Bank of America Corporation Common Stock outstanding.

Bank of America Corporation and Subsidiaries
June 30, 2021
Form 10-Q

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Part I. Financial Information

Part II. Other Information

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Bank of America Corporation (the "Corporation") and its management may make certain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as "anticipates," "targets," "expects," "hopes," "estimates," "intends," "plans," "goals," "believes," "continue" and other similar expressions or future or conditional verbs such as "will," "may," "might," "should," "would" and "could." Forward-looking statements represent the Corporation's current expectations, plans or forecasts of its future results, revenues, provision for credit losses, expenses, efficiency ratio, capital measures, strategy, and future business and economic conditions more generally, and other future matters. These statements are not guarantees of future results or performance and involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict and are often beyond the Corporation's control. Actual outcomes and results may differ materially from those expressed in, or implied by, any of these forward-looking statements.

You should not place undue reliance on any forward-looking statement and should consider the following uncertainties and risks, as well as the risks and uncertainties more fully discussed under Item 1A. Risk Factors of the Corporation's 2020 Annual Report on Form 10-K and in any of the Corporation's subsequent Securities and Exchange Commission filings: the Corporation's potential judgments, damages, penalties, fines and reputational damage resulting from pending or future litigation and regulatory investigations, proceedings and enforcement actions, including as a result of our participation in and execution of government programs related to the Coronavirus Disease 2019 (COVID-19) pandemic; the possibility that the Corporation's future liabilities may be in excess of its recorded liability and estimated range of possible loss for litigation, and regulatory and government actions; the possibility that the Corporation could face increased claims from one or more parties involved in mortgage securitizations; the Corporation's ability to resolve representations and warranties repurchase and related claims; the risks related to the discontinuation of the London Interbank Offered Rate and other reference rates, including increased expenses and litigation and the effectiveness of hedging strategies; uncertainties about the financial stability and growth rates of non-U.S. jurisdictions, the risk that those jurisdictions may face difficulties servicing their sovereign debt, and related stresses on financial markets, currencies and trade, and the Corporation's exposures to such risks, including direct, indirect and operational; the impact of U.S. and global interest rates, inflation, currency exchange rates, economic conditions, trade policies and tensions, including tariffs, and potential geopolitical instability; the impact of the interest rate environment on the Corporation's business, financial condition and results of operations; the possibility that future credit losses may be higher than currently expected due to changes in economic assumptions, customer behavior, adverse developments with respect to U.S. or global economic conditions and other uncertainties; the Corporation's concentration of credit risk; the Corporation's ability to achieve its expense targets and expectations regarding revenue, net interest income, provision for credit losses, net charge-offs, effective tax rate, loan growth or other projections; adverse changes to the Corporation's credit ratings from the major credit rating agencies; an inability to access capital markets or maintain deposits or borrowing costs; estimates of the fair value and other accounting values, subject to impairment assessments, of certain of the Corporation's assets and liabilities; the estimated or actual impact of changes in accounting standards or assumptions in applying those standards; uncertainty regarding the content, timing and impact of regulatory capital and liquidity requirements; the impact of adverse changes to total loss-absorbing capacity requirements, stress capital buffer requirements and/or global systemically important bank surcharges; the potential impact of actions of the Board of Governors of the Federal Reserve System on the Corporation's capital plans; the effect of changes in or interpretations of income tax laws and regulations; the impact of implementation and compliance with U.S. and international laws, regulations and regulatory interpretations, including, but not limited to, recovery and resolution planning requirements, Federal Deposit Insurance Corporation assessments, the Volcker Rule, fiduciary standards, derivatives regulations and the Coronavirus Aid, Relief, and Economic Security Act and any similar or related rules and regulations; a failure or disruption in or breach of the Corporation's operational or security systems or infrastructure, or those of third parties, including as a result of cyber-attacks or campaigns; the impact on the Corporation's business, financial condition and results of operations from the United Kingdom's exit from the European Union; the impact of climate change; the impact of any future federal government shutdown and uncertainty regarding the federal government's debt limit or changes in fiscal, monetary or regulatory policy; the emergence of widespread health emergencies or pandemics, including the magnitude and duration of the COVID-19 pandemic and its impact on the U.S. and/or global financial market conditions and our business, results of operations, financial condition and prospects; the impact of natural disasters, extreme weather events, military conflict, terrorism or other geopolitical events; and other matters.

Forward-looking statements speak only as of the date they are made, and the Corporation undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

Notes to the Consolidated Financial Statements referred to in Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) are incorporated by reference into the MD&A. Certain prior-period amounts have been reclassified to conform to current-period presentation. Throughout the MD&A, the Corporation uses certain acronyms and abbreviations which are defined in the Glossary.

Executive Summary

Business Overview

The Corporation is a Delaware corporation, a bank holding company (BHC) and a financial holding company. When used in this report, "the Corporation," "we," "us" and "our" may refer to Bank of America Corporation individually, Bank of America Corporation and its subsidiaries, or certain of Bank of America Corporation's subsidiaries or affiliates. Our principal executive offices are located in Charlotte, North Carolina. Through our various bank and nonbank subsidiaries throughout the U.S. and in international markets, we provide a diversified range of banking and nonbank financial services and products through four business segments: *Consumer Banking*, *Global Wealth & Investment Management (GWIM)*, *Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*. We operate our banking activities primarily under the Bank of America, National Association (Bank of America, N.A. or BANA) charter. At June 30, 2021, the Corporation had $3.0 trillion in assets and a headcount of approximately 212,000 employees.

As of June 30, 2021, we served clients through operations across the U.S., its territories and approximately 35 countries. Our retail banking footprint covers all major markets in the U.S., and we serve approximately 66 million consumer and small business clients with approximately 4,300 retail financial centers, approximately 17,000 ATMs, and leading digital banking platforms (www.bankofamerica.com) with approximately 41 million active users, including approximately 32 million active mobile users. We offer industry-leading support to approximately three million small business households. Our *GWIM* businesses, with client balances of $3.7 trillion, provide tailored solutions to meet client needs through a full set of investment management, brokerage, banking, trust and retirement products. We are a global leader in corporate and investment banking and trading across a broad range of asset classes serving corporations, governments, institutions and individuals around the world.

The Corporation's website is www.bankofamerica.com, and the Investor Relations portion of our website is https://investor.bankofamerica.com. We use our website to distribute company information, including as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD. We routinely post and make accessible financial and other information, including environmental, social and governance (ESG) information, regarding the Corporation on our website. Investors should monitor the Investor Relations portion of our website, in addition to our press releases, U.S. Securities and Exchange Commission (SEC) filings, public conference calls and webcasts.

Recent Developments

Capital Management

On June 24, 2021, the Board of Governors of the Federal Reserve System (Federal Reserve) announced the results of our 2021 Comprehensive Capital Analysis and Review (CCAR) capital plan and related supervisory stress tests. Based on our results, we will be subject to a preliminary 2.5 percent stress capital buffer (SCB) beginning October 1, 2021, unchanged from the current level, and our minimum Basel 3 Common equity tier 1 (CET1) capital ratio requirement will also remain unchanged at 9.5 percent.

On July 21, 2021, the Corporation's Board of Directors (the Board) declared a quarterly common stock dividend of $0.21 per share, an increase of 17 percent compared to the prior dividend rate, payable on September 24, 2021 to shareholders of record as of September 3, 2021.

For more information on our capital resources and regulatory developments, see Capital Management on page 22.

U.K. Tax Law Change

On June 10, 2021, the U.K. enacted the 2021 Finance Act, which increases the U.K. corporation income tax rate to 25 percent from 19 percent, effective April 1, 2023. As a result, during the second quarter of 2021, the Corporation recorded a write-up of U.K. net deferred tax assets of approximately $2.0 billion with a corresponding positive income tax adjustment. For more information, see Financial Highlights – Income Tax Expense on page 6.

COVID-19 Pandemic

The Corporation has been, and may continue to be, impacted by the Coronavirus Disease 2019 (COVID-19) pandemic (the pandemic). During the first half of 2021, the macroeconomic outlook improved in the U.S. and several regions of the world, as COVID-19 cases decreased and vaccinations became more widely available. However, uncertainty still remains about the duration of the pandemic and the timing and strength of the global economic recovery. As the pandemic evolves, we continue to review protocols and processes in place to execute our business continuity plans. In conjunction with our efforts to support clients affected by the pandemic, we have cumulatively originated $35.4 billion in loans under the Paycheck Protection Program (PPP) with amounts outstanding of $15.7 billion and $21.1 billion at June 30, 2021 and March 31, 2021. For more information on PPP loans, see Commercial Portfolio Credit Risk Management on page 35.

Although the macroeconomic and public health outlooks improved in the U.S. and globally during the first half of 2021, the future direct and indirect impact of the pandemic on our businesses, results of operations and financial condition remains uncertain. Should current economic conditions deteriorate or if the pandemic worsens, including as the result of the spread of COVID-19 variants that are more easily communicable or resistant to currently available vaccines, such conditions could have an adverse effect on our businesses and results of operations and could adversely affect our financial condition.

For more information on the pandemic, see Executive Summary – Recent Developments – COVID-19 Pandemic in the MD&A and Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K.

LIBOR and Other Benchmark Rates

Following the 2017 announcement by the U.K.'s Financial Conduct Authority (FCA) that it would no longer compel participating banks to submit rates for the London Interbank Offered Rate (LIBOR) after 2021, regulators, trade associations and financial industry working groups have identified recommended replacement rates for LIBOR, as well as other Interbank Offered Rates (IBORs), and have published recommended conventions to allow new and existing products to incorporate fallbacks or that reference these alternative reference rates (ARRs). Additionally, as previously disclosed, the FCA announced the dates for the cessation of all LIBOR benchmark settings currently published by the ICE Benchmark Administration. In connection with the transition, in April 2021, the State of New York approved legislation for contracts that are governed by New York law by providing a statutory framework to replace LIBOR with a benchmark rate based on the Secured

Overnight Financing Rate (SOFR), which is anticipated to help the Corporation reduce legal and economic uncertainty with regard to certain LIBOR-based products and contracts that are governed by New York law and have no fallback provisions or have fallback provisions that are based on LIBOR.

The Corporation continues to execute its enterprise-wide IBOR transition program. As part of this transition program, the Corporation continues to decrease initiation of new U.S. dollar LIBOR-linked commercial loans that mature after June 30, 2023, subject to certain exceptions, and continues to increase the usage of ARRs in its U.S. dollar commercial lending products and contracts. Additionally, the Corporation has ceased initiation of most GBP LIBOR-linked derivatives, subject to certain exceptions, and is prioritizing interdealer trading in SOFR rather than LIBOR for certain U.S. dollar interest rate swaps in accordance with recommendations by the Commodity Futures Trading Commission (CFTC). The Corporation continues to update its operational models, systems, processes and internal infrastructure.

While the Corporation continues to work towards meeting the regulatory and industry-wide recommended milestones on cessation of LIBOR, the market and client replacement of IBORs and adoption of ARRs continue to evolve and, as a result, could impact the ability of market participants and the Corporation to transition activity across or within categories of contracts, products, services and markets. Accordingly, the Corporation continues to monitor a variety of market scenarios as part of its transition efforts, including risks associated with insufficient preparation by individual market participants or the overall market ecosystem, ability of market participants to meet regulatory and industry-wide recommended milestones, development and adoption of SOFR, credit-sensitive and other rates, access and demand by clients and market participants to liquidity in certain products, including LIBOR products, and IBOR continuity. Furthermore, banking regulators in the U.S. and globally have increased regulatory scrutiny and intensified supervisory focus of financial institution LIBOR transition plans, preparations and readiness.

For more information on the expected replacement of LIBOR and other benchmark rates, see Executive Summary – Recent Developments – LIBOR and Other Benchmark Rates in the MD&A and Item 1A. Risk Factors – Other of the Corporation's 2020 Annual Report on Form 10-K.

Financial Highlights

Table 1 Summary Income Statement and Selected Financial Data

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions, except per share information)	**2021**	2020	**2021**	2020
Income statement				
Net interest income	**$ 10,233**	$ 10,848	**$ 20,430**	$ 22,978
Noninterest income	**11,233**	11,478	**23,857**	22,115
Total revenue, net of interest expense	**21,466**	22,326	**44,287**	45,093
Provision for credit losses	**(1,621)**	5,117	**(3,481)**	9,878
Noninterest expense	**15,045**	13,410	**30,560**	26,885
Income before income taxes	**8,042**	3,799	**17,208**	8,330
Income tax expense	**(1,182)**	266	**(66)**	787
Net income	**9,224**	3,533	**17,274**	7,543
Preferred stock dividends	**260**	249	**750**	718
Net income applicable to common shareholders	**$ 8,964**	$ 3,284	**$ 16,524**	$ 6,825
Per common share information				
Earnings	**$ 1.04**	$ 0.38	**$ 1.91**	$ 0.78
Diluted earnings	**1.03**	0.37	**1.90**	0.77
Dividends paid	**0.18**	0.18	**0.36**	0.36
Performance ratios				
Return on average assets [(1)]	**1.23 %**	0.53 %	**1.18 %**	0.58 %
Return on average common shareholders' equity [(1)]	**14.33**	5.44	**13.31**	5.67
Return on average tangible common shareholders' equity [(2)]	**19.90**	7.63	**18.51**	7.97
Efficiency ratio [(1)]	**70.09**	60.06	**69.00**	59.62
			June 30 2021	**December 31 2020**
Balance sheet				
Total loans and leases			**$ 918,928**	$ 927,861
Total assets			**3,029,894**	2,819,627
Total deposits			**1,909,142**	1,795,480
Total liabilities			**2,752,775**	2,546,703
Total common shareholders' equity			**253,678**	248,414
Total shareholders' equity			**277,119**	272,924

(1) For definitions, see Key Metrics on page 101.

(2) Return on average tangible common shareholders' equity is a non-GAAP financial measure. For more information and a corresponding reconciliation to the most closely related financial measures defined by accounting principles generally accepted in the United States of America (GAAP), see Non-GAAP Reconciliations on page 47.

Net income was $9.2 billion and $17.3 billion, or $1.03 and $1.90 per diluted share, for the three and six months ended June 30, 2021 compared to $3.5 billion and $7.5 billion, or $0.37 and $0.77 per diluted share, for the same periods in 2020. The increase in net income was primarily due to improvement in the provision for credit losses and a positive income tax adjustment related to the revaluation of U.K. net deferred tax assets, partially offset by higher noninterest expense.

Total assets increased $210.3 billion from December 31, 2020 to $3.0 trillion primarily due to the deployment of cash from continued deposit inflows into debt securities, as well as higher trading account assets due to an increase in inventory in *Global Markets.*

Total liabilities increased $206.1 billion from December 31, 2020 to $2.8 trillion primarily driven by an increase in deposits due to additional government stimulus measures as well as seasonally higher deposits, higher federal funds purchased and securities loaned or sold under agreements to repurchase due to client activity in *Global Markets* and an increase in trading account liabilities resulting from higher levels of short positions in *Global Markets.*

Shareholders' equity increased $4.2 billion from December 31, 2020 primarily due to net income, partially offset by returns of capital to shareholders through common stock repurchases and common and preferred stock dividends, as well as market value decreases on debt securities and derivatives.

Net Interest Income

Net interest income decreased $615 million to $10.2 billion, and $2.5 billion to $20.4 billion for the three and six months ended June 30, 2021 compared to the same periods in 2020. Net interest yield on a fully taxable-equivalent (FTE) basis decreased 26 basis points (bps) to 1.61 percent, and 45 bps to 1.64 percent for the same periods. The decrease in net interest income was primarily driven by lower interest rates and loan balances, partially offset by higher balances of debt securities. For more information on net interest yield and the FTE basis, see Supplemental Financial Data on page 7, and for more information on interest rate risk management, see Interest Rate Risk Management for the Banking Book on page 45.

Noninterest Income

Table 2 Noninterest Income

(Dollars in millions)	Three Months Ended June 30 2021	Three Months Ended June 30 2020	Six Months Ended June 30 2021	Six Months Ended June 30 2020
Fees and commissions:				
Card income	**$ 1,586**	$ 1,249	**$ 3,021**	$ 2,521
Service charges	**1,874**	1,562	**3,666**	3,465
Investment and brokerage services	**4,123**	3,422	**8,186**	7,180
Investment banking fees	**2,122**	2,159	**4,368**	3,547
Total fees and commissions	**9,705**	8,392	**19,241**	16,713
Market making and similar activities	**1,826**	2,487	**5,355**	5,294
Other income	**(298)**	599	**(739)**	108
Total noninterest income	**$ 11,233**	$ 11,478	**$ 23,857**	$ 22,115

Noninterest income decreased $245 million to $11.2 billion and increased $1.7 billion to $23.9 billion for the three and six months ended June 30, 2021 compared to the same periods in 2020. The following highlights the significant changes.

- Card income increased $337 million and $500 million primarily driven by increased client activity and merchant services revenue.
- Service charges increased $312 million and $201 million primarily due to higher treasury fees and increased client activity in the three-month period.
- Investment and brokerage services income increased $701 million and $1.0 billion primarily driven by higher market valuations and assets under management (AUM) flows, partially offset by declines in AUM pricing.
- Investment banking fees increased $821 million for the six-month period primarily driven by higher equity issuance fees as well as advisory and debt issuance fees.
- Market making and similar activities decreased $661 million for the three-month period primarily driven by higher market-related gains in the prior-year period due to a more robust trading environment for macro products and market recoveries from the end of the first quarter of 2020.
- Other income decreased $897 million and $847 million primarily due to a $704 million gain on sales of certain mortgage loans in the prior year as well as higher partnership losses on tax credit investments.

Provision for Credit Losses

The provision for credit losses improved $6.7 billion to a benefit of $1.6 billion and $13.4 billion to a benefit of $3.5 billion for the three and six months ended June 30, 2021 compared to the same periods in 2020, primarily driven by improvement in the macroeconomic outlook. For more information on the provision for credit losses, see Allowance for Credit Losses on page 41.

Noninterest Expense

Table 3 Noninterest Expense

(Dollars in millions)	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	**2021**	2020
Compensation and benefits	**$ 8,653**	$ 7,994	**$ 18,389**	$ 16,335
Occupancy and equipment	**1,759**	1,802	**3,589**	3,504
Information processing and communications	**1,448**	1,265	**2,873**	2,474
Product delivery and transaction related	**976**	811	**1,953**	1,588
Marketing	**810**	492	**1,181**	930
Professional fees	**426**	381	**829**	756
Other general operating	**973**	665	**1,746**	1,298
Total noninterest expense	**$ 15,045**	$ 13,410	**$ 30,560**	$ 26,885

Noninterest expense increased $1.6 billion to $15.0 billion, and $3.7 billion to $30.6 billion for the three and six months ended June 30, 2021 compared to the same periods in 2020. The increase in the three-month period was primarily due to higher compensation and benefits expense, a $500 million contribution to the Bank of America Foundation and approximately $300 million associated with processing transactional card claims related to state unemployment benefits. The increase in the six-month period was primarily driven by the same factors as the three-month period as well as elevated net COVID-19 related costs, acceleration of expenses due to incentive compensation award changes, an impairment charge for real estate rationalization, higher revenue-related expenses and higher severance costs.

Income Tax Expense

Table 4 Income Tax Expense

(Dollars in millions)	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	**2021**	2020
Income before income taxes	**$ 8,042**	$ 3,799	**$ 17,208**	$ 8,330
Income tax expense	**(1,182)**	266	**(66)**	787
Effective tax rate	**(14.7)%**	7.0 %	**(0.4)%**	9.4 %

Changes in the effective tax rates for the three and six months ended June 30, 2021 compared to the same periods a year ago were driven by the impact of our recurring tax preference benefits on higher levels of pretax income and the impact of the U.K. tax law change further discussed in this section. Our recurring tax preference benefits primarily consist of tax credits from investments in affordable housing and renewable energy, aligning with our responsible growth strategy to address global sustainability challenges. Absent these tax credits and the impact of the U.K. tax law change, the effective tax rate would have been approximately 25 percent.

On June 10, 2021, the U.K. enacted the 2021 Finance Act, which increases the U.K. corporation income tax rate to 25 percent from 19 percent. This change is effective April 1, 2023 and unfavorably affects income tax expense on future U.K. earnings. As a result, the Corporation recorded a write-up of U.K. net deferred tax assets of approximately $2.0 billion, with a corresponding positive income tax adjustment. This write-up is a reversal of previously recorded write-downs of net deferred tax assets for prior changes in the U.K. corporation income tax rate.

Supplemental Financial Data

Non-GAAP Financial Measures

In this Form 10-Q, we present certain non-GAAP financial measures. Non-GAAP financial measures exclude certain items or otherwise include components that differ from the most directly comparable measures calculated in accordance with GAAP. Non-GAAP financial measures are provided as additional useful information to assess our financial condition, results of operations (including period-to-period operating performance) or compliance with prospective regulatory requirements. These non-GAAP financial measures are not intended as a substitute for GAAP financial measures and may not be defined or calculated the same way as non-GAAP financial measures used by other companies.

We view net interest income and related ratios and analyses on an FTE basis, which when presented on a consolidated basis are non-GAAP financial measures. To derive the FTE basis, net interest income is adjusted to reflect tax-exempt income on an equivalent before-tax basis with a corresponding increase in income tax expense. For purposes of this calculation, we use the federal statutory tax rate of 21 percent and a representative state tax rate. Net interest yield, which measures the basis points we earn over the cost of funds, utilizes net interest income on an FTE basis. We believe that presentation of these items on an FTE basis allows for comparison of amounts from both taxable and tax-exempt sources and is consistent with industry practices.

We may present certain key performance indicators and ratios excluding certain items (e.g., debit valuation adjustment (DVA) gains (losses)) which result in non-GAAP financial measures. We believe that the presentation of measures that exclude these items is useful because such measures provide additional information to assess the underlying operational performance and trends of our businesses and to allow better comparison of period-to-period operating performance.

We also evaluate our business based on certain ratios that utilize tangible equity, a non-GAAP financial measure. Tangible equity represents shareholders' equity or common shareholders' equity reduced by goodwill and intangible assets (excluding mortgage servicing rights (MSRs)), net of related deferred tax liabilities ("adjusted" shareholders' equity or common shareholders' equity). These measures are used to evaluate our use of equity. In addition, profitability, relationship and investment models use both return on average tangible common shareholders' equity and return on average tangible shareholders' equity as key measures to support our overall growth objectives. These ratios are as follows:

- Return on average tangible common shareholders' equity measures our net income applicable to common shareholders as a percentage of adjusted average common shareholders' equity. The tangible common equity ratio represents adjusted ending common shareholders' equity divided by total tangible assets.
- Return on average tangible shareholders' equity measures our net income as a percentage of adjusted average total shareholders' equity. The tangible equity ratio represents adjusted ending shareholders' equity divided by total tangible assets.
- Tangible book value per common share represents adjusted ending common shareholders' equity divided by ending common shares outstanding.

We believe ratios utilizing tangible equity provide additional useful information because they present measures of those assets that can generate income. Tangible book value per common share provides additional useful information about the level of tangible assets in relation to outstanding shares of common stock.

The aforementioned supplemental data and performance measures are presented in Table 5.

For more information on the reconciliation of these non-GAAP financial measures to the corresponding GAAP financial measures, see Non-GAAP Reconciliations on page 47.

Key Performance Indicators

We present certain key financial and nonfinancial performance indicators (key performance indicators) that management uses when assessing our consolidated and/or segment results. We believe they are useful to investors because they provide additional information about our underlying operational performance and trends. These key performance indicators (KPIs) may not be defined or calculated in the same way as similar KPIs used by other companies. For information on how these metrics are defined, see Key Metrics on page 101.

Our consolidated key performance indicators, which include various equity and credit metrics, are presented in Table 1 on page 4 and Table 5 on page 8.

For information on key segment performance metrics, see Business Segment Operations on page 11.

Table 5 Selected Quarterly Financial Data

(In millions, except per share information)	2021 Quarters Second	2021 Quarters First	2020 Quarters Fourth	2020 Quarters Third	2020 Quarters Second	Six Months Ended June 30 2021	Six Months Ended June 30 2020
Income statement							
Net interest income	**$ 10,233**	$ 10,197	$ 10,253	$ 10,129	$ 10,848	**$ 20,430**	$ 22,978
Noninterest income	**11,233**	12,624	9,846	10,207	11,478	**23,857**	22,115
Total revenue, net of interest expense	**21,466**	22,821	20,099	20,336	22,326	**44,287**	45,093
Provision for credit losses	**(1,621)**	(1,860)	53	1,389	5,117	**(3,481)**	9,878
Noninterest expense	**15,045**	15,515	13,927	14,401	13,410	**30,560**	26,885
Income before income taxes	**8,042**	9,166	6,119	4,546	3,799	**17,208**	8,330
Income tax expense	**(1,182)**	1,116	649	(335)	266	**(66)**	787
Net income	**9,224**	8,050	5,470	4,881	3,533	**17,274**	7,543
Net income applicable to common shareholders	**8,964**	7,560	5,208	4,440	3,284	**16,524**	6,825
Average common shares issued and outstanding	**8,620.8**	8,700.1	8,724.9	8,732.9	8,739.9	**8,660.4**	8,777.6
Average diluted common shares issued and outstanding	**8,735.5**	8,755.6	8,785.0	8,777.5	8,768.1	**8,776.2**	8,813.3
Performance ratios							
Return on average assets [1]	**1.23%**	1.13%	0.78%	0.71%	0.53%	**1.18%**	0.58%
Four-quarter trailing return on average assets[2]	**0.97**	0.79	0.67	0.75	0.81	**n/a**	n/a
Return on average common shareholders' equity [1]	**14.33**	12.28	8.39	7.24	5.44	**13.31**	5.67
Return on average tangible common shareholders' equity [3]	**19.90**	17.08	11.73	10.16	7.63	**18.51**	7.97
Return on average shareholders' equity [1]	**13.47**	11.91	8.03	7.26	5.34	**12.70**	5.71
Return on average tangible shareholders' equity [3]	**18.11**	16.01	10.84	9.84	7.23	**17.07**	7.76
Total ending equity to total ending assets	**9.15**	9.23	9.68	9.82	9.69	**9.15**	9.69
Total average equity to total average assets	**9.11**	9.52	9.71	9.76	9.85	**9.31**	10.21
Dividend payout	**17.25**	20.68	30.11	35.36	47.87	**18.82**	46.16
Per common share data							
Earnings	**$ 1.04**	$ 0.87	$ 0.60	$ 0.51	$ 0.38	**$ 1.91**	$ 0.78
Diluted earnings	**1.03**	0.86	0.59	0.51	0.37	**1.90**	0.77
Dividends paid	**0.18**	0.18	0.18	0.18	0.18	**0.36**	0.36
Book value [1]	**29.89**	29.07	28.72	28.33	27.96	**29.89**	27.96
Tangible book value [3]	**21.61**	20.90	20.60	20.23	19.90	**21.61**	19.90
Market capitalization	**$ 349,925**	$ 332,337	$ 262,206	$ 208,656	$ 205,772	**$ 349,925**	$ 205,772
Average balance sheet							
Total loans and leases	**$ 907,900**	$ 907,723	$ 934,798	$ 974,018	$ 1,031,387		
Total assets	**3,015,113**	2,879,221	2,791,874	2,739,684	2,704,186		
Total deposits	**1,888,834**	1,805,747	1,737,139	1,695,488	1,658,197		
Long-term debt	**232,034**	220,836	225,423	224,254	221,167		
Common shareholders' equity	**250,948**	249,648	246,840	243,896	242,889		
Total shareholders' equity	**274,632**	274,047	271,020	267,323	266,316		
Asset quality							
Allowance for credit losses [4]	**$ 15,782**	$ 17,997	$ 20,680	$ 21,506	$ 21,091		
Nonperforming loans, leases and foreclosed properties [5]	**5,031**	5,299	5,116	4,730	4,611		
Allowance for loan and lease losses as a percentage of total loans and leases outstanding [5]	**1.55%**	1.80%	2.04%	2.07%	1.96%		
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases [5]	**287**	313	380	431	441		
Net charge-offs	**$ 595**	$ 823	$ 881	$ 972	$ 1,146		
Annualized net charge-offs as a percentage of average loans and leases outstanding [5]	**0.27%**	0.37%	0.38%	0.40%	0.45%		
Capital ratios at period end [6]							
Common equity tier 1 capital	**11.5%**	11.8%	11.9%	11.9%	11.4%		
Tier 1 capital	**13.0**	13.3	13.5	13.5	12.9		
Total capital	**15.1**	15.6	16.1	16.1	14.8		
Tier 1 leverage	**6.9**	7.2	7.4	7.4	7.4		
Supplementary leverage ratio	**5.9**	7.0	7.2	6.9	7.1		
Tangible equity [3]	**7.0**	7.0	7.4	7.4	7.3		
Tangible common equity [3]	**6.2**	6.2	6.5	6.6	6.5		
Total loss-absorbing capacity and long-term debt metrics							
Total loss-absorbing capacity to risk-weighted assets	**27.7%**	26.8%	27.4%	26.9%	26.0%		
Total loss-absorbing capacity to supplementary leverage exposure	**12.5**	14.1	14.5	13.7	14.2		
Eligible long-term debt to risk-weighted assets	**14.1**	13.0	13.3	12.9	12.4		
Eligible long-term debt to supplementary leverage exposure	**6.3**	6.8	7.1	6.6	6.7		

(1) For definitions, see Key Metrics on page 101.
(2) Calculated as total net income for four consecutive quarters divided by annualized average assets for four consecutive quarters.
(3) Tangible equity ratios and tangible book value per share of common stock are non-GAAP financial measures. For more information on these ratios and corresponding reconciliations to GAAP financial measures, see Supplemental Financial Data on page 7 and Non-GAAP Reconciliations on page 47.
(4) Includes the allowance for loan and lease losses and the reserve for unfunded lending commitments.
(5) Balances and ratios do not include loans accounted for under the fair value option. For additional exclusions from nonperforming loans, leases and foreclosed properties, see Consumer Portfolio Credit Risk Management – Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity on page 34 and corresponding Table 25 and Commercial Portfolio Credit Risk Management – Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity on page 38 and corresponding Table 32.
(6) For more information, including which approach is used to assess capital adequacy, see Capital Management on page 22.
n/a = not applicable

Table 6 Quarterly Average Balances and Interest Rates - FTE Basis

(Dollars in millions)	Average Balance	Interest Income/ Expense [1]	Yield/ Rate	Average Balance	Interest Income/ Expense [1]	Yield/ Rate
	Second Quarter 2021			Second Quarter 2020		
Earning assets						
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	**$ 247,673**	**$ 27**	**0.04 %**	$ 314,661	$ 33	0.04 %
Time deposits placed and other short-term investments	**8,079**	**—**	**0.02**	8,644	5	0.25
Federal funds sold and securities borrowed or purchased under agreements to resell	**270,443**	**(42)**	**(0.06)**	312,404	26	0.03
Trading account assets	**152,307**	**967**	**2.55**	143,370	1,021	2.86
Debt securities	**895,902**	**2,834**	**1.27**	476,060	2,462	2.10
Loans and leases [2]						
Residential mortgage	**214,096**	**1,498**	**2.80**	241,486	1,880	3.11
Home equity	**31,621**	**267**	**3.39**	39,308	308	3.15
Credit card	**73,399**	**1,876**	**10.25**	86,191	2,140	9.99
Direct/Indirect and other consumer [3]	**94,321**	**561**	**2.38**	88,962	623	2.81
Total consumer	**413,437**	**4,202**	**4.07**	455,947	4,951	4.36
U.S. commercial [4]	**322,633**	**2,049**	**2.55**	374,965	2,526	2.71
Non-U.S. commercial [4]	**96,343**	**429**	**1.78**	116,040	578	2.00
Commercial real estate [5]	**59,276**	**371**	**2.51**	65,515	430	2.64
Commercial lease financing	**16,211**	**108**	**2.67**	18,920	128	2.71
Total commercial	**494,463**	**2,957**	**2.40**	575,440	3,662	2.56
Total loans and leases	**907,900**	**7,159**	**3.16**	1,031,387	8,613	3.35
Other earning assets	**96,364**	**552**	**2.30**	72,256	508	2.82
Total earning assets	**2,578,668**	**11,497**	**1.79**	2,358,782	12,668	2.16
Cash and due from banks	**31,675**			31,256		
Other assets, less allowance for loan and lease losses	**404,770**			314,148		
Total assets	**$ 3,015,113**			$ 2,704,186		
Interest-bearing liabilities						
U.S. interest-bearing deposits						
Savings	**$ 72,798**	**$ 1**	**0.01 %**	$ 56,931	$ 2	0.01 %
Demand and money market deposit accounts	**915,420**	**78**	**0.03**	850,274	152	0.07
Consumer CDs and IRAs	**36,181**	**16**	**0.17**	50,882	123	0.97
Negotiable CDs, public funds and other deposits	**53,537**	**23**	**0.17**	81,532	56	0.29
Total U.S. interest-bearing deposits	**1,077,936**	**118**	**0.04**	1,039,619	333	0.13
Non-U.S. interest-bearing deposits						
Banks located in non-U.S. countries	**1,191**	**—**	**—**	1,807	—	0.04
Governments and official institutions	**204**	**—**	**—**	183	—	—
Time, savings and other	**80,747**	**10**	**0.05**	74,158	40	0.21
Total non-U.S. interest-bearing deposits	**82,142**	**10**	**0.05**	76,148	40	0.21
Total interest-bearing deposits	**1,160,078**	**128**	**0.04**	1,115,767	373	0.13
Federal funds purchased, securities loaned or sold under agreements to repurchase, short-term borrowings and other interest-bearing liabilities	**320,314**	**(85)**	**(0.11)**	295,465	(72)	(0.10)
Trading account liabilities	**58,823**	**293**	**2.01**	40,717	223	2.20
Long-term debt	**232,034**	**818**	**1.42**	221,167	1,168	2.12
Total interest-bearing liabilities	**1,771,249**	**1,154**	**0.26**	1,673,116	1,692	0.41
Noninterest-bearing sources						
Noninterest-bearing deposits	**728,756**			542,430		
Other liabilities [6]	**240,476**			222,324		
Shareholders' equity	**274,632**			266,316		
Total liabilities and shareholders' equity	**$ 3,015,113**			$ 2,704,186		
Net interest spread			**1.53 %**			1.75 %
Impact of noninterest-bearing sources			**0.08**			0.12
Net interest income/yield on earning assets [7]		**$ 10,343**	**1.61 %**		$ 10,976	1.87 %

(1) Includes the impact of interest rate risk management contracts. For more information, see Interest Rate Risk Management for the Banking Book on page 45.
(2) Nonperforming loans are included in the respective average loan balances. Income on these nonperforming loans is generally recognized on a cost recovery basis.
(3) Includes non-U.S. consumer loans of $3.0 billion and $2.8 billion for the second quarter of 2021 and 2020.
(4) Certain prior-period amounts have been reclassified to conform to current-period presentation.
(5) Includes U.S. commercial real estate loans of $56.0 billion and $61.8 billion, and non-U.S. commercial real estate loans of $3.3 billion and $3.7 billion for the second quarter of 2021 and 2020.
(6) Includes $30.5 billion and $35.5 billion of structured notes and liabilities for the second quarter of 2021 and 2020.
(7) Net interest income includes FTE adjustments of $110 million and $128 million for the second quarter of 2021 and 2020.

Table 7 Year-to-Date Average Balances and Interest Rates - FTE Basis

(Dollars in millions)	Average Balance 2021		Interest Income/ Expense [1] 2021	Yield/ Rate 2021		Average Balance 2020		Interest Income/ Expense [1] 2020	Yield/ Rate 2020
	Six Months Ended June 30								
Earning assets									
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	$ 262,802	$	56	0.04 %	$	222,472	$	301	0.27 %
Time deposits placed and other short-term investments	8,409		4	0.10		9,769		35	0.73
Federal funds sold and securities borrowed or purchased under agreements to resell	260,271		(49)	(0.04)		295,599		845	0.57
Trading account assets	148,718		1,852	2.51		150,028		2,287	3.06
Debt securities	842,566		5,579	1.33		470,638		5,330	2.29
Loans and leases [2]									
Residential mortgage	216,537		3,027	2.80		240,740		3,867	3.21
Home equity	32,622		548	3.39		39,674		729	3.69
Credit card	73,780		3,823	10.45		90,331		4,604	10.25
Direct/Indirect and other consumer [3]	92,883		1,120	2.43		89,958		1,369	3.06
Total consumer	415,822		8,518	4.12		460,703		10,569	4.60
U.S. commercial [4]	322,323		4,100	2.56		352,692		5,436	3.10
Non-U.S. commercial [4]	93,639		838	1.80		113,714		1,316	2.33
Commercial real estate [5]	59,505		736	2.49		64,467		1,013	3.16
Commercial lease financing	16,523		240	2.91		19,259		289	3.00
Total commercial	491,990		5,914	2.42		550,132		8,054	2.94
Total loans and leases	907,812		14,432	3.20		1,010,835		18,623	3.70
Other earning assets	99,985		1,129	2.28		80,065		1,489	3.74
Total earning assets	2,530,563		23,003	1.83		2,239,406		28,910	2.59
Cash and due from banks	32,794					29,626			
Other assets, less allowance for loan and lease losses	384,185					330,525			
Total assets	$ 2,947,542				$	2,599,557			
Interest-bearing liabilities									
U.S. interest-bearing deposits									
Savings	$ 70,207	$	3	0.01 %	$	53,765	$	3	0.01 %
Demand and money market deposit accounts	902,677		155	0.03		810,374		805	0.20
Consumer CDs and IRAs	37,188		42	0.23		52,123		274	1.06
Negotiable CDs, public funds and other deposits	53,162		46	0.18		74,759		265	0.72
Total U.S. interest-bearing deposits	1,063,234		246	0.05		991,021		1,347	0.27
Non-U.S. interest-bearing deposits									
Banks located in non-U.S. countries	1,111		—	0.06		1,855		3	0.33
Governments and official institutions	201		—	—		172		—	0.02
Time, savings and other	80,742		15	0.04		74,891		207	0.55
Total non-U.S. interest-bearing deposits	82,054		15	0.04		76,918		210	0.55
Total interest-bearing deposits	1,145,288		261	0.05		1,067,939		1,557	0.29
Federal funds purchased, securities loaned or sold under agreements to repurchase, short-term borrowings and other interest-bearing liabilities	306,850		(164)	(0.11)		299,984		1,048	0.70
Trading account liabilities	50,917		539	2.14		44,430		552	2.50
Long-term debt	226,466		1,716	1.53		215,992		2,503	2.33
Total interest-bearing liabilities	1,729,521		2,352	0.27		1,628,345		5,660	0.70
Noninterest-bearing sources									
Noninterest-bearing deposits	702,232					480,827			
Other liabilities [6]	241,448					224,960			
Shareholders' equity	274,341					265,425			
Total liabilities and shareholders' equity	$ 2,947,542				$	2,599,557			
Net interest spread				1.56 %					1.89 %
Impact of noninterest-bearing sources				0.08					0.20
Net interest income/yield on earning assets [7]		$	20,651	1.64 %			$	23,250	2.09 %

(1) Includes the impact of interest rate risk management contracts. For more information, see Interest Rate Risk Management for the Banking Book on page 45.
(2) Nonperforming loans are included in the respective average loan balances. Income on these nonperforming loans is generally recognized on a cost recovery basis.
(3) Includes non-U.S. consumer loans of $3.0 billion and $2.9 billion for the six months ended June 30, 2021 and 2020.
(4) Certain prior-period amounts have been reclassified to conform to current-period presentation.
(5) Includes U.S. commercial real estate loans of $56.3 billion and $60.7 billion, and non-U.S. commercial real estate loans of $3.2 billion and $3.7 billion for the six months ended June 30, 2021 and 2020.
(6) Includes $30.9 billion and $35.6 billion of structured notes and liabilities for the six months ended June 30, 2021 and 2020.
(7) Net interest income includes FTE adjustments of $221 million and $272 million for the six months ended June 30, 2021 and 2020.

Business Segment Operations

Segment Description and Basis of Presentation

We report our results of operations through four business segments: *Consumer Banking, GWIM, Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*. We manage our segments and report their results on an FTE basis. For more information, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

We periodically review capital allocated to our businesses and allocate capital annually during the strategic and capital planning processes. We utilize a methodology that considers the effect of regulatory capital requirements in addition to internal risk-based capital models. Our internal risk-based capital models use a risk-adjusted methodology incorporating each segment's credit, market, interest rate, business and operational risk components. For more information on the nature of these risks, see Managing Risk on page 22. The capital allocated to the business segments is referred to as allocated capital. Allocated equity in the reporting units is comprised of allocated capital plus capital for the portion of goodwill and intangibles specifically assigned to the reporting unit. For more information, including the definition of a reporting unit, see Complex Accounting Estimates on page 46 and *Note 7 – Goodwill and Intangible Assets* to the Consolidated Financial Statements.

For more information on our presentation of financial information on an FTE basis, see Supplemental Financial Data on page 7, and for reconciliations to consolidated total revenue, net income and period-end total assets, see *Note 17 – Business Segment Information* to the Consolidated Financial Statements.

Key Performance Indicators

We present certain key financial and nonfinancial performance indicators that management uses when evaluating segment results. We believe they are useful to investors because they provide additional information about our segments' operational performance, customer trends and business growth.

Consumer Banking

	Deposits		Consumer Lending		Total Consumer Banking		
	Three Months Ended June 30						
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	% Change
Net interest income	**$ 3,480**	$ 3,299	**$ 2,493**	$ 2,692	**$ 5,973**	$ 5,991	— %
Noninterest income:							
Card income	**(7)**	(4)	**1,319**	1,057	**1,312**	1,053	25
Service charges	**851**	706	**—**	—	**851**	706	21
All other income	**21**	62	**29**	40	**50**	102	(51)
Total noninterest income	**865**	764	**1,348**	1,097	**2,213**	1,861	19
Total revenue, net of interest expense	**4,345**	4,063	**3,841**	3,789	**8,186**	7,852	4
Provision for credit losses	**47**	154	**(744)**	2,870	**(697)**	3,024	(123)
Noninterest expense	**2,856**	2,869	**2,003**	1,866	**4,859**	4,735	3
Income (loss) before income taxes	**1,442**	1,040	**2,582**	(947)	**4,024**	93	n/m
Income tax expense (benefit)	**353**	255	**633**	(232)	**986**	23	n/m
Net income (loss)	**$ 1,089**	$ 785	**$ 1,949**	$ (715)	**$ 3,038**	$ 70	n/m
Effective tax rate [(1)]					**24.5 %**	24.7 %	
Net interest yield	**1.44 %**	1.66 %	**3.60 %**	3.42 %	**2.37**	2.85	
Return on average allocated capital	**36**	26	**30**	(11)	**32**	1	
Efficiency ratio	**65.73**	70.62	**52.16**	49.25	**59.36**	60.31	

Balance Sheet

	Three Months Ended June 30						
Average	**2021**	2020	**2021**	2020	**2021**	2020	% Change
Total loans and leases	**$ 4,447**	$ 5,314	**$ 277,320**	$ 316,244	**$ 281,767**	$ 321,558	(12)%
Total earning assets [(2)]	**968,491**	801,391	**277,742**	316,622	**1,012,364**	845,236	20
Total assets [(2)]	**1,005,237**	837,367	**283,148**	320,978	**1,054,516**	885,568	19
Total deposits	**972,016**	804,418	**7,056**	6,282	**979,072**	810,700	21
Allocated capital	**12,000**	12,000	**26,500**	26,500	**38,500**	38,500	—

(1) Estimated at the segment level only.
(2) In segments and businesses where the total of liabilities and equity exceeds assets, we allocate assets from *All Other* to match the segments' and businesses' liabilities and allocated shareholders' equity. As a result, total earning assets and total assets of the businesses may not equal total *Consumer Banking*.
n/m - not meaningful

(Dollars in millions)	Deposits 2021	Deposits 2020	Consumer Lending 2021	Consumer Lending 2020	Total Consumer Banking 2021	Total Consumer Banking 2020	% Change
	Six Months Ended June 30						
Net interest income	$ 6,758	$ 7,247	$ 5,135	$ 5,606	$ 11,893	$ 12,853	(7)%
Noninterest income:							
Card income	(12)	(12)	2,513	2,175	2,501	2,163	16
Service charges	1,681	1,700	1	1	1,682	1,701	(1)
All other income	94	159	85	104	179	263	(32)
Total noninterest income	1,763	1,847	2,599	2,280	4,362	4,127	6
Total revenue, net of interest expense	8,521	9,094	7,734	7,886	16,255	16,980	(4)
Provision for credit losses	121	269	(1,435)	5,013	(1,314)	5,282	(125)
Noninterest expense	6,065	5,593	3,925	3,637	9,990	9,230	8
Income (loss) before income taxes	2,335	3,232	5,244	(764)	7,579	2,468	n/m
Income tax expense (benefit)	572	792	1,285	(187)	1,857	605	n/m
Net income (loss)	$ 1,763	$ 2,440	$ 3,959	$ (577)	$ 5,722	$ 1,863	n/m
Effective tax rate [(1)]					24.5 %	24.5 %	
Net interest yield	1.45 %	1.90 %	3.67 %	3.59 %	2.44	3.19	
Return on average allocated capital	30	41	30	(4)	30	10	
Efficiency ratio	71.19	61.50	50.74	46.12	61.46	54.36	

Balance Sheet

Average	Deposits 2021	Deposits 2020	Consumer Lending 2021	Consumer Lending 2020	Total Consumer Banking 2021	Total Consumer Banking 2020	% Change
	Six Months Ended June 30						
Total loans and leases	$ 4,527	$ 5,374	$ 281,777	$ 313,878	$ 286,304	$ 319,252	(10)%
Total earning assets [(2)]	940,469	766,660	282,206	314,375	984,891	809,436	22
Total assets [(2)]	978,170	800,742	286,908	319,279	1,027,294	848,422	21
Total deposits	944,819	767,848	6,938	5,837	951,757	773,685	23
Allocated capital	12,000	12,000	26,500	26,500	38,500	38,500	—

Period end	June 30 2021	December 31 2020	June 30 2021	December 31 2020	June 30 2021	December 31 2020	% Change
Total loans and leases	$ 4,410	$ 4,673	$ 278,490	$ 295,261	$ 282,900	$ 299,934	(6)%
Total earning assets [(2)]	978,402	899,951	278,850	295,627	1,022,092	945,343	8
Total assets [(2)]	1,013,887	939,629	284,923	299,185	1,063,650	988,580	8
Total deposits	980,486	906,092	7,169	6,560	987,655	912,652	8

See page 11 for footnotes.

Consumer Banking, comprised of Deposits and Consumer Lending, offers a diversified range of credit, banking and investment products and services to consumers and small businesses. For more information about *Consumer Banking*, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Consumer Banking Results

Three-Month Comparison

Net income for *Consumer Banking* was $3.0 billion compared to $70 million for the same period in 2020. The increase in net income was primarily due to improvement in the provision for credit losses and higher revenue, partially offset by higher noninterest expense. Noninterest income increased $352 million to $2.2 billion driven by higher card income due to increased client activity and higher service charges, partially offset by lower other income due to the allocation of asset and liability management (ALM) results.

The provision for credit losses improved $3.7 billion to a benefit of $697 million primarily due to a reserve release, as the macroeconomic outlook improved and our credit quality remained strong. Noninterest expense increased $124 million to $4.9 billion primarily driven by the contribution to the Bank of America Foundation, cost of increased client activity and continued investments for business growth, including the merchant services platform, partially offset by lower COVID-19 related costs to support customers and employees.

The return on average allocated capital was 32 percent, up from one percent, driven by higher net income. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Six-Month Comparison

Net income for *Consumer Banking* increased $3.9 billion to $5.7 billion primarily due to improvement in the provision for credit losses, partially offset by lower revenue and higher noninterest expense. Net interest income decreased $960 million to $11.9 billion primarily due to lower interest rates and loan balances, partially offset by the benefit of higher deposit balances. Noninterest income increased $235 million to $4.4 billion driven by higher card income due to increased client activity, partially offset by lower other income due to the allocation of ALM results.

The provision for credit losses improved $6.6 billion to a benefit of $1.3 billion primarily driven by the same factors as described in the three-month discussion. Noninterest expense increased $760 million to $10.0 billion primarily driven by an impairment charge of $240 million for real estate rationalization, the contribution to the Bank of America Foundation, cost of increased client activity and continued investments for business growth, including the merchant services platform, partially offset by lower COVID-19 related costs to support customers and employees.

The return on average allocated capital was 30 percent, up from 10 percent, driven by higher net income.

Deposits

Three-Month Comparison

Net income for Deposits increased $304 million to $1.1 billion primarily driven by higher revenue. Net interest income increased $181 million to $3.5 billion primarily due to the benefit of higher deposit balances. Noninterest income increased $101 million to $865 million primarily driven by higher service charges, partially offset by other income due to the allocation of ALM results.

The provision for credit losses decreased $107 million to $47 million due to an improved macroeconomic outlook.

Average deposits increased $167.6 billion to $972.0 billion primarily due to net inflows of $94.4 billion in checking and time deposits and $72.1 billion in traditional savings and money market savings driven by strong organic growth and additional government stimulus measures.

Six-Month Comparison

Net income for Deposits decreased $677 million to $1.8 billion primarily driven by lower revenue and higher noninterest expense. Net interest income declined $489 million to $6.8 billion primarily due to lower interest rates, partially offset by the benefit of growth in deposits. Noninterest income decreased $84 million to $1.8 billion primarily driven by lower other income due to the allocation of ALM results, as well as lower service charges due to higher deposit balances.

The provision for credit losses decreased $148 million to $121 million due to an improved macroeconomic outlook. Noninterest expense increased $472 million to $6.1 billion primarily driven by an impairment charge for real estate rationalization, and the cost of increased client activity and continued investments for business growth, partially offset by lower COVID-19 related costs to support customers and employees.

Average deposits increased $177.0 billion to $944.8 billion primarily due to net inflows of $103.4 billion in checking and time deposits and $72.7 billion in traditional savings and money market savings driven by strong organic growth and additional government stimulus measures.

The table below provides key performance indicators for Deposits. Management uses these metrics, and we believe they are useful to investors because they provide additional information to evaluate our deposit profitability and digital/mobile trends.

Key Statistics – Deposits

	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	**2021**	2020
Total deposit spreads (excludes noninterest costs) [1]	**1.71%**	1.94%	**1.72%**	2.05%
Period End				
Consumer investment assets (in millions) [2]			**$ 345,809**	$ 246,146
Active digital banking users (units in thousands) [3]			**40,512**	39,294
Active mobile banking users (units in thousands) [4]			**31,796**	30,307
Financial centers			**4,296**	4,298
ATMs			**16,795**	16,862

(1) Includes deposits held in Consumer Lending.
(2) Includes client brokerage assets, deposit sweep balances and AUM in *Consumer Banking*.
(3) Active digital banking users represents mobile and/or online active users over the past three months.
(4) Active mobile banking users represents mobile active users over the past three months.

Consumer investment assets increased $99.7 billion to $345.8 billion driven by market performance and client flows. Active mobile banking users increased approximately one million reflecting continuing changes in our customers' banking preferences. We had a net decrease of two financial centers as we continue to optimize our consumer banking network.

Consumer Lending

Three-Month Comparison

Net income for Consumer Lending was $1.9 billion, an increase of $2.7 billion, primarily due to improvement in the provision for credit losses. Net interest income decreased $199 million to $2.5 billion primarily due to lower loan balances. Noninterest income increased $251 million to $1.3 billion primarily driven by higher card income due to increased client activity.

The provision for credit losses improved $3.6 billion to a benefit of $744 million primarily due to a reserve release, as the macroeconomic outlook improved and our credit quality remained strong. Noninterest expense increased $137 million to $2.0 billion primarily driven by investments in the business.

Average loans decreased $38.9 billion to $277.3 billion primarily driven by a decline in residential mortgage and credit cards.

Six-Month Comparison

Net income for Consumer Lending was $4.0 billion, an increase of $4.5 billion, primarily due to improvement in the provision for credit losses. Net interest income declined $471 million to $5.1 billion primarily due to lower interest rates and loan balances. Noninterest income increased $319 million to $2.6 billion primarily driven by higher card income due to increased client activity.

The provision for credit losses improved $6.4 billion to a benefit of $1.4 billion primarily driven by the same factors as described in the three-month discussion. Noninterest expense increased $288 million to $3.9 billion primarily driven by the same factors as described in the three-month discussion.

Average loans decreased $32.1 billion to $281.8 billion primarily driven by the same factors as described in the three-month discussion.

The table below provides key performance indicators for Consumer Lending. Management uses these metrics, and we believe they are useful to investors because they provide additional information about loan growth and profitability.

ey Statistics – Consumer Lending

	Three Months Ended June 30		Six Months Ended June 30	
ollars in millions)	**2021**	2020	**2021**	2020
tal credit card [1]				
Gross interest yield [2]	**10.10 %**	9.95 %	**10.31 %**	10.23 %
Risk-adjusted margin [3]	**9.76**	8.49	**9.53**	8.20
New accounts (in thousands)	**931**	449	**1,605**	1,504
Purchase volumes	**$ 78,384**	$ 53,694	**$ 142,975**	$ 118,073
Debit card purchase volumes	**$ 121,905**	$ 89,631	**$ 229,812**	$ 178,219

(1) Includes *GWIM's* credit card portfolio.
(2) Calculated as the effective annual percentage rate divided by average loans.
(3) Calculated as the difference between total revenue, net of interest expense, and net credit losses divided by average loans.

During the three and six months ended June 30, 2021, the total risk-adjusted margin increased 127 bps and 133 bps primarily driven by higher net interest margin, higher fee income and lower net credit losses. During the three and six months ended June 30, 2021, total credit card purchase volumes increased $24.7 billion to $78.4 billion, and $24.9 billion to $143.0 billion as spending continued to recover, with improvements across categories with growth primarily in retail and travel. During the three and six months ended June 30, 2021, debit card purchase volumes increased $32.3 billion to $121.9 billion, and $51.6 billion to $229.8 billion due to the impacts of government stimulus measures, tax refunds and continued retail growth from the pandemic recovery.

Key Statistics – Residential Mortgage Loan Production [1]

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Consumer Banking:				
First mortgage	**$ 11,502**	$ 15,049	**$ 20,684**	$ 27,930
Home equity	**907**	3,176	**1,317**	5,817
Total [2]:				
First mortgage	**$ 20,266**	$ 23,124	**$ 35,499**	$ 42,062
Home equity	**1,166**	3,683	**1,669**	6,707

(1) The loan production amounts represent the unpaid principal balance of loans and, in the case of home equity, the principal amount of the total line of credit.
(2) In addition to loan production in *Consumer Banking*, there is also first mortgage and home equity loan production in *GWIM.*

First mortgage loan originations for *Consumer Banking* and the total Corporation decreased $3.5 billion and $2.9 billion during the three months ended June 30, 2021 and $7.2 billion and $6.6 billion during the six months ended June 30, 2021, primarily driven by lower demand.

Home equity production in *Consumer Banking* and for the total Corporation decreased $2.3 billion and $2.5 billion during the three months ended June 30, 2021 and $4.5 billion and $5.0 billion during the six months ended June 30, 2021, driven by lower demand.

Global Wealth & Investment Management

(Dollars in millions)	Three Months Ended June 30 2021	Three Months Ended June 30 2020	% Change	Six Months Ended June 30 2021	Six Months Ended June 30 2020	% Change
Net interest income	**$ 1,354**	$ 1,378	(2)%	**$ 2,685**	$ 2,949	(9)%
Noninterest income:						
Investment and brokerage services	**3,537**	2,854	24	**6,928**	5,976	16
All other income	**174**	193	(10)	**423**	436	(3)
Total noninterest income	**3,711**	3,047	22	**7,351**	6,412	15
Total revenue, net of interest expense	**5,065**	4,425	14	**10,036**	9,361	7
Provision for credit losses	**(62)**	136	(146)	**(127)**	325	(139)
Noninterest expense	**3,814**	3,464	10	**7,682**	7,064	9
Income before income taxes	**1,313**	825	59	**2,481**	1,972	26
Income tax expense	**322**	202	59	**608**	483	26
Net income	**$ 991**	$ 623	59	**$ 1,873**	$ 1,489	26
Effective tax rate	**24.5 %**	24.5 %		**24.5 %**	24.5 %	
Net interest yield	**1.48**	1.76		**1.49**	1.96	
Return on average allocated capital	**24**	17		**23**	20	
Efficiency ratio	**75.29**	78.26		**76.54**	75.46	

Balance Sheet

Average	Three Months Ended June 30 2021	Three Months Ended June 30 2020	% Change	Six Months Ended June 30 2021	Six Months Ended June 30 2020	% Change
Total loans and leases	**$ 193,988**	$ 182,150	6 %	**$ 191,257**	$ 180,395	6 %
Total earning assets	**367,778**	315,258	17	**363,960**	303,089	20
Total assets	**380,315**	327,594	16	**376,476**	315,383	19
Total deposits	**333,487**	287,109	16	**329,948**	275,260	20
Allocated capital	**16,500**	15,000	10	**16,500**	15,000	10

Period end	June 30 2021	December 31 2020	% Change
Total loans and leases	**$ 198,361**	$ 188,562	5 %
Total earning assets	**365,496**	356,873	2
Total assets	**378,220**	369,736	2
Total deposits	**330,624**	322,157	3

GWIM consists of two primary businesses: Merrill Lynch Global Wealth Management (MLGWM) and Bank of America Private Bank. For more information about *GWIM*, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Three-Month Comparison

Net income for *GWIM* increased $368 million to $991 million primarily driven by higher revenue and improvement in the provision for credit losses, partially offset by higher noninterest expense. The operating margin was 26 percent compared to 19 percent a year ago.

Net interest income decreased $24 million to $1.4 billion due to lower interest rates, partially offset by the benefit of strong deposit and loan growth.

Noninterest income, which primarily includes investment and brokerage services income, increased $664 million to $3.7 billion primarily due to higher market valuations and positive AUM flows, partially offset by declines in AUM pricing.

The provision for credit losses improved $198 million to a benefit of $62 million primarily due to an improved macroeconomic outlook. Noninterest expense increased $350 million to $3.8 billion primarily driven by higher revenue-related incentives.

The return on average allocated capital was 24 percent, up from 17 percent, due to an increase in net income, partially offset by an increase in allocated capital. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Average loans increased $11.8 billion to $194.0 billion primarily driven by securities-based lending and custom lending. Average deposits increased $46.4 billion to $333.5 billion primarily driven by inflows from new accounts and client responses to market volatility.

MLGWM revenue of $4.3 billion increased 18 percent primarily driven by the benefits of higher market valuations and positive AUM flows.

Bank of America Private Bank revenue of $805 million increased one percent primarily driven by the benefits of higher market valuations and AUM flows, partially offset by the realignment of certain business results to MLGWM.

Six-Month Comparison

Net income for *GWIM* increased $384 million to $1.9 billion due to the same factors as described in the three-month discussion. The operating margin was 25 percent compared to 21 percent a year ago.

Net interest income decreased $264 million to $2.7 billion due to the same factors as described in the three-month discussion.

Noninterest income, which primarily includes investment and brokerage services income, increased $939 million to $7.4 billion due to the same factors as described in the three-month discussion.

The provision for credit losses improved $452 million to a benefit of $127 million primarily due to an improved macroeconomic outlook. Noninterest expense increased $618 million to $7.7 billion, primarily due to the same factor as described in the three-month discussion.

The return on average allocated capital was 23 percent, up from 20 percent, due to higher net income, partially offset by an increase in allocated capital.

Average loans increased $10.9 billion to $191.3 billion primarily due to the same factors as described in the three-month discussion. Average deposits increased $54.7 billion to $329.9 billion primarily due to the same factors as described in the three-month discussion.

MLGWM revenue of $8.4 billion increased 10 percent primarily driven by higher market valuations and positive AUM flows, partially offset by the impact of lower interest rates.

Bank of America Private Bank revenue of $1.6 billion decreased four percent primarily driven by the realignment of certain business results to MLGWM and lower interest rates, partially offset by the benefits of higher market valuations and AUM flows.

Key Indicators and Metrics

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Revenue by Business				
Merrill Lynch Global Wealth Management	**$ 4,260**	$ 3,625	**$ 8,445**	$ 7,698
Bank of America Private Bank	**805**	800	**1,591**	1,663
Total revenue, net of interest expense	**$ 5,065**	$ 4,425	**$ 10,036**	$ 9,361
Client Balances by Business, at period end				
Merrill Lynch Global Wealth Management			**$ 3,073,252**	$ 2,449,305
Bank of America Private Bank			**579,562**	478,521
Total client balances			**$ 3,652,814**	$ 2,927,826
Client Balances by Type, at period end				
Assets under management			**$ 1,549,069**	$ 1,219,748
Brokerage and other assets			**1,619,246**	1,282,044
Deposits			**330,624**	291,740
Loans and leases [(1)]			**201,154**	187,004
Less: Managed deposits in assets under management			**(47,279)**	(52,710)
Total client balances			**$ 3,652,814**	$ 2,927,826
Assets Under Management Rollforward				
Assets under management, beginning of period	**$ 1,467,487**	$ 1,092,482	**$ 1,408,465**	$ 1,275,555
Net client flows	**11,714**	3,573	**29,922**	10,608
Market valuation/other	**69,868**	123,693	**110,682**	(66,415)
Total assets under management, end of period	**$ 1,549,069**	$ 1,219,748	**$ 1,549,069**	$ 1,219,748
Total wealth advisors, at period end [(2)]			**19,385**	20,622

(1) Includes margin receivables which are classified in customer and other receivables on the Consolidated Balance Sheet.
(2) Includes advisors across all wealth management businesses in *GWIM* and *Consumer Banking*. Prior period has been revised to conform to current-period presentation.

Client Balances

Client balances increased $725.0 billion, or 25 percent, to $3.7 trillion at June 30, 2021 compared to June 30, 2020. The increase in client balances was primarily due to higher market valuations and positive client flows.

Global Banking

(Dollars in millions)	Three Months Ended June 30 2021	2020	% Change	Six Months Ended June 30 2021	2020	% Change
Net interest income	**$ 1,984**	$ 2,363	(16)%	**$ 3,964**	$ 4,975	(20)%
Noninterest income:						
Service charges	**900**	738	22	**1,747**	1,533	14
Investment banking fees	**1,173**	1,181	(1)	**2,345**	1,942	21
All other income	**1,032**	809	28	**1,666**	1,241	34
Total noninterest income	**3,105**	2,728	14	**5,758**	4,716	22
Total revenue, net of interest expense	**5,089**	5,091	—	**9,722**	9,691	—
Provision for credit losses	**(831)**	1,873	(144)	**(1,957)**	3,966	(149)
Noninterest expense	**2,599**	2,222	17	**5,380**	4,540	19
Income before income taxes	**3,321**	996	n/m	**6,299**	1,185	n/m
Income tax expense	**897**	269	n/m	**1,701**	320	n/m
Net income	**$ 2,424**	$ 727	n/m	**$ 4,598**	$ 865	n/m
Effective tax rate	**27.0 %**	27.0 %		**27.0 %**	27.0 %	
Net interest yield	**1.49**	1.82		**1.52**	2.15	
Return on average allocated capital	**23**	7		**22**	4	
Efficiency ratio	**51.07**	43.65		**55.34**	46.86	

Balance Sheet

Average	Three Months Ended June 30 2021	2020	% Change	Six Months Ended June 30 2021	2020	% Change
Total loans and leases	**$ 325,110**	$ 423,625	(23)%	**$ 327,595**	$ 405,054	(19)%
Total earning assets	**534,680**	521,930	2	**525,332**	465,491	13
Total assets	**595,498**	578,106	3	**585,875**	522,016	12
Total deposits	**506,618**	493,918	3	**496,880**	438,145	13
Allocated capital	**42,500**	42,500	—	**42,500**	42,500	—

Period end	**June 30 2021**	December 31 2020	% Change
Total loans and leases	**$ 323,256**	$ 339,649	(5)%
Total earning assets	**547,278**	522,650	5
Total assets	**607,969**	580,561	5
Total deposits	**520,026**	493,748	5

n/m = not meaningful

Global Banking, which includes Global Corporate Banking, Global Commercial Banking, Business Banking and Global Investment Banking, provides a wide range of lending-related products and services, integrated working capital management and treasury solutions, and underwriting and advisory services through our network of offices and client relationship teams. For more information about *Global Banking,* see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Three-Month Comparison

Net income for *Global Banking* increased $1.7 billion to $2.4 billion primarily driven by improvement in the provision for credit losses, partially offset by higher noninterest expense.

Net interest income decreased $379 million to $2.0 billion primarily driven by the impact of lower loan balances and lower deposit spreads, partially offset by higher credit spreads and the impact of higher deposit balances.

Noninterest income increased $377 million to $3.1 billion driven by higher leasing-related revenue and treasury and credit service charges as well as the addition of merchant services revenue, partially offset by lower valuation-driven adjustments on the fair value loan portfolio and leveraged loans.

The provision for credit losses improved $2.7 billion to a benefit of $831 million primarily driven by a reserve release due to an improved macroeconomic outlook.

Noninterest expense increased $377 million primarily due to higher operating costs and compensation and benefits expense, as well as the addition of merchant services costs.

The return on average allocated capital was 23 percent, up from seven percent, due to higher net income. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Six-Month Comparison

Net income for *Global Banking* increased $3.7 billion to $4.6 billion primarily due to the same factors as described in the three-month discussion.

Net interest income decreased $1.0 billion to $4.0 billion primarily due to the same factors as described in the three-month discussion.

Noninterest income increased $1.0 billion to $5.8 billion driven by higher investment banking fees, treasury and credit service charges and higher valuation-driven adjustments on the fair value loan portfolio, debt securities and leveraged loans, as well as the addition of merchant services revenue.

The provision for credit losses improved $5.9 billion to a benefit of $2.0 billion primarily driven by a reserve release due to an improved macroeconomic outlook.

Noninterest expense increased $840 million to $5.4 billion, primarily due to higher revenue-related incentives and an acceleration in expenses from incentive compensation award changes, as well as higher operating costs, including the addition of merchant services costs.

The return on average allocated capital was 22 percent, up from four percent, due to higher net income.

Global Corporate, Global Commercial and Business Banking

The table below and following discussion present a summary of the results, which exclude certain investment banking, merchant services and PPP activities in *Global Banking.*

Global Corporate, Global Commercial and Business Banking

	Global Corporate Banking		Global Commercial Banking		Business Banking		Total	
	Three Months Ended June 30							
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Revenue								
Business Lending	**$ 989**	$ 916	**$ 867**	$ 881	**$ 56**	$ 66	**$ 1,912**	$ 1,863
Global Transaction Services	**734**	785	**771**	809	**215**	217	**1,720**	1,811
Total revenue, net of interest expense	**$ 1,723**	$ 1,701	**$ 1,638**	$ 1,690	**$ 271**	$ 283	**$ 3,632**	$ 3,674
Balance Sheet								
Average								
Total loans and leases	**$ 148,163**	$ 201,852	**$ 156,526**	$ 200,463	**$ 12,703**	$ 15,018	**$ 317,392**	$ 417,333
Total deposits	**244,552**	236,421	**205,491**	209,263	**55,769**	48,231	**505,812**	493,915

	Global Corporate Banking		Global Commercial Banking		Business Banking		Total	
	Six Months Ended June 30							
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Revenue								
Business Lending	**$ 1,643**	$ 1,867	**$ 1,765**	$ 1,862	**$ 111**	$ 148	**$ 3,519**	$ 3,877
Global Transaction Services	**1,424**	1,656	**1,515**	1,687	**426**	473	**3,365**	3,816
Total revenue, net of interest expense	**$ 3,067**	$ 3,523	**$ 3,280**	$ 3,549	**$ 537**	$ 621	**$ 6,884**	$ 7,693
Balance Sheet								
Average								
Total loans and leases	**$ 148,200**	$ 192,278	**$ 158,407**	$ 194,522	**$ 12,851**	$ 15,100	**$ 319,458**	$ 401,900
Total deposits	**237,112**	212,170	**204,573**	181,572	**54,538**	44,401	**496,223**	438,143
Period end								
Total loans and leases	**$ 148,210**	$ 182,374	**$ 157,248**	$ 183,869	**$ 12,678**	$ 14,378	**$ 318,136**	$ 380,621
Total deposits	**255,710**	238,862	**207,003**	210,853	**56,285**	51,195	**518,998**	500,910

Business Lending revenue increased $49 million for the three months ended June 30, 2021 compared to the same period in 2020 primarily due to higher credit spreads and leasing equity investment income, partially offset by the impact of lower loan balances. Business Lending revenue decreased $358 million for the six months ended June 30, 2021 primarily due to the impact of lower loan balances and interest rates, partially offset by higher credit spreads.

Global Transaction Services revenue decreased $91 million and $451 million for the three and six months ended June 30, 2021 driven by lower interest rates, partially offset by the impact of higher deposit balances.

Average loans and leases decreased 24 percent and 21 percent for the three and six months ended June 30, 2021 driven by client paydowns.

Average deposits increased two percent and 13 percent for the three and six months ended June 30, 2021 primarily driven by elevated balances from prior-year inflows on client responses to market volatility and government stimulus measures.

Global Investment Banking

Client teams and product specialists underwrite and distribute debt, equity and loan products, and provide advisory services and tailored risk management solutions. The economics of certain investment banking and underwriting activities are shared primarily between *Global Banking* and *Global Markets* under an internal revenue-sharing arrangement. *Global Banking* originates certain deal-related transactions with our corporate and commercial clients that are executed and distributed by *Global Markets*. To provide a complete discussion of our consolidated investment banking fees, the following table presents total Corporation investment banking fees and the portion attributable to *Global Banking.*

Investment Banking Fees

(Dollars in millions)	Global Banking		Total Corporation		Global Banking		Total Corporation	
	Three Months Ended June 30				Six Months Ended June 30			
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020
Products								
Advisory	**$ 376**	$ 345	**$ 407**	$ 406	**$ 733**	$ 592	**$ 807**	$ 675
Debt issuance	**482**	503	**1,110**	1,058	**905**	927	**2,098**	1,985
Equity issuance	**315**	333	**702**	740	**707**	423	**1,602**	1,023
Gross investment banking fees	**1,173**	1,181	**2,219**	2,204	**2,345**	1,942	**4,507**	3,683
Self-led deals	**(44)**	(18)	**(97)**	(45)	**(61)**	(61)	**(139)**	(136)
Total investment banking fees	**$ 1,129**	$ 1,163	**$ 2,122**	$ 2,159	**$ 2,284**	$ 1,881	**$ 4,368**	$ 3,547

Total Corporation investment banking fees, excluding self-led deals, which are primarily included within *Global Banking* and *Global Markets*, were $2.1 billion and $4.4 billion for the three and six months ended June 30, 2021. The three-month period decreased two percent compared to the same period in 2020. The six-month period increased 23 percent primarily driven by higher equity issuance fees as well as advisory and debt issuance fees.

Global Markets

(Dollars in millions)	Three Months Ended June 30			Six Months Ended June 30		
	2021	2020	% Change	**2021**	2020	% Change
Net interest income	**$ 991**	$ 1,297	(24) %	**$ 1,981**	$ 2,449	(19) %
Noninterest income:						
Investment and brokerage services	**473**	480	(1)	**1,033**	1,048	(1)
Investment banking fees	**959**	939	2	**1,940**	1,542	26
Market making and similar activities	**1,964**	2,360	(17)	**5,434**	5,334	2
All other income	**333**	274	22	**530**	202	n/m
Total noninterest income	**3,729**	4,053	(8)	**8,937**	8,126	10
Total revenue, net of interest expense	**4,720**	5,350	(12)	**10,918**	10,575	3
Provision for credit losses	**22**	105	(79)	**17**	212	(92)
Noninterest expense	**3,471**	2,684	29	**6,898**	5,498	25
Income before income taxes	**1,227**	2,561	(52)	**4,003**	4,865	(18)
Income tax expense	**319**	666	(52)	**1,041**	1,265	(18)
Net income	**$ 908**	$ 1,895	(52)	**$ 2,962**	$ 3,600	(18)
Effective tax rate	**26.0 %**	26.0 %		**26.0 %**	26.0 %	
Return on average allocated capital	**10**	21		**16**	20	
Efficiency ratio	**73.55**	50.17		**63.19**	51.99	

Balance Sheet

	Three Months Ended June 30			Six Months Ended June 30		
	2021	2020	% Change	**2021**	2020	% Change
Average						
Trading-related assets:						
Trading account securities	**$ 304,760**	$ 216,157	41 %	**$ 285,081**	$ 236,704	20 %
Reverse repurchases	**116,424**	104,883	11	**108,201**	110,291	(2)
Securities borrowed	**101,144**	96,448	5	**95,231**	89,860	6
Derivative assets	**44,514**	49,502	(10)	**45,983**	48,199	(5)
Total trading-related assets	**566,842**	466,990	21	**534,496**	485,054	10
Total loans and leases	**87,826**	74,131	18	**82,649**	72,896	13
Total earning assets	**531,000**	478,648	11	**513,261**	490,132	5
Total assets	**797,558**	663,072	20	**760,616**	688,062	11
Total deposits	**55,584**	45,083	23	**54,723**	39,203	40
Allocated capital	**38,000**	36,000	6	**38,000**	36,000	6

Period end	**June 30 2021**	December 31 2020	% Change
Total trading-related assets	**$ 542,614**	$ 421,698	29 %
Total loans and leases	**96,105**	78,415	23
Total earning assets	**527,983**	447,350	18
Total assets	**773,714**	616,609	25
Total deposits	**57,297**	53,925	6

n/m = not meaningful

Global Markets offers sales and trading services and research services to institutional clients across fixed-income, credit, currency, commodity and equity businesses. *Global Markets* product coverage includes securities and derivative products in both the primary and secondary markets. For more information about *Global Markets*, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

The following explanations for current period-over-period changes for *Global Markets*, including those disclosed under Sales and Trading Revenue, are the same for amounts including and excluding net DVA. Amounts excluding net DVA are a non-GAAP financial measure. For more information on net DVA, see Supplemental Financial Data on page 7.

Three-Month Comparison

Net income for *Global Markets* decreased $987 million to $908 million. Net DVA losses were $34 million compared to losses of $261 million in the prior-year period. Excluding net DVA, net income decreased $1.2 billion to $934 million. These decreases were primarily driven by higher noninterest expense and lower revenue, partially offset by lower provision for credit losses.

Revenue decreased $630 million to $4.7 billion primarily driven by lower sales and trading revenue. Sales and trading revenue decreased $590 million, and excluding net DVA, decreased $817 million. These decreases were driven by lower revenue in Fixed Income, Currencies and Commodities (FICC), partially offset by higher revenue in Equities.

The provision for credit losses decreased $83 million primarily due to an improved macroeconomic outlook.

Noninterest expense increased $787 million to $3.5 billion driven by higher costs associated with processing transactional card claims related to state unemployment benefits and activity-related expenses for sales and trading.

Average total assets increased $134.5 billion to $797.6 billion driven by higher client balances in Global Equities, and higher levels of inventory and loan growth in FICC.

The return on average allocated capital was 10 percent, down from 21 percent, reflecting lower net income and an increase in allocated capital. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Six-Month Comparison

Net income for *Global Markets* decreased $638 million to $3.0 billion. Net DVA losses were $36 million compared to gains of $39 million in the prior-year period. Excluding net DVA, net income decreased $581 million to $3.0 billion. These decreases were primarily driven by higher noninterest expense.

Revenue increased $343 million to $10.9 billion primarily driven by higher investment banking income. Sales and trading revenue decreased $147 million, and excluding net DVA, decreased $72 million driven by a decline in FICC revenue, partially offset by higher revenue in Equities. Noninterest expense increased $1.4 billion to $6.9 billion, primarily driven by the same factors as described in the three-month discussion, as well as an acceleration in expenses from incentive compensation award changes.

The provision for credit losses decreased $195 million primarily due to an improved macroeconomic outlook.

Average total assets increased $72.6 billion to $760.6 billion, primarily due to higher client balances in Global Equities. Period-end total assets increased $157.1 billion since December 31, 2020 to $773.7 billion driven by higher client balances and increased hedging of client activity with stock positions relative to derivatives in Global Equities, and higher levels of inventory and loan growth in FICC.

The return on average allocated capital was 16 percent, down from 20 percent, reflecting lower net income and an increase in allocated capital.

Sales and Trading Revenue

For a description of sales and trading revenue, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K. The following table and related discussion present sales and trading revenue, substantially all of which is in *Global Markets,* with the remainder in *Global Banking*. In addition, the following table and related discussion present sales and trading revenue, excluding net DVA, which is a non-GAAP financial measure. For more information on net DVA, see Supplemental Financial Data on page 7.

Sales and Trading Revenue [1, 2, 3]

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Sales and trading revenue				
Fixed income, currencies and commodities	**$ 1,937**	$ 2,941	**$ 5,179**	$ 5,886
Equities	**1,624**	1,210	**3,460**	2,900
Total sales and trading revenue	**$ 3,561**	$ 4,151	**$ 8,639**	$ 8,786
Sales and trading revenue, excluding net DVA [4]				
Fixed income, currencies and commodities	**$ 1,965**	$ 3,186	**$ 5,216**	$ 5,857
Equities	**1,630**	1,226	**3,459**	2,890
Total sales and trading revenue, excluding net DVA	**$ 3,595**	$ 4,412	**$ 8,675**	$ 8,747

(1) For more information on sales and trading revenue, see *Note 3 – Derivatives* to the Consolidated Financial Statements.
(2) Includes FTE adjustments of $59 million and $132 million for the three and six months ended June 30, 2021 compared to $38 million and $100 million for the same periods in 2020.
(3) Includes *Global Banking* sales and trading revenue of $170 million and $274 million for the three and six months ended June 30, 2021 compared to $65 million and $294 million for the same periods in 2020.
(4) FICC and Equities sales and trading revenue, excluding net DVA, is a non-GAAP financial measure. FICC net DVA losses were $28 million and $37 million for the three and six months ended June 30, 2021 compared to losses of $245 million and gains of $29 million for the same periods in 2020. Equities net DVA losses were $6 million and gains of $1 million for the three and six months ended June 30, 2021 compared to losses of $16 million and gains of $10 million for the same periods in 2020.

Three-Month Comparison

FICC revenue decreased $1.2 billion as the prior year benefited from a robust trading environment for macro products and market recoveries from the end of the first quarter of 2020, whereas markets were more benign in the current-year period and weak for agency mortgages. Equities revenue increased $404 million driven by stronger trading performance and increased client activity in derivatives and Asia.

Six-Month Comparison

FICC revenue decreased $641 million driven by reduced activity in macro products, partially offset by stronger performance in credit and municipal products, and gains in commodities (partially offset by related losses in another segment) from market volatility driven by a weather-related event. Equities revenue increased $569 million driven by stronger trading performance and increased client activity.

All Other

	Three Months Ended June 30			Six Months Ended June 30		
(Dollars in millions)	**2021**	2020	% Change	**2021**	2020	% Change
Net interest income	**$ 41**	$ (53)	n/m	**$ 128**	$ 24	n/m
Noninterest income (loss)	**(1,525)**	(211)	n/m	**(2,551)**	(1,266)	102 %
Total revenue, net of interest expense	**(1,484)**	(264)	n/m	**(2,423)**	(1,242)	95
Provision for credit losses	**(53)**	(21)	n/m	**(100)**	93	n/m
Noninterest expense	**302**	305	(1) %	**610**	553	10
Loss before income taxes	**(1,733)**	(548)	n/m	**(2,933)**	(1,888)	55
Income tax benefit	**(3,596)**	(766)	n/m	**(5,052)**	(1,614)	n/m
Net income (loss)	**$ 1,863**	$ 218	n/m	**$ 2,119**	$ (274)	n/m

Balance Sheet

	Three Months Ended June 30			Six Months Ended June 30		
Average	**2021**	2020	% Change	**2021**	2020	% Change
Total loans and leases	**$ 19,209**	$ 29,923	(36) %	**$ 20,007**	$ 33,238	(40) %
Total assets [(1)]	**187,226**	249,846	(25)	**197,281**	225,674	(13)
Total deposits	**14,073**	21,387	(34)	**14,212**	22,473	(37)
Period end				**June 30 2021**	December 31 2020	% Change
Total loans and leases				**$ 18,306**	$ 21,301	(14) %
Total assets [(1)]				**206,341**	264,141	(22)
Total deposits				**13,540**	12,998	4

(1) In segments where the total of liabilities and equity exceeds assets, which are generally deposit-taking segments, we allocate assets from *All Other* to those segments to match liabilities (i.e., deposits) and allocated shareholders' equity. Average allocated assets were $1.1 trillion and $1.0 trillion for the three and six months ended June 30, 2021 compared to $740.7 billion and $656.5 billion for the same periods in 2020, and period-end allocated assets were $1.1 trillion and $977.7 billion at June 30, 2021 and December 31, 2020.

n/m = not meaningful

All Other primarily consists of ALM activities, liquidating businesses and certain expenses not otherwise allocated to a business segment. ALM activities encompass interest rate and foreign currency risk management activities for which substantially all of the results are allocated to our business segments. For more information on our ALM activities, see *Note 17 – Business Segment Information* to the Consolidated Financial Statements.

Three-Month Comparison

Net income increased $1.6 billion to $1.9 billion primarily driven by an increase in the income tax benefit, partially offset by lower revenue.

Revenue decreased $1.2 billion primarily due to a $704 million gain on sales of certain mortgage loans in the prior-year period and lower market making and similar activities.

The income tax benefit increased $2.8 billion primarily due to the impact of the U.K. tax law change and a higher level of income tax credits associated with increased ESG investment activities. For more information on the U.K. tax law change, see Financial Highlights on page 4. Both periods included income tax benefit adjustments to eliminate the FTE treatment of certain tax credits recorded in *Global Banking*.

Six-Month Comparison

Net income increased $2.4 billion to $2.1 billion primarily due to an increase in the income tax benefit, partially offset by lower revenue.

Revenue decreased $1.2 billion primarily due to the same factors as described in the three-month discussion.

The provision for credit losses improved $193 million to a benefit of $100 million primarily due to an improved macroeconomic outlook.

The income tax benefit increased $3.4 billion primarily due to the same factors as described in the three-month discussion. Both periods included income tax benefit adjustments to eliminate the FTE treatment of certain tax credits recorded in *Global Banking*.

Off-Balance Sheet Arrangements and Contractual Obligations

We have contractual obligations to make future payments on debt and lease agreements. Additionally, in the normal course of business, we enter into contractual arrangements whereby we commit to future purchases of products or services from unaffiliated parties. For more information on obligations and commitments, see *Note 10 – Commitments and Contingencies* to the Consolidated Financial Statements herein, as well as Off-Balance Sheet Arrangements and Contractual Obligations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K, and *Note 11 – Long-term Debt* and *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Representations and Warranties Obligations

For more information on representations and warranties obligations in connection with the sale of mortgage loans, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Managing Risk

Risk is inherent in all our business activities. The seven key types of risk faced by the Corporation are strategic, credit, market, liquidity, compliance, operational and reputational. Sound risk management enables us to serve our customers and deliver for our shareholders. If not managed well, risks can result in financial loss, regulatory sanctions and penalties, and damage to our reputation, each of which may adversely impact our ability to execute our business strategies. We take a comprehensive approach to risk management with a defined Risk Framework and an articulated Risk Appetite Statement, which are approved annually by the Enterprise Risk Committee and the Board.

Our Risk Framework serves as the foundation for the consistent and effective management of risks facing the Corporation. The Risk Framework sets forth clear roles, responsibilities and accountability for the management of risk and provides a blueprint for how the Board, through delegation of authority to committees and executive officers, establishes risk appetite and associated limits for our activities.

Our Risk Appetite Statement is intended to ensure that the Corporation maintains an acceptable risk profile by providing a common framework and a comparable set of measures for senior management and the Board to clearly indicate the level of risk the Corporation is willing to accept. Risk appetite is set at least annually and is aligned with the Corporation's strategic, capital and financial operating plans. Our line-of-business strategies and risk appetite are also similarly aligned.

For more information about the Corporation's risks related to the pandemic, see Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K. These pandemic-related risks are being managed within our Risk Framework and supporting risk management programs.

For more information on our Risk Framework, our risk management activities and the key types of risk faced by the Corporation, see the Managing Risk section in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Capital Management

The Corporation manages its capital position so that its capital is more than adequate to support its business activities and aligns with risk, risk appetite and strategic planning. For more information, including related regulatory requirements, see Capital Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

CCAR and Capital Planning

The Federal Reserve requires BHCs to submit a capital plan and planned capital actions on an annual basis, consistent with the rules governing the CCAR capital plan. We submitted our 2021 CCAR capital plan and related supervisory stress tests in April 2021 and received our results on June 24, 2021. Based on our results, we will be subject to a preliminary 2.5 percent SCB, unchanged from the current level, effective October 1, 2021 to September 30, 2022. Our CET1 capital ratio under the Standardized approach must remain above 9.5 percent during this period in order to avoid restrictions on capital distributions and discretionary bonus payments.

Due to uncertainty resulting from the pandemic, the Federal Reserve imposed various restrictions on share repurchase programs and dividends. In conjunction with its release of 2021 CCAR supervisory stress test results, the Federal Reserve announced those restrictions would end as of July 1, 2021 for large banks, including the Corporation, and large banks would be subject to the normal restrictions under the Federal Reserve's SCB framework.

On April 15, 2021, the Corporation announced that the Board authorized the repurchase of up to $25 billion of common stock over time. The Board also authorized repurchases to offset shares awarded under equity-based compensation plans. During the second quarter of 2021, we repurchased $4.2 billion of common stock, including repurchases to offset shares awarded under equity-based compensation plans during the period.

The timing and amount of common stock repurchases made pursuant to our stock repurchase program are subject to various factors, including the Corporation's capital position, liquidity, financial performance and alternative uses of capital, stock trading price, regulatory requirements and general market conditions, and may be suspended at any time. Such repurchases may be effected through open market purchases or privately negotiated transactions, including repurchase plans that satisfy the conditions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (Exchange Act).

Regulatory Capital

As a financial services holding company, we are subject to regulatory capital rules, including Basel 3, issued by U.S. banking regulators. The Corporation's depository institution subsidiaries are also subject to the Prompt Corrective Action (PCA) framework. The Corporation and its primary affiliated banking entity, BANA, are Advanced approaches institutions under Basel 3 and are required to report regulatory risk-based capital ratios and risk-weighted assets (RWA) under both the Standardized and Advanced approaches. The approach that yields the lower ratio is used to assess capital adequacy including under the PCA framework. As of June 30, 2021, the CET1, Tier 1 capital and Total capital ratios for the Corporation were lower under the Standardized approach.

Minimum Capital Requirements

In order to avoid restrictions on capital distributions and discretionary bonus payments, the Corporation must meet risk-based capital ratio requirements that include a capital conservation buffer or SCB, plus any applicable countercyclical capital buffer and a global systemically important bank (G-SIB) surcharge. The buffers and surcharge must be comprised solely of CET1 capital. The Corporation's CET1 capital ratio must be a minimum of 9.5 percent under both the Standardized and Advanced approaches.

The Corporation is also required to maintain a minimum supplementary leverage ratio (SLR) of 3.0 percent plus a leverage buffer of 2.0 percent in order to avoid certain restrictions on capital distributions and discretionary bonus payments. Our insured depository institution subsidiaries are required to maintain a minimum 6.0 percent SLR to be considered well capitalized under the PCA framework.

Capital Composition and Ratios

Table 8 presents Bank of America Corporation’s capital ratios and related information in accordance with Basel 3 Standardized and Advanced approaches as measured at June 30, 2021 and December 31, 2020. For the periods presented herein, the Corporation met the definition of well capitalized under current regulatory requirements.

Table 8 Bank of America Corporation Regulatory Capital under Basel 3

(Dollars in millions, except as noted)	Standardized Approach [1]	Advanced Approaches [1]	Regulatory Minimum [2]
	June 30, 2021		
Risk-based capital metrics:			
Common equity tier 1 capital	**$ 178,818**	**$ 178,818**	
Tier 1 capital	**202,245**	**202,245**	
Total capital [3]	**234,486**	**227,736**	
Risk-weighted assets (in billions)	**1,552**	**1,380**	
Common equity tier 1 capital ratio	**11.5 %**	**13.0 %**	**9.5 %**
Tier 1 capital ratio	**13.0**	**14.7**	**11.0**
Total capital ratio	**15.1**	**16.5**	**13.0**
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	**$ 2,938**	**$ 2,938**	
Tier 1 leverage ratio	**6.9 %**	**6.9 %**	**4.0**
Supplementary leverage exposure (in billions) [5]		**$ 3,444**	
Supplementary leverage ratio		**5.9 %**	**5.0**
	December 31, 2020		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 176,660	$ 176,660	
Tier 1 capital	200,096	200,096	
Total capital [3]	237,936	227,685	
Risk-weighted assets (in billions)	1,480	1,371	
Common equity tier 1 capital ratio	11.9 %	12.9 %	9.5 %
Tier 1 capital ratio	13.5	14.6	11.0
Total capital ratio	16.1	16.6	13.0
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	$ 2,719	$ 2,719	
Tier 1 leverage ratio	7.4 %	7.4 %	4.0
Supplementary leverage exposure (in billions) [5]		$ 2,786	
Supplementary leverage ratio		7.2 %	5.0

(1) As of June 30, 2021 and December 31, 2020, capital ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of the current expected credit losses (CECL) accounting standard.
(2) The capital conservation buffer and G-SIB surcharge were 2.5 percent at both June 30, 2021 and December 31, 2020. At June 30, 2021 and December 31, 2020, the Corporation's SCB of 2.5 percent was applied in place of the capital conservation buffer under the Standardized approach. The countercyclical capital buffer for both periods was zero. The CET1 capital regulatory minimum is the sum of the CET1 capital ratio minimum of 4.5 percent, our G-SIB surcharge of 2.5 percent and our SCB or the capital conservation buffer, as applicable, of 2.5 percent. The SLR regulatory minimum includes a leverage buffer of 2.0 percent.
(3) Total capital under the Advanced approaches differs from the Standardized approach due to differences in the amount permitted in Tier 2 capital related to the qualifying allowance for credit losses.
(4) Reflects total average assets adjusted for certain Tier 1 capital deductions.
(5) Supplementary leverage exposure at December 31, 2020 reflects the temporary exclusion of U.S. Treasury securities and deposits at Federal Reserve Banks. The temporary relief expired after March 31, 2021 and is not reflected in supplementary leverage exposure at June 30, 2021.

At June 30, 2021, CET1 capital was $178.8 billion, an increase of $2.2 billion from December 31, 2020, driven by earnings, partially offset by common stock repurchases, dividends, the increase in deferred tax assets due to the change in U.K. tax law and lower net unrealized gains on available-for-sale (AFS) debt securities included in accumulated other comprehensive income (OCI). Tier 1 capital increased $2.1 billion primarily driven by the same factors as CET1 capital. Total capital under the Standardized approach decreased $3.5 billion primarily driven by a decrease in the adjusted allowance for credit losses included in Tier 2 capital, partially offset by the same factors driving the increase in CET1 capital. RWA under the Standardized approach, which yielded the lower CET1 capital ratio at June 30, 2021, increased $71.9 billion during the six months ended June 30, 2021 to $1,552 billion primarily due to strong client activity in *Global Markets* and investments of excess liquidity. Supplementary leverage exposure at June 30, 2021 increased $658.1 billion during the six months ended June 30, 2021 primarily due to the expiration of the Federal Reserve’s temporary relief to exclude U.S. Treasury securities and deposits at Federal Reserve Banks.

Table 9 shows the capital composition at June 30, 2021 and December 31, 2020.

Table 9 Capital Composition under Basel 3

(Dollars in millions)	June 30 2021	December 31 2020
Total common shareholders' equity	**$ 253,678**	$ 248,414
CECL transitional amount (1)	**2,994**	4,213
Goodwill, net of related deferred tax liabilities	**(68,638)**	(68,565)
Deferred tax assets arising from net operating loss and tax credit carryforwards	**(7,641)**	(5,773)
Intangibles, other than mortgage servicing rights, net of related deferred tax liabilities	**(1,662)**	(1,617)
Defined benefit pension plan net assets	**(1,196)**	(1,164)
Cumulative unrealized net (gain) loss related to changes in fair value of financial liabilities attributable to own creditworthiness, net-of-tax	**1,499**	1,753
Other	**(216)**	(601)
Common equity tier 1 capital	**178,818**	176,660
Qualifying preferred stock, net of issuance cost	**23,440**	23,437
Other	**(13)**	(1)
Tier 1 capital	**202,245**	200,096
Tier 2 capital instruments	**20,674**	22,213
Qualifying allowance for credit losses (2)	**11,993**	15,649
Other	**(426)**	(22)
Total capital under the Standardized approach	**234,486**	237,936
Adjustment in qualifying allowance for credit losses under the Advanced approaches (2)	**(6,750)**	(10,251)
Total capital under the Advanced approaches	**$ 227,736**	$ 227,685

(1) Includes the impact of the Corporation's adoption of the CECL accounting standard on January 1, 2020 and 25 percent of the increase in reserves since the initial adoption.
(2) Includes the impact of transition provisions related to the CECL accounting standard.

Table 10 shows the components of RWA as measured under Basel 3 at June 30, 2021 and December 31, 2020.

Table 10 Risk-weighted Assets under Basel 3

	Standardized Approach	**Advanced Approaches**	Standardized Approach	Advanced Approaches
(Dollars in billions)	**June 30, 2021**		December 31, 2020	
Credit risk	**$ 1,486**	**$ 898**	$ 1,420	$ 896
Market risk	**66**	**65**	60	60
Operational risk	**n/a**	**373**	n/a	372
Risks related to credit valuation adjustments	**n/a**	**44**	n/a	43
Total risk-weighted assets	**$ 1,552**	**$ 1,380**	$ 1,480	$ 1,371

n/a = not applicable

Bank of America, N.A. Regulatory Capital

Table 11 presents regulatory capital information for BANA in accordance with Basel 3 Standardized and Advanced approaches as measured at June 30, 2021 and December 31, 2020. BANA met the definition of well capitalized under the PCA framework for both periods.

Table 11 Bank of America, N.A. Regulatory Capital under Basel 3

(Dollars in millions, except as noted)	Standardized Approach [1]	Advanced Approaches [1]	Regulatory Minimum [2]
	June 30, 2021		
Risk-based capital metrics:			
Common equity tier 1 capital	**$ 170,512**	**$ 170,512**	
Tier 1 capital	**170,512**	**170,512**	
Total capital [3]	**184,226**	**176,693**	
Risk-weighted assets (in billions)	**1,270**	**1,009**	
Common equity tier 1 capital ratio	**13.4 %**	**16.9 %**	**7.0 %**
Tier 1 capital ratio	**13.4**	**16.9**	**8.5**
Total capital ratio	**14.5**	**17.5**	**10.5**
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	**$ 2,269**	**$ 2,269**	
Tier 1 leverage ratio	**7.5 %**	**7.5 %**	**5.0**
Supplementary leverage exposure (in billions)		**$ 2,664**	
Supplementary leverage ratio		**6.4 %**	**6.0**
	December 31, 2020		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 164,593	$ 164,593	
Tier 1 capital	164,593	164,593	
Total capital [3]	181,370	170,992	
Risk-weighted assets (in billions)	1,221	1,014	
Common equity tier 1 capital ratio	13.5 %	16.2 %	7.0 %
Tier 1 capital ratio	13.5	16.2	8.5
Total capital ratio	14.9	16.9	10.5
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	$ 2,143	$ 2,143	
Tier 1 leverage ratio	7.7 %	7.7 %	5.0
Supplementary leverage exposure (in billions)		$ 2,525	
Supplementary leverage ratio		6.5 %	6.0

(1) Capital ratios for both June 30, 2021 and December 31, 2020 are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.
(2) Risk-based capital regulatory minimums at June 30, 2021 and December 31, 2020 are the minimum ratios under Basel 3 including a capital conservation buffer of 2.5 percent. The regulatory minimums for the leverage ratios as of both period ends are the percent required to be considered well capitalized under the PCA framework.
(3) Total capital under the Advanced approaches differs from the Standardized approach due to differences in the amount permitted in Tier 2 capital related to the qualifying allowance for credit losses.
(4) Reflects total average assets adjusted for certain Tier 1 capital deductions.

Total Loss-Absorbing Capacity Requirements

Total loss-absorbing capacity (TLAC) consists of the Corporation’s Tier 1 capital and eligible long-term debt issued directly by the Corporation. Eligible long-term debt for TLAC ratios is comprised of unsecured debt that has a remaining maturity of at least one year and satisfies additional requirements as prescribed in the TLAC final rule. As with the risk-based capital ratios and SLR, the Corporation is required to maintain TLAC ratios in excess of minimum requirements plus applicable buffers to avoid restrictions on capital distributions and discretionary bonus payments. Table 12 presents the Corporation's TLAC and long-term debt ratios and related information as of June 30, 2021 and December 31, 2020.

Table 12 Bank of America Corporation Total Loss-Absorbing Capacity and Long-Term Debt

(Dollars in millions)	TLAC [1]	Regulatory Minimum [2]	Long-term Debt	Regulatory Minimum [3]
	June 30, 2021			
Total eligible balance	**$ 429,120**		**$ 218,484**	
Percentage of risk-weighted assets [4]	**27.7 %**	**22.0 %**	**14.1 %**	**8.5 %**
Percentage of supplementary leverage exposure [5]	**12.5**	**9.5**	**6.3**	**4.5**
	December 31, 2020			
Total eligible balance	$ 405,153		$ 196,997	
Percentage of risk-weighted assets [4]	27.4 %	22.0 %	13.3 %	8.5 %
Percentage of supplementary leverage exposure [5]	14.5	9.5	7.1	4.5

(1) As of June 30, 2021 and December 31, 2020, TLAC ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.
(2) The TLAC RWA regulatory minimum consists of 18.0 percent plus a TLAC RWA buffer comprised of 2.5 percent plus the Method 1 G-SIB surcharge of 1.5 percent. The countercyclical buffer is zero for both periods. The TLAC supplementary leverage exposure regulatory minimum consists of 7.5 percent plus a 2.0 percent TLAC leverage buffer. The TLAC RWA and leverage buffers must be comprised solely of CET1 capital and Tier 1 capital, respectively.
(3) The long-term debt RWA regulatory minimum is comprised of 6.0 percent plus an additional 2.5 percent requirement based on the Corporation's Method 2 G-SIB surcharge. The long-term debt leverage exposure regulatory minimum is 4.5 percent.
(4) The approach that yields the higher RWA is used to calculate TLAC and long-term debt ratios, which was the Standardized approach as of June 30, 2021 and December 31, 2020.
(5) Supplementary leverage exposure at December 31, 2020 reflects the temporary exclusion of U.S. Treasury Securities and deposits at Federal Reserve Banks. The temporary relief expired after March 31, 2021 and is not reflected in supplementary leverage exposure at June 30, 2021.

Regulatory Developments

The following supplements the disclosure in Capital Management – Regulatory Developments in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Supplementary Leverage Ratio

On March 19, 2021, the U.S. banking regulators announced that the temporary change to the SLR for BHCs and depository institutions issued in 2020 would expire as scheduled after March 31, 2021. While the temporary relief automatically applied to the Corporation, the Corporation's lead depository institution, Bank of America, N.A., did not opt to take advantage of the SLR relief offered by the OCC. At June 30, 2021, the Corporation's SLR, reflecting the expiration of the temporary relief, was 5.9 percent, which is 0.9 percent, or $30 billion, in excess of the 5.0 percent required by the Federal Reserve.

Regulatory Capital and Securities Regulation

The Corporation's principal U.S. broker-dealer subsidiaries are BofA Securities, Inc. (BofAS), Merrill Lynch Professional Clearing Corp. (MLPCC) and Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S). The Corporation's principal European broker-dealer subsidiaries are Merrill Lynch International (MLI) and BofA Securities Europe SA (BofASE).

The U.S. broker-dealer subsidiaries are subject to the net capital requirements of Rule 15c3-1 under the Exchange Act. BofAS computes its minimum capital requirements as an alternative net capital broker-dealer under Rule 15c3-1e, and MLPCC and MLPF&S compute their minimum capital requirements in accordance with the alternative standard under Rule 15c3-1. BofAS and MLPCC are also registered as futures commission merchants and are subject to CFTC Regulation 1.17. The U.S. broker-dealer subsidiaries are also registered with the Financial Industry Regulatory Authority, Inc. (FINRA). Pursuant to FINRA Rule 4110, FINRA may impose higher net capital requirements than Rule 15c3-1 under the Exchange Act with respect to each of the broker-dealers.

BofAS provides institutional services, and in accordance with the alternative net capital requirements, is required to maintain tentative net capital in excess of $1.0 billion and net capital in excess of the greater of $500 million or a certain percentage of its reserve requirement. BofAS must also notify the SEC in the event its tentative net capital is less than $5.0 billion. BofAS is also required to hold a certain percentage of its customers' and affiliates' risk-based margin in order to meet its CFTC minimum net capital requirement. At June 30, 2021, BofAS had tentative net capital of $18.0 billion. BofAS also had regulatory net capital of $15.2 billion, which exceeded the minimum requirement of $3.0 billion.

MLPCC is a fully-guaranteed subsidiary of BofAS and provides clearing and settlement services as well as prime brokerage and arranged financing services for institutional clients. At June 30, 2021, MLPCC's regulatory net capital of $5.7 billion exceeded the minimum requirement of $1.5 billion.

MLPF&S provides retail services. At June 30, 2021, MLPF&S' regulatory net capital was $3.7 billion, which exceeded the minimum requirement of $182 million.

Our European broker-dealers are regulated by non-U.S. regulators. MLI, a U.K. investment firm, is regulated by the Prudential Regulation Authority and the FCA and is subject to certain regulatory capital requirements. At June 30, 2021, MLI's capital resources were $33.9 billion, which exceeded the minimum Pillar 1 requirement of $14.8 billion. BofASE, a French investment firm, is regulated by the Autorité de Contrôle Prudentiel et de Résolution and the Autorité des Marchés Financiers, and is subject to certain regulatory capital requirements. At June 30, 2021, BofASE's capital resources were $7.2 billion which exceeded the minimum Pillar 1 requirement of $2.7 billion.

Liquidity Risk

Funding and Liquidity Risk Management

Our primary liquidity risk management objective is to meet expected or unexpected cash flow and collateral needs while continuing to support our businesses and customers under a range of economic conditions. To achieve that objective, we analyze and monitor our liquidity risk under expected and stressed conditions, maintain liquidity and access to diverse funding sources, including our stable deposit base, and seek to align liquidity-related incentives and risks. These liquidity risk management practices have allowed us to effectively manage the market stress from the pandemic that began in the first quarter of 2020. For more information on the effects of the pandemic, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3 herein and Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K.

We define liquidity as readily available assets, limited to cash and high-quality, liquid, unencumbered securities that we can use to meet our contractual and contingent financial obligations as they arise. We manage our liquidity position through line-of-business and ALM activities, as well as through our legal entity funding strategy, on both a forward and current (including intraday) basis under both expected and stressed conditions. We believe that a centralized approach to funding and liquidity management enhances our ability to monitor liquidity requirements, maximizes access to funding sources, minimizes borrowing costs and facilitates timely responses to liquidity events. For more information regarding global funding and liquidity risk management, as well as liquidity sources, liquidity arrangements, contingency planning and credit ratings discussed below, see Liquidity Risk in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

NB Holdings Corporation

We have intercompany arrangements with certain key subsidiaries under which we transferred certain assets of Bank of America Corporation, as the parent company, which is a separate and distinct legal entity from our bank and nonbank subsidiaries, and agreed to transfer certain additional parent company assets not needed to satisfy anticipated near-term expenditures to NB Holdings Corporation, a wholly-owned holding company subsidiary (NB Holdings). The parent company is expected to continue to have access to the same flow of dividends, interest and other amounts of cash necessary to service its debt, pay dividends and perform other obligations as it would have had if it had not entered into these arrangements and transferred any assets. These arrangements support our preferred single point of entry resolution strategy, under which only the parent company would be resolved under the U.S. Bankruptcy Code.

Global Liquidity Sources and Other Unencumbered Assets

Table 13 presents average Global Liquidity Sources (GLS) for the three months ended June 30, 2021 and December 31, 2020.

Table 13 Average Global Liquidity Sources

	Three Months Ended	
(Dollars in billions)	**June 30 2021**	December 31 2020
Bank entities	**$ 909**	$ 773
Nonbank and other entities [1]	**154**	170
Total Average Global Liquidity Sources	**$ 1,063**	$ 943

[1] Nonbank includes Parent, NB Holdings and other regulated entities.

Our bank subsidiaries' liquidity is primarily driven by deposit and lending activity, as well as securities valuation and net debt activity. Bank subsidiaries can also generate incremental liquidity by pledging a range of unencumbered loans and securities to certain Federal Home Loan Banks (FHLBs) and the Federal Reserve Discount Window. The cash we could have obtained by borrowing against this pool of specifically-identified eligible assets was $300 billion and $306 billion at June 30, 2021 and December 31, 2020. We have established operational procedures to enable us to borrow against these assets, including regularly monitoring our total pool of eligible loans and securities collateral. Eligibility is defined in guidelines from the FHLBs and the Federal Reserve and is subject to change at their discretion. Due to regulatory restrictions, liquidity generated by the bank subsidiaries can generally be used only to fund obligations within the bank subsidiaries, and transfers to the parent company or nonbank subsidiaries may be subject to prior regulatory approval.

Liquidity is also held in nonbank entities, including the Parent, NB Holdings and other regulated entities. Parent company and NB Holdings liquidity is typically in the form of cash deposited at BANA, which is excluded from the liquidity at bank subsidiaries, and high-quality, liquid, unencumbered securities. Liquidity held in other regulated entities, comprised primarily of broker-dealer subsidiaries, is primarily available to meet the obligations of that entity, and transfers to the parent company or to any other subsidiary may be subject to prior regulatory approval due to regulatory restrictions and minimum requirements. Our other regulated entities also hold unencumbered investment-grade securities and equities that we believe could be used to generate additional liquidity.

Table 14 presents the composition of average GLS for the three months ended June 30, 2021 and December 31, 2020.

Table 14 Average Global Liquidity Sources Composition

	Three Months Ended	
(Dollars in billions)	**June 30 2021**	December 31 2020
Cash on deposit	**$ 247**	$ 322
U.S. Treasury securities	**227**	141
U.S. agency securities, mortgage-backed securities, and other investment-grade securities	**570**	462
Non-U.S. government securities	**19**	18
Total Average Global Liquidity Sources	**$ 1,063**	$ 943

Our GLS are substantially the same in composition to what qualifies as High Quality Liquid Assets (HQLA) under the final U.S. Liquidity Coverage Ratio (LCR) rules. However, HQLA for purposes of calculating LCR is not reported at market value, but at a lower value that incorporates regulatory deductions and the exclusion of excess liquidity held at certain subsidiaries. The LCR is calculated as the amount of a financial institution's unencumbered HQLA relative to the estimated net cash outflows the institution could encounter over a 30-day period of significant liquidity stress, expressed as a percentage. Our average consolidated HQLA, on a net basis, was $602 billion and $584 billion for the three months ended June 30, 2021 and December 31, 2020. For the same periods, the average consolidated LCR was 117 percent and 122 percent. Our LCR fluctuates due to normal business flows from customer activity.

Liquidity Stress Analysis

We utilize liquidity stress analysis to assist us in determining the appropriate amounts of liquidity to maintain at the parent company and our subsidiaries to meet contractual and contingent cash outflows under a range of scenarios. For more information on liquidity stress analysis, see Liquidity Risk – Liquidity Stress Analysis in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Net Stable Funding Ratio Final Rule

On October 20, 2020, the U.S. Agencies finalized the Net Stable Funding Ratio (NSFR), a rule requiring large banks to maintain a minimum level of stable funding over a one-year period. The final rule is intended to support the ability of banks to lend to households and businesses in both normal and adverse economic conditions and is complementary to the LCR rule, which focuses on short-term liquidity risks. The final rule was effective July 1, 2021. The U.S. NSFR applies to the Corporation on a consolidated basis and to our insured depository institutions. The Corporation is in compliance with the final NSFR rule in the regulatory timeline provided, and there have not been any significant impacts to the Corporation.

Diversified Funding Sources

We fund our assets primarily with a mix of deposits, and secured and unsecured liabilities through a centralized, globally coordinated funding approach diversified across products, programs, markets, currencies and investor groups. We fund a substantial portion of our lending activities through our deposits, which were $1.91 trillion and $1.80 trillion at June 30, 2021 and December 31, 2020.

Our trading activities in other regulated entities are primarily funded on a secured basis through securities lending and repurchase agreements, and these amounts will vary based on customer activity and market conditions.

Long-term Debt

During the six months ended June 30, 2021, we issued $48.2 billion of long-term debt consisting of $36.9 billion of notes issued by Bank of America Corporation, substantially all of which was TLAC compliant, $4.4 billion of notes issued by Bank of America, N.A. and $6.9 billion of other debt.

During the six months ended June 30, 2021, we had total long-term debt maturities and redemptions in the aggregate of $29.0 billion consisting of $17.6 billion for Bank of America Corporation, $5.4 billion for Bank of America, N.A. and $6.0 billion of other debt. Table 15 presents the carrying value of aggregate annual contractual maturities of long-term debt at June 30, 2021.

Table 15 Long-term Debt by Maturity

(Dollars in millions)	Remainder of 2021	2022	2023	2024	2025	Thereafter	Total
Bank of America Corporation							
Senior notes [1]	$ 3,391	$ 5,819	$ 23,615	$ 23,845	$ 20,020	$ 129,724	**$ 206,414**
Senior structured notes	192	1,990	599	344	409	11,266	**14,800**
Subordinated notes	371	—	—	3,299	5,444	14,216	**23,330**
Junior subordinated notes	—	—	—	—	—	740	**740**
Total Bank of America Corporation	3,954	7,809	24,214	27,488	25,873	155,946	**245,284**
Bank of America, N.A.							
Senior notes	—	2,945	507	—	—	3	**3,455**
Subordinated notes	—	—	—	—	—	1,794	**1,794**
Advances from Federal Home Loan Banks	500	3	1	—	17	73	**594**
Securitizations and other Bank VIEs [2]	1,250	1,249	999	999	—	74	**4,571**
Other	50	88	192	119	198	27	**674**
Total Bank of America, N.A.	1,800	4,285	1,699	1,118	215	1,971	**11,088**
Other debt							
Structured Liabilities	2,872	3,964	2,273	1,563	615	6,379	**17,666**
Nonbank VIEs [2]	1	—	—	—	—	565	**566**
Total other debt	2,873	3,964	2,273	1,563	615	6,944	**18,232**
Total long-term debt	$ 8,627	$ 16,058	$ 28,186	$ 30,169	$ 26,703	$ 164,861	**$ 274,604**

(1) Total includes $168.7 billion of outstanding notes that are both TLAC eligible and callable one year before their stated maturities, including $2.5 billion during the remainder of 2021, and $15.2 billion, $17.1 billion, $16.1 billion and $12.9 billion during each year of 2022 through 2025, respectively, and $104.9 billion thereafter. For more information on our TLAC eligible and callable outstanding notes, see Liquidity Risk – Diversified Funding Sources in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.
(2) Represents liabilities of consolidated variable interest entities (VIEs) included in total long-term debt on the Consolidated Balance Sheet.

Total long-term debt increased $11.7 billion to $274.6 billion during the six months ended June 30, 2021, primarily due to debt issuances, partially offset by debt maturities and redemptions and valuation adjustments. We may, from time to time, purchase outstanding debt instruments in various transactions, depending on market conditions, liquidity and other factors. Our other regulated entities may also make markets in our debt instruments to provide liquidity for investors.

During the six months ended June 30, 2021, we issued $2.2 billion of structured notes, which are unsecured debt obligations that pay investors returns linked to other debt or equity securities, indices, currencies or commodities. These structured notes are typically issued to meet client demand, and notes with certain attributes may also be TLAC eligible. We typically hedge the returns we are obligated to pay on these liabilities with derivatives and/or investments in the underlying instruments, so that from a funding perspective, the cost is similar to our other unsecured long-term debt. We could be required to settle certain structured note obligations for cash or other securities prior to maturity under certain circumstances, which we consider for liquidity planning purposes. We believe, however, that a portion of such borrowings will remain outstanding beyond the earliest put or redemption date.

Substantially all of our senior and subordinated debt obligations contain no provisions that could trigger a requirement for an early repayment, require additional collateral support, result in changes to terms, accelerate maturity or create additional financial obligations upon an adverse change in our credit ratings, financial ratios, earnings, cash flows or stock price. For more information on long-term debt funding, including issuances and maturities and redemptions, see *Note 11 – Long-term Debt* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

We use derivative transactions to manage interest rate and currency risks of our borrowings, considering the characteristics of the assets they are funding. For more information on our ALM activities, see Interest Rate Risk Management for the Banking Book on page 45.

Credit Ratings

Credit ratings and outlooks are opinions expressed by rating agencies on our creditworthiness and that of our obligations or securities, including long-term debt, short-term borrowings, preferred stock and other securities, including asset securitizations. Table 16 presents the Corporation's current long-term/short-term senior debt ratings and outlooks expressed by the rating agencies.

On May 24, 2021, Standard & Poor’s Global Ratings (S&P) affirmed the current ratings of the Corporation and its subsidiaries, while at the same time revising its rating outlook to Positive from Stable.

On June 7, 2021, Fitch Ratings (Fitch) upgraded the long-term senior debt ratings of the Corporation and its rated subsidiaries by one notch, to AA- and AA, respectively. Fitch also upgraded the Corporation’s short-term rating to F1+ which is now aligned with the short-term rating of its subsidiaries, including BANA. Following the upgrade, the rating outlook for the Corporation and its subsidiaries is Stable.

The current ratings and Stable outlooks for the Corporation and its subsidiaries from Moody's Investors Service did not change from those disclosed in the Corporation's 2020 Annual Report on Form 10-K.

For more information on additional collateral and termination payments that could be required in connection with certain over-the-counter derivative contracts and other trading agreements in the event of a credit rating downgrade, see *Note 3 – Derivatives* to the Consolidated Financial Statements herein and Item 1A. Risk Factors of the Corporation’s 2020 Annual Report on Form 10-K.

Table 16 Senior Debt Ratings

	Moody’s Investors Service			Standard & Poor’s Global Ratings			Fitch Ratings		
	Long-term	Short-term	Outlook	Long-term	Short-term	Outlook	Long-term	Short-term	Outlook
Bank of America Corporation	A2	P-1	Stable	A-	A-2	Positive	AA-	F1+	Stable
Bank of America, N.A.	Aa2	P-1	Stable	A+	A-1	Positive	AA	F1+	Stable
Bank of America Europe Designated Activity Company	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
Merrill Lynch, Pierce, Fenner & Smith Incorporated	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
BofA Securities, Inc.	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
Merrill Lynch International	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
BofA Securities Europe SA	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable

NR = not rated

Finance Subsidiary Issuers and Parent Guarantor

BofA Finance LLC, a Delaware limited liability company, is a consolidated finance subsidiary of the Corporation that has issued and sold, and is expected to continue to issue and sell, its senior unsecured debt securities. In addition, each of BAC Capital Trust XIII and BAC Capital Trust XIV, Delaware statutory trusts, is a 100 percent owned finance subsidiary of the Corporation that has issued and sold trust preferred securities that remained outstanding at June 30, 2021. The Corporation has fully and unconditionally guaranteed (or effectively provided for the full and unconditional guarantee of) all such securities issued by such finance subsidiaries. For more information regarding such guarantees by the Corporation, see Liquidity Risk – Finance Subsidiary Issuers and Parent Guarantor in the MD&A of the Corporation’s 2020 Annual Report on Form 10-K.

Credit Risk Management

For information on our credit risk management activities, see Consumer Portfolio Credit Risk Management below, Commercial Portfolio Credit Risk Management on page 35, Non-U.S. Portfolio on page 40, Allowance for Credit Losses on page 41, and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

During the six months ended June 30, 2021, the economy gained momentum as unemployment continued to decline from double-digit highs during 2020 and parts of the economy continued to open as vaccination rates increased, case levels showed improvements and restrictions generally began to ease. Individuals and businesses in the U.S. continue to receive various forms of support through economic stimulus packages enacted in 2020 and 2021. While there has been improvement, uncertainty remains about the timing and strength of the economy's recovery, which could lead to adverse impacts to credit quality metrics in future periods. For more information on how the pandemic may affect our operations, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3 and Item 1A. Risk Factors – Coronavirus Disease of the Corporation’s 2020 Annual Report on Form 10-K.

Consumer Portfolio Credit Risk Management

Credit risk management for the consumer portfolio begins with initial underwriting and continues throughout a borrower’s credit cycle. Statistical techniques in conjunction with experiential judgment are used in all aspects of portfolio management including underwriting, product pricing, risk appetite, setting credit limits, and establishing operating processes and metrics to quantify and balance risks and returns. Statistical models are built using detailed behavioral information from external sources such as credit bureaus and/or internal historical experience and are a component of our consumer credit risk management process. These models are used in part to assist in making both new and ongoing credit decisions, as well as portfolio management strategies, including authorizations and line management, collection practices and strategies, and determination of the allowance for loan and lease losses and allocated capital for credit risk.

Consumer Credit Portfolio

The economic environment improved during the six months ended June 30, 2021, with the U.S. unemployment rate continuing to decline and home prices increasing. During the three and six months ended June 30, 2021, net charge-offs decreased $221 million and $400 million to $513 million and $1.2 billion primarily due to lower credit card losses, as balance declines and the impact of government stimulus measures were partially offset by charge-offs associated with deferrals that expired in 2020. During the six months ended June 30, 2021, nonperforming loans increased due to deferral activity.

The consumer allowance for loan and lease losses decreased $2.6 billion during the six months ended June 30, 2021 to $7.4 billion primarily due to an improved economic outlook. For more information, see Allowance for Credit Losses on page 41.

For more information on our accounting policies regarding delinquencies, nonperforming status, charge-offs and troubled debt restructurings (TDRs) for the consumer portfolio, as well as interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

Table 17 presents our outstanding consumer loans and leases, consumer nonperforming loans and accruing consumer loans past due 90 days or more.

Table 17 Consumer Credit Quality

	Outstandings [1]		Nonperforming		Accruing Past Due 90 Days or More	
(Dollars in millions)	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020
Residential mortgage [2]	**$ 214,324**	$ 223,555	**$ 2,343**	$ 2,005	**$ 687**	$ 762
Home equity	**30,469**	34,311	**651**	649	**—**	—
Credit card	**75,599**	78,708	**n/a**	n/a	**533**	903
Direct/Indirect consumer [3]	**96,903**	91,363	**50**	71	**15**	33
Other consumer	**172**	124	**—**	—	**—**	—
Consumer loans excluding loans accounted for under the fair value option	**$ 417,467**	$ 428,061	**$ 3,044**	$ 2,725	**$ 1,235**	$ 1,698
Loans accounted for under the fair value option [4]	**654**	735				
Total consumer loans and leases	**$ 418,121**	$ 428,796				
Percentage of outstanding consumer loans and leases [5]	**n/a**	n/a	**0.73 %**	0.64 %	**0.30 %**	0.40 %
Percentage of outstanding consumer loans and leases, excluding fully-insured loan portfolios [5]	**n/a**	n/a	**0.75**	0.65	**0.14**	0.22

(1) Outstandings include non-core residential mortgage of $7.2 billion and $8.3 billion and home equity of $3.6 billion and $4.0 billion at June 30, 2021 and December 31, 2020. For more information on non-core loans, see Consumer Credit Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.
(2) Residential mortgage loans accruing past due 90 days or more are fully-insured loans. At June 30, 2021 and December 31, 2020, residential mortgage includes $501 million and $537 million of loans on which interest had been curtailed by the Federal Housing Administration (FHA), and therefore were no longer accruing interest, although principal was still insured, and $186 million and $225 million of loans on which interest was still accruing.
(3) Outstandings primarily include auto and specialty lending loans and leases of $46.4 billion and $46.4 billion, U.S. securities-based lending loans of $46.4 billion and $41.1 billion and non-U.S. consumer loans of $3.0 billion and $3.0 billion at June 30, 2021 and December 31, 2020.
(4) Consumer loans accounted for under the fair value option include residential mortgage loans of $257 million and $298 million and home equity loans of $397 million and $437 million at June 30, 2021 and December 31, 2020. For more information on the fair value option, see *Note 15 – Fair Value Option* to the Consolidated Financial Statements.
(5) Excludes consumer loans accounted for under the fair value option. At June 30, 2021 and December 31, 2020, $13 million and $11 million of loans accounted for under the fair value option were past due 90 days or more and not accruing interest.
n/a = not applicable

Table 18 presents net charge-offs and related ratios for consumer loans and leases.

Table 18 Consumer Net Charge-offs and Related Ratios

	Net Charge-offs				Net Charge-off Ratios [1]			
	Three Months Ended June 30		Six Months Ended June 30		Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Residential mortgage	**$ (6)**	$ (20)	**$ (10)**	$ (21)	**(0.01)%**	(0.03)%	**(0.01)%**	(0.02)%
Home equity	**(24)**	(14)	**(59)**	(25)	**(0.31)**	(0.14)	**(0.37)**	(0.13)
Credit card	**488**	665	**1,122**	1,435	**2.67**	3.10	**3.07**	3.19
Direct/Indirect consumer	**(9)**	26	**22**	66	**(0.04)**	0.12	**0.05**	0.15
Other consumer	**64**	77	**131**	151	**n/m**	n/m	**n/m**	n/m
Total	**$ 513**	$ 734	**$ 1,206**	$ 1,606	**0.50**	0.65	**0.59**	0.70

(1) Net charge-off ratios are calculated as annualized net charge-offs divided by average outstanding loans and leases excluding loans accounted for under the fair value option.
n/m = not meaningful

We believe that the presentation of information adjusted to exclude the impact of the fully-insured loan portfolio and loans accounted for under the fair value option is more representative of the ongoing operations and credit quality of the business. As a result, in the following tables and discussions of the residential mortgage and home equity portfolios, we exclude loans accounted for under the fair value option and provide information that excludes the impact of the fully-insured loan portfolio in certain credit quality statistics.

Residential Mortgage

The residential mortgage portfolio made up the largest percentage of our consumer loan portfolio at 51 percent of consumer loans and leases at June 30, 2021. Approximately 51 percent of the residential mortgage portfolio was in *Consumer Banking* and 42 percent was in *GWIM*. The remaining portion was in *All Other* and was comprised of loans used in our overall ALM activities, delinquent FHA loans repurchased pursuant to our servicing agreements with the Government National Mortgage Association, as well as loans repurchased related to our representations and warranties.

Outstanding balances in the residential mortgage portfolio decreased $9.2 billion during the six months ended June 30, 2021 as paydowns were partially offset by originations.

At June 30, 2021 and December 31, 2020, the residential mortgage portfolio included $12.5 billion and $11.8 billion of outstanding fully-insured loans, of which $2.5 billion and $2.8 billion had FHA insurance, with the remainder protected by Fannie Mae long-term standby agreements.

Table 19 presents certain residential mortgage key credit statistics on both a reported basis and excluding the fully-insured loan portfolio. The following discussion presents the residential mortgage portfolio excluding the fully-insured loan portfolio.

Table 19 Residential Mortgage – Key Credit Statistics

	Reported Basis [1]		Excluding Fully-insured Loans [1]	
(Dollars in millions)	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020
Outstandings	**$ 214,324**	$ 223,555	**$ 201,805**	$ 211,737
Accruing past due 30 days or more	**1,906**	2,314	**909**	1,224
Accruing past due 90 days or more	**687**	762	**—**	—
Nonperforming loans [2]	**2,343**	2,005	**2,343**	2,005
Percent of portfolio				
Refreshed LTV greater than 90 but less than or equal to 100	**1 %**	2 %	**1 %**	1 %
Refreshed LTV greater than 100	**—**	1	**—**	1
Refreshed FICO below 620	**2**	2	**1**	1
2006 and 2007 vintages [3]	**3**	3	**3**	3

[1] Outstandings, accruing past due, nonperforming loans and percentages of portfolio exclude loans accounted for under the fair value option. For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.
[2] Includes loans that are contractually current which primarily consist of collateral-dependent TDRs, including those that have been discharged in Chapter 7 bankruptcy and loans that have not yet demonstrated a sustained period of payment performance following a TDR.
[3] These vintages of loans accounted for $458 million, or 20 percent, and $503 million, or 25 percent, of nonperforming residential mortgage loans at June 30, 2021 and December 31, 2020.

Nonperforming outstanding balances in the residential mortgage portfolio increased $338 million during the six months ended June 30, 2021 primarily driven by deferral activity. Of the nonperforming residential mortgage loans at June 30, 2021, $1.2 billion, or 53 percent, were current on contractual payments. Loans accruing past due 30 days or more decreased $315 million driven by continued improvement in credit quality.

Net recoveries of $6 million and $10 million for the three and six months ended June 30, 2021 remained relatively unchanged compared to the same periods in the prior year.

Of the $201.8 billion in total residential mortgage loans outstanding at June 30, 2021, as shown in Table 20, 28 percent were originated as interest-only loans. The outstanding balance of interest-only residential mortgage loans that have entered the amortization period was $5.3 billion, or nine percent, at June 30, 2021. Residential mortgage loans that have entered the amortization period generally experienced a higher rate of early stage delinquencies and nonperforming status compared to the residential mortgage portfolio as a whole. At June 30, 2021, $66 million, or one percent, of outstanding interest-only residential mortgages that had entered the amortization period were accruing past due 30 days or more compared to $909 million, or less than one percent, for the entire residential mortgage portfolio. In addition, at June 30, 2021, $314 million, or six percent, of outstanding interest-only residential mortgage loans that had entered the amortization period were nonperforming, of which $112 million were contractually current, compared to $2.3 billion, or one percent, for the entire residential mortgage portfolio. Loans that have yet to enter the amortization period in our interest-only residential mortgage portfolio are primarily well-collateralized loans to our wealth management clients and have an interest-only period of three to ten years. Approximately 98 percent of these loans that have yet to enter the amortization period will not be required to make a fully-amortizing payment until 2022 or later.

Table 20 presents outstandings, nonperforming loans and net charge-offs by certain state concentrations for the residential mortgage portfolio. The Los Angeles-Long Beach-Santa Ana Metropolitan Statistical Area (MSA) within California represented 15 percent and 16 percent of outstandings at June 30, 2021 and December 31, 2020. In the New York area, the New York-Northern New Jersey-Long Island MSA made up 15 percent and 14 percent of outstandings at June 30, 2021 and December 31, 2020.

Table 20 Residential Mortgage State Concentrations

	Outstandings [1]		Nonperforming [1]		Net Charge-offs			
					Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**2021**	2020	**2021**	2020
California	**$ 75,531**	$ 83,185	**$ 739**	$ 570	**$ (5)**	$ (8)	**$ (7)**	$ (11)
New York	**23,996**	23,832	**361**	272	**—**	—	**2**	1
Florida	**13,080**	13,017	**173**	175	**(2)**	(1)	**(4)**	(3)
Texas	**8,648**	8,868	**86**	78	**—**	—	**—**	—
New Jersey	**8,415**	8,806	**110**	98	**—**	—	**—**	—
Other	**72,135**	74,029	**874**	812	**1**	(11)	**(1)**	(8)
Residential mortgage loans	**$ 201,805**	$ 211,737	**$ 2,343**	$ 2,005	**$ (6)**	$ (20)	**$ (10)**	$ (21)
Fully-insured loan portfolio	**12,519**	11,818						
Total residential mortgage loan portfolio	**$ 214,324**	$ 223,555						

[1] Outstandings and nonperforming loans exclude loans accounted for under the fair value option.

Home Equity

At June 30, 2021, the home equity portfolio made up seven percent of the consumer portfolio and was comprised of home equity lines of credit (HELOCs), home equity loans and reverse mortgages. HELOCs generally have an initial draw period of 10 years, and after the initial draw period ends, the loans generally convert to 15- or 20-year amortizing loans. We no longer originate home equity loans or reverse mortgages.

At June 30, 2021, 80 percent of the home equity portfolio was in *Consumer Banking*, 12 percent was in *All Other* and the remainder of the portfolio was primarily in *GWIM*. Outstanding balances in the home equity portfolio decreased $3.8 billion during the six months ended June 30, 2021 primarily due to paydowns outpacing new originations and draws on existing lines. Of the total home equity portfolio at June 30, 2021 and December 31, 2020, $12.8 billion, or 42 percent, and $13.8 billion, or 40 percent, were in first-lien positions. At June 30, 2021, outstanding balances in the home equity portfolio that were in a second-lien or more junior-lien position and where we also held the first-lien loan totaled $5.1 billion, or 17 percent of our total home equity portfolio.

Unused HELOCs totaled $41.0 billion and $42.3 billion at June 30, 2021 and December 31, 2020. The HELOC utilization rate was 41 percent and 43 percent at June 30, 2021 and December 31, 2020.

Table 21 presents certain home equity portfolio key credit statistics.

Table 21 **Home Equity – Key Credit Statistics** [(1)]

(Dollars in millions)	June 30 2021	December 31 2020
Outstandings	$ 30,469	$ 34,311
Accruing past due 30 days or more [(2)]	167	186
Nonperforming loans [(2, 3)]	651	649
Percent of portfolio		
Refreshed CLTV greater than 90 but less than or equal to 100	1 %	1 %
Refreshed CLTV greater than 100	1	1
Refreshed FICO below 620	3	3
2006 and 2007 vintages [(4)]	16	16

(1) Outstandings, accruing past due, nonperforming loans and percentages of the portfolio exclude loans accounted for under the fair value option. For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.
(2) Accruing past due 30 days or more include $21 million and $25 million and nonperforming loans include $90 million and $88 million of loans where we serviced the underlying first lien at June 30, 2021 and December 31, 2020.
(3) Includes loans that are contractually current which primarily consist of collateral-dependent TDRs, including those that have been discharged in Chapter 7 bankruptcy, junior-lien loans where the underlying first lien is 90 days or more past due, as well as loans that have not yet demonstrated a sustained period of payment performance following a TDR.
(4) These vintages of loans accounted for 35 percent and 36 percent of nonperforming home equity loans at June 30, 2021 and December 31, 2020.

Nonperforming outstanding balances in the home equity portfolio remained relatively unchanged at $651 million at June 30, 2021. Of the nonperforming home equity loans at June 30, 2021, $264 million, or 41 percent were current on contractual payments. In addition, $246 million, or 38 percent of nonperforming home equity loans were 180 days or more past due and had been written down to the estimated fair value of the collateral, less costs to sell. Accruing loans that were 30 days or more past due decreased $19 million during the six months ended June 30, 2021.

Net recoveries increased $10 million to $24 million and $34 million to $59 million for the three and six months ended June 30, 2021 compared to the same periods in 2020. The increase was driven by favorable portfolio trends due partly to improvement in home prices.

Of the $30.5 billion in total home equity portfolio outstandings at June 30, 2021, as shown in Table 21, 15 percent require interest-only payments. The outstanding balance of HELOCs that have reached the end of their draw period and have entered the amortization period was $8.0 billion at June 30, 2021. The HELOCs that have entered the amortization period have experienced a higher percentage of early stage delinquencies and nonperforming status when compared to the HELOC portfolio as a whole. At June 30, 2021, $107 million, or one percent, of outstanding HELOCs that had entered the amortization period were accruing past due 30 days or more. In addition, at June 30, 2021, $473 million, or six percent, were nonperforming. Loans that have yet to enter the amortization period in our interest-only portfolio are primarily post-2008 vintages and generally have better credit quality than the previous vintages that had entered the amortization period. We communicate to contractually current customers more than a year prior to the end of their draw period to inform them of the potential change to the payment structure before entering the amortization period, and provide payment options to customers prior to the end of the draw period.

Although we do not actively track how many of our home equity customers pay only the minimum amount due on their home equity loans and lines, we can infer some of this information through a review of our HELOC portfolio that we service and that is still in its revolving period. During the three months ended June 30, 2021, 19 percent of these customers with an outstanding balance did not pay any principal on their HELOCs.

Table 22 presents outstandings, nonperforming balances and net charge-offs by certain state concentrations for the home equity portfolio. In the New York area, the New York-Northern New Jersey-Long Island MSA made up 13 percent of the outstanding home equity portfolio at both June 30, 2021 and December 31, 2020. The Los Angeles-Long Beach-Santa Ana MSA within California made up 11 percent of the outstanding home equity portfolio at both June 30, 2021 and December 31, 2020.

Table 22 Home Equity State Concentrations

(Dollars in millions)	Outstandings (1) June 30 2021	Outstandings (1) December 31 2020	Nonperforming (1) June 30 2021	Nonperforming (1) December 31 2020	Net Charge-offs Three Months Ended June 30 2021	Net Charge-offs Three Months Ended June 30 2020	Net Charge-offs Six Months Ended June 30 2021	Net Charge-offs Six Months Ended June 30 2020
California	$ 8,334	$ 9,488	$ 145	$ 143	$ (10)	$ (4)	$ (22)	$ (9)
Florida	3,295	3,715	81	80	(5)	(2)	(11)	(5)
New Jersey	2,470	2,749	70	67	—	(1)	(2)	(1)
New York	2,263	2,495	100	103	2	—	(1)	1
Massachusetts	1,532	1,719	30	32	(1)	—	—	1
Other	12,575	14,145	225	224	(10)	(7)	(23)	(12)
Total home equity loan portfolio	$ 30,469	$ 34,311	$ 651	$ 649	$ (24)	$ (14)	$ (59)	$ (25)

(1) Outstandings and nonperforming loans exclude loans accounted for under the fair value option.

Credit Card

At June 30, 2021, 97 percent of the credit card portfolio was managed in *Consumer Banking* with the remainder in *GWIM*. Outstandings in the credit card portfolio decreased $3.1 billion during the six months ended June 30, 2021 to $75.6 billion as increased payments more than offset higher purchase volumes as spending continued to recover. Net charge-offs decreased $177 million to $488 million and $313 million to $1.1 billion during the three and six months ended June 30, 2021 compared to the same periods in 2020 due to balance declines and the impact of government stimulus measures, partially offset by charge-offs of certain loans with deferrals that expired in 2020. Credit card loans 30 days or more past due and still accruing interest decreased $713 million, and loans 90 days or more past due and still accruing interest decreased $370 million primarily due to charge-offs of certain loans with deferrals that expired in 2020 and the impact of government stimulus measures.

Unused lines of credit for credit card increased to $351.1 billion at June 30, 2021 from $342.4 billion at December 31, 2020.

Table 23 presents certain state concentrations for the credit card portfolio.

Table 23 Credit Card State Concentrations

(Dollars in millions)	Outstandings June 30 2021	Outstandings December 31 2020	Accruing Past Due 90 Days or More (1) June 30 2021	Accruing Past Due 90 Days or More (1) December 31 2020	Net Charge-offs Three Months Ended June 30 2021	Net Charge-offs Three Months Ended June 30 2020	Net Charge-offs Six Months Ended June 30 2021	Net Charge-offs Six Months Ended June 30 2020
California	$ 12,055	$ 12,543	$ 98	$ 166	$ 94	$ 119	$ 213	$ 255
Florida	7,321	7,666	78	135	68	85	159	186
Texas	6,327	6,499	52	87	44	56	102	121
New York	4,388	4,654	39	76	38	51	92	111
Washington	3,753	3,685	13	21	10	17	25	35
Other	41,755	43,661	253	418	234	337	531	727
Total credit card portfolio	$ 75,599	$ 78,708	$ 533	$ 903	$ 488	$ 665	$ 1,122	$ 1,435

(1) For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Direct/Indirect Consumer

At June 30, 2021, 48 percent of the direct/indirect portfolio was included in *Consumer Banking* (consumer auto and recreational vehicle lending) and 52 percent was included in *GWIM* (principally securities-based lending loans). Outstandings in the direct/indirect portfolio increased by $5.5 billion during the six months ended June 30, 2021 to $96.9 billion driven by client demand for liquidity and high asset values in the securities-based lending portfolio.

Table 24 presents certain state concentrations for the direct/indirect consumer loan portfolio.

Table 24 Direct/Indirect State Concentrations

(Dollars in millions)	Outstandings June 30 2021	Outstandings December 31 2020	Accruing Past Due 90 Days or More (1) June 30 2021	Accruing Past Due 90 Days or More (1) December 31 2020	Net Charge-offs Three Months Ended June 30 2021	Net Charge-offs Three Months Ended June 30 2020	Net Charge-offs Six Months Ended June 30 2021	Net Charge-offs Six Months Ended June 30 2020
California	$ 13,402	$ 12,248	$ 3	$ 6	$ (2)	$ 5	$ 5	$ 11
Florida	12,009	10,891	2	4	(1)	4	2	11
Texas	9,199	8,981	2	6	1	3	6	9
New York	7,668	6,609	—	2	—	2	3	4
New Jersey	3,841	3,572	—	—	(1)	1	(1)	1
Other	50,784	49,062	8	15	(6)	11	7	30
Total direct/indirect loan portfolio	$ 96,903	$ 91,363	$ 15	$ 33	$ (9)	$ 26	$ 22	$ 66

(1) For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity

Table 25 presents nonperforming consumer loans, leases and foreclosed properties activity for the three and six months ended June 30, 2021 and 2020. During the six months ended June 30, 2021, nonperforming consumer loans increased $319 million to $3.0 billion primarily driven by consumer real estate deferral activity.

At June 30, 2021, $823 million, or 27 percent of nonperforming loans were 180 days or more past due and had been written down to their estimated property value less costs to sell. In addition, at June 30, 2021, $1.6 billion, or 51 percent of nonperforming consumer loans were modified and are now current after successful trial periods, or are current loans classified as nonperforming loans in accordance with applicable policies.

Foreclosed properties decreased $30 million during the six months ended June 30, 2021 to $93 million as the Corporation has continued to pause formal loan foreclosure proceedings and foreclosure sales for occupied properties during 2021.

Nonperforming loans also include certain loans that have been modified in TDRs where economic concessions have been granted to borrowers experiencing financial difficulties. Nonperforming TDRs are included in Table 25.

Table 25 Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Nonperforming loans and leases, beginning of period	**$ 3,091**	$ 2,204	**$ 2,725**	$ 2,053
Additions	**431**	354	**1,282**	831
Reductions:				
Paydowns and payoffs	**(160)**	(84)	**(283)**	(190)
Sales	**(1)**	(25)	**(2)**	(31)
Returns to performing status [1]	**(291)**	(233)	**(638)**	(398)
Charge-offs	**(25)**	(22)	**(37)**	(49)
Transfers to foreclosed properties	**(1)**	(3)	**(3)**	(25)
Total net additions/(reductions) to nonperforming loans and leases	**(47)**	(13)	**319**	138
Total nonperforming loans and leases, June 30	**3,044**	2,191	**3,044**	2,191
Foreclosed properties, June 30 [2]	**93**	169	**93**	169
Nonperforming consumer loans, leases and foreclosed properties, June 30	**$ 3,137**	$ 2,360	**$ 3,137**	$ 2,360
Nonperforming consumer loans and leases as a percentage of outstanding consumer loans and leases [3]	**0.73 %**	0.49 %		
Nonperforming consumer loans, leases and foreclosed properties as a percentage of outstanding consumer loans, leases and foreclosed properties [3]	**0.75**	0.52		

(1) Consumer loans may be returned to performing status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected, or when the loan otherwise becomes well-secured and is in the process of collection.
(2) Foreclosed property balances do not include properties insured by certain government-guaranteed loans, principally FHA-insured, of $66 million and $124 million at June 30, 2021 and 2020.
(3) Outstanding consumer loans and leases exclude loans accounted for under the fair value option.

Table 26 presents TDRs for the consumer real estate portfolio. Performing TDR balances are excluded from nonperforming loans and leases in Table 25.

Table 26 Consumer Real Estate Troubled Debt Restructurings

	June 30, 2021			December 31, 2020		
(Dollars in millions)	**Nonperforming**	**Performing**	**Total**	Nonperforming	Performing	Total
Residential mortgage [1, 2]	**$ 1,548**	**$ 2,585**	**$ 4,133**	$ 1,195	$ 2,899	$ 4,094
Home equity [3]	**268**	**743**	**1,011**	248	836	1,084
Total consumer real estate troubled debt restructurings	**$ 1,816**	**$ 3,328**	**$ 5,144**	$ 1,443	$ 3,735	$ 5,178

(1) At June 30, 2021 and December 31, 2020, residential mortgage TDRs deemed collateral dependent totaled $1.7 billion and $1.4 billion, and included $1.4 billion and $1.0 billion of loans classified as nonperforming and $315 million and $361 million of loans classified as performing.
(2) At June 30, 2021 and December 31, 2020, residential mortgage performing TDRs include $1.4 billion and $1.5 billion of loans that were fully-insured.
(3) At June 30, 2021 and December 31, 2020, home equity TDRs deemed collateral dependent totaled $405 million and $407 million, and include $234 million and $216 million of loans classified as nonperforming and $171 million and $191 million of loans classified as performing.

In addition to modifying consumer real estate loans, we work with customers who are experiencing financial difficulty by modifying credit card and other consumer loans. Credit card and other consumer loan modifications generally involve a reduction in the customer's interest rate on the account and placing the customer on a fixed payment plan not exceeding 60 months.

Modifications of credit card and other consumer loans are made through programs utilizing direct customer contact, but may also utilize external programs. At June 30, 2021 and December 31, 2020, our credit card and other consumer TDR portfolio was $673 million and $701 million, of which $600 million and $614 million were current or less than 30 days past due under the modified terms.

Commercial Portfolio Credit Risk Management

Commercial credit risk is evaluated and managed with the goal that concentrations of credit exposure continue to be aligned with our risk appetite. We review, measure and manage concentrations of credit exposure by industry, product, geography, customer relationship and loan size. We also review, measure and manage commercial real estate loans by geographic location and property type. In addition, within our non-U.S. portfolio, we evaluate exposures by region and by country. Tables 31, 34 and 37 summarize our concentrations. We also utilize syndications of exposure to third parties, loan sales, hedging and other risk mitigation techniques to manage the size and risk profile of the commercial credit portfolio. For more information on our industry concentrations, see Table 34 and Commercial Portfolio Credit Risk Management – Industry Concentrations on page 38.

For more information on our accounting policies regarding delinquencies, nonperforming status, net charge-offs and TDRs for the commercial portfolio as well as interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Commercial Credit Portfolio

During the six months ended June 30, 2021, commercial asset quality improved as the economic recovery gained momentum amid COVID-19 containment and vaccination progress. Accordingly, charge-offs, nonperforming commercial loans and reservable criticized utilized exposure declined during this period. Outstanding commercial loans and leases increased $1.7 billion during the six months ended June 30, 2021 due to growth in commercial and industrial, primarily in *Global Markets* with most of the increase in investment grade exposures. This increase was largely offset by lower U.S. small business commercial loans due to PPP forgiveness. For more information on PPP loans, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit quality of commercial real estate borrowers has begun to stabilize in many sectors as economies have reopened. However, certain sectors, including hospitality and retail, while showing signs of improvement, continue to be negatively impacted due to the pandemic. Moreover, many real estate markets, while improving, are still experiencing some disruptions in demand, supply chain challenges and tenant difficulties.

The commercial allowance for loan and lease losses decreased $2.1 billion during the six months ended June 30, 2021 to $6.7 billion primarily driven by an improved macroeconomic outlook. For more information, see Allowance for Credit Losses on page 41.

Total commercial utilized credit exposure decreased $7.3 billion during the six months ended June 30, 2021 to $613.0 billion primarily driven by lower derivative assets. The utilization rate for loans and leases, standby letters of credit (SBLCs) and financial guarantees, and commercial letters of credit, in the aggregate, was 55 percent at June 30, 2021 and 57 percent at December 31, 2020.

Table 27 presents commercial credit exposure by type for utilized, unfunded and total binding committed credit exposure. Commercial utilized credit exposure includes SBLCs and financial guarantees and commercial letters of credit that have been issued and for which we are legally bound to advance funds under prescribed conditions during a specified time period, and excludes exposure related to trading account assets. Although funds have not yet been advanced, these exposure types are considered utilized for credit risk management purposes.

Table 27 Commercial Credit Exposure by Type

	Commercial Utilized (1)		Commercial Unfunded (2, 3, 4)		Total Commercial Committed	
(Dollars in millions)	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020
Loans and leases	**$ 500,807**	$ 499,065	**$ 433,822**	$ 404,740	**$ 934,629**	$ 903,805
Derivative assets (5)	**41,498**	47,179	**—**	—	**41,498**	47,179
Standby letters of credit and financial guarantees	**33,864**	34,616	**452**	538	**34,316**	35,154
Debt securities and other investments	**21,593**	22,618	**5,506**	4,827	**27,099**	27,445
Loans held-for-sale	**6,784**	8,378	**21,411**	9,556	**28,195**	17,934
Operating leases	**6,020**	6,424	**—**	—	**6,020**	6,424
Commercial letters of credit	**1,235**	855	**742**	280	**1,977**	1,135
Other	**1,229**	1,168	**—**	—	**1,229**	1,168
Total	**$ 613,030**	$ 620,303	**$ 461,933**	$ 419,941	**$ 1,074,963**	$ 1,040,244

(1) Commercial utilized exposure includes loans of $6.3 billion and $5.9 billion and issued letters of credit with a notional amount of $80 million and $89 million accounted for under the fair value option at June 30, 2021 and December 31, 2020.
(2) Commercial unfunded exposure includes commitments accounted for under the fair value option with a notional amount of $5.2 billion and $3.9 billion at June 30, 2021 and December 31, 2020.
(3) Excludes unused business card lines, which are not legally binding.
(4) Includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.9 billion and $10.5 billion at June 30, 2021 and December 31, 2020.
(5) Derivative assets are carried at fair value, reflect the effects of legally enforceable master netting agreements and have been reduced by cash collateral of $32.3 billion and $42.5 billion at June 30, 2021 and December 31, 2020. Not reflected in utilized and committed exposure is additional non-cash derivative collateral held of $37.1 billion and $39.3 billion at June 30, 2021 and December 31, 2020, which consists primarily of other marketable securities.

Nonperforming commercial loans decreased $364 million and commercial reservable criticized utilized exposure decreased $9.8 billion, which was broad-based across industries. Table 28 presents our commercial loans and leases portfolio and related credit quality information at June 30, 2021 and December 31, 2020.

Table 28 Commercial Credit Quality

	Outstandings		Nonperforming		Accruing Past Due 90 Days or More	
(Dollars in millions)	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020
Commercial and industrial:						
U.S. commercial	**$ 291,120**	$ 288,728	**$ 1,060**	$ 1,243	**$ 172**	$ 228
Non-U.S. commercial	**98,150**	90,460	**275**	418	**19**	10
Total commercial and industrial	**389,270**	379,188	**1,335**	1,661	**191**	238
Commercial real estate	**59,606**	60,364	**404**	404	**—**	6
Commercial lease financing	**15,768**	17,098	**81**	87	**24**	25
	464,644	456,650	**1,820**	2,152	**215**	269
U.S. small business commercial [1]	**29,867**	36,469	**43**	75	**69**	115
Commercial loans excluding loans accounted for under the fair value option	**494,511**	493,119	**$ 1,863**	$ 2,227	**$ 284**	$ 384
Loans accounted for under the fair value option [2]	**6,296**	5,946				
Total commercial loans and leases	**$ 500,807**	$ 499,065				

(1) Includes card-related products.
(2) Commercial loans accounted for under the fair value option include U.S. commercial of $4.4 billion and $2.9 billion and non-U.S. commercial of $1.9 billion and $3.0 billion at June 30, 2021 and December 31, 2020. For more information on the fair value option, see *Note 15 – Fair Value Option* to the Consolidated Financial Statements.

Table 29 presents net charge-offs and related ratios for our commercial loans and leases for the three and six months ended June 30, 2021 and 2020.

Table 29 Commercial Net Charge-offs and Related Ratios

	Net Charge-offs				Net Charge-off Ratios [1]			
	Three Months Ended June 30		Six Months Ended June 30		Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Commercial and industrial:								
U.S. commercial	**$ (31)**	$ 219	**$ (19)**	$ 382	**(0.04)%**	0.26 %	**(0.01)%**	0.24 %
Non-U.S. commercial	**14**	32	**40**	33	**0.06**	0.12	**0.09**	0.06
Total commercial and industrial	**(17)**	251	**21**	415	**(0.02)**	0.22	**0.01**	0.19
Commercial real estate	**17**	57	**28**	63	**0.11**	0.35	**0.09**	0.20
Commercial lease financing	**—**	31	**—**	36	**—**	0.66	**—**	0.38
	—	339	**49**	514	**—**	0.25	**0.02**	0.20
U.S. small business commercial	**82**	73	**163**	148	**0.98**	0.96	**0.93**	1.29
Total commercial	**$ 82**	$ 412	**$ 212**	$ 662	**0.07**	0.29	**0.09**	0.25

(1) Net charge-off ratios are calculated as annualized net charge-offs divided by average outstanding loans and leases excluding loans accounted for under the fair value option.

Table 30 presents commercial reservable criticized utilized exposure by loan type. Criticized exposure corresponds to the Special Mention, Substandard and Doubtful asset categories as defined by regulatory authorities. Total commercial reservable criticized utilized exposure decreased $9.8 billion during the six months ended June 30, 2021, which was broad-based across industries. At June 30, 2021 and December 31, 2020, 84 percent and 79 percent of commercial reservable criticized utilized exposure was secured.

Table 30 Commercial Reservable Criticized Utilized Exposure [1, 2]

(Dollars in millions)	**June 30, 2021**		December 31, 2020	
Commercial and industrial:				
U.S. commercial	**$ 14,903**	**4.66 %**	$ 21,388	6.83 %
Non-U.S. commercial	**3,559**	**3.44**	5,051	5.03
Total commercial and industrial	**18,462**	**4.36**	26,439	6.40
Commercial real estate	**8,898**	**14.51**	10,213	16.42
Commercial lease financing	**733**	**4.65**	714	4.18
	28,093	**5.61**	37,366	7.59
U.S. small business commercial	**785**	**2.63**	1,300	3.56
Total commercial reservable criticized utilized exposure	**$ 28,878**	**5.45**	$ 38,666	7.31

(1) Total commercial reservable criticized utilized exposure includes loans and leases of $27.4 billion and $36.6 billion and commercial letters of credit of $1.5 billion and $2.1 billion at June 30, 2021 and December 31, 2020.
(2) Percentages are calculated as commercial reservable criticized utilized exposure divided by total commercial reservable utilized exposure for each exposure category.

Commercial and Industrial

Commercial and industrial loans include U.S. commercial and non-U.S. commercial portfolios.

U.S. Commercial

At June 30, 2021, 61 percent of the U.S. commercial loan portfolio, excluding small business, was managed in *Global Banking,* 21 percent in *Global Markets*, 16 percent in *GWIM* (loans that provide financing for asset purchases, business investments and other liquidity needs for high net worth clients) and the remainder primarily in *Consumer Banking*. U.S. commercial loans increased $2.4 billion during the six months ended June 30, 2021 driven by *Global Markets*. Reservable criticized utilized exposure decreased $6.5 billion, which was broad-based across industries.

Non-U.S. Commercial

At June 30, 2021, 72 percent of the non-U.S. commercial loan portfolio was managed in *Global Banking* and 28 percent in *Global Markets*. Non-U.S. commercial loans increased $7.7 billion during the six months ended June 30, 2021 primarily in *Global Markets*. For information on the non-U.S. commercial portfolio, see Non-U.S. Portfolio on page 40.

Commercial Real Estate

Commercial real estate primarily includes commercial loans secured by non-owner-occupied real estate and is dependent on the sale or lease of the real estate as the primary source of repayment. Outstanding loans declined by $758 million during the six months ended June 30, 2021 as paydowns exceeded new originations. The portfolio remains diversified across property types and geographic regions. California represented the largest state concentration at 24 percent and 23 percent of the commercial real estate portfolio at June 30, 2021 and December 31, 2020. The commercial real estate portfolio is predominantly managed in *Global Banking* and consists of loans made primarily to public and private developers, and commercial real estate firms.

For the three and six months ended June 30, 2021 and 2020, we continued to see low default rates and varying degrees of improvement in the portfolio. We use a number of proactive risk mitigation initiatives to reduce adversely rated exposure in the commercial real estate portfolio, including transfers of deteriorating exposures for management by independent special asset officers and the pursuit of loan restructurings or asset sales to achieve the best results for our customers and the Corporation.

Table 31 presents outstanding commercial real estate loans by geographic region, based on the geographic location of the collateral, and by property type.

Table 31 Outstanding Commercial Real Estate Loans

(Dollars in millions)	June 30 2021	December 31 2020
By Geographic Region		
California	**$ 14,178**	$ 14,028
Northeast	**11,949**	11,628
Southwest	**7,715**	8,551
Southeast	**6,434**	6,588
Florida	**4,455**	4,294
Illinois	**2,675**	2,594
Midwest	**2,569**	3,483
Midsouth	**2,367**	2,370
Northwest	**1,588**	1,634
Non-U.S.	**3,764**	3,187
Other	**1,912**	2,007
Total outstanding commercial real estate loans	**$ 59,606**	$ 60,364
By Property Type		
Non-residential		
Office	**$ 17,517**	$ 17,667
Industrial / Warehouse	**8,903**	8,330
Multi-family rental	**7,649**	7,051
Hotels / Motels	**6,725**	7,226
Shopping centers / Retail	**6,624**	7,931
Unsecured	**2,694**	2,336
Multi-use	**1,442**	1,460
Other	**6,643**	7,146
Total non-residential	**58,197**	59,147
Residential	**1,409**	1,217
Total outstanding commercial real estate loans	**$ 59,606**	$ 60,364

U.S. Small Business Commercial

The U.S. small business commercial loan portfolio is comprised of small business card loans and small business loans primarily managed in *Consumer Banking,* and includes $15.7 billion and $22.7 billion of PPP loans outstanding at June 30, 2021 and December 31, 2020. The decline of $7.0 billion in PPP loans during the six months ended June 30, 2021 was due to repayment of the loans by the Small Business Administration under the terms of the program. Excluding PPP, credit card-related products were 51 percent and 50 percent of the U.S. small business commercial portfolio at June 30, 2021 and December 31, 2020. Of the U.S. small business commercial net charge-offs, 100 percent and 95 percent were credit card-related products for the three and six months ended June 30, 2021 compared to 95 percent and 92 percent for the same periods in 2020.

Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity

Table 32 presents the nonperforming commercial loans, leases and foreclosed properties activity during the three and six months ended June 30, 2021 and 2020. Nonperforming loans do not include loans accounted for under the fair value option. During the six months ended June 30, 2021, nonperforming commercial loans and leases decreased $364 million to $1.9 billion. At June 30, 2021, 78 percent of commercial nonperforming loans, leases and foreclosed properties were secured and 59 percent were contractually current. Commercial nonperforming loans were carried at approximately 88 percent of their unpaid principal balance, as the carrying value of these loans has been reduced to the estimated collateral value less costs to sell.

Table 32 Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity [1, 2]

(Dollars in millions)	Three Months Ended June 30 2021	Three Months Ended June 30 2020	Six Months Ended June 30 2021	Six Months Ended June 30 2020
Nonperforming loans and leases, beginning of period	**$ 2,071**	$ 1,852	**$ 2,227**	$ 1,499
Additions	**503**	889	**975**	1,670
Reductions:				
Paydowns	**(264)**	(177)	**(576)**	(389)
Sales	**(77)**	(10)	**(99)**	(26)
Returns to performing status [3]	**(59)**	(8)	**(87)**	(24)
Charge-offs	**(108)**	(344)	**(186)**	(528)
Transfers to loans held-for-sale	**(203)**	—	**(391)**	—
Total net additions (reductions) to nonperforming loans and leases	**(208)**	350	**(364)**	703
Total nonperforming loans and leases, June 30	**1,863**	2,202	**1,863**	2,202
Foreclosed properties, June 30	**31**	49	**31**	49
Nonperforming commercial loans, leases and foreclosed properties, June 30	**$ 1,894**	$ 2,251	**$ 1,894**	$ 2,251
Nonperforming commercial loans and leases as a percentage of outstanding commercial loans and leases [4]	**0.38 %**	0.41 %		
Nonperforming commercial loans, leases and foreclosed properties as a percentage of outstanding commercial loans, leases and foreclosed properties [4]	**0.38**	0.42		

(1) Balances do not include nonperforming loans held-for-sale of $348 million and $151 million at June 30, 2021 and 2020.
(2) Includes U.S. small business commercial activity. Small business card loans are excluded as they are not classified as nonperforming.
(3) Commercial loans and leases may be returned to performing status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected, or when the loan otherwise becomes well-secured and is in the process of collection. TDRs are generally classified as performing after a sustained period of demonstrated payment performance.
(4) Outstanding commercial loans exclude loans accounted for under the fair value option.

Table 33 presents our commercial TDRs by product type and performing status. U.S. small business commercial TDRs are comprised of renegotiated small business card loans and small business loans. The renegotiated small business card loans are not classified as nonperforming as they are charged off no later than the end of the month in which the loan becomes 180 days past due.

Table 33 Commercial Troubled Debt Restructurings

(Dollars in millions)	June 30, 2021 Nonperforming	June 30, 2021 Performing	June 30, 2021 Total	December 31, 2020 Nonperforming	December 31, 2020 Performing	December 31, 2020 Total
Commercial and industrial:						
U.S. commercial	**$ 483**	**$ 702**	**$ 1,185**	$ 509	$ 850	$ 1,359
Non-U.S. commercial	**72**	**37**	**109**	49	119	168
Total commercial and industrial	**555**	**739**	**1,294**	558	969	1,527
Commercial real estate	**121**	**453**	**574**	137	—	137
Commercial lease financing	**37**	**—**	**37**	42	2	44
	713	**1,192**	**1,905**	737	971	1,708
U.S. small business commercial	**—**	**35**	**35**	—	29	29
Total commercial troubled debt restructurings	**$ 713**	**$ 1,227**	**$ 1,940**	$ 737	$ 1,000	$ 1,737

Industry Concentrations

Table 34 presents commercial committed and utilized credit exposure by industry. For information on net notional credit protection purchased to hedge funded and unfunded exposures for which we elected the fair value option, as well as certain other credit exposures, see Commercial Portfolio Credit Risk Management – Risk Mitigation.

Our commercial credit exposure is diversified across a broad range of industries. Total commercial committed exposure increased $34.7 billion, or three percent, during the six months ended June 30, 2021 to $1.1 trillion. The increase in commercial committed exposure was concentrated in Asset managers and funds, Finance companies, Healthcare equipment and services and Media industry sectors. Increases were partially offset by decreased exposure to the Government and public education and Vehicle dealers industry sectors.

For information on industry limits, see Commercial Portfolio Credit Risk Management – Industry Concentrations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Asset managers and funds, our largest industry concentration with committed exposure of $118.6 billion, increased $18.3 billion, or 18 percent, during the six months ended June 30, 2021.

Real estate, our second largest industry concentration with committed exposure of $92.9 billion, increased $1.2 billion, or one percent, during the six months ended June 30, 2021. For more information on the commercial real estate and related portfolios, see Commercial Portfolio Credit Risk Management – Commercial Real Estate on page 37.

Capital goods, our third largest industry concentration with committed exposure of $84.2 billion, increased $3.4 billion, or four percent, during the six months ended June 30, 2021.

Given the widespread impact of the pandemic on the U.S. and global economy, a number of industries have been and may continue to be adversely impacted. We continue to monitor all industries, particularly higher risk industries that are experiencing or could experience a more significant impact to their financial condition. For more information on the pandemic, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3.

Table 34 Commercial Credit Exposure by Industry [1]

(Dollars in millions)	Commercial Utilized June 30 2021	Commercial Utilized December 31 2020	Total Commercial Committed [2] June 30 2021	Total Commercial Committed [2] December 31 2020
Asset managers and funds	$ 78,769	$ 67,360	$ 118,559	$ 100,296
Real estate [3]	66,707	68,967	92,913	91,730
Capital goods	38,906	39,807	84,180	80,815
Finance companies	52,314	46,948	78,342	70,004
Healthcare equipment and services	32,112	33,488	62,851	57,540
Materials	23,641	24,516	50,630	50,757
Government and public education	38,295	41,669	50,468	56,212
Retailing	23,388	23,700	48,318	48,306
Consumer services	28,438	31,993	48,055	47,997
Food, beverage and tobacco	22,569	22,755	46,276	44,417
Commercial services and supplies	20,027	21,107	39,836	38,092
Individuals and trusts	28,785	24,727	38,329	34,036
Transportation	21,842	23,126	32,210	33,082
Energy	13,223	13,930	31,830	32,974
Utilities	13,044	12,387	31,777	29,234
Media	12,318	12,632	29,157	24,120
Technology hardware and equipment	9,446	9,935	25,208	24,196
Software and services	8,213	10,853	21,991	22,524
Global commercial banks	20,143	20,544	21,791	22,595
Consumer durables and apparel	8,587	9,232	19,731	20,223
Telecommunication services	8,983	9,411	18,456	15,605
Automobiles and components	9,340	10,792	17,022	20,575
Pharmaceuticals and biotechnology	4,934	4,830	16,099	15,901
Vehicle dealers	10,821	15,028	14,852	18,696
Insurance	5,123	5,772	13,759	13,277
Food and staples retailing	5,354	5,209	10,716	11,795
Religious and social organizations	4,042	4,646	5,828	6,597
Financial markets infrastructure (clearinghouses)	3,666	4,939	5,779	8,648
Total commercial credit exposure by industry	**$ 613,030**	$ 620,303	**$ 1,074,963**	$ 1,040,244

(1) Includes U.S. small business commercial exposure.
(2) Includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.9 billion and $10.5 billion at June 30, 2021 and December 31, 2020.
(3) Industries are viewed from a variety of perspectives to best isolate the perceived risks. For purposes of this table, the real estate industry is defined based on the primary business activity of the borrowers or counterparties using operating cash flows and primary source of repayment as key factors.

Risk Mitigation

We purchase credit protection to cover the funded portion as well as the unfunded portion of certain credit exposures. To lower the cost of obtaining our desired credit protection levels, we may add credit exposure within an industry, borrower or counterparty group by selling protection.

At June 30, 2021 and December 31, 2020, net notional credit default protection purchased in our credit derivatives portfolio to hedge our funded and unfunded exposures for which we elected the fair value option, as well as certain other credit exposures, was $3.6 billion and $4.2 billion. For these same positions, we recorded net losses of $32 million and $68 million for the three and six months ended June 30, 2021 compared to net losses of $231 million and $2 million for the same periods in 2020. The gains and losses on these instruments were offset by gains and losses on the related exposures. The Value-at-Risk (VaR) results for these exposures are included in the fair value option portfolio information in Table 40. For more information, see Trading Risk Management on page 43.

Tables 35 and 36 present the maturity profiles and the credit exposure debt ratings of the net credit default protection portfolio at June 30, 2021 and December 31, 2020.

Table 35 Net Credit Default Protection by Maturity

	June 30 2021	December 31 2020
Less than or equal to one year	47 %	65 %
Greater than one year and less than or equal to five years	51	34
Greater than five years	2	1
Total net credit default protection	**100 %**	100 %

Table 36 Net Credit Default Protection by Credit Exposure Debt Rating

(Dollars in millions)	Net Notional [1] June 30, 2021	Percent of Total June 30, 2021	Net Notional [1] December 31, 2020	Percent of Total December 31, 2020
Ratings [2, 3]				
A	**$ (345)**	**9.5 %**	$ (250)	6.0 %
BBB	**(1,329)**	**36.7**	(1,856)	44.5
BB	**(1,133)**	**31.3**	(1,363)	32.7
B	**(603)**	**16.7**	(465)	11.2
CCC and below	**(157)**	**4.3**	(182)	4.4
NR [4]	**(52)**	**1.5**	(54)	1.2
Total net credit default protection	**$ (3,619)**	**100.0 %**	$ (4,170)	100.0 %

[1] Represents net credit default protection purchased.
[2] Ratings are refreshed on a quarterly basis.
[3] Ratings of BBB- or higher are considered to meet the definition of investment grade.
[4] NR is comprised of index positions held and any names that have not been rated.

For more information on credit derivatives and counterparty credit risk valuation adjustments, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Non-U.S. Portfolio

Our non-U.S. credit and trading portfolios are subject to country risk. We define country risk as the risk of loss from unfavorable economic and political conditions, currency fluctuations, social instability and changes in government policies. A risk management framework is in place to measure, monitor and manage non-U.S. risk and exposures. In addition to the direct risk of doing business in a country, we also are exposed to indirect country risks (e.g., related to the collateral received on secured financing transactions or related to client clearing activities). These indirect exposures are managed in the normal course of business through credit, market and operational risk governance rather than through country risk governance. For more information on our non-U.S. credit and trading portfolios, see Non-U.S. Portfolio in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Table 37 presents our 20 largest non-U.S. country exposures at June 30, 2021. These exposures accounted for 91 percent and 90 percent of our total non-U.S. exposure at June 30, 2021 and December 31, 2020. Net country exposure for these 20 countries increased $37.9 billion in the six months ended June 30, 2021. The majority of the increase was due to higher deposits with central banks in Japan, Switzerland and Ireland, increased exposure with central clearing counterparts in the U.K. and increased corporate exposure in Canada.

Table 37 Top 20 Non-U.S. Countries Exposure

(Dollars in millions)	Funded Loans and Loan Equivalents	Unfunded Loan Commitments	Net Counterparty Exposure	Securities/ Other Investments	Country Exposure at June 30 2021	Hedges and Credit Default Protection	**Net Country Exposure at June 30 2021**	Increase (Decrease) from December 31 2020
United Kingdom	$ 33,009	$ 19,674	$ 8,601	$ 4,733	$ 66,017	$ (1,105)	**$ 64,912**	$ 5,440
Germany	27,174	10,533	1,914	2,351	41,972	(1,336)	**40,636**	(4,267)
Canada	8,804	12,903	1,931	4,140	27,778	(387)	**27,391**	6,257
Japan	19,776	1,121	1,971	4,847	27,715	(503)	**27,212**	9,716
France	12,078	9,455	1,149	2,225	24,907	(856)	**24,051**	3,260
Australia	7,726	4,709	739	2,800	15,974	(281)	**15,693**	2,606
China	10,895	591	1,233	1,698	14,417	(427)	**13,990**	570
Switzerland	8,976	3,382	395	320	13,073	(186)	**12,887**	5,992
Brazil	5,949	786	887	3,980	11,602	(180)	**11,422**	1,129
Netherlands	5,637	3,857	815	800	11,109	(434)	**10,675**	991
Singapore	4,154	250	338	4,518	9,260	(62)	**9,198**	(84)
India	5,559	174	450	2,448	8,631	(163)	**8,468**	657
Ireland	5,830	2,184	94	260	8,368	(24)	**8,344**	4,179
South Korea	5,313	873	521	1,655	8,362	(124)	**8,238**	(313)
Spain	2,648	2,995	277	1,072	6,992	(271)	**6,721**	1,905
Hong Kong	4,708	235	388	1,161	6,492	(59)	**6,433**	(104)
Mexico	3,715	1,682	172	802	6,371	(285)	**6,086**	(201)
Italy	2,508	1,540	544	2,120	6,712	(629)	**6,083**	391
Belgium	2,725	1,454	299	282	4,760	(204)	**4,556**	(411)
United Arab Emirates	2,414	116	46	306	2,882	(12)	**2,870**	183
Total top 20 non-U.S. countries exposure	$ 179,598	$ 78,514	$ 22,764	$ 42,518	$ 323,394	$ (7,528)	**$ 315,866**	$ 37,896

Our largest non-U.S. country exposure at June 30, 2021 was the U.K. with net exposure of $64.9 billion, which represents a $5.4 billion increase from December 31, 2020. Our second largest non-U.S. country exposure was Germany with net exposure of $40.6 billion at June 30, 2021, a $4.3 billion decrease from December 31, 2020.

In light of the global pandemic, we are monitoring our non-U.S. exposure closely, particularly in countries where restrictions on certain activities, in an attempt to contain the spread and impact of the virus, have affected and will likely continue to adversely affect economic activity. We are managing the impact to our international business operations as part of our overall response framework and are taking actions to manage exposure carefully in impacted regions while supporting the needs of our clients. While vaccines have become more widely available in certain countries, the magnitude and duration of the pandemic and its full impact on the global economy continue to be highly uncertain. The impact of the pandemic could have an adverse impact on the global economy for a prolonged period of time. For more information on the pandemic, see Item 1A. Risk Factors – Coronavirus Disease and Executive Summary – Recent Developments – COVID-19 Pandemic of the Corporation’s 2020 Annual Report on Form 10-K.

Allowance for Credit Losses

The allowance for credit losses decreased by $4.9 billion from December 31, 2020 to $15.8 billion at June 30, 2021, which included a $2.2 billion reserve decrease related to the commercial portfolio and a $2.7 billion reserve decrease related to the consumer portfolio. The decreases were primarily driven by an improved macroeconomic outlook.

Table 38 presents an allocation of the allowance for credit losses by product type for June 30, 2021 and December 31, 2020.

Table 38 Allocation of the Allowance for Credit Losses by Product Type

(Dollars in millions)	Amount	Percent of Total	Percent of Loans and Leases Outstanding [(1)]	Amount	Percent of Total	Percent of Loans and Leases Outstanding [(1)]
	June 30, 2021			December 31, 2020		
Allowance for loan and lease losses						
Residential mortgage	**$ 394**	**2.80 %**	**0.18 %**	$ 459	2.44 %	0.21 %
Home equity	**203**	**1.44**	**0.67**	399	2.12	1.16
Credit card	**6,234**	**44.22**	**8.25**	8,420	44.79	10.70
Direct/Indirect consumer	**555**	**3.93**	**0.57**	752	4.00	0.82
Other consumer	**46**	**0.33**	**n/m**	41	0.22	n/m
Total consumer	**7,432**	**52.72**	**1.78**	10,071	53.57	2.35
U.S. commercial [(2)]	**3,529**	**25.04**	**1.10**	5,043	26.82	1.55
Non-U.S. commercial	**1,091**	**7.74**	**1.11**	1,241	6.60	1.37
Commercial real estate	**1,956**	**13.88**	**3.28**	2,285	12.15	3.79
Commercial lease financing	**87**	**0.62**	**0.55**	162	0.86	0.95
Total commercial	**6,663**	**47.28**	**1.35**	8,731	46.43	1.77
Allowance for loan and lease losses	**14,095**	**100.00 %**	**1.55**	18,802	100.00 %	2.04
Reserve for unfunded lending commitments	**1,687**			1,878		
Allowance for credit losses	**$ 15,782**			$ 20,680		

(1) Ratios are calculated as allowance for loan and lease losses as a percentage of loans and leases outstanding excluding loans accounted for under the fair value option.
(2) Includes allowance for loan and lease losses for U.S. small business commercial loans of $1.4 billion and $1.5 billion at June 30, 2021 and December 31, 2020.
n/m = not meaningful

Net charge-offs for the three and six months ended June 30, 2021 were $595 million and $1.4 billion compared to $1.1 billion and $2.3 billion for the same periods in 2020 driven by decreases across most products. The provision for credit losses decreased $6.7 billion to a $1.6 billion benefit, and $13.4 billion to a $3.5 billion benefit, for the three and six months ended June 30, 2021 compared to the same periods in 2020. The allowance for credit losses had a reserve release of $4.9 billion for the six months ended June 30, 2021, primarily driven by an improved macroeconomic outlook. The provision for credit losses for the consumer portfolio, including unfunded lending commitments, decreased $3.3 billion to a $707 million benefit and $6.2 billion to a $1.5 billion benefit for the three and six months ended June 30, 2021 compared to the same periods in 2020. The provision for credit losses for the commercial portfolio, including unfunded lending commitments, decreased $3.4 billion to a $914 million benefit and $7.2 billion to a $2.0 billion benefit for the three and six months ended June 30, 2021 compared to the same periods in 2020.

Table 39 presents a rollforward of the allowance for credit losses, including certain loan and allowance ratios for the three and six months ended June 30, 2021 and 2020. For more information on the Corporation’s credit loss accounting policies and activity related to the allowance for credit losses, see *Note 1 – Summary of Significant Accounting Principles* of the Corporation's 2020 Annual Report on Form 10-K and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

Table 39 Allowance for Credit Losses

(Dollars in millions)	Three Months Ended June 30 2021	Three Months Ended June 30 2020	Six Months Ended June 30 2021	Six Months Ended June 30 2020
Allowance for loan and lease losses, January 1	**$ 16,168**	$ 15,766	**$ 18,802**	$ 12,358
Loans and leases charged off				
Residential mortgage	**(11)**	(12)	**(20)**	(23)
Home equity	**(19)**	(15)	**(25)**	(39)
Credit card	**(661)**	(818)	**(1,461)**	(1,742)
Direct/Indirect consumer	**(68)**	(86)	**(170)**	(202)
Other consumer	**(70)**	(81)	**(145)**	(162)
Total consumer charge-offs	**(829)**	(1,012)	**(1,821)**	(2,168)
U.S. commercial [1]	**(194)**	(324)	**(350)**	(591)
Non-U.S. commercial	**(16)**	(33)	**(42)**	(34)
Commercial real estate	**(22)**	(57)	**(34)**	(64)
Commercial lease financing	**—**	(33)	**—**	(40)
Total commercial charge-offs	**(232)**	(447)	**(426)**	(729)
Total loans and leases charged off	**(1,061)**	(1,459)	**(2,247)**	(2,897)
Recoveries of loans and leases previously charged off				
Residential mortgage	**17**	32	**30**	44
Home equity	**43**	29	**84**	64
Credit card	**173**	153	**339**	307
Direct/Indirect consumer	**77**	60	**148**	136
Other consumer	**6**	4	**14**	11
Total consumer recoveries	**316**	278	**615**	562
U.S. commercial [2]	**143**	32	**206**	61
Non-U.S. commercial	**2**	1	**2**	1
Commercial real estate	**5**	—	**6**	1
Commercial lease financing	**—**	2	**—**	4
Total commercial recoveries	**150**	35	**214**	67
Total recoveries of loans and leases previously charged off	**466**	313	**829**	629
Net charge-offs	**(595)**	(1,146)	**(1,418)**	(2,268)
Provision for loan and lease losses	**(1,480)**	4,775	**(3,291)**	9,300
Other	**2**	(6)	**2**	(1)
Allowance for loan and lease losses, June 30	**14,095**	19,389	**14,095**	19,389
Reserve for unfunded lending commitments, January 1	**1,829**	1,360	**1,878**	1,123
Provision for unfunded lending commitments	**(141)**	342	**(190)**	578
Other	**(1)**	—	**(1)**	1
Reserve for unfunded lending commitments, June 30	**1,687**	1,702	**1,687**	1,702
Allowance for credit losses, June 30	**$ 15,782**	$ 21,091	**$ 15,782**	$ 21,091
Loan and allowance ratios [3]:				
Loans and leases outstanding at June 30	**$ 911,978**	$ 989,768	**$ 911,978**	$ 989,768
Allowance for loan and lease losses as a percentage of total loans and leases outstanding at June 30	**1.55 %**	1.96 %	**1.55 %**	1.96 %
Consumer allowance for loan and lease losses as a percentage of total consumer loans and leases outstanding at June 30	**1.78**	2.43	**1.78**	2.43
Commercial allowance for loan and lease losses as a percentage of total commercial loans and leases outstanding at June 30	**1.35**	1.57	**1.35**	1.57
Average loans and leases outstanding	**$ 900,863**	$ 1,022,294	**$ 901,223**	$ 1,001,972
Annualized net charge-offs as a percentage of average loans and leases outstanding	**0.27 %**	0.45 %	**0.32 %**	0.46 %
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases at June 30	**287**	441	**287**	441
Ratio of the allowance for loan and lease losses at June 30 to net charge-offs	**5.90**	4.21	**4.93**	4.25
Amounts included in allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at June 30 [4]	**$ 7,532**	$ 10,517	**$ 7,532**	$ 10,517
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases, excluding the allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at June 30 [4]	**134 %**	202 %	**134 %**	202 %

(1) Includes U.S. small business commercial charge-offs of $102 million and $203 million for the three and six months ended June 30, 2021 compared to $84 million and $170 million for the same periods in 2020.
(2) Includes U.S. small business commercial recoveries of $20 million and $40 million for the three and six months ended June 30, 2021 compared to $11 million and $22 million for the same periods in 2020.
(3) Ratios are calculated as allowance for loan and lease losses as a percentage of loans and leases outstanding excluding loans accounted for under the fair value option.
(4) Primarily includes amounts related to credit card and unsecured consumer lending portfolios in *Consumer Banking*.

Market Risk Management

For more information on our market risk management process, see Market Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Market risk is the risk that changes in market conditions may adversely impact the value of assets or liabilities, or otherwise negatively impact earnings. This risk is inherent in the financial instruments associated with our operations, primarily within our *Global Markets* segment. We are also exposed to these risks in other areas of the Corporation (e.g., our ALM activities). In the event of market stress, these risks could have a material impact on our results.

We have been affected, and may continue to be affected, by market stress resulting from the pandemic that began in the first quarter of 2020. For more information, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3 and Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K.

Trading Risk Management

To evaluate risks in our trading activities, we focus on the actual and potential volatility of revenues generated by individual positions as well as portfolios of positions. VaR is a common statistic used to measure market risk. Our primary VaR statistic is equivalent to a 99 percent confidence level, which means that for a VaR with a one-day holding period, there should not be losses in excess of VaR, on average, 99 out of 100 trading days.

Table 40 presents the total market-based portfolio VaR, which is the combination of the total covered positions (and less liquid trading positions) portfolio and the fair value option portfolio. For more information on the market risk VaR for trading activities, see Trading Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

The total market-based portfolio VaR results in Table 40 include market risk to which we are exposed from all business segments, excluding credit valuation adjustment (CVA), DVA and related hedges. The majority of this portfolio is within the *Global Markets* segment.

Table 40 presents period-end, average, high and low daily trading VaR for the three months ended June 30, 2021, March 31, 2021 and June 30, 2020 using a 99 percent confidence level, as well as average daily trading VaR for the six months ended June 30, 2021 and 2020. The amounts disclosed in Table 40 and Table 41 align to the view of covered positions used in the Basel 3 capital calculations. Foreign exchange and commodity positions are always considered covered positions, regardless of trading or banking treatment for the trade, except for structural foreign currency positions that are excluded with prior regulatory approval.

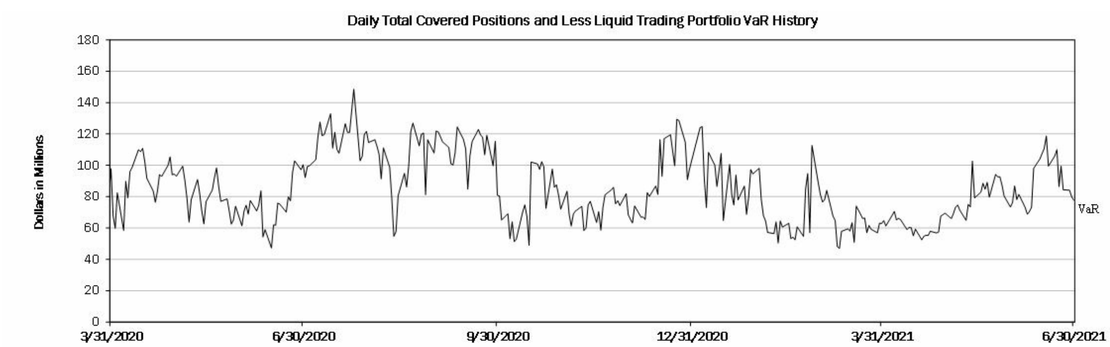
The average of total covered positions and less liquid trading positions portfolio VaR increased for the three months ended June 30, 2021 compared to the prior quarter primarily due to an increase in interest rate risk, partially offset by an increased diversification benefit between asset classes.

Table 40 Market Risk VaR for Trading Activities

	Three Months Ended												Six Months Ended June 30	
	June 30, 2021				March 31, 2021				June 30, 2020					
(Dollars in millions)	Period End	Average	High (1)	Low (1)	Period End	Average	High (1)	Low (1)	Period End	Average	High (1)	Low (1)	2021 Average	2020 Average
Foreign exchange	$ 15	$ 16	$ 20	$ 10	$ 13	$ 10	$ 17	$ 5	$ 5	$ 7	$ 11	$ 4	$ 13	$ 7
Interest rate	37	58	80	30	53	35	53	18	17	15	23	7	47	18
Credit	77	73	84	58	58	64	82	53	64	65	91	48	69	50
Equity	23	23	27	20	22	24	35	19	16	24	43	15	24	30
Commodities	9	8	12	4	4	9	28	4	7	7	12	5	9	7
Portfolio diversification	(106)	(119)	—	—	(96)	(90)	—	—	(39)	(60)	—	—	(106)	(59)
Total covered positions portfolio	55	59	73	47	54	52	85	34	70	58	85	28	56	53
Impact from less liquid exposures	23	18	—	—	9	22	—	—	30	23	—	—	20	12
Total covered positions and less liquid trading positions portfolio	78	77	119	52	63	74	125	47	100	81	111	47	76	65
Fair value option loans	50	50	55	42	48	56	64	37	56	67	84	55	53	42
Fair value option hedges	14	16	17	14	15	13	16	11	15	15	17	12	15	13
Fair value option portfolio diversification	(34)	(37)	—	—	(33)	(24)	—	—	(36)	(31)	—	—	(31)	(21)
Total fair value option portfolio	30	29	31	24	30	45	53	30	35	51	86	34	37	34
Portfolio diversification	(14)	(9)	—	—	(19)	(1)	—	—	(16)	(12)	—	—	(5)	(12)
Total market-based portfolio	$ 94	$ 97	146	64	$ 74	$ 118	169	62	$ 119	$ 120	159	76	$ 108	$ 87

(1) The high and low for each portfolio may have occurred on different trading days than the high and low for the components. Therefore the impact from less liquid exposures and the amount of portfolio diversification, which is the difference between the total portfolio and the sum of the individual components, is not relevant.

The graph below presents the daily covered positions and less liquid trading positions portfolio VaR for the previous five quarters, corresponding to the data in Table 40.



Additional VaR statistics produced within our single VaR model are provided in Table 41 at the same level of detail as in Table 40. Evaluating VaR with additional statistics allows for an increased understanding of the risks in the portfolio as the historical market data used in the VaR calculation does not necessarily follow a predefined statistical distribution. Table 41 presents average trading VaR statistics at 99 percent and 95 percent confidence levels for the three months ended June 30, 2021, March 31, 2021 and June 30, 2020.

Table 41 Average Market Risk VaR for Trading Activities – 99 percent and 95 percent VaR Statistics

	Three Months Ended					
	June 30, 2021		March 31, 2021		June 30, 2020	
(Dollars in millions)	99 percent	95 percent	99 percent	95 percent	99 percent	95 percent
Foreign exchange	$ 16	$ 9	$ 10	$ 6	$ 7	$ 4
Interest rate	58	28	35	17	15	6
Credit	73	21	64	18	65	18
Equity	23	12	24	12	24	12
Commodities	8	4	9	4	7	4
Portfolio diversification	(119)	(44)	(90)	(34)	(60)	(25)
Total covered positions portfolio	59	30	52	23	58	19
Impact from less liquid exposures	18	2	22	3	23	2
Total covered positions and less liquid trading positions portfolio	77	32	74	26	81	21
Fair value option loans	50	11	56	14	67	15
Fair value option hedges	16	9	13	7	15	8
Fair value option portfolio diversification	(37)	(10)	(24)	(6)	(31)	(12)
Total fair value option portfolio	29	10	45	15	51	11
Portfolio diversification	(9)	(6)	(1)	(8)	(12)	(7)
Total market-based portfolio	$ 97	$ 36	$ 118	$ 33	$ 120	$ 25

Backtesting

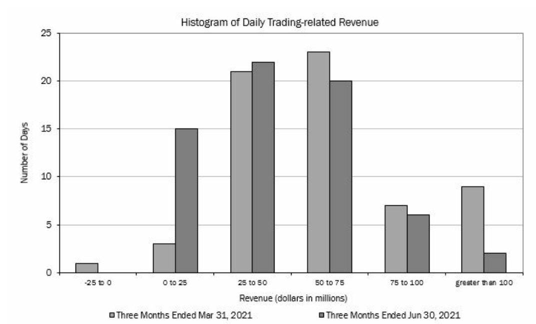
The accuracy of the VaR methodology is evaluated by backtesting, which compares the daily VaR results, utilizing a one-day holding period, against a comparable subset of trading revenue. For more information on our backtesting process, see Trading Risk Management – Backtesting in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

During the three and six months ended June 30, 2021, there were no days where this subset of trading revenue had losses that exceeded our total covered portfolio VaR, utilizing a one-day holding period.

Total Trading-related Revenue

Total trading-related revenue, excluding brokerage fees, and CVA, DVA and funding valuation adjustment gains (losses), represents the total amount earned from trading positions, including market-based net interest income, which are taken in a diverse range of financial instruments and markets. For more information, see Trading Risk Management – Total Trading-related Revenue in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

The following histogram is a graphic depiction of trading volatility and illustrates the daily level of trading-related revenue for the three months ended June 30, 2021 compared to the three months ended March 31, 2021. During the three months ended June 30, 2021, positive trading-related revenue was recorded for 100 percent of the trading days, of which 77 percent were daily trading gains of over $25 million. This compares to the three months ended March 31, 2021 where positive trading-related revenue was recorded for 98 percent of the trading days, of which 94 percent were daily trading gains of over $25 million.



Trading Portfolio Stress Testing

Because the very nature of a VaR model suggests results can exceed our estimates and it is dependent on a limited historical window, we also stress test our portfolio using scenario analysis. This analysis estimates the change in the value of our trading portfolio that may result from abnormal market movements. For more information, see Trading Risk Management – Trading Portfolio Stress Testing in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Interest Rate Risk Management for the Banking Book

The following discussion presents net interest income for banking book activities. For more information, see Interest Rate Risk Management for the Banking Book in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Table 42 presents the spot and 12-month forward rates used in our baseline forecasts at June 30, 2021 and December 31, 2020.

Table 42 Forward Rates

	June 30, 2021		
	Federal Funds	**Three-month LIBOR**	**10-Year Swap**
Spot rates	**0.25 %**	**0.15 %**	**1.44 %**
12-month forward rates	**0.25**	**0.27**	**1.65**
	December 31, 2020		
Spot rates	0.25 %	0.24 %	0.93 %
12-month forward rates	0.25	0.19	1.06

Table 43 shows the pretax impact to forecasted net interest income over the next 12 months from June 30, 2021 and December 31, 2020 resulting from instantaneous parallel and non-parallel shocks to the market-based forward curve. Periodically we evaluate the scenarios presented so that they are meaningful in the context of the current rate environment. The interest rate scenarios also assume U.S. dollar rates are floored at zero.

During the six months ended June 30, 2021, the decrease in asset sensitivity of our balance sheet to Up-rate and Down-rate scenarios was primarily due to ALM activity and an increase in long-end rates. We continue to be asset sensitive to a parallel upward move in interest rates with the majority of that impact coming from the short end of the yield curve. Additionally, higher interest rates impact the fair value of debt securities and, accordingly, for debt securities classified as AFS, may adversely affect accumulated OCI and thus capital levels under the Basel 3 capital rules. Under instantaneous upward parallel shifts, the near-term adverse impact to Basel 3 capital is reduced over time by offsetting positive impacts to net interest income. For more information on Basel 3, see Capital Management – Regulatory Capital on page 22.

Table 43 Estimated Banking Book Net Interest Income Sensitivity to Curve Changes

(Dollars in millions)	Short Rate (bps)	Long Rate (bps)	June 30 2021	December 31 2020
Parallel Shifts				
+100 bps instantaneous shift	+100	+100	**$ 8,035**	$ 10,468
-25 bps instantaneous shift	-25	-25	**(2,255)**	(2,766)
Flatteners				
Short-end instantaneous change	+100	—	**5,556**	6,321
Long-end instantaneous change	—	-25	**(1,219)**	(1,686)
Steepeners				
Short-end instantaneous change	-25	—	**(1,014)**	(1,084)
Long-end instantaneous change	—	+100	**2,651**	4,333

The sensitivity analysis in Table 43 assumes that we take no action in response to these rate shocks and does not assume any change in other macroeconomic variables normally correlated with changes in interest rates. As part of our ALM activities, we use securities, certain residential mortgages, and interest rate and foreign exchange derivatives in managing interest rate sensitivity.

The behavior of our deposits portfolio in the baseline forecast and in alternate interest rate scenarios is a key assumption in our projected estimates of net interest income. The sensitivity analysis in Table 43 assumes no change in deposit portfolio size or mix from the baseline forecast in alternate rate environments. In higher rate scenarios, any customer activity resulting in the replacement of low-cost or non-interest-bearing deposits with higher yielding deposits or market-based funding would reduce our benefit in those scenarios.

Interest Rate and Foreign Exchange Derivative Contracts

We use interest rate and foreign exchange derivative contracts in our ALM activities to manage our interest rate and foreign exchange risks. Specifically, we use those derivatives to manage both the variability in cash flows and changes in fair value of various assets and liabilities arising from those risks. Our interest rate derivative contracts are generally non-leveraged swaps tied to various benchmark interest rates and foreign exchange basis swaps, options, futures and forwards, and our foreign exchange contracts include cross-currency interest rate swaps, foreign currency futures contracts, foreign currency forward contracts and options.

The derivatives used in our ALM activities can be split into two broad categories: designated accounting hedges and other risk management derivatives. Designated accounting hedges are primarily used to manage our exposure to interest rates as described in the Interest Rate Risk Management for the Banking Book section and are included in the sensitivities presented in Table 43. The Corporation also uses foreign currency derivatives in accounting hedges to manage substantially all of the foreign exchange risk of our foreign operations. By hedging the foreign exchange risk of our foreign operations, the Corporation's market risk exposure in this area is insignificant.

Risk management derivatives are predominantly used to hedge foreign exchange risks related to various foreign currency-denominated assets and liabilities and eliminate substantially all foreign currency exposures in the cash flows of the Corporation's non-trading foreign currency-denominated financial instruments. These foreign exchange derivatives are sensitive to other market risk exposures such as cross-currency basis spreads and interest rate risk. However, as these features are not a significant component of these foreign exchange derivatives, the market risk related to this exposure is insignificant. For more information on the accounting for derivatives, see *Note 3 – Derivatives* to the Consolidated Financial Statements.

Mortgage Banking Risk Management

We originate, fund and service mortgage loans, which subject us to credit, liquidity and interest rate risks, among others. We determine whether loans will be held for investment or held for sale at the time of commitment and manage credit and liquidity risks by selling or securitizing a portion of the loans we originate.

Changes in interest rates impact the value of interest rate lock commitments (IRLCs) and the related residential first mortgage loans held-for-sale (LHFS), as well as the value of the MSRs. Because the interest rate risks of these hedged items offset, we combine them into one overall hedged item with one combined economic hedge portfolio consisting of derivative contracts and securities. For more information on IRLCs and the related residential mortgage LHFS, see Mortgage Banking Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

During the three and six months ended June 30, 2021, we recorded gains of $9 million and $22 million related to the change in fair value of the MSRs, IRLCs and LHFS, net of gains and losses on the hedge portfolio, compared to gains of $65 million and $228 million for the same periods in 2020. For more information on MSRs, see *Note 14 – Fair Value Measurements* to the Consolidated Financial Statements.

Climate Risk Management

Climate-related risks are divided into two major categories: (1) risks related to the transition to a low-carbon economy, and (2) risks related to the physical impacts of climate change. The financial impacts of transition risk can lead to and amplify credit risk. Physical risk can also lead to increased credit risk by diminishing borrowers' repayment capacity or collateral values. As climate risk is interconnected with all key risk types, we have developed and continue to enhance processes to embed climate risk considerations into our Risk Framework and risk management programs established for strategic, credit, market, liquidity, compliance, operational and reputational risks. For more information on our governance framework and climate risk management process, see the Managing Risk and the Climate Risk Management sections in the MD&A of the Corporation's 2020 Annual Report on Form 10-K. For additional information on climate risk, see Item 1A. Risk Factors – Other of the Corporation's 2020 Annual Report on Form 10-K.

Complex Accounting Estimates

Our significant accounting principles are essential in understanding the MD&A. Many of our significant accounting principles require complex judgments to estimate the values of assets and liabilities. We have procedures and processes in place to facilitate making these judgments. For more information, see Complex Accounting Estimates in the MD&A of the Corporation's 2020 Annual Report on Form 10-K and *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Goodwill and Intangible Assets

The nature of and accounting for goodwill and intangible assets are discussed in *Note 7 – Goodwill and Intangible Assets* to the Consolidated Financial Statements herein and *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. Table 44 presents goodwill recorded on our consolidated balance sheet as of the periods presented.

Table 44 Goodwill by Reporting Unit

(Dollars in millions)	June 30 2021	December 31 2020
Consumer Banking		
Consumer Lending	**$ 11,723**	$ 11,709
Deposits	**18,414**	18,414
Global Wealth and Investment Management		
Private Bank	**2,918**	2,918
Merrill Lynch Global Wealth Management	**6,759**	6,759
Global Banking		
Global Commercial Banking	**16,204**	16,146
Global Corporate and Investment Banking [(1)]	**6,277**	6,277
Business Banking	**1,546**	1,546
Global Markets	**5,182**	5,182
Total	**$ 69,023**	$ 68,951

(1) Prior period has been revised to conform to current-period presentation.

We completed our annual goodwill impairment test as of June 30, 2021 by using a qualitative assessment to determine whether it is more likely than not that the fair value of each reporting unit is less than its respective carrying value. Factors considered in the qualitative assessment include, among other things, macroeconomic conditions, industry and market considerations, financial performance of the respective reporting unit and other relevant entity- and reporting-unit specific considerations. Based on our qualitative assessment, we have concluded that it was not "more likely than not" that the reporting units' fair values were less than their carrying values.

Non-GAAP Reconciliations

Table 45 provides reconciliations of certain non-GAAP financial measures to the most closely related GAAP financial measures.

Table 45 Period-end and Average Supplemental Financial Data and Reconciliations to GAAP Financial Measures [(1)]

	Period-end		Average			
			Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**June 30 2021**	December 31 2020	**2021**	2020	**2021**	2020
Shareholders' equity	**$ 277,119**	$ 272,924	**$ 274,632**	$ 266,316	**$ 274,341**	$ 265,425
Goodwill	**(69,023)**	(68,951)	**(69,023)**	(68,951)	**(68,987)**	(68,951)
Intangible assets (excluding MSRs)	**(2,192)**	(2,151)	**(2,212)**	(1,640)	**(2,179)**	(1,648)
Related deferred tax liabilities	**915**	920	**915**	790	**917**	759
Tangible shareholders' equity	**$ 206,819**	$ 202,742	**$ 204,312**	$ 196,515	**$ 204,092**	$ 195,585
Preferred stock	**(23,441)**	(24,510)	**(23,684)**	(23,427)	**(24,039)**	(23,442)
Tangible common shareholders' equity	**$ 183,378**	$ 178,232	**$ 180,628**	$ 173,088	**$ 180,053**	$ 172,143
Total assets	**$ 3,029,894**	$ 2,819,627				
Goodwill	**(69,023)**	(68,951)				
Intangible assets (excluding MSRs)	**(2,192)**	(2,151)				
Related deferred tax liabilities	**915**	920				
Tangible assets	**$ 2,959,594**	$ 2,749,445				

(1) For more information on non-GAAP financial measures and ratios we use in assessing the results of the Corporation, see Supplemental Financial Data on page 7.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

See Market Risk Management on page 42 in the MD&A and the sections referenced therein for Quantitative and Qualitative Disclosures about Market Risk.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of the end of the period covered by this report, the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness and design of the Corporation's disclosure controls and procedures (as that term is defined in Rule 13a-15(e) of the Exchange Act). Based upon that evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures were effective, as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the three months ended June 30, 2021, that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Part I. Financial Information
Item 1. Financial Statements
Bank of America Corporation and Subsidiaries

Consolidated Statement of Income

(In millions, except per share information)	Three Months Ended June 30 2021	Three Months Ended June 30 2020	Six Months Ended June 30 2021	Six Months Ended June 30 2020
Net interest income				
Interest income	**$ 11,387**	$ 12,540	**$ 22,782**	$ 28,638
Interest expense	**1,154**	1,692	**2,352**	5,660
Net interest income	**10,233**	10,848	**20,430**	22,978
Noninterest income				
Fees and commissions	**9,705**	8,392	**19,241**	16,713
Market making and similar activities	**1,826**	2,487	**5,355**	5,294
Other income	**(298)**	599	**(739)**	108
Total noninterest income	**11,233**	11,478	**23,857**	22,115
Total revenue, net of interest expense	**21,466**	22,326	**44,287**	45,093
Provision for credit losses	**(1,621)**	5,117	**(3,481)**	9,878
Noninterest expense				
Compensation and benefits	**8,653**	7,994	**18,389**	16,335
Occupancy and equipment	**1,759**	1,802	**3,589**	3,504
Information processing and communications	**1,448**	1,265	**2,873**	2,474
Product delivery and transaction related	**976**	811	**1,953**	1,588
Marketing	**810**	492	**1,181**	930
Professional fees	**426**	381	**829**	756
Other general operating	**973**	665	**1,746**	1,298
Total noninterest expense	**15,045**	13,410	**30,560**	26,885
Income before income taxes	**8,042**	3,799	**17,208**	8,330
Income tax expense	**(1,182)**	266	**(66)**	787
Net income	**$ 9,224**	$ 3,533	**$ 17,274**	$ 7,543
Preferred stock dividends	**260**	249	**750**	718
Net income applicable to common shareholders	**$ 8,964**	$ 3,284	**$ 16,524**	$ 6,825
Per common share information				
Earnings	**$ 1.04**	$ 0.38	**$ 1.91**	$ 0.78
Diluted earnings	**1.03**	0.37	**1.90**	0.77
Average common shares issued and outstanding	**8,620.8**	8,739.9	**8,660.4**	8,777.6
Average diluted common shares issued and outstanding	**8,735.5**	8,768.1	**8,776.2**	8,813.3

Consolidated Statement of Comprehensive Income

(Dollars in millions)	Three Months Ended June 30 2021	Three Months Ended June 30 2020	Six Months Ended June 30 2021	Six Months Ended June 30 2020
Net income	**$ 9,224**	$ 3,533	**$ 17,274**	$ 7,543
Other comprehensive income (loss), net-of-tax:				
Net change in debt securities	**(250)**	(102)	**(1,090)**	4,693
Net change in debit valuation adjustments	**149**	(1,293)	**265**	53
Net change in derivatives	**415**	315	**(699)**	732
Employee benefit plan adjustments	**69**	57	**120**	100
Net change in foreign currency translation adjustments	**26**	(19)	**(3)**	(107)
Other comprehensive income (loss)	**409**	(1,042)	**(1,407)**	5,471
Comprehensive income	**$ 9,633**	$ 2,491	**$ 15,867**	$ 13,014

See accompanying Notes to Consolidated Financial Statements.

Consolidated Balance Sheet

(Dollars in millions)	June 30 2021	December 31 2020
Assets		
Cash and due from banks	$ 30,327	$ 36,430
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	229,703	344,033
Cash and cash equivalents	260,030	380,463
Time deposits placed and other short-term investments	7,356	6,546
Federal funds sold and securities borrowed or purchased under agreements to resell (includes **$163,344** and $108,856 measured at fair value)	268,594	304,058
Trading account assets (includes **$114,268** and $91,510 pledged as collateral)	291,733	198,854
Derivative assets	41,498	47,179
Debt securities:		
Carried at fair value	288,913	246,601
Held-to-maturity, at cost (fair value – **$650,025** and $448,180)	651,401	438,249
Total debt securities	940,314	684,850
Loans and leases (includes **$6,950** and $6,681 measured at fair value)	918,928	927,861
Allowance for loan and lease losses	(14,095)	(18,802)
Loans and leases, net of allowance	904,833	909,059
Premises and equipment, net	10,747	11,000
Goodwill	69,023	68,951
Loans held-for-sale (includes **$2,207** and $1,585 measured at fair value)	8,277	9,243
Customer and other receivables	67,967	64,221
Other assets (includes **$14,928** and $15,718 measured at fair value)	159,522	135,203
Total assets	**$ 3,029,894**	$ 2,819,627
Liabilities		
Deposits in U.S. offices:		
Noninterest-bearing	$ 719,481	$ 650,674
Interest-bearing (includes **$515** and $481 measured at fair value)	1,076,355	1,038,341
Deposits in non-U.S. offices:		
Noninterest-bearing	25,190	17,698
Interest-bearing	88,116	88,767
Total deposits	1,909,142	1,795,480
Federal funds purchased and securities loaned or sold under agreements to repurchase (includes **$165,781** and $135,391 measured at fair value)	213,787	170,323
Trading account liabilities	110,084	71,320
Derivative liabilities	38,916	45,526
Short-term borrowings (includes **$4,490** and $5,874 measured at fair value)	21,635	19,321
Accrued expenses and other liabilities (includes **$15,174** and $16,311 measured at fair value and **$1,687** and $1,878 of reserve for unfunded lending commitments)	184,607	181,799
Long-term debt (includes **$30,361** and $32,200 measured at fair value)	274,604	262,934
Total liabilities	**2,752,775**	2,546,703
Commitments and contingencies *(Note 6 – Securitizations and Other Variable Interest Entities* and *Note 10 – Commitments and Contingencies)*		
Shareholders' equity		
Preferred stock, $0.01 par value; authorized – **100,000,000** shares; issued and outstanding – **3,887,686** and 3,931,440 shares	23,441	24,510
Common stock and additional paid-in capital, **$0.01** par value; authorized – **12,800,000,000** shares; issued and outstanding – **8,487,151,465** and 8,650,814,105 shares	79,242	85,982
Retained earnings	177,499	164,088
Accumulated other comprehensive income (loss)	(3,063)	(1,656)
Total shareholders' equity	**277,119**	272,924
Total liabilities and shareholders' equity	**$ 3,029,894**	$ 2,819,627
Assets of consolidated variable interest entities included in total assets above (isolated to settle the liabilities of the variable interest entities)		
Trading account assets	$ 4,418	$ 5,225
Loans and leases	16,970	23,636
Allowance for loan and lease losses	(1,047)	(1,693)
Loans and leases, net of allowance	15,923	21,943
All other assets	1,134	1,387
Total assets of consolidated variable interest entities	**$ 21,475**	$ 28,555
Liabilities of consolidated variable interest entities included in total liabilities above		
Short-term borrowings (includes **$37** and $22 of non-recourse short-term borrowings)	$ 324	$ 454
Long-term debt (includes **$5,137** and $7,053 of non-recourse debt)	5,137	7,053
All other liabilities (includes **$15** and $16 of non-recourse liabilities)	15	16
Total liabilities of consolidated variable interest entities	**$ 5,476**	$ 7,523

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Changes in Shareholders' Equity

(In millions)	Preferred Stock	Common Stock and Additional Paid-in Capital Shares	Common Stock and Additional Paid-in Capital Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, March 31, 2021	$ 24,319	8,589.7	$ 83,071	$ 170,082	$ (3,472)	$ 274,000
Net income				9,224		9,224
Net change in debt securities					(250)	(250)
Net change in debit valuation adjustments					149	149
Net change in derivatives					415	415
Employee benefit plan adjustments					69	69
Net change in foreign currency translation adjustments					26	26
Dividends declared:						
Common				(1,547)		(1,547)
Preferred				(260)		(260)
Redemption of preferred stock	(878)					(878)
Common stock issued under employee plans, net, and other		0.2	380			380
Common stock repurchased		(102.7)	(4,209)			(4,209)
Balance, June 30, 2021	$ 23,441	8,487.2	$ 79,242	$ 177,499	$ (3,063)	$ 277,119
Balance, December 31, 2020	$ 24,510	8,650.8	$ 85,982	$ 164,088	$ (1,656)	$ 272,924
Net income				17,274		17,274
Net change in debt securities					(1,090)	(1,090)
Net change in debit valuation adjustments					265	265
Net change in derivatives					(699)	(699)
Employee benefit plan adjustments					120	120
Net change in foreign currency translation adjustments					(3)	(3)
Dividends declared:						
Common				(3,110)		(3,110)
Preferred				(750)		(750)
Issuance of preferred stock	902					902
Redemption of preferred stock	(1,971)					(1,971)
Common stock issued under employee plans, net, and other		40.1	939	(3)		936
Common stock repurchased		(203.7)	(7,679)			(7,679)
Balance, June 30, 2021	$ 23,441	8,487.2	$ 79,242	$ 177,499	$ (3,063)	$ 277,119
Balance, March 31, 2020	$ 23,427	8,675.5	$ 85,745	$ 155,866	$ (120)	$ 264,918
Net income				3,533		3,533
Net change in debt securities					(102)	(102)
Net change in debit valuation adjustments					(1,293)	(1,293)
Net change in derivatives					315	315
Employee benefit plan adjustments					57	57
Net change in foreign currency translation adjustments					(19)	(19)
Dividends declared:						
Common				(1,572)		(1,572)
Preferred				(249)		(249)
Common stock issued under employee plans, net, and other		0.1	335			335
Common stock repurchased		(11.5)	(286)			(286)
Balance, June 30, 2020	$ 23,427	8,664.1	$ 85,794	$ 157,578	$ (1,162)	$ 265,637
Balance, December 31, 2019	$ 23,401	8,836.1	$ 91,723	$ 156,319	$ (6,633)	$ 264,810
Cumulative adjustment for adoption of credit loss accounting standard				(2,406)		(2,406)
Net income				7,543		7,543
Net change in debt securities					4,693	4,693
Net change in debit valuation adjustments					53	53
Net change in derivatives					732	732
Employee benefit plan adjustments					100	100
Net change in foreign currency translation adjustments					(107)	(107)
Dividends declared:						
Common				(3,151)		(3,151)
Preferred				(718)		(718)
Issuance of preferred stock	1,098					1,098
Redemption of preferred stock	(1,072)					(1,072)
Common stock issued under employee plans, net, and other		39.8	719	(9)		710
Common stock repurchased		(211.8)	(6,648)			(6,648)
Balance, June 30, 2020	$ 23,427	8,664.1	$ 85,794	$ 157,578	$ (1,162)	$ 265,637

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Cash Flows

(Dollars in millions)	Six Months Ended June 30 2021	2020
Operating activities		
Net income	**$ 17,274**	$ 7,543
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	**(3,481)**	9,878
Gains on sales of debt securities	**—**	(377)
Depreciation and amortization	**930**	880
Net amortization of premium/discount on debt securities	**3,113**	1,364
Deferred income taxes	**(1,457)**	(686)
Stock-based compensation	**1,463**	1,077
Loans held-for-sale:		
Originations and purchases	**(17,031)**	(9,151)
Proceeds from sales and paydowns of loans originally classified as held for sale and instruments from related securitization activities	**16,708**	10,963
Net change in:		
Trading and derivative assets/liabilities	**(58,372)**	1,065
Other assets	**(26,080)**	611
Accrued expenses and other liabilities	**2,300**	(9,297)
Other operating activities, net	**2,994**	2,167
Net cash provided by (used in) operating activities	**(61,639)**	16,037
Investing activities		
Net change in:		
Time deposits placed and other short-term investments	**(810)**	1,036
Federal funds sold and securities borrowed or purchased under agreements to resell	**35,464**	(176,582)
Debt securities carried at fair value:		
Proceeds from sales	**1,809**	18,945
Proceeds from paydowns and maturities	**76,371**	37,132
Purchases	**(126,653)**	(38,656)
Held-to-maturity debt securities:		
Proceeds from paydowns and maturities	**64,192**	33,847
Purchases	**(277,949)**	(27,587)
Loans and leases:		
Proceeds from sales of loans originally classified as held for investment and instruments from related securitization activities	**4,913**	8,118
Purchases	**(2,097)**	(2,961)
Other changes in loans and leases, net	**4,723**	(30,066)
Other investing activities, net	**(1,649)**	(1,986)
Net cash used in investing activities	**(221,686)**	(178,760)
Financing activities		
Net change in:		
Deposits	**113,662**	283,863
Federal funds purchased and securities loaned or sold under agreements to repurchase	**43,464**	13,915
Short-term borrowings	**2,314**	(6,216)
Long-term debt:		
Proceeds from issuance	**48,177**	30,704
Retirement	**(29,240)**	(20,876)
Preferred stock:		
Proceeds from issuance	**902**	1,098
Redemption	**(1,971)**	(1,072)
Common stock repurchased	**(7,679)**	(6,648)
Cash dividends paid	**(3,945)**	(3,916)
Other financing activities, net	**(737)**	(573)
Net cash provided by financing activities	**164,947**	290,279
Effect of exchange rate changes on cash and cash equivalents	**(2,055)**	230
Net increase (decrease) in cash and cash equivalents	**(120,433)**	127,786
Cash and cash equivalents at January 1	**380,463**	161,560
Cash and cash equivalents at June 30	**$ 260,030**	$ 289,346

See accompanying Notes to Consolidated Financial Statements.

Bank of America Corporation and Subsidiaries
Notes to Consolidated Financial Statements

NOTE 1 Summary of Significant Accounting Principles

Bank of America Corporation, a bank holding company and a financial holding company, provides a diverse range of financial services and products throughout the U.S. and in certain international markets. The term "the Corporation" as used herein may refer to Bank of America Corporation, individually, Bank of America Corporation and its subsidiaries, or certain of Bank of America Corporation's subsidiaries or affiliates.

Principles of Consolidation and Basis of Presentation

The Consolidated Financial Statements include the accounts of the Corporation and its majority-owned subsidiaries and those variable interest entities (VIEs) where the Corporation is the primary beneficiary. Intercompany accounts and transactions have been eliminated. Results of operations of acquired companies are included from the dates of acquisition, and for VIEs, from the dates that the Corporation became the primary beneficiary. Assets held in an agency or fiduciary capacity are not included in the Consolidated Financial Statements. The Corporation accounts for investments in companies for which it owns a voting interest and for which it has the ability to exercise significant influence over operating and financing decisions using the equity method of accounting. These investments are included in other assets. Equity method investments are subject to impairment testing, and the Corporation's proportionate share of income or loss is included in other income.

The preparation of the Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts and disclosures. Actual results could materially differ from those estimates and assumptions.

These unaudited Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements, and related notes thereto, of the Corporation's 2020 Annual Report on Form 10-K.

The nature of the Corporation's business is such that the results of any interim period are not necessarily indicative of results for a full year. In the opinion of management, all adjustments, which consist of normal recurring adjustments necessary for a fair statement of the interim period results, have been made. The Corporation evaluates subsequent events through the date of filing with the Securities and Exchange Commission. Certain prior-period amounts have been reclassified to conform to current-period presentation.

U.K. Tax Law Change

On June 10, 2021, the U.K. enacted the 2021 Finance Act, which increases the U.K. corporation income tax rate to 25 percent from 19 percent, effective April 1, 2023. As a result, during the second quarter of 2021, the Corporation recorded a write-up of U.K. net deferred tax assets of approximately $2.0 billion with a corresponding positive income tax adjustment.

NOTE 2 Net Interest Income and Noninterest Income

The following table presents the Corporation's net interest income and noninterest income disaggregated by revenue source for the three and six months ended June 30, 2021 and 2020. For more information, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. For a disaggregation of noninterest income by business segment and *All Other*, see *Note 17 – Business Segment Information*.

(Dollars in millions)	Three Months Ended June 30				Six Months Ended June 30			
		2021		2020		**2021**		2020
Net interest income								
Interest income								
Loans and leases	**$**	**7,123**	$	8,569	**$**	**14,357**	$	18,532
Debt securities		**2,820**		2,440		**5,550**		5,283
Federal funds sold and securities borrowed or purchased under agreements to resell		**(42)**		26		**(49)**		845
Trading account assets		**954**		1,008		**1,826**		2,255
Other interest income		**532**		497		**1,098**		1,723
Total interest income		**11,387**		12,540		**22,782**		28,638
Interest expense								
Deposits		**128**		373		**261**		1,557
Short-term borrowings		**(85)**		(72)		**(164)**		1,048
Trading account liabilities		**293**		223		**539**		552
Long-term debt		**818**		1,168		**1,716**		2,503
Total interest expense		**1,154**		1,692		**2,352**		5,660
Net interest income	**$**	**10,233**	$	10,848	**$**	**20,430**	$	22,978
Noninterest income								
Fees and commissions								
Card income								
Interchange fees [1]	**$**	**1,210**	$	830	**$**	**2,277**	$	1,622
Other card income		**376**		419		**744**		899
Total card income		**1,586**		1,249		**3,021**		2,521
Service charges								
Deposit-related fees		**1,557**		1,299		**3,052**		2,926
Lending-related fees		**317**		263		**614**		539
Total service charges		**1,874**		1,562		**3,666**		3,465
Investment and brokerage services								
Asset management fees		**3,156**		2,483		**6,158**		5,165
Brokerage fees		**967**		939		**2,028**		2,015
Total investment and brokerage services		**4,123**		3,422		**8,186**		7,180
Investment banking fees								
Underwriting income		**1,314**		1,523		**2,860**		2,371
Syndication fees		**401**		230		**701**		501
Financial advisory services		**407**		406		**807**		675
Total investment banking fees		**2,122**		2,159		**4,368**		3,547
Total fees and commissions		**9,705**		8,392		**19,241**		16,713
Market making and similar activities		**1,826**		2,487		**5,355**		5,294
Other income (loss)		**(298)**		599		**(739)**		108
Total noninterest income	**$**	**11,233**	$	11,478	**$**	**23,857**	$	22,115

[1] Gross interchange fees and merchant income were $2.9 billion and $2.0 billion for the three months ended June 30, 2021 and 2020 and are presented net of $1.7 billion and $1.2 billion of expenses for rewards and partner payments as well as certain other card costs for the same periods. Gross interchange fees and merchant income were $5.4 billion and $4.3 billion for the six months ended June 30, 2021 and 2020 and are presented net of $3.1 billion and $2.7 billion of expenses for rewards and partner payments as well as certain other card costs for the same periods.

NOTE 3 Derivatives

Derivative Balances

Derivatives are entered into on behalf of customers, for trading or to support risk management activities. Derivatives used in risk management activities include derivatives that may or may not be designated in qualifying hedge accounting relationships. Derivatives that are not designated in qualifying hedge accounting relationships are referred to as other risk management derivatives. For more information on the Corporation's derivatives and hedging activities, see *Note 1 – Summary of Significant Accounting Principles and Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. The following tables present derivative instruments included on the Consolidated Balance Sheet in derivative assets and liabilities at June 30, 2021 and December 31, 2020. Balances are presented on a gross basis, prior to the application of counterparty and cash collateral netting. Total derivative assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements and have been reduced by cash collateral received or paid.

		June 30, 2021					
		Gross Derivative Assets			Gross Derivative Liabilities		
(Dollars in billions)	Contract/ Notional [1]	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total
Interest rate contracts							
Swaps	$ 18,092.6	$ 150.2	$ 11.7	$ 161.9	$ 157.9	$ 2.0	$ 159.9
Futures and forwards	4,488.2	1.5	—	1.5	1.4	—	1.4
Written options	1,687.0	—	—	—	31.1	—	31.1
Purchased options	1,725.1	35.0	—	35.0	—	—	—
Foreign exchange contracts							
Swaps	1,459.6	27.7	0.4	28.1	30.5	0.5	31.0
Spot, futures and forwards	4,548.5	36.7	0.6	37.3	35.0	0.1	35.1
Written options	331.4	—	—	—	3.7	—	3.7
Purchased options	312.9	3.8	—	3.8	—	—	—
Equity contracts							
Swaps	388.6	12.0	—	12.0	14.6	—	14.6
Futures and forwards	160.0	0.4	—	0.4	1.9	—	1.9
Written options	624.3	—	—	—	56.3	—	56.3
Purchased options	562.5	55.8	—	55.8	—	—	—
Commodity contracts							
Swaps	45.2	2.9	—	2.9	5.8	—	5.8
Futures and forwards	78.9	2.3	—	2.3	1.4	—	1.4
Written options	36.6	—	—	—	2.7	—	2.7
Purchased options	30.7	3.0	—	3.0	—	—	—
Credit derivatives [2]							
Purchased credit derivatives:							
Credit default swaps	356.4	1.7	—	1.7	5.2	—	5.2
Total return swaps/options	71.1	0.2	—	0.2	1.1	—	1.1
Written credit derivatives:							
Credit default swaps	333.4	5.0	—	5.0	1.5	—	1.5
Total return swaps/options	79.0	1.2	—	1.2	0.5	—	0.5
Gross derivative assets/liabilities		$ 339.4	$ 12.7	$ 352.1	$ 350.6	$ 2.6	$ 353.2
Less: Legally enforceable master netting agreements				(278.3)			(278.3)
Less: Cash collateral received/paid				(32.3)			(36.0)
Total derivative assets/liabilities				$ 41.5			$ 38.9

(1) Represents the total contract/notional amount of derivative assets and liabilities outstanding.
(2) The net derivative asset and notional amount of written credit derivatives for which the Corporation held purchased credit derivatives with identical underlying referenced names were $1.2 billion and $304.9 billion at June 30, 2021.

(Dollars in billions)	Contract/ Notional [1]	December 31, 2020 Gross Derivative Assets Trading and Other Risk Management Derivatives	Gross Derivative Assets Qualifying Accounting Hedges	Gross Derivative Assets Total	Gross Derivative Liabilities Trading and Other Risk Management Derivatives	Gross Derivative Liabilities Qualifying Accounting Hedges	Gross Derivative Liabilities Total
Interest rate contracts							
Swaps	$ 13,242.8	$ 199.9	$ 10.9	$ 210.8	$ 209.3	$ 1.3	$ 210.6
Futures and forwards	3,222.2	3.5	0.1	3.6	3.6	—	3.6
Written options	1,530.5	—	—	—	40.5	—	40.5
Purchased options	1,545.8	45.3	—	45.3	—	—	—
Foreign exchange contracts							
Swaps	1,475.8	37.1	0.3	37.4	39.7	0.6	40.3
Spot, futures and forwards	3,710.7	53.4	—	53.4	54.5	0.5	55.0
Written options	289.6	—	—	—	4.8	—	4.8
Purchased options	279.3	5.0	—	5.0	—	—	—
Equity contracts							
Swaps	320.2	13.3	—	13.3	14.5	—	14.5
Futures and forwards	106.2	0.3	—	0.3	1.4	—	1.4
Written options	599.1	—	—	—	48.8	—	48.8
Purchased options	541.2	52.6	—	52.6	—	—	—
Commodity contracts							
Swaps	36.4	1.9	—	1.9	4.4	—	4.4
Futures and forwards	63.6	2.0	—	2.0	1.0	—	1.0
Written options	24.6	—	—	—	1.4	—	1.4
Purchased options	24.7	1.5	—	1.5	—	—	—
Credit derivatives [2]							
Purchased credit derivatives:							
Credit default swaps	322.7	2.3	—	2.3	4.4	—	4.4
Total return swaps/options	63.6	0.2	—	0.2	1.0	—	1.0
Written credit derivatives:							
Credit default swaps	301.5	4.4	—	4.4	1.9	—	1.9
Total return swaps/options	68.6	0.6	—	0.6	0.4	—	0.4
Gross derivative assets/liabilities		$ 423.3	$ 11.3	$ 434.6	$ 431.6	$ 2.4	$ 434.0
Less: Legally enforceable master netting agreements				(344.9)			(344.9)
Less: Cash collateral received/paid				(42.5)			(43.6)
Total derivative assets/liabilities				$ 47.2			$ 45.5

[1] Represents the total contract/notional amount of derivative assets and liabilities outstanding.
[2] The net derivative asset and notional amount of written credit derivatives for which the Corporation held purchased credit derivatives with identical underlying referenced names were $2.2 billion and $269.8 billion at December 31, 2020.

Offsetting of Derivatives

The Corporation enters into International Swaps and Derivatives Association, Inc. (ISDA) master netting agreements or similar agreements with substantially all of the Corporation's derivative counterparties. For more information, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The following table presents derivative instruments included in derivative assets and liabilities on the Consolidated Balance Sheet at June 30, 2021 and December 31, 2020 by primary risk (e.g., interest rate risk) and the platform, where applicable, on which these derivatives are transacted. Balances are presented on a gross basis, prior to the application of counterparty and cash collateral netting. Total gross derivative assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements, which include reducing the balance for counterparty netting and cash collateral received or paid.

For more information on offsetting of securities financing agreements, see *Note 9 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash*.

Offsetting of Derivatives [1]

(Dollars in billions)	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
	June 30, 2021		December 31, 2020	
Interest rate contracts				
Over-the-counter	**$ 189.4**	**$ 182.8**	$ 247.7	$ 243.5
Exchange-traded	**0.1**	**—**	—	—
Over-the-counter cleared	**7.3**	**6.9**	10.2	9.1
Foreign exchange contracts				
Over-the-counter	**66.6**	**67.4**	92.2	96.5
Over-the-counter cleared	**1.0**	**0.9**	1.4	1.3
Equity contracts				
Over-the-counter	**29.9**	**31.0**	31.3	28.3
Exchange-traded	**35.6**	**35.0**	32.3	31.0
Commodity contracts				
Over-the-counter	**5.6**	**7.1**	3.5	5.0
Exchange-traded	**1.3**	**1.6**	0.7	0.7
Over-the-counter cleared	**0.1**	**0.1**	—	—
Credit derivatives				
Over-the-counter	**5.6**	**5.5**	5.2	5.6
Over-the-counter cleared	**2.4**	**2.4**	2.2	1.9
Total gross derivative assets/liabilities, before netting				
Over-the-counter	**297.1**	**293.8**	379.9	378.9
Exchange-traded	**37.0**	**36.6**	33.0	31.7
Over-the-counter cleared	**10.8**	**10.3**	13.8	12.3
Less: Legally enforceable master netting agreements and cash collateral received/paid				
Over-the-counter	**(265.1)**	**(268.8)**	(345.7)	(347.2)
Exchange-traded	**(35.4)**	**(35.4)**	(29.5)	(29.5)
Over-the-counter cleared	**(10.1)**	**(10.1)**	(12.2)	(11.8)
Derivative assets/liabilities, after netting	**34.3**	**26.4**	39.3	34.4
Other gross derivative assets/liabilities [2]	**7.2**	**12.5**	7.9	11.1
Total derivative assets/liabilities	**41.5**	**38.9**	47.2	45.5
Less: Financial instruments collateral [3]	**(14.2)**	**(13.3)**	(16.1)	(16.6)
Total net derivative assets/liabilities	**$ 27.3**	**$ 25.6**	$ 31.1	$ 28.9

(1) Over-the-counter derivatives include bilateral transactions between the Corporation and a particular counterparty. Over-the-counter cleared derivatives include bilateral transactions between the Corporation and a counterparty where the transaction is cleared through a clearinghouse. Exchange-traded derivatives include listed options transacted on an exchange.
(2) Consists of derivatives entered into under master netting agreements where the enforceability of these agreements is uncertain under bankruptcy laws in some countries or industries.
(3) Amounts are limited to the derivative asset/liability balance and, accordingly, do not include excess collateral received/pledged. Financial instruments collateral includes securities collateral received or pledged and cash securities held and posted at third-party custodians that are not offset on the Consolidated Balance Sheet but shown as a reduction to derive net derivative assets and liabilities.

Derivatives Designated as Accounting Hedges

The Corporation uses various types of interest rate and foreign exchange derivative contracts to protect against changes in the fair value of its assets and liabilities due to fluctuations in interest rates and exchange rates (fair value hedges). The Corporation also uses these types of contracts to protect against changes in the cash flows of its assets and liabilities, and other forecasted transactions (cash flow hedges). The Corporation hedges its net investment in consolidated non-U.S. operations determined to have functional currencies other than the U.S. dollar using forward exchange contracts and cross-currency basis swaps, and by issuing foreign currency-denominated debt (net investment hedges).

Fair Value Hedges

The table below summarizes information related to fair value hedges for the three and six months ended June 30, 2021 and 2020.

Gains and Losses on Derivatives Designated as Fair Value Hedges

(Dollars in millions)	**Three Months Ended June 30, 2021**		Three Months Ended June 30, 2020	
	Derivative	**Hedged Item**	Derivative	Hedged Item
Interest rate risk on long-term debt [1]	**$ 3,484**	**$ (3,454)**	$ 475	$ (600)
Interest rate and foreign currency risk on long-term debt [2]	**5**	**(5)**	60	(60)
Interest rate risk on available-for-sale securities [3]	**(1,863)**	**1,825**	(361)	356
Total	**$ 1,626**	**$ (1,634)**	$ 174	$ (304)

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	Six Months Ended June 30, 2021		Six Months Ended June 30, 2020	
	Derivative	**Hedged Item**	Derivative	Hedged Item
Interest rate risk on long-term debt [1]	**$ (4,579)**	**$ 4,548**	$ 10,809	$ (10,876)
Interest rate and foreign currency risk on long-term debt [2]	**(23)**	**21**	565	(551)
Interest rate risk on available-for-sale securities [3]	**3,378**	**(3,325)**	(711)	698
Total	**$ (1,224)**	**$ 1,244**	$ 10,663	$ (10,729)

(1) Amounts are recorded in interest expense in the Consolidated Statement of Income.
(2) For the three and six months ended June 30, 2021, the derivative amount includes gains (losses) of $(7) million and $(51) million in interest expense, $23 million and $31 million in market making and similar activities, and $(1) million and $(3) million in accumulated other comprehensive income (OCI). For the same periods in 2020, the derivative amount includes gains (losses) of $(3) million and $731 million in interest expense, $63 million and $(178) million in market making and similar activities, and $0 and $12 million in accumulated OCI. Line item totals are in the Consolidated Statement of Income and on the Consolidated Balance Sheet.
(3) Amounts are recorded in interest income in the Consolidated Statement of Income.

The table below summarizes the carrying value of hedged assets and liabilities that are designated and qualifying in fair value hedging relationships along with the cumulative amount of fair value hedging adjustments included in the carrying value that have been recorded in the current hedging relationships. These fair value hedging adjustments are open basis adjustments that are not subject to amortization as long as the hedging relationship remains designated.

Designated Fair Value Hedged Assets and Liabilities

	June 30, 2021		December 31, 2020	
(Dollars in millions)	**Carrying Value**	**Cumulative Fair Value Adjustments (1)**	Carrying Value	Cumulative Fair Value Adjustments (1)
Long-term debt (2)	**$ 171,872**	**$ 6,742**	$ 150,556	$ 8,910
Available-for-sale debt securities (2, 3, 4)	**152,348**	**(2,876)**	116,252	114
Trading account assets (5)	**366**	**—**	427	15

(1) Increase (decrease) to carrying value.
(2) At June 30, 2021 and December 31, 2020, the cumulative fair value adjustments remaining on long-term debt and available-for-sale debt securities from discontinued hedging relationships resulted in an increase in the related liability of $10 billion and $3.7 billion and a decrease in the related asset of $68 million and $69 million, which are being amortized over the remaining contractual life of the de-designated hedged items.
(3) These amounts include the amortized cost of the prepayable financial assets used to designate hedging relationships in which the hedged item is the last layer expected to be remaining at the end of the hedging relationship (i.e. last-of-layer hedging relationship). At June 30, 2021 and December 31, 2020, the amortized cost of the closed portfolios used in these hedging relationships was $26.8 billion and $34.6 billion, of which $7.0 billion was designated in the last-of-layer hedging relationship at both dates. At June 30, 2021, the cumulative adjustment associated with these hedging relationships was a decrease of $99 million. At December 31, 2020, the cumulative adjustment was insignificant.
(4) Carrying value represents amortized cost.
(5) Represents hedging activities related to certain commodities inventory.

Cash Flow and Net Investment Hedges

The table below summarizes certain information related to cash flow hedges and net investment hedges for the three and six months ended June 30, 2021 and 2020. Of the $273 million after-tax net loss ($365 million pretax) on derivatives in accumulated OCI at June 30, 2021, gains of $244 million after-tax ($330 million pretax) related to both open and terminated cash flow hedges are expected to be reclassified into earnings in the next 12 months. These net gains reclassified into earnings are expected to primarily increase net interest income related to the respective hedged items. For terminated cash flow hedges, the time period over which the majority of the forecasted transactions are hedged is approximately 3 years, with a maximum length of time for certain forecasted transactions of 15 years.

Gains and Losses on Derivatives Designated as Cash Flow and Net Investment Hedges

	Gains (Losses) Recognized in Accumulated OCI on Derivatives	**Gains (Losses) in Income Reclassified from Accumulated OCI**	**Gains (Losses) Recognized in Accumulated OCI on Derivatives**	**Gains (Losses) in Income Reclassified from Accumulated OCI**
(Dollars in millions, amounts pretax)	**Three Months Ended June 30, 2021**		**Six Months Ended June 30, 2021**	
Cash flow hedges				
Interest rate risk on variable-rate assets (1)	**$ 481**	**$ 36**	**$ (576)**	**$ 73**
Price risk on forecasted MBS purchases (1)	**92**	**6**	**(301)**	**15**
Price risk on certain compensation plans (2)	**35**	**14**	**59**	**26**
Total	**$ 608**	**$ 56**	**$ (818)**	**$ 114**
Net investment hedges				
Foreign exchange risk (3)	**$ (224)**	**$ —**	**$ 503**	**$ —**
	Three Months Ended June 30, 2020		Six Months Ended June 30, 2020	
Cash flow hedges				
Interest rate risk on variable-rate assets (1)	$ 320	$ (23)	$ 911	$ (49)
Price risk on certain compensation plans (2)	73	—	(9)	—
Total	$ 393	$ (23)	$ 902	$ (49)
Net investment hedges				
Foreign exchange risk (3)	$ (400)	$ 1	$ 968	$ 1

(1) Amounts reclassified from accumulated OCI are recorded in interest income in the Consolidated Statement of Income.
(2) Amounts reclassified from accumulated OCI are recorded in compensation and benefits expense in the Consolidated Statement of Income.
(3) Amounts reclassified from accumulated OCI are recorded in other income in the Consolidated Statement of Income. For the three and six months ended June 30, 2021, amounts excluded from effectiveness testing and recognized in market making and similar activities were losses of $48 million and $50 million. For the same periods in 2020 amounts excluded from effectiveness testing and recognized in other income were gains of $75 million and $105 million.

Other Risk Management Derivatives

Other risk management derivatives are used by the Corporation to reduce certain risk exposures by economically hedging various assets and liabilities.The table below presents gains (losses) on these derivatives for the three and six months ended June 30, 2021 and 2020. These gains (losses) are largely offset by the income or expense recorded on the hedged item.

Gains and Losses on Other Risk Management Derivatives

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Interest rate risk on mortgage activities [1, 2]	**$ 85**	$ 62	**$ (105)**	$ 441
Credit risk on loans [2]	**(14)**	(66)	**(31)**	22
Interest rate and foreign currency risk on asset and liability management activities [3]	**(318)**	(1,017)	**943**	511
Price risk on certain compensation plans [4]	**318**	603	**598**	(154)

(1) Primarily related to hedges of interest rate risk on mortgage servicing rights (MSRs) and interest rate lock commitments (IRLCs) to originate mortgage loans that will be held for sale. The net gains on IRLCs, which are not included in the table but are considered derivative instruments, were $27 million and $46 million for the three and six months ended June 30, 2021 compared to $19 million and $87 million for the same periods in 2020.
(2) Gains (losses) on these derivatives are recorded in other income.
(3) Gains (losses) on these derivatives are recorded in market making and similar activities.
(4) Gains (losses) on these derivatives are recorded in compensation and benefits expense.

Transfers of Financial Assets with Risk Retained through Derivatives

The Corporation enters into certain transactions involving the transfer of financial assets that are accounted for as sales where substantially all of the economic exposure to the transferred financial assets is retained through derivatives (e.g., interest rate and/or credit), but the Corporation does not retain control over the assets transferred. At June 30, 2021 and December 31, 2020, the Corporation had transferred $4.9 billion and $5.2 billion of non-U.S. government-guaranteed mortgage-backed securities (MBS) to a third-party trust and retained economic exposure to the transferred assets through derivative contracts. In connection with these transfers, the Corporation received gross cash proceeds of $5.0 billion and $5.2 billion at the transfer dates. At June 30, 2021 and December 31, 2020, the fair value of the transferred securities was $5.3 billion and $5.5 billion.

Sales and Trading Revenue

The Corporation enters into trading derivatives to facilitate client transactions and to manage risk exposures arising from trading account assets and liabilities. It is the Corporation's policy to include these derivative instruments in its trading activities, which include derivatives and non-derivative cash instruments. The resulting risk from these derivatives is managed on a portfolio basis as part of the Corporation's *Global Markets* business segment. For more information on sales and trading revenue, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The table below, which includes both derivatives and non-derivative cash instruments, identifies the amounts in the respective income statement line items attributable to the Corporation's sales and trading revenue in *Global Markets*, categorized by primary risk, for the three and six months ended June 30, 2021 and 2020. This table includes debit valuation adjustment (DVA) and funding valuation adjustment (FVA) gains (losses). *Global Markets* results in *Note 17 – Business Segment Information* are presented on a fully taxable-equivalent (FTE) basis. The table below is not presented on an FTE basis.

Sales and Trading Revenue

(Dollars in millions)	Market making and similar activities	Net Interest Income	Other [1]	Total	Market making and similar activities	Net Interest Income	Other [1]	Total
	Three Months Ended June 30, 2021				**Six Months Ended June 30, 2021**			
Interest rate risk	**$ 44**	**$ 463**	**$ 40**	**$ 547**	**$ 416**	**$ 926**	**$ 97**	**$ 1,439**
Foreign exchange risk	**330**	**(22)**	**2**	**310**	**736**	**(40)**	**6**	**702**
Equity risk	**1,178**	**(1)**	**442**	**1,619**	**2,460**	**35**	**957**	**3,452**
Credit risk	**435**	**424**	**175**	**1,034**	**1,237**	**787**	**289**	**2,313**
Other risk [2]	**(24)**	**(10)**	**26**	**(8)**	**584**	**(28)**	**45**	**601**
Total sales and trading revenue	**$ 1,963**	**$ 854**	**$ 685**	**$ 3,502**	**$ 5,433**	**$ 1,680**	**$ 1,394**	**$ 8,507**
	Three Months Ended June 30, 2020				Six Months Ended June 30, 2020			
Interest rate risk	$ 670	$ 658	$ 48	$ 1,376	$ 2,164	$ 1,276	$ 120	$ 3,560
Foreign exchange risk	351	(3)	(12)	336	815	1	(5)	811
Equity risk	730	31	451	1,212	1,989	(91)	969	2,867
Credit risk	536	426	142	1,104	157	869	176	1,202
Other risk [2]	73	8	4	85	207	28	11	246
Total sales and trading revenue	$ 2,360	$ 1,120	$ 633	$ 4,113	$ 5,332	$ 2,083	$ 1,271	$ 8,686

(1) Represents amounts in investment and brokerage services and other income that are recorded in *Global Markets* and included in the definition of sales and trading revenue. Includes investment and brokerage services revenue of $462 million and $1.0 billion for the three and six months ended June 30, 2021 compared to $470 million and $1.0 billion for the same periods in 2020.
(2) Includes commodity risk.

Credit Derivatives

The Corporation enters into credit derivatives primarily to facilitate client transactions and to manage credit risk exposures. Credit derivatives are classified as investment and non-investment grade based on the credit quality of the underlying referenced obligation. The Corporation considers ratings of BBB- or higher as investment grade. Non-investment grade includes non-rated credit derivative instruments. The Corporation discloses internal categorizations of investment grade and non-investment grade consistent with how risk is managed for these instruments. For more information on credit derivatives, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit derivative instruments where the Corporation is the seller of credit protection and their expiration at June 30, 2021 and December 31, 2020 are summarized in the table below.

Credit Derivative Instruments

(Dollars in millions)	Less than One Year	One to Three Years	Three to Five Years	Over Five Years	Total
			June 30, 2021		
			Carrying Value		
Credit default swaps:					
Investment grade	**$ —**	**$ —**	**$ 44**	**$ 42**	**$ 86**
Non-investment grade	**11**	**130**	**406**	**894**	**1,441**
Total	**11**	**130**	**450**	**936**	**1,527**
Total return swaps/options:					
Investment grade	**31**	**—**	**—**	**—**	**31**
Non-investment grade	**134**	**333**	**—**	**—**	**467**
Total	**165**	**333**	**—**	**—**	**498**
Total credit derivatives	**$ 176**	**$ 463**	**$ 450**	**$ 936**	**$ 2,025**
Credit-related notes:					
Investment grade	**$ —**	**$ —**	**$ 1**	**$ 519**	**$ 520**
Non-investment grade	**5**	**1**	**23**	**1,153**	**1,182**
Total credit-related notes	**$ 5**	**$ 1**	**$ 24**	**$ 1,672**	**$ 1,702**
			Maximum Payout/Notional		
Credit default swaps:					
Investment grade	**$ 32,739**	**$ 75,590**	**$ 107,799**	**$ 16,141**	**$ 232,269**
Non-investment grade	**11,961**	**31,595**	**48,833**	**8,750**	**101,139**
Total	**44,700**	**107,185**	**156,632**	**24,891**	**333,408**
Total return swaps/options:					
Investment grade	**46,566**	**65**	**79**	**—**	**46,710**
Non-investment grade	**20,032**	**12,268**	**10**	**16**	**32,326**
Total	**66,598**	**12,333**	**89**	**16**	**79,036**
Total credit derivatives	**$ 111,298**	**$ 119,518**	**$ 156,721**	**$ 24,907**	**$ 412,444**
			December 31, 2020		
			Carrying Value		
Credit default swaps:					
Investment grade	$ —	$ 1	$ 35	$ 94	$ 130
Non-investment grade	26	233	364	1,163	1,786
Total	26	234	399	1,257	1,916
Total return swaps/options:					
Investment grade	21	4	—	—	25
Non-investment grade	345	—	—	—	345
Total	366	4	—	—	370
Total credit derivatives	$ 392	$ 238	$ 399	$ 1,257	$ 2,286
Credit-related notes:					
Investment grade	$ —	$ —	$ —	$ 572	$ 572
Non-investment grade	64	2	10	947	1,023
Total credit-related notes	$ 64	$ 2	$ 10	$ 1,519	$ 1,595
			Maximum Payout/Notional		
Credit default swaps:					
Investment grade	$ 33,474	$ 75,731	$ 87,218	$ 16,822	$ 213,245
Non-investment grade	13,664	28,770	35,978	9,852	88,264
Total	47,138	104,501	123,196	26,674	301,509
Total return swaps/options:					
Investment grade	30,961	1,061	77	—	32,099
Non-investment grade	36,128	364	27	5	36,524
Total	67,089	1,425	104	5	68,623
Total credit derivatives	$ 114,227	$ 105,926	$ 123,300	$ 26,679	$ 370,132

The notional amount represents the maximum amount payable by the Corporation for most credit derivatives. However, the Corporation does not monitor its exposure to credit derivatives based solely on the notional amount because this measure does not take into consideration the probability of occurrence. As such, the notional amount is not a reliable indicator of the Corporation's exposure to these contracts. Instead, a risk framework is used to define risk tolerances and establish limits so that certain credit risk-related losses occur within acceptable, predefined limits.

Credit-related notes in the table above include investments in securities issued by collateralized debt obligation (CDO), collateralized loan obligation (CLO) and credit-linked note vehicles. These instruments are primarily classified as trading securities. The carrying value of these instruments equals the Corporation's maximum exposure to loss. The Corporation is not obligated to make any payments to the entities under the terms of the securities owned.

Credit-related Contingent Features and Collateral

Certain of the Corporation's derivative contracts contain credit risk-related contingent features, primarily in the form of ISDA master netting agreements and credit support documentation that enhance the creditworthiness of these instruments compared to other obligations of the respective counterparty with whom the Corporation has transacted. These contingent features may be for the benefit of the Corporation as well as its counterparties with respect to changes in the Corporation's creditworthiness and the mark-to-market exposure under the derivative transactions. At June 30, 2021 and December 31, 2020, the Corporation held cash and securities collateral of $85.8 billion and $96.5 billion and posted cash and securities collateral of $76.9 billion and $88.6 billion in the normal course of business under derivative agreements, excluding cross-product margining agreements where clients are permitted to margin on a net basis for both derivative and secured financing arrangements.

In connection with certain over-the-counter derivative contracts and other trading agreements, the Corporation can be required to provide additional collateral or to terminate transactions with certain counterparties in the event of a downgrade of the senior debt ratings of the Corporation or certain subsidiaries. The amount of additional collateral required depends on the contract and is usually a fixed incremental amount and/or the market value of the exposure. For more information on credit-related contingent features and collateral, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

At June 30, 2021, the amount of collateral, calculated based on the terms of the contracts, that the Corporation and certain subsidiaries could be required to post to counterparties but had not yet posted to counterparties was $2.6 billion, including $1.4 billion for Bank of America, National Association.

Some counterparties are currently able to unilaterally terminate certain contracts, or the Corporation or certain subsidiaries may be required to take other action such as find a suitable replacement or obtain a guarantee. At June 30, 2021 and December 31, 2020, the liability recorded for these derivative contracts was not significant.

The table below presents the amount of additional collateral that would have been contractually required by derivative contracts and other trading agreements at June 30, 2021 if the rating agencies had downgraded their long-term senior debt ratings for the Corporation or certain subsidiaries by one incremental notch and by an additional second incremental notch. The table also presents derivative liabilities that would be subject to unilateral termination by counterparties upon downgrade of the Corporation's or certain subsidiaries' long-term senior debt ratings.

Additional Collateral Required to be Posted and Derivative Liabilities Subject to Unilateral Termination Upon Downgrade at June 30, 2021

(Dollars in millions)	One incremental notch	Second incremental notch
Additional collateral required to be posted upon downgrade		
Bank of America Corporation	$ 318	$ 786
Bank of America, N.A. and subsidiaries (1)	69	589
Derivative liabilities subject to unilateral termination upon downgrade		
Derivative liabilities	$ 26	$ 480
Collateral posted	11	313

(1) Included in Bank of America Corporation collateral requirements in this table.

Valuation Adjustments on Derivatives

The table below presents credit valuation adjustment (CVA), DVA and FVA gains (losses) on derivatives (excluding the effect of any related hedge activities), which are recorded in market making and similar activities, for the three and six months ended June 30, 2021 and 2020. For more information on the valuation adjustments on derivatives, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Valuation Adjustments Gains (Losses) on Derivatives (1)

	Three Months Ended June 30	
(Dollars in millions)	**2021**	2020
Derivative assets (CVA)	**$ 3**	$ 276
Derivative assets/liabilities (FVA)	**(33)**	69
Derivative liabilities (DVA)	**(31)**	(256)

	Six Months Ended June 30	
(Dollars in millions)	**2021**	2020
Derivative assets (CVA)	**$ 158**	$ (508)
Derivative assets/liabilities (FVA)	**15**	(87)
Derivative liabilities (DVA)	**(8)**	158

(1) At June 30, 2021 and December 31, 2020, cumulative CVA reduced the derivative assets balance by $488 million and $646 million, cumulative FVA reduced the net derivatives balance by $162 million and $177 million, and cumulative DVA reduced the derivative liabilities balance by $301 million and $309 million.

NOTE 4 Securities

The table below presents the amortized cost, gross unrealized gains and losses, and fair value of available-for-sale (AFS) debt securities, other debt securities carried at fair value and held-to-maturity (HTM) debt securities at June 30, 2021 and December 31, 2020.

Debt Securities

(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	June 30, 2021			
Available-for-sale debt securities				
Mortgage-backed securities:				
Agency	**$ 56,258**	**$ 1,696**	**$ (65)**	**$ 57,889**
Agency-collateralized mortgage obligations	**4,111**	**123**	**(8)**	**4,226**
Commercial	**18,062**	**882**	**(25)**	**18,919**
Non-agency residential [1]	**829**	**33**	**(10)**	**852**
Total mortgage-backed securities	**79,260**	**2,734**	**(108)**	**81,886**
U.S. Treasury and agency securities	**158,691**	**1,906**	**(264)**	**160,333**
Non-U.S. securities	**17,165**	**4**	**(2)**	**17,167**
Other taxable securities	**2,873**	**48**	**—**	**2,921**
Total taxable securities	**257,989**	**4,692**	**(374)**	**262,307**
Tax-exempt securities	**15,529**	**347**	**(2)**	**15,874**
Total available-for-sale debt securities	**273,518**	**5,039**	**(376)**	**278,181**
Other debt securities carried at fair value [2]	**10,713**	**113**	**(94)**	**10,732**
Total debt securities carried at fair value	**284,231**	**5,152**	**(470)**	**288,913**
Held-to-maturity debt securities				
Agency mortgage-backed securities	**547,508**	**6,040**	**(5,849)**	**547,699**
U.S. Treasury and agency securities	**94,353**	**327**	**(2,017)**	**92,663**
Other taxable securities	**9,573**	**246**	**(156)**	**9,663**
Total held-to-maturity debt securities	**651,434**	**6,613**	**(8,022)**	**650,025**
Total debt securities [3,4]	**$ 935,665**	**$ 11,765**	**$ (8,492)**	**$ 938,938**
	December 31, 2020			
Available-for-sale debt securities				
Mortgage-backed securities:				
Agency	$ 59,518	$ 2,370	$ (39)	$ 61,849
Agency-collateralized mortgage obligations	5,112	161	(13)	5,260
Commercial	15,470	1,025	(4)	16,491
Non-agency residential [1]	899	127	(17)	1,009
Total mortgage-backed securities	80,999	3,683	(73)	84,609
U.S. Treasury and agency securities	114,157	2,236	(13)	116,380
Non-U.S. securities	14,009	15	(7)	14,017
Other taxable securities	2,656	61	(6)	2,711
Total taxable securities	211,821	5,995	(99)	217,717
Tax-exempt securities	16,417	389	(32)	16,774
Total available-for-sale debt securities	228,238	6,384	(131)	234,491
Other debt securities carried at fair value [2]	11,720	429	(39)	12,110
Total debt securities carried at fair value	239,958	6,813	(170)	246,601
Held-to-maturity debt securities				
Agency mortgage-backed securities	414,289	9,768	(36)	424,021
U.S. Treasury and agency securities	16,084	—	(71)	16,013
Other taxable securities	7,906	327	(87)	8,146
Total held-to-maturity debt securities	438,279	10,095	(194)	448,180
Total debt securities [3, 4]	$ 678,237	$ 16,908	$ (364)	$ 694,781

(1) At both June 30, 2021 and December 31, 2020, the underlying collateral type included approximately 37 percent prime, two percent Alt-A and 61 percent subprime.
(2) Primarily includes non-U.S. securities used to satisfy certain international regulatory requirements. Any changes in value are reported in market making and similar activities. For detail on the components, see *Note 14 – Fair Value Measurements*.
(3) Includes securities pledged as collateral of $82.8 billion and $65.5 billion at June 30, 2021 and December 31, 2020.
(4) The Corporation held debt securities from Fannie Mae (FNMA) and Freddie Mac (FHLMC) that each exceeded 10 percent of shareholders' equity, with an amortized cost of $338.3 billion and $197.8 billion, and a fair value of $339.7 billion and $197.3 billion at June 30, 2021, and an amortized cost of $260.1 billion and $118.1 billion, and a fair value of $267.5 billion and $120.7 billion at December 31, 2020.

At June 30, 2021, the accumulated net unrealized gain on AFS debt securities, excluding the amount related to debt securities previously transferred to held to maturity, included in accumulated OCI was $3.5 billion, net of the related income tax expense of $1.2 billion. The Corporation had nonperforming AFS debt securities of $19 million and $20 million at June 30, 2021 and December 31, 2020.

At June 30, 2021 and December 31, 2020, the Corporation had $241.4 billion and $200.0 billion in AFS debt securities, which were primarily U.S. agency and U.S. Treasury securities that have a zero credit loss assumption. For the remaining $36.8 billion and $34.5 billion in AFS debt securities at June 30, 2021 and December 31, 2020, the amount of expected credit losses was insignificant. Substantially all of the

Corporation's HTM debt securities consist of U.S. agency and U.S. Treasury securities and have a zero credit loss assumption.

At June 30, 2021 and December 31, 2020, the Corporation held equity securities at an aggregate fair value of $616 million and $769 million and other equity securities, as valued under the measurement alternative, at a carrying value of $270 million and $240 million, both of which are included in other assets. At June 30, 2021 and December 31, 2020, the Corporation also held money market investments at a fair value of $1.5 billion and $1.6 billion, which are included in time deposits placed and other short-term investments.

In the three months ended June 30, 2021, sales of AFS securities were not significant. In the six months ended June 30, 2021, the Corporation recorded gross realized gains on the sales of AFS debt securities of $15 million and gross realized losses of $15 million. For the same periods in 2020, the Corporation recorded gross realized gains of $63 million and $379 million and gross realized losses of $1 million and $2 million, resulting in net gains of $62 million and $377 million, with $15 million and $94 million of income taxes attributable to the realized net gains on sales of these AFS debt securities.

The table below presents the fair value and the associated gross unrealized losses on AFS debt securities and whether these securities have had gross unrealized losses for less than 12 months or for 12 months or longer at June 30, 2021 and December 31, 2020.

Total AFS Debt Securities in a Continuous Unrealized Loss Position

	Less than Twelve Months		Twelve Months or Longer		Total	
(Dollars in millions)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	June 30, 2021					
Continuously unrealized loss-positioned AFS debt securities						
Mortgage-backed securities:						
Agency	**$ 11,555**	**$ (41)**	**$ 1,114**	**$ (24)**	**$ 12,669**	**$ (65)**
Agency-collateralized mortgage obligations	**1,661**	**—**	**301**	**(8)**	**1,962**	**(8)**
Commercial	**1,535**	**(25)**	**2**	**—**	**1,537**	**(25)**
Non-agency residential	**498**	**—**	**158**	**(10)**	**656**	**(10)**
Total mortgage-backed securities	**15,249**	**(66)**	**1,575**	**(42)**	**16,824**	**(108)**
U.S. Treasury and agency securities	**56,061**	**(259)**	**695**	**(5)**	**56,756**	**(264)**
Non-U.S. securities	**—**	**—**	**105**	**(2)**	**105**	**(2)**
Other taxable securities	**291**	**—**	**56**	**—**	**347**	**—**
Total taxable securities	**71,601**	**(325)**	**2,431**	**(49)**	**74,032**	**(374)**
Tax-exempt securities	**11**	**—**	**185**	**(2)**	**196**	**(2)**
Total AFS debt securities in a continuous unrealized loss position	**$ 71,612**	**$ (325)**	**$ 2,616**	**$ (51)**	**$ 74,228**	**$ (376)**
	December 31, 2020					
Continuously unrealized loss-positioned AFS debt securities						
Mortgage-backed securities:						
Agency	$ 2,841	$ (39)	$ 2	$ —	$ 2,843	$ (39)
Agency-collateralized mortgage obligations	187	(2)	364	(11)	551	(13)
Commercial	566	(4)	9	—	575	(4)
Non-agency residential	342	(9)	56	(8)	398	(17)
Total mortgage-backed securities	3,936	(54)	431	(19)	4,367	(73)
U.S. Treasury and agency securities	8,282	(9)	498	(4)	8,780	(13)
Non-U.S. securities	1,861	(6)	135	(1)	1,996	(7)
Other taxable securities	576	(2)	396	(4)	972	(6)
Total taxable securities	14,655	(71)	1,460	(28)	16,115	(99)
Tax-exempt securities	4,108	(29)	617	(3)	4,725	(32)
Total AFS debt securities in a continuous unrealized loss position	$ 18,763	$ (100)	$ 2,077	$ (31)	$ 20,840	$ (131)

The remaining contractual maturity distribution and yields of the Corporation's debt securities carried at fair value and HTM debt securities at June 30, 2021 are summarized in the table below. Actual duration and yields may differ as prepayments on the loans underlying the MBS or other asset-backed securities (ABS) are passed through to the Corporation.

Maturities of Debt Securities Carried at Fair Value and Held-to-maturity Debt Securities

	Due in One Year or Less		Due after One Year through Five Years		Due after Five Years through Ten Years		Due after Ten Years		Total	
(Dollars in millions)	Amount	Yield [1]	Amount	Yield [1]	Amount	Yield [1]	Amount	Yield [1]	Amount	Yield [1]
Amortized cost of debt securities carried at fair value										
Mortgage-backed securities:										
Agency	$ —	— %	$ 7	5.39 %	$ 54	4.48 %	$ 56,197	3.14 %	$ 56,258	3.14 %
Agency-collateralized mortgage obligations	—	—	—	—	21	2.50	4,090	2.92	4,111	2.92
Commercial	364	2.31	8,408	2.50	6,765	1.94	2,538	2.16	18,075	2.24
Non-agency residential	—	—	—	—	—	—	1,500	6.55	1,500	6.55
Total mortgage-backed securities	364	2.31	8,415	2.50	6,840	1.96	64,325	3.17	79,944	2.99
U.S. Treasury and agency securities	4,558	1.11	29,528	1.85	125,093	0.81	32	2.53	159,211	1.02
Non-U.S. securities	24,990	0.31	1,291	1.75	330	1.12	65	20.09	26,676	0.44
Other taxable securities	869	1.37	1,401	2.24	352	1.85	251	1.63	2,873	1.88
Total taxable securities	30,781	0.48	40,635	1.99	132,615	0.88	64,673	3.18	268,704	1.55
Tax-exempt securities	1,426	1.04	8,124	1.31	3,414	1.68	2,563	1.32	15,527	1.37
Total amortized cost of debt securities carried at fair value	**$ 32,207**	**0.51**	**$ 48,759**	**1.88**	**$ 136,029**	**0.90**	**$ 67,236**	**3.11**	**$ 284,231**	**1.55**
Amortized cost of HTM debt securities										
Agency mortgage-backed securities	$ —	— %	$ —	— %	$ —	— %	$ 547,508	2.18 %	$ 547,508	2.18 %
U.S. Treasury and agency securities	—	—	—	—	94,353	1.37	—	—	94,353	1.37
Other taxable securities	54	2.71	715	2.42	401	2.85	8,403	2.55	9,573	2.55
Total amortized cost of HTM debt securities	**$ 54**	**2.71**	**$ 715**	**2.42**	**$ 94,754**	**1.38**	**$ 555,911**	**2.19**	**$ 651,434**	**2.07**
Debt securities carried at fair value										
Mortgage-backed securities:										
Agency	$ —		$ 6		$ 60		$ 57,823		$ 57,889	
Agency-collateralized mortgage obligations	—		—		21		4,205		4,226	
Commercial	369		8,884		7,050		2,629		18,932	
Non-agency residential	—		—		6		1,579		1,585	
Total mortgage-backed securities	369		8,890		7,137		66,236		82,632	
U.S. Treasury and agency securities	4,582		30,758		125,479		33		160,852	
Non-U.S. securities	24,930		1,304		334		66		26,634	
Other taxable securities	873		1,431		361		256		2,921	
Total taxable securities	30,754		42,383		133,311		66,591		273,039	
Tax-exempt securities	1,431		8,284		3,552		2,607		15,874	
Total debt securities carried at fair value	**$ 32,185**		**$ 50,667**		**$ 136,863**		**$ 69,198**		**$ 288,913**	
Fair value of HTM debt securities										
Agency mortgage-backed securities	$ —		$ —		$ —		$ 547,699		$ 547,699	
U.S. Treasury and agency securities	—		—		92,663		—		92,663	
Other taxable securities	53		753		422		8,435		9,663	
Total fair value of HTM debt securities	**$ 53**		**$ 753**		**$ 93,085**		**$ 556,134**		**$ 650,025**	

(1) The weighted-average yield is computed based on a constant effective interest rate over the contractual life of each security. The average yield considers the contractual coupon and the amortization of premiums and accretion of discounts, excluding the effect of related hedging derivatives.

NOTE 5 Outstanding Loans and Leases and Allowance for Credit Losses

The following tables present total outstanding loans and leases and an aging analysis for the Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments, by class of financing receivables, at June 30, 2021 and December 31, 2020.

(Dollars in millions)	30-59 Days Past Due (1)	60-89 Days Past Due (1)	90 Days or More Past Due (1)	Total Past Due 30 Days or More	Total Current or Less Than 30 Days Past Due (1)	Loans Accounted for Under the Fair Value Option	Total Outstandings
				June 30, 2021			
Consumer real estate							
Residential mortgage	$ 1,130	$ 330	$ 1,549	$ 3,009	$ 211,315		$ 214,324
Home equity	141	70	343	554	29,915		30,469
Credit card and other consumer							
Credit card	266	177	533	976	74,623		75,599
Direct/Indirect consumer (2)	125	45	17	187	96,716		96,903
Other consumer	—	—	—	—	172		172
Total consumer	1,662	622	2,442	4,726	412,741		417,467
Consumer loans accounted for under the fair value option (3)						$ 654	654
Total consumer loans and leases	1,662	622	2,442	4,726	412,741	654	418,121
Commercial							
U.S. commercial	224	564	349	1,137	289,983		291,120
Non-U.S. commercial	87	24	107	218	97,932		98,150
Commercial real estate (4)	107	32	192	331	59,275		59,606
Commercial lease financing	87	27	53	167	15,601		15,768
U.S. small business commercial (5)	56	29	71	156	29,711		29,867
Total commercial	561	676	772	2,009	492,502		494,511
Commercial loans accounted for under the fair value option (3)						6,296	6,296
Total commercial loans and leases	561	676	772	2,009	492,502	6,296	500,807
Total loans and leases (6)	$ 2,223	$ 1,298	$ 3,214	$ 6,735	$ 905,243	$ 6,950	$ 918,928
Percentage of outstandings	0.24 %	0.14 %	0.35 %	0.73 %	98.51 %	0.76 %	100.00 %

(1) Consumer real estate loans 30-59 days past due includes fully-insured loans of $213 million and nonperforming loans of $157 million. Consumer real estate loans 60-89 days past due includes fully-insured loans of $97 million and nonperforming loans of $129 million. Consumer real estate loans 90 days or more past due includes fully-insured loans of $687 million. Consumer real estate loans current or less than 30 days past due includes $1.5 billion and direct/indirect consumer includes $48 million of nonperforming loans. For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

(2) Total outstandings primarily includes auto and specialty lending loans and leases of $46.4 billion, U.S. securities-based lending loans of $46.4 billion and non-U.S. consumer loans of $3.0 billion.

(3) Consumer loans accounted for under the fair value option includes residential mortgage loans of $257 million and home equity loans of $397 million. Commercial loans accounted for under the fair value option includes U.S. commercial loans of $4.4 billion and non-U.S. commercial loans of $1.9 billion. For more information, see *Note 14 – Fair Value Measurements* and *Note 15 – Fair Value Option*.

(4) Total outstandings includes U.S. commercial real estate loans of $55.8 billion and non-U.S. commercial real estate loans of $3.8 billion.

(5) Includes Paycheck Protection Program loans.

(6) Total outstandings includes loans and leases pledged as collateral of $12.8 billion. The Corporation also pledged $153.0 billion of loans with no related outstanding borrowings to secure potential borrowing capacity with the Federal Reserve Bank and Federal Home Loan Bank.

(Dollars in millions)	30-59 Days Past Due [(1)]	60-89 Days Past Due [(1)]	90 Days or More Past Due [(1)]	Total Past Due 30 Days or More	Total Current or Less Than 30 Days Past Due [(1)]	Loans Accounted for Under the Fair Value Option	Total Outstandings
	December 31, 2020						
Consumer real estate							
Residential mortgage	$ 1,430	$ 297	$ 1,699	$ 3,426	$ 220,129		$ 223,555
Home equity	154	78	345	577	33,734		34,311
Credit card and other consumer							
Credit card	445	341	903	1,689	77,019		78,708
Direct/Indirect consumer [(2)]	209	67	37	313	91,050		91,363
Other consumer	—	—	—	—	124		124
Total consumer	2,238	783	2,984	6,005	422,056		428,061
Consumer loans accounted for under the fair value option [(3)]						$ 735	735
Total consumer loans and leases	2,238	783	2,984	6,005	422,056	735	428,796
Commercial							
U.S. commercial	561	214	512	1,287	287,441		288,728
Non-U.S. commercial	61	44	11	116	90,344		90,460
Commercial real estate [(4)]	128	113	226	467	59,897		60,364
Commercial lease financing	86	20	57	163	16,935		17,098
U.S. small business commercial [(5)]	84	56	123	263	36,206		36,469
Total commercial	920	447	929	2,296	490,823		493,119
Commercial loans accounted for under the fair value option [(3)]						5,946	5,946
Total commercial loans and leases	920	447	929	2,296	490,823	5,946	499,065
Total loans and leases [(6)]	$ 3,158	$ 1,230	$ 3,913	$ 8,301	$ 912,879	$ 6,681	$ 927,861
Percentage of outstandings	0.34 %	0.13 %	0.42 %	0.89 %	98.39 %	0.72 %	100.00 %

(1) Consumer real estate loans 30-59 days past due includes fully-insured loans of $225 million and nonperforming loans of $126 million. Consumer real estate loans 60-89 days past due includes fully-insured loans of $103 million and nonperforming loans of $95 million. Consumer real estate loans 90 days or more past due includes fully-insured loans of $762 million. Consumer real estate loans current or less than 30 days past due includes $1.2 billion and direct/indirect consumer includes $66 million of nonperforming loans. For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.
(2) Total outstandings primarily includes auto and specialty lending loans and leases of $46.4 billion, U.S. securities-based lending loans of $41.1 billion and non-U.S. consumer loans of $3.0 billion.
(3) Consumer loans accounted for under the fair value option includes residential mortgage loans of $298 million and home equity loans of $437 million. Commercial loans accounted for under the fair value option includes U.S. commercial loans of $2.9 billion and non-U.S. commercial loans of $3.0 billion. For more information, see *Note 14 – Fair Value Measurements* and *Note 15 – Fair Value Option*.
(4) Total outstandings includes U.S. commercial real estate loans of $57.2 billion and non-U.S. commercial real estate loans of $3.2 billion.
(5) Includes Paycheck Protection Program loans.
(6) Total outstandings includes loans and leases pledged as collateral of $15.5 billion. The Corporation also pledged $153.1 billion of loans with no related outstanding borrowings to secure potential borrowing capacity with the Federal Reserve Bank and Federal Home Loan Bank.

The Corporation has entered into long-term credit protection agreements with FNMA and FHLMC on loans totaling $10.0 billion and $9.0 billion at June 30, 2021 and December 31, 2020, providing full credit protection on residential mortgage loans that become severely delinquent. All of these loans are individually insured, and therefore the Corporation does not record an allowance for credit losses related to these loans.

Nonperforming Loans and Leases

Commercial nonperforming loans decreased to $1.9 billion at June 30, 2021 from $2.2 billion at December 31, 2020. Consumer nonperforming loans increased to $3.0 billion at June 30, 2021 from $2.7 billion at December 31, 2020 driven by consumer real estate deferral activity.

The following table presents the Corporation's nonperforming loans and leases including nonperforming troubled debt restructurings (TDRs), and loans accruing past due 90 days or more at June 30, 2021 and December 31, 2020. Nonperforming loans held-for-sale (LHFS) are excluded from nonperforming loans and leases as they are recorded at either fair value or the lower of cost or fair value. For more information on the criteria for classification as nonperforming, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit Quality

(Dollars in millions)	Nonperforming Loans and Leases June 30 2021	Nonperforming Loans and Leases December 31 2020	Accruing Past Due 90 Days or More [(1)] June 30 2021	Accruing Past Due 90 Days or More [(1)] December 31 2020
Residential mortgage [(2)]	**$ 2,343**	$ 2,005	**$ 687**	$ 762
With no related allowance [(3)]	**2,019**	1,378	**—**	—
Home equity [(2)]	**651**	649	**—**	—
With no related allowance [(3)]	**423**	347	**—**	—
Credit Card	**n/a**	n/a	**533**	903
Direct/indirect consumer	**50**	71	**15**	33
Total consumer	**3,044**	2,725	**1,235**	1,698
U.S. commercial	**1,060**	1,243	**172**	228
Non-U.S. commercial	**275**	418	**19**	10
Commercial real estate	**404**	404	**—**	6
Commercial lease financing	**81**	87	**24**	25
U.S. small business commercial	**43**	75	**69**	115
Total commercial	**1,863**	2,227	**284**	384
Total nonperforming loans	**$ 4,907**	$ 4,952	**$ 1,519**	$ 2,082
Percentage of outstanding loans and leases	**0.54 %**	0.54 %	**0.17 %**	0.23 %

(1) For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

(2) Residential mortgage loans accruing past due 90 days or more are fully-insured loans. At June 30, 2021 and December 31, 2020 residential mortgage includes $501 million and $537 million of loans on which interest had been curtailed by the Federal Housing Administration (FHA), and therefore were no longer accruing interest, although principal was still insured, and $186 million and $225 million of loans on which interest was still accruing.

(3) Primarily relates to loans for which the estimated fair value of the underlying collateral less any costs to sell is greater than the amortized cost of the loans as of the reporting date.

n/a = not applicable

Credit Quality Indicators

The Corporation monitors credit quality within its Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments based on primary credit quality indicators. For more information on the portfolio segments, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. Within the Consumer Real Estate portfolio segment, the primary credit quality indicators are refreshed loan-to-value (LTV) and refreshed Fair Isaac Corporation (FICO) score. Refreshed LTV measures the carrying value of the loan as a percentage of the value of the property securing the loan, refreshed quarterly. Home equity loans are evaluated using combined loan-to-value (CLTV), which measures the carrying value of the Corporation's loan and available line of credit combined with any outstanding senior liens against the property as a percentage of the value of the property securing the loan, refreshed quarterly. FICO score measures the creditworthiness of the borrower based on the financial obligations of the borrower and the borrower's credit history. FICO scores are typically refreshed quarterly or more frequently. Certain borrowers (e.g., borrowers that have had debts discharged in a bankruptcy proceeding) may not have their FICO scores updated. FICO scores are also a primary credit quality indicator for the Credit Card and Other Consumer portfolio segment and the business card portfolio within U.S. small business commercial. Within the Commercial portfolio segment, loans are evaluated using the internal classifications of pass rated or reservable criticized as the primary credit quality indicators. The term reservable criticized refers to those commercial loans that are internally classified or listed by the Corporation as Special Mention, Substandard or Doubtful, which are asset quality categories defined by regulatory authorities. These assets have an elevated level of risk and may have a high probability of default or total loss. Pass rated refers to all loans not considered reservable criticized. In addition to these primary credit quality indicators, the Corporation uses other credit quality indicators for certain types of loans.

The following tables present certain credit quality indicators for the Corporation's Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments by class of financing receivables and year of origination for term loan balances at June 30, 2021, including revolving loans that converted to term loans without an additional credit decision after origination or through a TDR.

Residential Mortgage – Credit Quality Indicators By Vintage

(Dollars in millions)	Total as of June 30, 2021	Term Loans by Origination Year 2021	2020	2019	2018	2017	Prior
Total Residential Mortgage							
Refreshed LTV							
Less than or equal to 90 percent	**$ 198,103**	$ 44,858	$ 55,361	$ 30,311	$ 9,583	$ 14,423	$ 43,567
Greater than 90 percent but less than or equal to 100 percent	**2,790**	1,021	1,238	275	46	33	177
Greater than 100 percent	**912**	385	260	84	22	17	144
Fully-insured loans	**12,519**	2,134	3,913	1,512	279	280	4,401
Total Residential Mortgage	**$ 214,324**	$ 48,398	$ 60,772	$ 32,182	$ 9,930	$ 14,753	$ 48,289
Total Residential Mortgage							
Refreshed FICO score							
Less than 620	**$ 2,539**	$ 438	$ 507	$ 152	$ 121	$ 137	$ 1,184
Greater than or equal to 620 and less than 680	**5,002**	791	1,277	565	338	333	1,698
Greater than or equal to 680 and less than 740	**23,440**	4,246	6,688	3,267	1,398	1,763	6,078
Greater than or equal to 740	**170,824**	40,789	48,387	26,686	7,794	12,240	34,928
Fully-insured loans	**12,519**	2,134	3,913	1,512	279	280	4,401
Total Residential Mortgage	**$ 214,324**	$ 48,398	$ 60,772	$ 32,182	$ 9,930	$ 14,753	$ 48,289

Home Equity - Credit Quality Indicators

(Dollars in millions)	Total	Home Equity Loans and Reverse Mortgages [1]	Revolving Loans	Revolving Loans Converted to Term Loans
	June 30, 2021			
Total Home Equity				
Refreshed LTV				
Less than or equal to 90 percent	**$ 29,884**	**$ 1,857**	**$ 20,266**	**$ 7,761**
Greater than 90 percent but less than or equal to 100 percent	**236**	**98**	**62**	**76**
Greater than 100 percent	**349**	**125**	**86**	**138**
Total Home Equity	**$ 30,469**	**$ 2,080**	**$ 20,414**	**$ 7,975**
Total Home Equity				
Refreshed FICO score				
Less than 620	**$ 974**	**$ 246**	**$ 217**	**$ 511**
Greater than or equal to 620 and less than 680	**1,574**	**243**	**509**	**822**
Greater than or equal to 680 and less than 740	**5,027**	**517**	**2,559**	**1,951**
Greater than or equal to 740	**22,894**	**1,074**	**17,129**	**4,691**
Total Home Equity	**$ 30,469**	**$ 2,080**	**$ 20,414**	**$ 7,975**

[1] Includes reverse mortgages of $1.4 billion and home equity loans of $717 million which are no longer originated.

Credit Card and Direct/Indirect Consumer – Credit Quality Indicators By Vintage

	Direct/Indirect		Term Loans by Origination Year						Credit Card		
(Dollars in millions)	Total Direct/ Indirect as of June 30, 2021	Revolving Loans	2021	2020	2019	2018	2017	Prior	Total Credit Card as of June 30, 2021	Revolving Loans	Revolving Loans Converted to Term Loans [1]
Refreshed FICO score											
Less than 620	**$ 704**	$ 15	$ 54	$ 107	$ 152	$ 115	$ 149	$ 112	**$ 2,859**	$ 2,692	$ 167
Greater than or equal to 620 and less than 680	**2,031**	16	528	502	402	212	201	170	**8,293**	8,087	206
Greater than or equal to 680 and less than 740	**7,646**	67	2,315	2,145	1,484	693	483	459	**26,228**	26,024	204
Greater than or equal to 740	**36,196**	101	8,352	10,544	8,439	4,046	2,384	2,330	**38,219**	38,170	49
Other internal credit metrics [2,3]	**50,326**	49,307	519	79	96	83	65	177	**—**	—	—
Total credit card and other consumer	**$ 96,903**	$ 49,506	$ 11,768	$ 13,377	$ 10,573	$ 5,149	$ 3,282	$ 3,248	**$ 75,599**	$ 74,973	$ 626

[1] Represents TDRs that were modified into term loans.
[2] Other internal credit metrics may include delinquency status, geography or other factors.
[3] Direct/indirect consumer includes $49.3 billion of securities-based lending which is typically supported by highly liquid collateral with market value greater than or equal to the outstanding loan balance and therefore has minimal credit risk at June 30, 2021.

Commercial – Credit Quality Indicators By Vintage [1, 2]

		Term Loans						
		Amortized Cost Basis by Origination Year						
(Dollars in millions)	Total as of June 30, 2021	2021	2020	2019	2018	2017	Prior	Revolving Loans
U.S. Commercial								
Risk ratings								
Pass rated	**$ 277,504**	$ 25,307	$ 25,782	$ 28,019	$ 13,523	$ 12,219	$ 27,464	$ 145,190
Reservable criticized	**13,616**	294	1,342	1,696	2,192	661	1,485	5,946
Total U.S. Commercial	**$ 291,120**	$ 25,601	$ 27,124	$ 29,715	$ 15,715	$ 12,880	$ 28,949	$ 151,136
Non-U.S. Commercial								
Risk ratings								
Pass rated	**$ 94,717**	$ 11,442	$ 11,854	$ 8,529	$ 5,739	$ 3,445	$ 3,071	$ 50,637
Reservable criticized	**3,433**	285	395	644	397	331	367	1,014
Total Non-U.S. Commercial	**$ 98,150**	$ 11,727	$ 12,249	$ 9,173	$ 6,136	$ 3,776	$ 3,438	$ 51,651
Commercial Real Estate								
Risk ratings								
Pass rated	**$ 50,781**	$ 4,669	$ 7,940	$ 13,339	$ 7,356	$ 4,183	$ 8,528	$ 4,766
Reservable criticized	**8,825**	162	1,025	2,403	2,030	1,179	1,481	545
Total Commercial Real Estate	**$ 59,606**	$ 4,831	$ 8,965	$ 15,742	$ 9,386	$ 5,362	$ 10,009	$ 5,311
Commercial Lease Financing								
Risk ratings								
Pass rated	**$ 15,035**	$ 1,090	$ 2,793	$ 2,896	$ 2,396	$ 2,194	$ 3,666	$ —
Reservable criticized	**733**	122	71	155	106	72	207	—
Total Commercial Lease Financing	**$ 15,768**	$ 1,212	$ 2,864	$ 3,051	$ 2,502	$ 2,266	$ 3,873	$ —
U.S. Small Business Commercial [3]								
Risk ratings								
Pass rated	**$ 22,235**	$ 9,756	$ 8,245	$ 1,124	$ 816	$ 702	$ 1,438	$ 154
Reservable criticized	**696**	4	49	145	131	98	264	5
Total U.S. Small Business Commercial	**$ 22,931**	$ 9,760	$ 8,294	$ 1,269	$ 947	$ 800	$ 1,702	$ 159
Total	**$ 487,575**	$ 53,131	$ 59,496	$ 58,950	$ 34,686	$ 25,084	$ 47,971	$ 208,257

(1) Excludes $6.3 billion of loans accounted for under the fair value option at June 30, 2021.
(2) Includes $40 million of loans that converted from revolving to term loans.
(3) Excludes U.S. Small Business Card loans of $6.9 billion. Refreshed FICO scores for this portfolio are $193 million for less than 620; $555 million for greater than or equal to 620 and less than 680; $1.8 billion for greater than or equal to 680 and less than 740; and $4.4 billion greater than or equal to 740.

The following tables present certain credit quality indicators for the Corporation's Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments by class of financing receivables and year of origination for term loan balances at December 31, 2020, including revolving loans that converted to term loans without an additional credit decision after origination or through a TDR.

Residential Mortgage – Credit Quality Indicators By Vintage

	Total as of December 31, 2020	Term Loans by Origination Year					
(Dollars in millions)		2020	2019	2018	2017	2016	Prior
Total Residential Mortgage							
Refreshed LTV							
Less than or equal to 90 percent	$ 207,389	$ 68,907	$ 43,771	$ 14,658	$ 21,589	$ 22,967	$ 35,497
Greater than 90 percent but less than or equal to 100 percent	3,138	1,970	684	128	70	96	190
Greater than 100 percent	1,210	702	174	47	39	37	211
Fully-insured loans	11,818	3,826	2,014	370	342	1,970	3,296
Total Residential Mortgage	$ 223,555	$ 75,405	$ 46,643	$ 15,203	$ 22,040	$ 25,070	$ 39,194
Total Residential Mortgage							
Refreshed FICO score							
Less than 620	$ 2,717	$ 823	$ 177	$ 139	$ 170	$ 150	$ 1,258
Greater than or equal to 620 and less than 680	5,462	1,804	666	468	385	368	1,771
Greater than or equal to 680 and less than 740	25,349	8,533	4,679	1,972	2,427	2,307	5,431
Greater than or equal to 740	178,209	60,419	39,107	12,254	18,716	20,275	27,438
Fully-insured loans	11,818	3,826	2,014	370	342	1,970	3,296
Total Residential Mortgage	$ 223,555	$ 75,405	$ 46,643	$ 15,203	$ 22,040	$ 25,070	$ 39,194

Home Equity - Credit Quality Indicators

	Total	Home Equity Loans and Reverse Mortgages [1]	Revolving Loans	Revolving Loans Converted to Term Loans
(Dollars in millions)	December 31, 2020			
Total Home Equity				
Refreshed LTV				
Less than or equal to 90 percent	$ 33,447	$ 1,919	$ 22,639	$ 8,889
Greater than 90 percent but less than or equal to 100 percent	351	126	94	131
Greater than 100 percent	513	172	118	223
Total Home Equity	$ 34,311	$ 2,217	$ 22,851	$ 9,243
Total Home Equity				
Refreshed FICO score				
Less than 620	$ 1,082	$ 250	$ 244	$ 588
Greater than or equal to 620 and less than 680	1,798	263	568	967
Greater than or equal to 680 and less than 740	5,762	556	2,905	2,301
Greater than or equal to 740	25,669	1,148	19,134	5,387
Total Home Equity	$ 34,311	$ 2,217	$ 22,851	$ 9,243

(1) Includes reverse mortgages of $1.3 billion and home equity loans of $885 million which are no longer originated.

Credit Card and Direct/Indirect Consumer – Credit Quality Indicators By Vintage

(Dollars in millions)	Direct/Indirect: Total Direct/Indirect as of December 31, 2020	Direct/Indirect: Revolving Loans	Term Loans by Origination Year: 2020	2019	2018	2017	2016	Prior	Credit Card: Total Credit Card as of December 31, 2020	Credit Card: Revolving Loans	Credit Card: Revolving Loans Converted to Term Loans (1)
Refreshed FICO score											
Less than 620	$ 959	$ 19	$ 111	$ 200	$ 175	$ 243	$ 148	$ 63	$ 4,018	$ 3,832	$ 186
Greater than or equal to 620 and less than 680	2,143	20	653	559	329	301	176	105	9,419	9,201	218
Greater than or equal to 680 and less than 740	7,431	80	2,848	2,015	1,033	739	400	316	27,585	27,392	193
Greater than or equal to 740	36,064	120	12,540	10,588	5,869	3,495	1,781	1,671	37,686	37,642	44
Other internal credit metrics (2, 3)	44,766	44,098	74	115	84	67	52	276	—	—	—
Total credit card and other consumer	$ 91,363	$ 44,337	$ 16,226	$ 13,477	$ 7,490	$ 4,845	$ 2,557	$ 2,431	$ 78,708	$ 78,067	$ 641

(1) Represents TDRs that were modified into term loans.
(2) Other internal credit metrics may include delinquency status, geography or other factors.
(3) Direct/indirect consumer includes $44.1 billion of securities-based lending which is typically supported by highly liquid collateral with market value greater than or equal to the outstanding loan balance and therefore has minimal credit risk at December 31, 2020.

Commercial – Credit Quality Indicators By Vintage (1, 2)

(Dollars in millions)	Total as of December 31, 2020	Term Loans – Amortized Cost Basis by Origination Year: 2020	2019	2018	2017	2016	Prior	Revolving Loans
U.S. Commercial								
Risk ratings								
Pass rated	$ 268,812	$ 33,456	$ 33,305	$ 17,363	$ 14,102	$ 7,420	$ 21,784	$ 141,382
Reservable criticized	19,916	2,524	2,542	2,689	854	698	1,402	9,207
Total U.S. Commercial	$ 288,728	$ 35,980	$ 35,847	$ 20,052	$ 14,956	$ 8,118	$ 23,186	$ 150,589
Non-U.S. Commercial								
Risk ratings								
Pass rated	$ 85,914	$ 16,301	$ 11,396	$ 7,451	$ 5,037	$ 1,674	$ 2,194	$ 41,861
Reservable criticized	4,546	914	572	492	436	138	259	1,735
Total Non-U.S. Commercial	$ 90,460	$ 17,215	$ 11,968	$ 7,943	$ 5,473	$ 1,812	$ 2,453	$ 43,596
Commercial Real Estate								
Risk ratings								
Pass rated	$ 50,260	$ 8,429	$ 14,126	$ 8,228	$ 4,599	$ 3,299	$ 6,542	$ 5,037
Reservable criticized	10,104	933	2,558	2,115	1,582	606	1,436	874
Total Commercial Real Estate	$ 60,364	$ 9,362	$ 16,684	$ 10,343	$ 6,181	$ 3,905	$ 7,978	$ 5,911
Commercial Lease Financing								
Risk ratings								
Pass rated	$ 16,384	$ 3,083	$ 3,242	$ 2,956	$ 2,532	$ 1,703	$ 2,868	$ —
Reservable criticized	714	117	117	132	81	88	179	—
Total Commercial Lease Financing	$ 17,098	$ 3,200	$ 3,359	$ 3,088	$ 2,613	$ 1,791	$ 3,047	$ —
U.S. Small Business Commercial (3)								
Risk ratings								
Pass rated	$ 28,786	$ 24,539	$ 1,121	$ 837	$ 735	$ 527	$ 855	$ 172
Reservable criticized	1,148	76	239	210	175	113	322	13
Total U.S. Small Business Commercial	$ 29,934	$ 24,615	$ 1,360	$ 1,047	$ 910	$ 640	$ 1,177	$ 185
Total	$ 486,584	$ 90,372	$ 69,218	$ 42,473	$ 30,133	$ 16,266	$ 37,841	$ 200,281

(1) Excludes $5.9 billion of loans accounted for under the fair value option at December 31, 2020.
(2) Includes $58 million of loans that converted from revolving to term loans.
(3) Excludes U.S. Small Business Card loans of $6.5 billion. Refreshed FICO scores for this portfolio are $265 million for less than 620; $582 million for greater than or equal to 620 and less than 680; $1.7 billion for greater than or equal to 680 and less than 740; and $3.9 billion greater than or equal to 740.

During the six months ended June 30, 2021, commercial asset quality showed signs of stabilization as economic recovery gained momentum. Commercial reservable criticized utilized exposure decreased to $28.9 billion at June 30, 2021 from $38.7 billion (to 5.45 percent from 7.31 percent of total commercial reservable utilized exposure) at December 31, 2020, which was broad-based across industries.

Troubled Debt Restructurings

The Corporation has been entering into loan modifications with borrowers in response to the pandemic, most of which are not classified as TDRs, and therefore are not included in the following discussion. For more information on the criteria for classifying loans as TDRs, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Consumer Real Estate

Modifications of consumer real estate loans are classified as TDRs when the borrower is experiencing financial difficulties and a concession has been granted. Concessions may include reductions in interest rates, capitalization of past due amounts, principal and/or interest forbearance, payment extensions, principal and/or interest forgiveness, or combinations thereof. Prior to permanently modifying a loan, the Corporation may enter into trial modifications with certain borrowers under both government and proprietary programs. Trial modifications generally represent a three- to four-month period during which the borrower makes monthly payments under the anticipated modified payment terms. Upon successful completion of the trial period, the Corporation and the borrower enter into a permanent modification. Binding trial modifications are classified as TDRs when the trial offer is made and continue to be classified as TDRs regardless of whether the borrower enters into a permanent modification.

Consumer real estate loans of $343 million that have been discharged in Chapter 7 bankruptcy with no change in repayment terms and not reaffirmed by the borrower were included in TDRs at June 30, 2021, of which $99 million were classified as nonperforming and $61 million were loans fully insured.

Consumer real estate TDRs are measured primarily based on the net present value of the estimated cash flows discounted at the loan's original effective interest rate. If the carrying value of a TDR exceeds this amount, a specific allowance is recorded as a component of the allowance for loan and lease losses. Alternatively, consumer real estate TDRs that are considered to be dependent solely on the collateral for repayment (e.g., due to the lack of income verification) are measured based on the estimated fair value of the collateral, and a charge-off is recorded if the carrying value exceeds the fair value of the collateral. Consumer real estate loans that reach 180 days past due prior to modification are charged off to their net realizable value, less costs to sell, before they are modified as TDRs in accordance with established policy. Subsequent declines in the fair value of the collateral after a loan has reached 180 days past due are recorded as charge-offs. Fully-insured loans are protected against principal loss, and therefore, the Corporation does not record an allowance for loan and lease losses on the outstanding principal balance, even after they have been modified in a TDR.

At June 30, 2021 and December 31, 2020, remaining commitments to lend additional funds to debtors whose terms have been modified in a consumer real estate TDR were not significant. Consumer real estate foreclosed properties totaled $93 million and $123 million at June 30, 2021 and December 31, 2020. The carrying value of consumer real estate loans, including fully-insured loans, for which formal foreclosure proceedings were in process at June 30, 2021 was $1.1 billion. Although the Corporation has continued to pause formal loan foreclosure proceedings and foreclosure sales for occupied properties, during the six months ended June 30, 2021, the Corporation reclassified $20 million of consumer real estate loans completed or which were in process prior to the pause in foreclosures, to foreclosed properties or, for properties acquired upon foreclosure of certain government-guaranteed loans (principally FHA-insured loans), to other assets. The reclassifications represent non-cash investing activities and, accordingly, are not reflected in the Consolidated Statement of Cash Flows.

The table below presents the June 30, 2021 and 2020 unpaid principal balance, carrying value, and average pre- and post-modification interest rates of consumer real estate loans that were modified in TDRs during the three and six months ended June 30, 2021 and 2020. The following Consumer Real Estate portfolio segment tables include loans that were initially classified as TDRs during the period and also loans that had previously been classified as TDRs and were modified again during the period.

Consumer Real Estate – TDRs Entered into During the Three and Six Months Ended June 30, 2021 and 2020

(Dollars in millions)	Unpaid Principal Balance	Carrying Value	Pre-Modification Interest Rate	Post-Modification Interest Rate [(1)]	Unpaid Principal Balance	Carrying Value	Pre-Modification Interest Rate	Post-Modification Interest Rate [(1)]
	Three Months Ended June 30, 2021				**Six Months Ended June 30, 2021**			
Residential mortgage	**$ 522**	**$ 466**	**3.53 %**	**3.51 %**	**$ 744**	**$ 667**	**3.51 %**	**3.49 %**
Home equity	**62**	**47**	**3.58**	**3.61**	**83**	**63**	**3.55**	**3.58**
Total	**$ 584**	**$ 513**	**3.53**	**3.52**	**$ 827**	**$ 730**	**3.52**	**3.50**
	Three Months Ended June 30, 2020				Six Months Ended June 30, 2020			
Residential mortgage	$ 120	$ 103	4.22 %	4.19 %	$ 219	$ 185	4.10 %	4.01 %
Home equity	22	18	3.68	3.65	45	38	3.99	3.92
Total	$ 142	$ 121	4.14	4.11	$ 264	$ 223	4.08	3.99

(1) The post-modification interest rate reflects the interest rate applicable only to permanently completed modifications, which exclude loans that are in a trial modification period.

The table below presents the June 30, 2021 and 2020 carrying value for consumer real estate loans that were modified in a TDR during the three and six months ended June 30, 2021 and 2020, by type of modification.

Consumer Real Estate – Modification Programs

	TDRs Entered into During the			
	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Modifications under government programs	**$ 1**	$ —	**$ 3**	$ 3
Modifications under proprietary programs	**479**	20	**665**	59
Loans discharged in Chapter 7 bankruptcy [1]	**12**	21	**22**	32
Trial modifications	**21**	80	**40**	129
Total modifications	**$ 513**	$ 121	**$ 730**	$ 223

[1] Includes loans discharged in Chapter 7 bankruptcy with no change in repayment terms that are classified as TDRs.

The table below presents the carrying value of consumer real estate loans that entered into payment default during the three and six months ended June 30, 2021 and 2020 that were modified in a TDR during the 12 months preceding payment default. A payment default for consumer real estate TDRs is recognized when a borrower has missed three monthly payments (not necessarily consecutively) since modification.

Consumer Real Estate – TDRs Entering Payment Default that were Modified During the Preceding 12 Months

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Modifications under government programs	**$ 1**	$ 2	**$ 2**	$ 8
Modifications under proprietary programs	**33**	5	**45**	19
Loans discharged in Chapter 7 bankruptcy [1]	**2**	4	**5**	11
Trial modifications [2]	**6**	12	**12**	30
Total modifications	**$ 42**	$ 23	**$ 64**	$ 68

[1] Includes loans discharged in Chapter 7 bankruptcy with no change in repayment terms that are classified as TDRs.
[2] Includes trial modification offers to which the customer did not respond.

Credit Card and Other Consumer

The Corporation seeks to assist customers that are experiencing financial difficulty by modifying loans while ensuring compliance with federal and local laws and guidelines. Credit card and other consumer loan modifications generally involve reducing the interest rate on the account, placing the customer on a fixed payment plan not exceeding 60 months and canceling the customer's available line of credit, all of which are considered TDRs. The Corporation makes loan modifications directly with borrowers for debt held only by the Corporation (internal programs). Additionally, the Corporation makes loan modifications for borrowers working with third-party renegotiation agencies that provide solutions to customers' entire unsecured debt structures (external programs). The Corporation classifies other secured consumer loans that have been discharged in Chapter 7 bankruptcy as TDRs, which are written down to collateral value and placed on nonaccrual status no later than the time of discharge.

The table below provides information on the Corporation's Credit Card and Other Consumer TDR portfolio including the June 30, 2021 and 2020 unpaid principal balance, carrying value, and average pre- and post-modification interest rates of loans that were modified in TDRs during the three and six months ended June 30, 2021 and 2020.

Credit Card and Other Consumer – TDRs Entered into During the Three and Six Months Ended June 30, 2021 and 2020

(Dollars in millions)	Unpaid Principal Balance	Carrying Value [1]	Pre-Modification Interest Rate	Post-Modification Interest Rate	Unpaid Principal Balance	Carrying Value [1]	Pre-Modification Interest Rate	Post-Modification Interest Rate
	Three Months Ended June 30, 2021				**Six Months Ended June 30, 2021**			
Credit card	**$ 62**	**$ 68**	**18.44 %**	**4.24 %**	**$ 137**	**$ 147**	**18.48 %**	**4.53 %**
Direct/Indirect consumer	**6**	**4**	**5.64**	**5.64**	**11**	**7**	**5.62**	**5.62**
Total	**$ 68**	**$ 72**	**17.75**	**4.31**	**$ 148**	**$ 154**	**17.87**	**4.58**
	Three Months Ended June 30, 2020				Six Months Ended June 30, 2020			
Credit card	$ 57	$ 61	18.08 %	5.15 %	$ 144	$ 152	18.02 %	5.24 %
Direct/Indirect consumer	14	8	5.26	5.26	23	12	5.31	5.31
Total	$ 71	$ 69	16.61	5.16	$ 167	$ 164	17.07	5.25

[1] Includes accrued interest and fees.

The table below presents the June 30, 2021 and 2020 carrying value for Credit Card and Other Consumer loans that were modified in a TDR during the three and six months ended June 30, 2021 and 2020, by program type.

Credit Card and Other Consumer – TDRs by Program Type

	TDRs Entered into During the Three Months Ended June 30		TDRs Entered into During the Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Internal programs	**$ 57**	$ 43	**$ 121**	$ 109
External programs	**13**	18	**29**	43
Other	**2**	8	**4**	12
Total	**$ 72**	$ 69	**$ 154**	$ 164

Credit card and other consumer loans are deemed to be in payment default during the quarter in which a borrower misses the second of two consecutive payments. Payment defaults are one of the factors considered when projecting future cash flows in the calculation of the allowance for loan and lease losses for credit card and other consumer. Based on historical experience, the Corporation estimates that 11 percent of new credit card TDRs and 20 percent of new direct/indirect consumer TDRs may be in payment default within 12 months after modification.

Commercial Loans

Modifications of loans to commercial borrowers that are experiencing financial difficulty are designed to reduce the Corporation's loss exposure while providing the borrower with an opportunity to work through financial difficulties, often to avoid foreclosure or bankruptcy. Each modification is unique and reflects the individual circumstances of the borrower. Modifications that result in a TDR may include extensions of maturity at a concessionary (below market) rate of interest, payment forbearances or other actions designed to benefit the borrower while mitigating the Corporation's risk exposure. Reductions in interest rates are rare. Instead, the interest rates are typically increased, although the increased rate may not represent a market rate of interest. Infrequently, concessions may also include principal forgiveness in connection with foreclosure, short sale or other settlement agreements leading to termination or sale of the loan.

At the time of restructuring, the loans are remeasured to reflect the impact, if any, on projected cash flows resulting from the modified terms. If a portion of the loan is deemed to be uncollectible, a charge-off may be recorded at the time of restructuring. Alternatively, a charge-off may have already been recorded in a previous period such that no charge-off is required at the time of modification.

During the three and six months ended June 30, 2021, the carrying value of the Corporation's commercial loans that were modified as TDRs was $320 million and $865 million compared to $789 million and $1.3 billion for the same periods in 2020. At June 30, 2021 and December 31, 2020, the Corporation had $1.9 billion and $1.7 billion of commercial TDRs with remaining commitments to lend additional funds to debtors of $343 million and $402 million. The balance of commercial TDRs in payment default was $149 million and $218 million at June 30, 2021 and December 31, 2020.

Loans Held-for-sale

The Corporation had LHFS of $8.3 billion and $9.2 billion at June 30, 2021 and December 31, 2020. Cash and non-cash proceeds from sales and paydowns of loans originally classified as LHFS were $18.2 billion and $11.1 billion for the six months ended June 30, 2021 and 2020. Cash used for originations and purchases of LHFS totaled approximately $17.0 billion and $9.2 billion for the six months ended June 30, 2021 and 2020.

Accrued Interest Receivable

Accrued interest receivable for loans and leases and loans held-for-sale at June 30, 2021 and December 31, 2020 was $2.3 billion and $2.4 billion and is reported in customer and other receivables on the Consolidated Balance Sheet.

Outstanding credit card loan balances include unpaid principal, interest and fees. Credit card loans are not classified as nonperforming but are charged off no later than the end of the month in which the account becomes 180 days past due, within 60 days after receipt of notification of death or bankruptcy, or upon confirmation of fraud. During the three and six months ended June 30, 2021, the Corporation reversed $124 million and $282 million of interest and fee income against the income statement line item in which it was originally recorded upon charge-off of the principal balance of the loan.

For the outstanding residential mortgage, home equity, direct/indirect consumer and commercial loan balances classified as nonperforming during the three and six months ended June 30, 2021, the Corporation reversed $9 million and $17 million of interest and fee income at the time the loans were classified as nonperforming against the income statement line item in which it was originally recorded. For more information on the Corporation's nonperforming loan policies, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Allowance for Credit Losses

The allowance for credit losses is estimated using quantitative and qualitative methods that consider a variety of factors, such as historical loss experience, the current credit quality of the portfolio and an economic outlook over the life of the loan. Qualitative reserves cover losses that are expected but, in the Corporation's assessment, may not be adequately reflected in the quantitative methods or the economic assumptions. The Corporation incorporates forward-looking information through the use of several macroeconomic scenarios in determining the weighted economic outlook over the forecasted life of the assets. These scenarios include key macroeconomic variables such as gross domestic product, unemployment rate, real estate prices and corporate bond spreads. The scenarios that are chosen each quarter and the weighting given to each scenario depend on a variety of factors including recent economic events, leading economic indicators, internal and third-party economist views, and industry trends. For more information on the Corporation's credit loss accounting policies including the allowance for credit losses, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The June 30, 2021 estimate for allowance for credit losses was based on various economic outlooks that included consensus estimates, a downside scenario that assumed a significantly longer period until economic recovery, a tail risk scenario similar to the severely adverse scenario used in stress testing, a scenario to account for inflationary risk and higher interest rates and an upside scenario to reflect the continued improvement in the consensus outlooks. The weighted economic outlook assumed that the U.S. unemployment rate at the end of 2021 will be relatively consistent with the level as of June 2021, which was approximately six percent, and continue to decline to slightly above five percent by the end of 2022. Additionally, in this economic outlook, year-over-year U.S. gross domestic product is forecasted to grow at 4.5 percent, 1.9 percent and 2.1 percent in the fourth quarters of 2021, 2022 and 2023, respectively. The allowance for credit losses considered the impact of enacted government stimulus measures and continued to factor in the uncertainty resulting from the unprecedented nature of the current health crisis and risks that may prevent a full economic recovery.

The Corporation also factored into its allowance for credit losses an estimated impact from higher-risk segments that included leveraged loans and industries such as travel and entertainment, which have been adversely impacted by the effects of the pandemic, as well as the energy sector.

The allowance for credit losses at June 30, 2021 was $15.8 billion, a decrease of $4.9 billion compared to December 31, 2020. The decrease in the allowance for credit losses was primarily driven by an improved macroeconomic outlook. The decrease in the allowance for credit losses was comprised of a net decrease of $4.7 billion in the allowance for loan and lease losses and a $191 million decrease in the reserve for unfunded lending commitments. The decrease in the allowance for credit losses was attributed to $291 million in the consumer real estate portfolio, $2.4 billion in the credit card and other consumer portfolio, and $2.2 billion in the commercial portfolio.

Outstanding loans and leases excluding loans accounted for under the fair value option decreased $9.2 billion in the six months ended June 30, 2021, driven by consumer loans, which decreased $10.6 billion primarily due to a decline in consumer real estate due to prepayments in a low rate environment. However, outstanding commercial loans and leases, excluding small business, increased $8.0 billion during the six months ended June 30, 2021, primarily driven by *Global Markets* with most of the increase in investment grade exposures.

The changes in the allowance for credit losses, including net charge-offs and provision for loan and lease losses, are detailed in the following table.

(Dollars in millions)	Consumer Real Estate	Credit Card and Other Consumer	Commercial	Total
	Three Months Ended June 30, 2021			
Allowance for loan and lease losses, April 1	**$ 689**	**$ 7,946**	**$ 7,533**	**$ 16,168**
Loans and leases charged off	**(30)**	**(799)**	**(232)**	**(1,061)**
Recoveries of loans and leases previously charged off	**60**	**256**	**150**	**466**
Net charge-offs	**30**	**(543)**	**(82)**	**(595)**
Provision for loan and lease losses	**(122)**	**(568)**	**(790)**	**(1,480)**
Other	**—**	**—**	**2**	**2**
Allowance for loan and lease losses, June 30	**597**	**6,835**	**6,663**	**14,095**
Reserve for unfunded lending commitments, April 1	**124**	**—**	**1,705**	**1,829**
Provision for unfunded lending commitments	**(17)**	**—**	**(124)**	**(141)**
Other	**—**	**—**	**(1)**	**(1)**
Reserve for unfunded lending commitments, June 30	**107**	**—**	**1,580**	**1,687**
Allowance for credit losses, June 30	**$ 704**	**$ 6,835**	**$ 8,243**	**$ 15,782**
	Three Months Ended June 30, 2020			
Allowance for loan and lease losses, April 1	$ 808	$ 8,258	$ 6,700	$ 15,766
Loans and leases charged off	(27)	(985)	(447)	(1,459)
Recoveries of loans and leases previously charged off	61	217	35	313
Net charge-offs	34	(768)	(412)	(1,146)
Provision for loan and lease losses	(9)	2,632	2,152	4,775
Other	—	—	(6)	(6)
Allowance for loan and lease losses, June 30	833	10,122	8,434	19,389
Reserve for unfunded lending commitments, April 1	149	—	1,211	1,360
Provision for unfunded lending commitments	(8)	—	350	342
Reserve for unfunded lending commitments, June 30	141	—	1,561	1,702
Allowance for credit losses, June 30	$ 974	$ 10,122	$ 9,995	$ 21,091
(Dollars in millions)	**Six Months Ended June 30, 2021**			
Allowance for loan and lease losses, January 1	**$ 858**	**$ 9,213**	**$ 8,731**	**$ 18,802**
Loans and leases charged off	**(45)**	**(1,776)**	**(426)**	**(2,247)**
Recoveries of loans and leases previously charged off	**114**	**501**	**214**	**829**
Net charge-offs	**69**	**(1,275)**	**(212)**	**(1,418)**
Provision for loan and lease losses	**(329)**	**(1,104)**	**(1,858)**	**(3,291)**
Other	**(1)**	**1**	**2**	**2**
Allowance for loan and lease losses, June 30	**597**	**6,835**	**6,663**	**14,095**
Reserve for unfunded lending commitments, January 1	**137**	**—**	**1,741**	**1,878**
Provision for unfunded lending commitments	**(30)**	**—**	**(160)**	**(190)**
Other	**—**	**—**	**(1)**	**(1)**
Reserve for unfunded lending commitments, June 30	**107**	**—**	**1,580**	**1,687**
Allowance for credit losses, June 30	**$ 704**	**$ 6,835**	**$ 8,243**	**$ 15,782**
	Six Months Ended June 30, 2020			
Allowance for loan and lease losses, January 1	$ 440	$ 7,430	$ 4,488	$ 12,358
Loans and leases charged off	(62)	(2,106)	(729)	(2,897)
Recoveries of loans and leases previously charged off	108	454	67	629
Net charge-offs	46	(1,652)	(662)	(2,268)
Provision for loan and lease losses	342	4,344	4,614	9,300
Other	5	—	(6)	(1)
Allowance for loan and lease losses, June 30	833	10,122	8,434	19,389
Reserve for unfunded lending commitments, January 1	119	—	1,004	1,123
Provision for unfunded lending commitments	22	—	556	578
Other	—	—	1	1
Reserve for unfunded lending commitments, June 30	141	—	1,561	1,702
Allowance for credit losses, June 30	$ 974	$ 10,122	$ 9,995	$ 21,091

NOTE 6 Securitizations and Other Variable Interest Entities

The Corporation utilizes VIEs in the ordinary course of business to support its own and its customers' financing and investing needs. The tables in this Note present the assets and liabilities of consolidated and unconsolidated VIEs at June 30, 2021 and December 31, 2020 in situations where the Corporation has continuing involvement with transferred assets or if the Corporation otherwise has a variable interest in the VIE. The tables also present the Corporation's maximum loss exposure at June 30, 2021 and December 31, 2020 resulting from its involvement with consolidated and unconsolidated VIEs in which the Corporation holds a variable interest. For more information on the Corporation's use of VIEs and related maximum loss exposure, see *Note 1 – Summary of Significant Accounting Principles* and *Note 6 – Securitizations and Other Variable Interest Entities* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The Corporation invests in ABS issued by third-party VIEs with which it has no other form of involvement and enters into certain commercial lending arrangements that may also incorporate the use of VIEs, for example to hold collateral. These securities and loans are included in *Note 4 – Securities* or

Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses. In addition, the Corporation has used VIEs in connection with its funding activities.

The Corporation did not provide financial support to consolidated or unconsolidated VIEs during the six months ended June 30, 2021 or the year ended December 31, 2020 that it was not previously contractually required to provide, nor does it intend to do so.

The Corporation had liquidity commitments, including written put options and collateral value guarantees, with certain unconsolidated VIEs of $968 million and $929 million at June 30, 2021 and December 31, 2020.

First-lien Mortgage Securitizations

As part of its mortgage banking activities, the Corporation securitizes a portion of the first-lien residential mortgage loans it originates or purchases from third parties. Except as described in *Note 10 – Commitments and Contingencies*, the Corporation does not provide guarantees or recourse to the securitization trusts other than standard representations and warranties.

The table below summarizes select information related to first-lien mortgage securitizations for the three and six months ended June 30, 2021 and 2020.

First-lien Mortgage Securitizations

	Residential Mortgage - Agency				Commercial Mortgage			
	Three Months Ended June 30		Six Months Ended June 30		Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Proceeds from loan sales [(1)]	**$ 1,652**	$ 11,375	**$ 2,895**	$ 12,927	**$ 2,175**	$ 220	**$ 2,840**	$ 2,292
Gains on securitizations [(2)]	**3**	715	**5**	721	**31**	(1)	**64**	40
Repurchases from securitization trusts [(3)]	**98**	167	**178**	295	**—**	—	**—**	—

(1) The Corporation transfers residential mortgage loans to securitizations sponsored primarily by the Government-sponsored enterprise (GSEs) or Government National Mortgage Association (GNMA) in the normal course of business and primarily receives RMBS in exchange. Substantially all of these securities are classified as Level 2 within the fair value hierarchy and are typically sold shortly after receipt.

(2) A majority of the first-lien residential mortgage loans securitized are initially classified as LHFS and accounted for under the fair value option. Gains recognized on these LHFS prior to securitization, which totaled $40 million and $73 million, net of hedges, during the three and six months ended June 30, 2021 compared to $34 million and $61 million for the same periods in 2020, are not included in the table above.

(3) The Corporation may have the option to repurchase delinquent loans out of securitization trusts, which reduces the amount of servicing advances it is required to make. The Corporation may also repurchase loans from securitization trusts to perform modifications. Repurchased loans include FHA-insured mortgages collateralizing GNMA securities.

The Corporation recognizes consumer MSRs from the sale or securitization of consumer real estate loans. The unpaid principal balance of loans serviced for investors, including residential mortgage and home equity loans, totaled $138.7 billion and $183.4 billion at June 30, 2021 and 2020. Servicing fee and ancillary fee income on serviced loans was $104 million and $217 million during the three and six months ended June 30, 2021 compared to $124 million and $252 million for the same periods in 2020. Servicing advances on serviced loans, including loans serviced for others and loans held for investment, were $2.1 billion and $2.2 billion at June 30, 2021 and December 31, 2020. For more information on MSRs, see *Note 14 – Fair Value Measurements*.

During the six months ended June 30, 2020, the Corporation completed the sale of $9.3 billion of consumer real estate loans through GNMA loan securitizations. As part of the securitizations, the Corporation retained $8.4 billion of mortgage-backed securities, which are classified as debt securities carried at fair value on the Consolidated Balance Sheet. Total gains on loan sales of $704 million were recorded in other income in the Consolidated Statement of Income.

The following table summarizes select information related to first-lien mortgage securitization trusts in which the Corporation held a variable interest at June 30, 2021 and December 31, 2020.

First-lien Mortgage VIEs

	Residential Mortgage									
			Non-agency							
	Agency		Prime		Subprime		Alt-A		Commercial Mortgage	
(Dollars in millions)	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020
Unconsolidated VIEs										
Maximum loss exposure [1]	**$ 12,573**	$ 13,477	**$ 219**	$ 250	**$ 1,015**	$ 1,031	**$ 55**	$ 46	**$ 1,252**	$ 1,169
On-balance sheet assets										
Senior securities:										
Trading account assets	**$ 195**	$ 152	**$ 5**	$ 2	**$ 25**	$ 8	**$ 24**	$ 12	**$ 7**	$ 60
Debt securities carried at fair value	**6,260**	7,588	**87**	103	**651**	676	**31**	33	**—**	—
Held-to-maturity securities	**6,118**	5,737	**—**	—	**—**	—	**—**	—	**1,016**	925
All other assets	**—**	—	**6**	6	**28**	26	**—**	1	**57**	50
Total retained positions	**$ 12,573**	$ 13,477	**$ 98**	$ 111	**$ 704**	$ 710	**$ 55**	$ 46	**$ 1,080**	$ 1,035
Principal balance outstanding [2]	**$ 114,769**	$ 133,497	**$ 5,400**	$ 6,081	**$ 6,409**	$ 6,691	**$ 15,181**	$ 16,554	**$ 70,340**	$ 59,268
Consolidated VIEs										
Maximum loss exposure [1]	**$ 1,080**	$ 1,328	**$ 17**	$ 66	**$ 23**	$ 53	**$ —**	$ —	**$ —**	$ —
On-balance sheet assets										
Trading account assets	**$ 1,080**	$ 1,328	**$ 122**	$ 350	**$ 226**	$ 260	**$ —**	$ —	**$ —**	$ —
All other assets	**—**	—	**—**	—	**—**	—	**—**	—	**—**	—
Total assets	**$ 1,080**	$ 1,328	**$ 122**	$ 350	**$ 226**	$ 260	**$ —**	$ —	**$ —**	$ —
Total liabilities	**$ —**	$ —	**$ 105**	$ 284	**$ 203**	$ 207	**$ —**	$ —	**$ —**	$ —

[1] Maximum loss exposure includes obligations under loss-sharing reinsurance and other arrangements for non-agency residential mortgage and commercial mortgage securitizations, but excludes the reserve for representations and warranties obligations and corporate guarantees and also excludes servicing advances and other servicing rights and obligations. For more information, see *Note 10 – Commitments and Contingencies* and *Note 14 – Fair Value Measurements*.

[2] Principal balance outstanding includes loans where the Corporation was the transferor to securitization VIEs with which it has continuing involvement, which may include servicing the loans.

Other Asset-backed Securitizations

The table below summarizes select information related to home equity, credit card and other asset-backed VIEs in which the Corporation held a variable interest at June 30, 2021 and December 31, 2020.

Home Equity Loan, Credit Card and Other Asset-backed VIEs

	Home Equity [1]		Credit Card [2]		Resecuritization Trusts		Municipal Bond Trusts	
(Dollars in millions)	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020	**June 30 2021**	December 31 2020
Unconsolidated VIEs								
Maximum loss exposure	**$ 179**	$ 206	**$ —**	$ —	**$ 6,788**	$ 8,543	**$ 3,736**	$ 3,507
On-balance sheet assets								
Securities [3]:								
Trading account assets	**$ —**	$ —	**$ —**	$ —	**$ 617**	$ 948	**$ —**	$ —
Debt securities carried at fair value	**1**	2	**—**	—	**2,282**	2,727	**—**	—
Held-to-maturity securities	**—**	—	**—**	—	**3,889**	4,868	**—**	—
Total retained positions	**$ 1**	$ 2	**$ —**	$ —	**$ 6,788**	$ 8,543	**$ —**	$ —
Total assets of VIEs	**$ 501**	$ 609	**$ —**	$ —	**$ 15,535**	$ 17,250	**$ 4,305**	$ 4,042
Consolidated VIEs								
Maximum loss exposure	**$ 52**	$ 58	**$ 9,960**	$ 14,606	**$ 281**	$ 217	**$ 309**	$ 1,030
On-balance sheet assets								
Trading account assets	**$ —**	$ —	**$ —**	$ —	**$ 284**	$ 217	**$ 269**	$ 990
Loans and leases	**183**	218	**14,468**	21,310	**—**	—	**—**	—
Allowance for loan and lease losses	**15**	14	**(1,059)**	(1,704)	**—**	—	**—**	—
All other assets	**3**	4	**1,063**	1,289	**—**	—	**40**	40
Total assets	**$ 201**	$ 236	**$ 14,472**	$ 20,895	**$ 284**	$ 217	**$ 309**	$ 1,030
On-balance sheet liabilities								
Short-term borrowings	**$ —**	$ —	**$ —**	$ —	**$ —**	$ —	**$ 287**	$ 432
Long-term debt	**150**	178	**4,497**	6,273	**3**	—	**—**	—
All other liabilities	**—**	—	**15**	16	**—**	—	**—**	—
Total liabilities	**$ 150**	$ 178	**$ 4,512**	$ 6,289	**$ 3**	$ —	**$ 287**	$ 432

[1] For unconsolidated home equity loan VIEs, the maximum loss exposure includes outstanding trust certificates issued by trusts in rapid amortization, net of recorded reserves. For both consolidated and unconsolidated home equity loan VIEs, the maximum loss exposure excludes the reserve for representations and warranties obligations and corporate guarantees. For more information, see *Note 10 – Commitments and Contingencies*.

[2] At June 30, 2021 and December 31, 2020, loans and leases in the consolidated credit card trust included $3.0 billion and $7.6 billion of seller's interest.

[3] The retained senior securities were valued using quoted market prices or observable market inputs (Level 2 of the fair value hierarchy).

Home Equity Loans

The Corporation retains interests, primarily senior securities, in home equity securitization trusts to which it transferred home equity loans. In addition, the Corporation may be obligated to provide subordinate funding to the trusts during a rapid amortization event. This obligation is included in the maximum loss exposure in the table above. The charges that will ultimately be recorded as a result of the rapid amortization events depend on the undrawn portion of the home equity lines of credit, performance of the loans, the amount of subsequent draws and the timing of related cash flows.

Credit Card Securitizations

The Corporation securitizes originated and purchased credit card loans. The Corporation's continuing involvement with the securitization trust includes servicing the receivables, retaining an undivided interest (seller's interest) in the receivables, and holding certain retained interests, including subordinate interests, in accrued interest and fees on the securitized receivables and cash reserve accounts.

During the six months ended June 30, 2021, there were $1.0 billion of new senior debt securities issued to third-party investors from the credit card securitization trust. No new senior debt securities were issued to third-party investors from the credit card securitization trust during the six months ended June 30, 2020.

At June 30, 2021 and December 31, 2020, the Corporation held subordinate securities issued by the credit card securitization trust with a notional principal amount of $6.6 billion and $6.8 billion. These securities serve as a form of credit enhancement to the senior debt securities and have a stated interest rate of zero percent. There were $161 million of these subordinate securities issued by the credit card securitization trust during the six months ended June 30, 2021. No subordinate securities were issued by the credit card securitization trust during the six months ended June 30, 2020.

Resecuritization Trusts

The Corporation transfers securities, typically MBS, into resecuritization VIEs generally at the request of customers seeking securities with specific characteristics. Generally, there are no significant ongoing activities performed in a resecuritization trust, and no single investor has the unilateral ability to liquidate the trust.

The Corporation resecuritized $5.9 billion and $14.7 billion of securities during the three and six months ended June 30, 2021 compared to $10.7 billion and $18.1 billion for the same periods in 2020. Securities transferred into resecuritization VIEs were measured at fair value with changes in fair value recorded in market making and similar activities prior to the resecuritization and, accordingly, no gain or loss on sale was recorded. During the three and six months ended June 30, 2021 and 2020, resecuritization proceeds included securities with an initial fair value of $233 million and $519 million compared to $4.4 billion and $4.9 billion, of which substantially all of the securities in the current-year period were classified as trading account assets. Of the securities received as resecuritization proceeds during the three months ended June 30, 2020, $654 million, $2.1 billion and $1.7 billion were classified as trading account assets, debt securities carried at fair value and HTM securities, respectively. Of the securities received as resecuritization proceeds during the six months ended June 30, 2020, $1.2 billion, $2.1 billion and $1.7 billion were classified as trading account assets, debt securities carried at fair value and HTM securities, respectively. Substantially all of the trading account securities carried at fair value were categorized as Level 2 within the fair value hierarchy.

Municipal Bond Trusts

The Corporation administers municipal bond trusts that hold highly-rated, long-term, fixed-rate municipal bonds. The trusts obtain financing by issuing floating-rate trust certificates that reprice on a weekly or other short-term basis to third-party investors.

The Corporation's liquidity commitments to unconsolidated municipal bond trusts, including those for which the Corporation was transferor, totaled $3.7 billion and $3.5 billion at June 30, 2021 and December 31, 2020. The weighted-average remaining life of bonds held in the trusts at June 30, 2021 was 6.5 years. There were no significant write-downs or downgrades of assets or issuers during the six months ended June 30, 2021 and 2020.

Other Variable Interest Entities

The table below summarizes select information related to other VIEs in which the Corporation held a variable interest at June 30, 2021 and December 31, 2020.

Other VIEs

(Dollars in millions)	Consolidated	Unconsolidated	Total	Consolidated	Unconsolidated	Total
	June 30, 2021			December 31, 2020		
Maximum loss exposure	**$ 4,565**	**$ 24,829**	**$ 29,394**	$ 4,106	$ 23,870	$ 27,976
On-balance sheet assets						
Trading account assets	**$ 2,437**	**$ 606**	**$ 3,043**	$ 2,080	$ 623	$ 2,703
Debt securities carried at fair value	**—**	**8**	**8**	—	9	9
Loans and leases	**2,319**	**182**	**2,501**	2,108	184	2,292
Allowance for loan and lease losses	**(3)**	**(8)**	**(11)**	(3)	(3)	(6)
All other assets	**28**	**23,541**	**23,569**	54	22,553	22,607
Total	**$ 4,781**	**$ 24,329**	**$ 29,110**	$ 4,239	$ 23,366	$ 27,605
On-balance sheet liabilities						
Short-term borrowings	**$ 37**	**$ —**	**$ 37**	$ 22	$ —	$ 22
Long-term debt	**179**	**—**	**179**	111	—	111
All other liabilities	**—**	**5,972**	**5,972**	—	5,658	5,658
Total	**$ 216**	**$ 5,972**	**$ 6,188**	$ 133	$ 5,658	$ 5,791
Total assets of VIEs	**$ 4,781**	**$ 83,221**	**$ 88,002**	$ 4,239	$ 77,984	$ 82,223

Customer VIEs

Customer VIEs include credit-linked, equity-linked and commodity-linked note VIEs, repackaging VIEs and asset acquisition VIEs, which are typically created on behalf of customers who wish to obtain market or credit exposure to a specific company, index, commodity or financial instrument.

The Corporation's maximum loss exposure to consolidated and unconsolidated customer VIEs totaled $2.7 billion and $2.3 billion at June 30, 2021 and December 31, 2020, including the notional amount of derivatives to which the Corporation is a counterparty, net of losses previously recorded, and the Corporation's investment, if any, in securities issued by the VIEs.

Collateralized Debt Obligation VIEs

The Corporation receives fees for structuring CDO VIEs, which hold diversified pools of fixed-income securities, typically corporate debt or ABS, which the CDO VIEs fund by issuing multiple tranches of debt and equity securities. CDOs are generally managed by third-party portfolio managers. The Corporation typically transfers assets to these CDOs, holds securities issued by the CDOs and may be a derivative counterparty to the CDOs. The Corporation's maximum loss exposure to consolidated and unconsolidated CDOs totaled $256 million and $298 million at June 30, 2021 and December 31, 2020.

Investment VIEs

The Corporation sponsors, invests in or provides financing, which may be in connection with the sale of assets, to a variety of investment VIEs that hold loans, real estate, debt securities or other financial instruments and are designed to provide the desired investment profile to investors or the Corporation. At June 30, 2021 and December 31, 2020, the Corporation's consolidated investment VIEs had total assets of $764 million and $494 million. The Corporation also held investments in unconsolidated VIEs with total assets of $6.6 billion and $5.4 billion at June 30, 2021 and December 31, 2020. The Corporation's maximum loss exposure associated with both consolidated and unconsolidated investment VIEs totaled $1.9 billion and $1.5 billion at June 30, 2021 and December 31, 2020 comprised primarily of on-balance sheet assets less non-recourse liabilities.

Leveraged Lease Trusts

The Corporation's net investment in consolidated leveraged lease trusts totaled $1.6 billion and $1.7 billion at June 30, 2021 and December 31, 2020. The trusts hold long-lived equipment such as rail cars, power generation and distribution equipment, and commercial aircraft. The Corporation structures the trusts and holds a significant residual interest. The net investment represents the Corporation's maximum loss exposure to the trusts in the unlikely event that the leveraged lease investments become worthless. Debt issued by the leveraged lease trusts is non-recourse to the Corporation.

Tax Credit VIEs

The Corporation holds investments in unconsolidated limited partnerships and similar entities that construct, own and operate affordable housing, wind and solar projects. An unrelated third party is typically the general partner or managing member and has control over the significant activities of the VIE. The Corporation earns a return primarily through the receipt of tax credits allocated to the projects. The maximum loss exposure included in the Other VIEs table was $22.8 billion and $22.0 billion at June 30, 2021 and December 31, 2020. The Corporation's risk of loss is generally mitigated by policies requiring that the project qualify for the expected tax credits prior to making its investment.

The Corporation's investments in affordable housing partnerships, which are reported in other assets on the Consolidated Balance Sheet, totaled $11.7 billion and $11.2 billion, including unfunded commitments to provide capital contributions of $5.3 billion and $5.0 billion, at June 30, 2021 and December 31, 2020. The unfunded commitments are expected to be paid over the next five years. The Corporation recognized tax credits and other tax benefits from investments in affordable housing partnerships of $334 million and $727 million and reported pretax losses in other income of $279 million and $555 million for the three and six months ended June 30, 2021. For the same periods in 2020, the Corporation recognized tax credits and other tax benefits of $342 million and $610 million and reported pretax losses in other income of $255 million and $527 million. These tax credits are recognized as part of the Corporation's annual effective tax rate used to determine tax expense in a given quarter. The Corporation may be asked to invest additional amounts to support a troubled affordable housing project. Such additional investments have not been and are not expected to be significant.

NOTE 7 Goodwill and Intangible Assets

Goodwill

The table below presents goodwill balances by business segment at June 30, 2021 and December 31, 2020. The reporting units utilized for goodwill impairment testing are the operating segments or one level below. The Corporation completed its annual goodwill impairment test as of June 30, 2021 and determined there was no impairment. For more information regarding the nature and accounting for the Corporation's annual goodwill impairment testing, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Goodwill

(Dollars in millions)	June 30 2021	December 31 2020
Consumer Banking	$ 30,137	$ 30,123
Global Wealth & Investment Management	9,677	9,677
Global Banking [1]	24,027	23,969
Global Markets	5,182	5,182
Total goodwill	**$ 69,023**	$ 68,951

[1] Prior period has been revised to conform to current-period presentation.

Intangible Assets

At both June 30, 2021 and December 31, 2020, the net carrying value of intangible assets was $2.2 billion. At both June 30, 2021 and December 31, 2020, intangible assets included $1.6 billion of intangible assets associated with trade names, substantially all of which had an indefinite life and, accordingly, are not being amortized. Amortization of intangibles expense was $20 million and $37 million for the three and six months ended June 30, 2021 compared to $16 million and $32 million for the same periods in 2020.

NOTE 8 Leases

The Corporation enters into both lessor and lessee arrangements. For more information on lease accounting, see *Note 1 – Summary of Significant Accounting Principles* and *Note 8 – Leases* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. For more information on lease financing receivables, see *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses*.

Lessor Arrangements

The Corporation's lessor arrangements primarily consist of operating, sales-type and direct financing leases for equipment. Lease agreements may include options to renew and for the lessee to purchase the leased equipment at the end of the lease term.

The table below presents the net investment in sales-type and direct financing leases at June 30, 2021 and December 31, 2020.

Net Investment (1)

(Dollars in millions)	June 30 2021	December 31 2020
Lease receivables	$ 16,852	$ 17,627
Unguaranteed residuals	2,191	2,303
Total net investment in sales-type and direct financing leases	$ 19,043	$ 19,930

(1) In certain cases, the Corporation obtains third-party residual value insurance to reduce its residual asset risk. The carrying value of residual assets with third-party residual value insurance for at least a portion of the asset value was $7.2 billion and $6.9 billion at June 30, 2021 and December 31, 2020.

The table below presents lease income for the three and six months ended June 30, 2021 and 2020.

Lease Income

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	2021	2020	2021	2020
Sales-type and direct financing leases	$ 152	$ 175	$ 316	$ 372
Operating leases	223	236	454	479
Total lease income	$ 375	$ 411	$ 770	$ 851

Lessee Arrangements

The Corporation's lessee arrangements predominantly consist of operating leases for premises and equipment; the Corporation's financing leases are not significant.

The table below provides information on the right-of-use assets and lease liabilities at June 30, 2021 and December 31, 2020.

Lessee Arrangements

(Dollars in millions)	June 30 2021	December 31 2020
Right-of-use asset	$ 10,030	$ 10,000
Lease liabilities	10,653	10,474

NOTE 9 Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash

The table below presents federal funds sold or purchased, securities financing agreements (which include securities borrowed or purchased under agreements to resell and securities loaned or sold under agreements to repurchase) and short-term borrowings. The Corporation elects to account for certain securities financing agreements and short-term borrowings under the fair value option. For more information on the fair value option, see *Note 15 – Fair Value Option*.

	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate
	Three Months Ended June 30				Six Months Ended June 30			
(Dollars in millions)	2021		2020		2021		2020	
Federal funds sold and securities borrowed or purchased under agreements to resell								
Average during period	$ 270,443	(0.06)%	$ 312,404	0.03 %	$ 260,271	(0.04)%	$ 295,599	0.57 %
Maximum month-end balance during period	278,300	n/a	451,179	n/a	278,300	n/a	451,179	n/a
Federal funds purchased and securities loaned or sold under agreements to repurchase								
Average during period	$ 218,535	0.25 %	$ 187,180	0.38 %	$ 207,880	0.25 %	$ 193,359	1.01 %
Maximum month-end balance during period	218,628	n/a	194,870	n/a	218,628	n/a	206,493	n/a
Short-term borrowings								
Average during period	21,600	(0.11)	25,901	0.12	20,639	(0.12)	26,166	0.88
Maximum month-end balance during period	23,333	n/a	27,315	n/a	23,333	n/a	30,118	n/a

n/a = not applicable

Offsetting of Securities Financing Agreements

The Corporation enters into securities financing agreements to accommodate customers (also referred to as "matched-book transactions"), obtain securities to cover short positions and finance inventory positions. For more information on the securities financing agreements and the offsetting of securities financing transactions, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The Securities Financing Agreements table presents securities financing agreements included on the Consolidated Balance Sheet in federal funds sold and securities borrowed or purchased under agreements to resell, and in federal funds purchased and securities loaned or sold under agreements to repurchase at June 30, 2021 and December 31, 2020. Balances are presented on a gross basis, prior to the application of counterparty netting. Gross assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements. For more information on the offsetting of derivatives, see *Note 3 – Derivatives*.

Securities Financing Agreements

(Dollars in millions)	Gross Assets/Liabilities [1]	Amounts Offset	Net Balance Sheet Amount	Financial Instruments [2]	Net Assets/Liabilities
			June 30, 2021		
Securities borrowed or purchased under agreements to resell [3]	**$ 524,946**	**$ (256,352)**	**$ 268,594**	**$ (241,909)**	**$ 26,685**
Securities loaned or sold under agreements to repurchase	**$ 470,139**	**$ (256,352)**	**$ 213,787**	**$ (202,435)**	**$ 11,352**
Other [4]	**15,071**	**—**	**15,071**	**(15,071)**	**—**
Total	**$ 485,210**	**$ (256,352)**	**$ 228,858**	**$ (217,506)**	**$ 11,352**
			December 31, 2020		
Securities borrowed or purchased under agreements to resell [3]	$ 492,387	$ (188,329)	$ 304,058	$ (272,351)	$ 31,707
Securities loaned or sold under agreements to repurchase	$ 358,652	$ (188,329)	$ 170,323	$ (158,867)	$ 11,456
Other [4]	16,210	—	16,210	(16,210)	—
Total	$ 374,862	$ (188,329)	$ 186,533	$ (175,077)	$ 11,456

(1) Includes activity where uncertainty exists as to the enforceability of certain master netting agreements under bankruptcy laws in some countries or industries.
(2) Includes securities collateral received or pledged under repurchase or securities lending agreements where there is a legally enforceable master netting agreement. These amounts are not offset on the Consolidated Balance Sheet, but are shown as a reduction to derive a net asset or liability. Securities collateral received or pledged where the legal enforceability of the master netting agreements is uncertain is excluded from the table.
(3) Excludes repurchase activity of $20.1 billion and $14.7 billion reported in loans and leases on the Consolidated Balance Sheet at June 30, 2021 and December 31, 2020.
(4) Balance is reported in accrued expenses and other liabilities on the Consolidated Balance Sheet and relates to transactions where the Corporation acts as the lender in a securities lending agreement and receives securities that can be pledged as collateral or sold. In these transactions, the Corporation recognizes an asset at fair value, representing the securities received, and a liability, representing the obligation to return those securities.

Repurchase Agreements and Securities Loaned Transactions Accounted for as Secured Borrowings

The following tables present securities sold under agreements to repurchase and securities loaned by remaining contractual term to maturity and class of collateral pledged. Included in "Other" are transactions where the Corporation acts as the lender in a securities lending agreement and receives securities that can be pledged as collateral or sold. Certain agreements contain a right to substitute collateral and/or terminate the agreement prior to maturity at the option of the Corporation or the counterparty. Such agreements are included in the table below based on the remaining contractual term to maturity. For more information on collateral requirements, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Remaining Contractual Maturity

(Dollars in millions)	Overnight and Continuous	30 Days or Less	After 30 Days Through 90 Days	Greater than 90 Days [1]	Total
			June 30, 2021		
Securities sold under agreements to repurchase	**$ 187,994**	**$ 164,693**	**$ 33,069**	**$ 44,846**	**$ 430,602**
Securities loaned	**34,167**	**11**	**1,226**	**4,133**	**39,537**
Other	**15,071**	**—**	**—**	**—**	**15,071**
Total	**$ 237,232**	**$ 164,704**	**$ 34,295**	**$ 48,979**	**$ 485,210**
			December 31, 2020		
Securities sold under agreements to repurchase	$ 158,400	$ 122,448	$ 32,149	$ 22,684	$ 335,681
Securities loaned	19,140	271	1,029	2,531	22,971
Other	16,210	—	—	—	16,210
Total	$ 193,750	$ 122,719	$ 33,178	$ 25,215	$ 374,862

(1) No agreements have maturities greater than three years.

Class of Collateral Pledged

(Dollars in millions)	Securities Sold Under Agreements to Repurchase	Securities Loaned	Other	Total
	June 30, 2021			
U.S. government and agency securities	**$ 231,210**	**$ —**	**$ —**	**$ 231,210**
Corporate securities, trading loans and other	**15,674**	**2,843**	**1,160**	**19,677**
Equity securities	**20,633**	**36,121**	**13,852**	**70,606**
Non-U.S. sovereign debt	**161,345**	**573**	**59**	**161,977**
Mortgage trading loans and ABS	**1,740**	**—**	**—**	**1,740**
Total	**$ 430,602**	**$ 39,537**	**$ 15,071**	**$ 485,210**
	December 31, 2020			
U.S. government and agency securities	$ 195,167	$ 5	$ —	$ 195,172
Corporate securities, trading loans and other	8,633	1,628	1,217	11,478
Equity securities	14,752	21,125	14,931	50,808
Non-U.S. sovereign debt	113,142	213	62	113,417
Mortgage trading loans and ABS	3,987	—	—	3,987
Total	$ 335,681	$ 22,971	$ 16,210	$ 374,862

Restricted Cash

At June 30, 2021 and December 31, 2020, the Corporation held restricted cash included within cash and cash equivalents on the Consolidated Balance Sheet of $6.0 billion and $7.0 billion, predominantly related to cash segregated in compliance with securities regulations and cash held on deposit with central banks to meet reserve requirements.

NOTE 10 Commitments and Contingencies

In the normal course of business, the Corporation enters into a number of off-balance sheet commitments. These commitments expose the Corporation to varying degrees of credit and market risk and are subject to the same credit and market risk limitation reviews as those instruments recorded on the Consolidated Balance Sheet. For more information on commitments and contingencies, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit Extension Commitments

The Corporation enters into commitments to extend credit such as loan commitments, standby letters of credit (SBLCs) and commercial letters of credit to meet the financing needs of its customers. The following table includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.9 billion and $10.5 billion at June 30, 2021 and December 31, 2020. The carrying value of these commitments at June 30, 2021 and December 31, 2020, excluding commitments accounted for under the fair value option, was $1.7 billion and $1.9 billion, which primarily related to the reserve for unfunded lending commitments. The carrying value of these commitments is classified in accrued expenses and other liabilities on the Consolidated Balance Sheet.

Legally binding commitments to extend credit generally have specified rates and maturities. Certain of these commitments have adverse change clauses that help to protect the Corporation against deterioration in the borrower's ability to pay.

The following table includes the notional amount of commitments of $5.3 billion and $4.0 billion at June 30, 2021 and December 31, 2020 that are accounted for under the fair value option. However, the table excludes the cumulative net fair value for these commitments of $103 million and $99 million at June 30, 2021 and December 31, 2020, which is classified in accrued expenses and other liabilities. For more information regarding the Corporation's loan commitments accounted for under the fair value option, see *Note 15 – Fair Value Option.*

Credit Extension Commitments

(Dollars in millions)	Expire in One Year or Less	Expire After One Year Through Three Years	Expire After Three Years Through Five Years	Expire After Five Years	Total
			June 30, 2021		
Notional amount of credit extension commitments					
Loan commitments [(1)]	**$ 103,361**	**$ 193,656**	**$ 155,834**	**$ 27,247**	**$ 480,098**
Home equity lines of credit	**762**	**3,807**	**10,119**	**26,286**	**40,974**
Standby letters of credit and financial guarantees [(2)]	**20,853**	**11,634**	**1,766**	**539**	**34,792**
Letters of credit [(3)]	**1,609**	**309**	**30**	**29**	**1,977**
Legally binding commitments	**126,585**	**209,406**	**167,749**	**54,101**	**557,841**
Credit card lines [(4)]	**394,052**	**—**	**—**	**—**	**394,052**
Total credit extension commitments	**$ 520,637**	**$ 209,406**	**$ 167,749**	**$ 54,101**	**$ 951,893**
			December 31, 2020		
Notional amount of credit extension commitments					
Loan commitments [(1)]	$ 109,406	$ 171,887	$ 139,508	$ 16,091	$ 436,892
Home equity lines of credit	710	2,992	8,738	29,892	42,332
Standby letters of credit and financial guarantees [(2)]	19,962	12,038	2,397	1,257	35,654
Letters of credit [(3)]	886	197	25	27	1,135
Legally binding commitments	130,964	187,114	150,668	47,267	516,013
Credit card lines [(4)]	384,955	—	—	—	384,955
Total credit extension commitments	$ 515,919	$ 187,114	$ 150,668	$ 47,267	$ 900,968

(1) At June 30, 2021 and December 31, 2020, $5.5 billion and $4.8 billion of these loan commitments were held in the form of a security.
(2) The notional amounts of SBLCs and financial guarantees classified as investment grade and non-investment grade based on the credit quality of the underlying reference name within the instrument were $25.3 billion and $9.1 billion at June 30, 2021, and $25.0 billion and $10.2 billion at December 31, 2020. Amounts in the table include consumer SBLCs of $476 million and $500 million at June 30, 2021 and December 31, 2020.
(3) At June 30, 2021 and December 31, 2020, included are letters of credit of $1.9 billion and $1.8 billion related to certain liquidity commitments of VIEs. For more information, see *Note 6 – Securitizations and Other Variable Interest Entities*
(4) Includes business card unused lines of credit.

Other Commitments

At June 30, 2021 and December 31, 2020, the Corporation had commitments to purchase loans (e.g., residential mortgage and commercial real estate) of $64 million and $93 million, which upon settlement will be included in trading account assets, loans or LHFS, and commitments to purchase commercial loans of $430 million and $645 million, which upon settlement will be included in trading account assets.

At June 30, 2021 and December 31, 2020, the Corporation had commitments to purchase commodities, primarily liquefied natural gas, of $616 million and $582 million, which upon settlement will be included in trading account assets.

At June 30, 2021 and December 31, 2020, the Corporation had commitments to enter into resale and forward-dated resale and securities borrowing agreements of $127.8 billion and $66.5 billion, and commitments to enter into forward-dated repurchase and securities lending agreements of $67.5 billion and $32.1 billion. These commitments generally expire within the next 12 months.

At June 30, 2021 and December 31, 2020, the Corporation had a commitment to originate or purchase up to $4.0 billion and $3.9 billion on a rolling 12-month basis, of auto loans and leases from a strategic partner. This commitment extends through November 2022 and can be terminated with 12 months prior notice.

Other Guarantees

Bank-owned Life Insurance Book Value Protection

The Corporation sells products that offer book value protection to insurance carriers who offer group life insurance policies to corporations, primarily banks. At both June 30, 2021 and December 31, 2020, the notional amount of these guarantees totaled $6.3 billion and $7.1 billion. At both June 30, 2021 and December 31, 2020, the Corporation's maximum exposure related to these guarantees totaled $934 million and $1.1 billion, with estimated maturity dates between 2033 and 2039.

Merchant Services

The Corporation in its role as merchant acquirer or as a sponsor of other merchant acquirers may be held liable for any reversed charges that cannot be collected from the merchants, due to, among other things, merchant fraud or insolvency. If charges are properly reversed after a purchase and cannot be collected from either the merchants or merchant acquirers, the Corporation may be held liable for these reversed charges. The ability to reverse a charge is primarily governed by the applicable regulatory and card network rules, which include, but are not limited to, the type of charge, type of payment used and time limits. For the six months ended June 30, 2021, the Corporation processed an aggregate purchase volume of $411.8 billion. The Corporation's risk in this area primarily relates to circumstances where a cardholder has purchased goods or services for future delivery. The Corporation mitigates this risk by requiring cash deposits, guarantees, letters of credit or other types of collateral from certain merchants. The Corporation's reserves for contingent losses and the losses incurred related to the merchant processing activity were not significant. The Corporation continues to monitor its exposure in this area due to the potential economic impacts of the pandemic.

Representations and Warranties Obligations and Corporate Guarantees

For more information on representations and warranties obligations and corporate guarantees, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K

The reserve for representations and warranties obligations and corporate guarantees was $1.2 billion and $1.3 billion at June 30, 2021 and December 31, 2020 and is included in accrued expenses and other liabilities on the Consolidated Balance Sheet and the related provision is included in other income in the Consolidated Statement of Income. The representations and warranties reserve represents the Corporation’s best estimate of probable incurred losses, is based on its experience in previous negotiations, and is subject to judgment, a variety of assumptions, and known or unknown uncertainties. Future representations and warranties losses may occur in excess of the amounts recorded for these exposures; however, the Corporation does not expect such amounts to be material to the Corporation's financial condition and liquidity. See Litigation and Regulatory Matters below for the Corporation's combined range of possible loss in excess of the reserve for representations and warranties and the accrued liability for litigation.

Fixed Income Clearing Corporation Sponsored Member Repo Program

The Corporation acts as a sponsoring member in a repo program whereby the Corporation clears certain eligible resale and repurchase agreements through the Government Securities Division of the Fixed Income Clearing Corporation on behalf of clients that are sponsored members in accordance with the Fixed Income Clearing Corporation’s rules. As part of this program, the Corporation guarantees the payment and performance of its sponsored members to the Fixed Income Clearing Corporation. The Corporation’s guarantee obligation is secured by a security interest in cash or high-quality securities collateral placed by clients with the clearinghouse and therefore, the potential for the Corporation to incur significant losses under this arrangement is remote. The Corporation’s maximum potential exposure, without taking into consideration the related collateral, was $13.6 billion and $22.5 billion at June 30, 2021 and December 31, 2020.

Other Guarantees

The Corporation has entered into additional guarantee agreements and commitments, including sold risk participation swaps, liquidity facilities, lease-end obligation agreements, partial credit guarantees on certain leases, real estate joint venture guarantees, divested business commitments and sold put options that require gross settlement. The maximum potential future payments under these agreements are approximately $9.2 billion and $8.8 billion at June 30, 2021 and December 31, 2020. The estimated maturity dates of these obligations extend up to 2049. The Corporation has made no material payments under these guarantees. For more information on maximum potential future payments under VIE-related liquidity commitments, see *Note 6 – Securitizations and Other Variable Interest Entities*.

In the normal course of business, the Corporation periodically guarantees the obligations of its affiliates in a variety of transactions including ISDA-related transactions and non-ISDA related transactions such as commodities trading, repurchase agreements, prime brokerage agreements and other transactions.

Guarantees of Certain Long-term Debt

The Corporation, as the parent company, fully and unconditionally guarantees the securities issued by BofA Finance LLC, a consolidated finance subsidiary of the Corporation, and effectively provides for the full and unconditional guarantee of trust securities issued by certain statutory trust companies that are 100 percent owned finance subsidiaries of the Corporation.

Litigation and Regulatory Matters

The following disclosures supplement the disclosure in *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation’s 2020 Annual Report on Form 10-K (the prior commitments and contingencies disclosure).

In the ordinary course of business, the Corporation and its subsidiaries are routinely defendants in or parties to many pending and threatened legal, regulatory and governmental actions and proceedings. In view of the inherent difficulty of predicting the outcome of such matters, particularly where the claimants seek very large or indeterminate damages or where the matters present novel legal theories or involve a large number of parties, the Corporation generally cannot predict the eventual outcome of the pending matters, timing of the ultimate resolution of these matters, or eventual loss, fines or penalties related to each pending matter.

As a matter develops, the Corporation, in conjunction with any outside counsel handling the matter, evaluates whether such matter presents a loss contingency that is probable and estimable, and, for the matter described below and the matters disclosed in the prior commitments and contingencies disclosure, whether a loss in excess of any accrued liability is reasonably possible in future periods. Once the loss contingency is deemed to be both probable and estimable, the Corporation will establish an accrued liability and record a corresponding amount of litigation-related expense. The Corporation continues to monitor the matter for further developments that could affect the amount of the accrued liability that has been previously established. Excluding expenses of internal and external legal service providers, litigation-related expense of $55 million and $89 million was recognized for the three and six months ended June 30, 2021 compared to $57 million and $81 million for the same periods in 2020.

For any matter disclosed in this Note and in the prior commitments and contingencies disclosure, for which a loss in future periods is reasonably possible and estimable (whether in excess of an accrued liability or where there is no accrued liability) and for representations and warranties exposures, the Corporation’s estimated range of possible loss is $0 to $1.3 billion in excess of the accrued liability, if any, as of June 30, 2021.

The accrued liability and estimated range of possible loss are based upon currently available information and subject to significant judgment, a variety of assumptions and known and unknown uncertainties. The matters underlying the accrued liability and estimated range of possible loss are unpredictable and may change from time to time, and actual losses may vary significantly from the current estimate and accrual. The estimated range of possible loss does not represent the Corporation's maximum loss exposure.

Information is provided below, or in the prior commitments and contingencies disclosure regarding the nature of the litigation and, where specified, associated claimed damages. Based on current knowledge, and taking into account accrued liabilities, management does not believe that loss contingencies arising from pending matters, including the matters described below, and in the prior commitments and contingencies disclosure, will have a material adverse effect on the consolidated financial condition or liquidity of the Corporation. However, in light of the significant judgment, variety of assumptions and uncertainties involved in those matters, some of which are beyond the Corporation's control, and the very large or indeterminate damages sought in some of those matters, an adverse outcome in one or more of these matters could be material to the Corporation's business or results of operations for any particular reporting period, or cause significant reputational harm.

Ambac Bond Insurance Litigation

Ambac v. Countrywide I

On May 11, 2021, the First Department, a New York State appellate court, affirmed the dismissal of Ambac's fraudulent inducement claim.

LIBOR, Other Reference Rates, Foreign Exchange and Bond Trading Matters

On April 28, 2021, the European Commission concluded its investigation regarding trading by various financial institutions in sovereign, supranational, and agency bonds by issuing a fine in an amount not material to the Corporation.

On May 20, 2021, the European Commission concluded its investigation regarding trading by various financial institutions in European government bonds. Although it found that the respondent financial institutions violated European competition rules, it did not fine the Corporation because the conduct at issue occurred beyond the statute of limitations.

NOTE 11 Shareholders' Equity

Common Stock

Declared Quarterly Cash Dividends on Common Stock [1]

Declaration Date	Record Date	Payment Date	Dividend Per Share
July 21, 2021	September 3, 2021	September 24, 2021	$ 0.21
April 22, 2021	June 4, 2021	June 25, 2021	0.18
January 19, 2021	March 5, 2021	March 26, 2021	0.18

(1) In 2021, and through July 30, 2021.

During the three and six months ended June 30, 2021, the Corporation repurchased and retired 103 million and 204 million shares of common stock, which reduced shareholders' equity by $4.2 billion and $7.7 billion.

During the six months ended June 30, 2021, in connection with employee stock plans, the Corporation issued 63 million shares of its common stock and, to satisfy tax withholding obligations, repurchased 24 million shares of its common stock. At June 30, 2021, the Corporation had reserved 566 million unissued shares of common stock for future issuances under employee stock plans, convertible notes and preferred stock.

On July 21, 2021, the Board of Directors declared a quarterly common stock dividend of $0.21 per share.

Preferred Stock

During the three months ended March 31, 2021 and June 30, 2021, the Corporation declared $490 million and $260 million of cash dividends on preferred stock, or a total of $750 million for the six months ended June 30, 2021. Additionally, on April 25, 2021, the Corporation fully redeemed Series EE Preferred Stock for $900 million. For more information on the Corporation's preferred stock, including liquidation preference, dividend requirements and redemption period, see *Note 13 – Shareholders' Equity* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

NOTE 12 Accumulated Other Comprehensive Income (Loss)

The table below presents the changes in accumulated OCI after-tax for the six months ended June 30, 2021 and 2020.

(Dollars in millions)	Debt Securities	Debit Valuation Adjustments	Derivatives	Employee Benefit Plans	Foreign Currency	Total
Balance, December 31, 2019	$ 323	$ (1,494)	$ (400)	$ (4,168)	$ (894)	$ (6,633)
Net change	4,693	53	732	100	(107)	5,471
Balance, June 30, 2020	$ 5,016	$ (1,441)	$ 332	$ (4,068)	$ (1,001)	$ (1,162)
Balance, December 31, 2020	$ 5,122	$ (1,992)	$ 426	$ (4,266)	$ (946)	$ (1,656)
Net change	**(1,090)**	**265**	**(699)**	**120**	**(3)**	**(1,407)**
Balance, June 30, 2021	**$ 4,032**	**$ (1,727)**	**$ (273)**	**$ (4,146)**	**$ (949)**	**$ (3,063)**

The following table presents the net change in fair value recorded in accumulated OCI, net realized gains and losses reclassified into earnings and other changes for each component of OCI pre- and after-tax for the six months ended June 30, 2021 and 2020.

(Dollars in millions)	Pretax	Tax effect	After-tax	Pretax	Tax effect	After-tax
	Six Months Ended June 30					
	2021			2020		
Debt securities:						
Net increase (decrease) in fair value	$ (1,445)	$ 355	$ (1,090)	$ 6,628	$ (1,652)	$ 4,976
Net realized gains reclassified into earnings [(1)]	—	—	—	(377)	94	(283)
Net change	(1,445)	355	(1,090)	6,251	(1,558)	4,693
Debit valuation adjustments:						
Net increase in fair value	336	(76)	260	63	(13)	50
Net realized losses reclassified into earnings [(1)]	7	(2)	5	4	(1)	3
Net change	343	(78)	265	67	(14)	53
Derivatives:						
Net increase (decrease) in fair value	(820)	205	(615)	914	(222)	692
Reclassifications into earnings:						
Net interest income	(84)	20	(64)	53	(13)	40
Compensation and benefits expense	(26)	6	(20)	—	—	—
Net realized (gains) losses reclassified into earnings	(110)	26	(84)	53	(13)	40
Net change	(930)	231	(699)	967	(235)	732
Employee benefit plans:						
Net actuarial losses and other reclassified into earnings [(2)]	142	(22)	120	133	(33)	100
Net change	142	(22)	120	133	(33)	100
Foreign currency:						
Net decrease in fair value	116	(119)	(3)	115	(222)	(107)
Net change	116	(119)	(3)	115	(222)	(107)
Total other comprehensive income (loss)	$ (1,774)	$ 367	$ (1,407)	$ 7,533	$ (2,062)	$ 5,471

(1) Reclassifications of pretax debt securities, DVA and foreign currency (gains) losses are recorded in other income in the Consolidated Statement of Income.
(2) Reclassifications of pretax employee benefit plan costs are recorded in other general operating expense in the Consolidated Statement of Income.

NOTE 13 Earnings Per Common Share

The calculation of earnings per common share (EPS) and diluted EPS for the three and six months ended June 30, 2021 and 2020 is presented below. For more information on the calculation of EPS, see *Note 1 – Summary of Significant Accounting Principles*to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

(In millions, except per share information)	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Earnings per common share				
Net income	$ 9,224	$ 3,533	$ 17,274	$ 7,543
Preferred stock dividends	(260)	(249)	(750)	(718)
Net income applicable to common shareholders	$ 8,964	$ 3,284	$ 16,524	$ 6,825
Average common shares issued and outstanding	8,620.8	8,739.9	8,660.4	8,777.6
Earnings per common share	$ 1.04	$ 0.38	$ 1.91	$ 0.78
Diluted earnings per common share				
Net income applicable to common shareholders	$ 8,964	$ 3,284	$ 16,524	$ 6,825
Add preferred stock dividends due to assumed conversions	56	—	112	—
Net income allocated to common shareholders	$ 9,020	$ 3,284	$ 16,636	$ 6,825
Average common shares issued and outstanding	8,620.8	8,739.9	8,660.4	8,777.6
Dilutive potential common shares [(1)]	114.7	28.2	115.8	35.7
Total diluted average common shares issued and outstanding	8,735.5	8,768.1	8,776.2	8,813.3
Diluted earnings per common share	$ 1.03	$ 0.37	$ 1.90	$ 0.77

(1) Includes incremental dilutive shares from preferred stock, restricted stock units, restricted stock and warrants.

For the three and six months ended June 30, 2021,62 million average dilutive potential common shares associated with the Series L preferred stock were included in the diluted share count under the "if-converted" method, whereas they were antidilutive for the three and six months ended June 30, 2020.

NOTE 14 Fair Value Measurements

Under applicable accounting standards, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Corporation determines the fair values of its financial instruments under applicable accounting standards and conducts a review of fair value hierarchy classifications on a quarterly basis. Transfers into or out of fair value hierarchy classifications are made if the significant inputs used in the financial models measuring the fair values of the assets and liabilities become unobservable or observable in the current marketplace. During the six months ended June 30, 2021, there were no changes to valuation approaches or techniques that had, or are expected to have, a material impact on the Corporation's consolidated financial position or results of operations.

For more information regarding the fair value hierarchy, how the Corporation measures fair value and valuation techniques, see *Note 1 – Summary of Significant Accounting Principles* and *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K The Corporation accounts for certain financial instruments under the fair value option. For more information, see *Note 15 – Fair Value Option*.

Recurring Fair Value

Assets and liabilities carried at fair value on a recurring basis at June 30, 2021 and December 31, 2020, including financial instruments that the Corporation accounts for under the fair value option, are summarized in the following tables.

	June 30, 2021				
	Fair Value Measurements				
(Dollars in millions)	Level 1	Level 2	Level 3	Netting Adjustments [(1)]	Assets/Liabilities at Fair Value
Assets					
Time deposits placed and other short-term investments	$ 1,450	$ —	$ —	$ —	$ 1,450
Federal funds sold and securities borrowed or purchased under agreements to resell	—	163,344	—	—	163,344
Trading account assets:					
U.S. Treasury and agency securities [(2)]	40,733	1,299	—	—	42,032
Corporate securities, trading loans and other	—	36,707	1,764	—	38,471
Equity securities	104,218	39,316	260	—	143,794
Non-U.S. sovereign debt	10,621	20,919	414	—	31,954
Mortgage trading loans, MBS and ABS:					
U.S. government-sponsored agency guaranteed [(2)]	—	23,567	97	—	23,664
Mortgage trading loans, ABS and other MBS	—	10,417	1,401	—	11,818
Total trading account assets [(3)]	155,572	132,225	3,936	—	291,733
Derivative assets	17,487	331,302	3,312	(310,603)	41,498
AFS debt securities:					
U.S. Treasury and agency securities	159,245	1,088	—	—	160,333
Mortgage-backed securities:					
Agency	—	57,889	—	—	57,889
Agency-collateralized mortgage obligations	—	4,226	—	—	4,226
Non-agency residential	—	647	205	—	852
Commercial	—	18,919	—	—	18,919
Non-U.S. securities	—	17,156	11	—	17,167
Other taxable securities	—	2,847	74	—	2,921
Tax-exempt securities	—	15,823	51	—	15,874
Total AFS debt securities	159,245	118,595	341	—	278,181
Other debt securities carried at fair value:					
U.S. Treasury and agency securities	518	—	—	—	518
Non-agency residential MBS	—	451	281	—	732
Non-U.S. and other securities	3,491	5,991	—	—	9,482
Total other debt securities carried at fair value	4,009	6,442	281	—	10,732
Loans and leases	—	6,093	857	—	6,950
Loans held-for-sale	—	1,944	263	—	2,207
Other assets [(4)]	10,034	3,119	1,775	—	14,928
Total assets [(5)]	$ 347,797	$ 763,064	$ 10,765	$ (310,603)	$ 811,023
Liabilities					
Interest-bearing deposits in U.S. offices	$ —	$ 515	$ —	$ —	$ 515
Federal funds purchased and securities loaned or sold under agreements to repurchase	—	165,781	—	—	165,781
Trading account liabilities:					
U.S. Treasury and agency securities	22,888	289	—	—	23,177
Equity securities	47,288	4,358	—	—	51,646
Non-U.S. sovereign debt	17,404	9,074	—	—	26,478
Corporate securities and other	—	8,766	17	—	8,783
Total trading account liabilities	87,580	22,487	17	—	110,084
Derivative liabilities	16,945	330,062	6,196	(314,287)	38,916
Short-term borrowings	—	4,490	—	—	4,490
Accrued expenses and other liabilities	11,899	3,275	—	—	15,174
Long-term debt	—	29,301	1,060	—	30,361
Total liabilities [(5)]	$ 116,424	$ 555,911	$ 7,273	$ (314,287)	$ 365,321

(1) Amounts represent the impact of legally enforceable master netting agreements and also cash collateral held or placed with the same counterparties.
(2) Includes $23.7 billion of GSE obligations.
(3) Includes securities with a fair value of $8.6 billion that were segregated in compliance with securities regulations or deposited with clearing organizations. This amount is included in the parenthetical disclosure on the Consolidated Balance Sheet. Trading account assets also includes certain commodities inventory of $2.1 billion that are accounted for at the lower of cost or net realizable value, which is the current selling price less any costs to sell.
(4) Includes MSRs of $976 million which are classified as Level 3 assets.
(5) Total recurring Level 3 assets were 0.36 percent of total consolidated assets, and total recurring Level 3 liabilities were 0.26 percent of total consolidated liabilities.

(Dollars in millions)	December 31, 2020 Fair Value Measurements Level 1	Level 2	Level 3	Netting Adjustments (1)	Assets/Liabilities at Fair Value
Assets					
Time deposits placed and other short-term investments	$ 1,649	$ —	$ —	$ —	$ 1,649
Federal funds sold and securities borrowed or purchased under agreements to resell	—	108,856	—	—	108,856
Trading account assets:					
U.S. Treasury and agency securities (2)	45,219	3,051	—	—	48,270
Corporate securities, trading loans and other	—	22,817	1,359	—	24,176
Equity securities	36,372	31,372	227	—	67,971
Non-U.S. sovereign debt	5,753	20,884	354	—	26,991
Mortgage trading loans, MBS and ABS:					
U.S. government-sponsored agency guaranteed (2)	—	21,566	75	—	21,641
Mortgage trading loans, ABS and other MBS	—	8,440	1,365	—	9,805
Total trading account assets (3)	87,344	108,130	3,380	—	198,854
Derivative assets	15,624	416,175	2,751	(387,371)	47,179
AFS debt securities:					
U.S. Treasury and agency securities	115,266	1,114	—	—	116,380
Mortgage-backed securities:					
Agency	—	61,849	—	—	61,849
Agency-collateralized mortgage obligations	—	5,260	—	—	5,260
Non-agency residential	—	631	378	—	1,009
Commercial	—	16,491	—	—	16,491
Non-U.S. securities	—	13,999	18	—	14,017
Other taxable securities	—	2,640	71	—	2,711
Tax-exempt securities	—	16,598	176	—	16,774
Total AFS debt securities	115,266	118,582	643	—	234,491
Other debt securities carried at fair value:					
U.S. Treasury and agency securities	93	—	—	—	93
Non-agency residential MBS	—	506	267	—	773
Non-U.S. and other securities	2,619	8,625	—	—	11,244
Total other debt securities carried at fair value	2,712	9,131	267	—	12,110
Loans and leases	—	5,964	717	—	6,681
Loans held-for-sale	—	1,349	236	—	1,585
Other assets (4)	9,898	3,850	1,970	—	15,718
Total assets (5)	$ 232,493	$ 772,037	$ 9,964	$ (387,371)	$ 627,123
Liabilities					
Interest-bearing deposits in U.S. offices	$ —	$ 481	$ —	$ —	$ 481
Federal funds purchased and securities loaned or sold under agreements to repurchase	—	135,391	—	—	135,391
Trading account liabilities:					
U.S. Treasury and agency securities	9,425	139	—	—	9,564
Equity securities	38,189	4,235	—	—	42,424
Non-U.S. sovereign debt	5,853	8,043	—	—	13,896
Corporate securities and other	—	5,420	16	—	5,436
Total trading account liabilities	53,467	17,837	16	—	71,320
Derivative liabilities	14,907	412,881	6,219	(388,481)	45,526
Short-term borrowings	—	5,874	—	—	5,874
Accrued expenses and other liabilities	12,297	4,014	—	—	16,311
Long-term debt	—	31,036	1,164	—	32,200
Total liabilities (5)	$ 80,671	$ 607,514	$ 7,399	$ (388,481)	$ 307,103

(1) Amounts represent the impact of legally enforceable master netting agreements and also cash collateral held or placed with the same counterparties.
(2) Includes $22.2 billion of GSE obligations.
(3) Includes securities with a fair value of $16.8 billion that were segregated in compliance with securities regulations or deposited with clearing organizations. This amount is included in the parenthetical disclosure on the Consolidated Balance Sheet. Trading account assets also includes certain commodities inventory of $576 million that are accounted for at the lower of cost or net realizable value, which is the current selling price less any costs to sell.
(4) Includes MSRs of $1.0 billion which are classified as Level 3 assets.
(5) Total recurring Level 3 assets were0.35 percent of total consolidated assets, and total recurring Level 3 liabilities were0.29 percent of total consolidated liabilities.

The following tables present a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three and six months ended June 30, 2021 and 2020, including net realized and unrealized gains (losses) included in earnings and accumulated OCI. Transfers into Level 3 occur primarily due to decreased price observability, and transfers out of Level 3 occur primarily due to increased price observability. Transfers occur on a regular basis for long-term debt instruments due to changes in the impact of unobservable inputs on the value of the embedded derivative in relation to the instrument as a whole.

Level 3 – Fair Value Measurements [(1)]

				Gross							
(Dollars in millions)	Balance April 1	Total Realized/Unrealized Gains (Losses) in Net Income [(2)]	Gains (Losses) in OCI [(3)]	Purchases	Sales	Issuances	Settlements	Gross Transfers into Level 3	Gross Transfers out of Level 3	Balance June 30	Change in Unrealized Gains (Losses) in Net Income Related to Financial Instruments Still Held [(2)]
Three Months Ended June 30, 2021											
Trading account assets:											
Corporate securities, trading loans and other	**$ 1,516**	**$ 38**	**$ —**	**$ 185**	**$ (110)**	**$ —**	**$ (116)**	**$ 306**	**$ (55)**	**$ 1,764**	**$ 16**
Equity securities	**273**	**32**	**—**	**8**	**(26)**	**—**	**—**	**26**	**(53)**	**260**	**23**
Non-U.S. sovereign debt	**334**	**20**	**34**	**—**	**—**	**—**	**—**	**26**	**—**	**414**	**20**
Mortgage trading loans, MBS and ABS	**1,561**	**(10)**	**—**	**119**	**(274)**	**—**	**(28)**	**188**	**(58)**	**1,498**	**(10)**
Total trading account assets	**3,684**	**80**	**34**	**312**	**(410)**	**—**	**(144)**	**546**	**(166)**	**3,936**	**49**
Net derivative assets (liabilities) [(4)]	**(3,206)**	**5**	**—**	**211**	**(88)**	**—**	**36**	**(83)**	**241**	**(2,884)**	**(19)**
AFS debt securities:											
Non-agency residential MBS	**284**	**1**	**3**	**—**	**—**	**—**	**(8)**	**—**	**(75)**	**205**	**—**
Non-U.S. securities	**13**	**(1)**	**—**	**—**	**—**	**—**	**(1)**	**—**	**—**	**11**	**—**
Other taxable securities	**73**	**—**	**1**	**—**	**—**	**—**	**—**	**—**	**—**	**74**	**—**
Tax-exempt securities	**98**	**3**	**—**	**—**	**—**	**—**	**—**	**—**	**(50)**	**51**	**3**
Total AFS debt securities	**468**	**3**	**4**	**—**	**—**	**—**	**(9)**	**—**	**(125)**	**341**	**3**
Other debt securities carried at fair value – Non-agency residential MBS	**260**	**3**	**—**	**—**	**—**	**—**	**(14)**	**32**	**—**	**281**	**3**
Loans and leases [(5,6)]	**793**	**34**	**—**	**—**	**—**	**60**	**(46)**	**16**	**—**	**857**	**34**
Loans held-for-sale [(5,6)]	**220**	**10**	**11**	**38**	**—**	**—**	**(23)**	**7**	**—**	**263**	**4**
Other assets [(6,7)]	**2,090**	**(153)**	**4**	**55**	**(144)**	**23**	**(100)**	**—**	**—**	**1,775**	**(117)**
Trading account liabilities – Corporate securities and other	**(16)**	**—**	**—**	**—**	**—**	**(1)**	**—**	**—**	**—**	**(17)**	**—**
Long-term debt [(5)]	**(1,028)**	**(67)**	**15**	**2**	**—**	**(2)**	**19**	**—**	**1**	**(1,060)**	**(66)**
Three Months Ended June 30, 2020											
Trading account assets:											
Corporate securities, trading loans and other	$ 1,640	$ (27)	$ —	$ 64	$ (42)	$ —	$ (42)	$ 147	$ (192)	$ 1,548	$ (27)
Equity securities	249	1	—	3	(23)	—	—	—	(36)	194	—
Non-U.S. sovereign debt	250	26	(10)	2	(11)	—	(9)	—	—	248	26
Mortgage trading loans, MBS and ABS	1,733	(22)	(1)	104	(229)	—	(21)	259	(87)	1,736	(36)
Total trading account assets	3,872	(22)	(11)	173	(305)	—	(72)	406	(315)	3,726	(37)
Net derivative assets (liabilities) [(4)]	(2,909)	(463)	—	137	(233)	—	(178)	252	51	(3,343)	(558)
AFS debt securities:											
Non-agency residential MBS	524	(2)	4	23	—	—	(10)	5	(82)	462	(2)
Non-U.S. securities	1	—	—	—	—	—	—	4	—	5	—
Other taxable securities	68	—	—	—	(4)	—	—	1	—	65	—
Tax-exempt securities	100	(24)	1	—	—	—	—	265	(5)	337	(24)
Total AFS debt securities	693	(26)	5	23	(4)	—	(10)	275	(87)	869	(26)
Other debt securities carried at fair value – Non-agency residential MBS	269	43	—	—	—	—	(4)	150	(9)	449	43
Loans and leases [(5,6)]	558	47	—	32	(1)	22	(15)	98	—	741	46
Loans held-for-sale [(5,6)]	1,077	9	(5)	—	(81)	—	(30)	—	—	970	5
Other assets [(6,7)]	1,960	(68)	13	—	—	133	(128)	3	(2)	1,911	(91)
Trading account liabilities – Equity securities	(1)	—	—	—	—	—	—	—	—	(1)	—
Trading account liabilities – Corporate securities and other	(20)	4	—	(1)	—	—	1	—	—	(16)	—
Long-term debt [(5)]	(721)	(72)	(127)	—	—	(32)	14	(29)	11	(956)	(74)

(1) Assets (liabilities). For assets, increase (decrease) to Level 3 and for liabilities, (increase) decrease to Level 3.
(2) Includes gains (losses) reported in earnings in the following income statement line items: Trading account assets/liabilities - predominantly market making and similar activities; Net derivative assets (liabilities) - market making and similar activities and other income; AFS debt securities - other income; Other debt securities carried at fair value - other income; Loans and leases - market making and similar activities and other income; Loans held-for-sale - other income; Other assets - primarily other income related to MSRs; Long-term debt - market making and similar activities.
(3) Includes unrealized gains (losses) in OCI on AFS debt securities, foreign currency translation adjustments and the impact of changes in the Corporation's credit spreads on long-term debt accounted for under the fair value option. Amounts include net unrealized gains (losses) of $67 million and $(126) million related to financial instruments still held at June 30, 2021 and 2020.
(4) Net derivative assets (liabilities) include derivative assets of $3.3 billion and $2.6 billion and derivative liabilities of $6.2 billion and $5.9 billion at June 30, 2021 and 2020.
(5) Amounts represent instruments that are accounted for under the fair value option.
(6) Issuances represent loan originations and MSRs recognized following securitizations or whole-loan sales.
(7) Settlements primarily represent the net change in fair value of the MSR asset due to the recognition of modeled cash flows and the passage of time.

Level 3 – Fair Value Measurements (1)

(Dollars in millions)	Balance January 1	Total Realized/Unrealized Gains (Losses) in Net Income (2)	Gains (Losses) in OCI (3)	Gross Purchases	Gross Sales	Gross Issuances	Gross Settlements	Gross Transfers into Level 3	Gross Transfers out of Level 3	Balance June 30	Change in Unrealized Gains (Losses) in Net Income Related to Financial Instruments Still Held (2)
Six Months Ended June 30, 2021											
Trading account assets:											
Corporate securities, trading loans and other	$ 1,359	$ 25	$ —	$ 426	$ (257)	$ —	$ (133)	$ 458	$ (114)	$ 1,764	$ (5)
Equity securities	227	22	—	53	(49)	—	—	78	(71)	260	14
Non-U.S. sovereign debt	354	20	12	2	—	—	—	26	—	414	23
Mortgage trading loans, ABS and other MBS	1,440	39	—	247	(495)	1	(64)	444	(114)	1,498	16
Total trading account assets	3,380	106	12	728	(801)	1	(197)	1,006	(299)	3,936	48
Net derivative assets (liabilities) (4)	(3,468)	291	—	349	(349)	—	183	(191)	301	(2,884)	192
AFS debt securities:											
Non-agency residential MBS	378	(15)	(94)	—	—	—	(25)	36	(75)	205	(2)
Non-U.S. securities	18	(1)	—	—	—	—	(6)	—	—	11	—
Other taxable securities	71	—	(5)	8	—	—	—	—	—	74	—
Tax-exempt securities	176	17	—	—	—	—	—	—	(142)	51	16
Total AFS debt securities	643	1	(99)	8	—	—	(31)	36	(217)	341	14
Other debt securities carried at fair value – Non-agency residential MBS	267	2	—	—	—	—	(20)	32	—	281	2
Loans and leases (5,6)	717	104	—	—	—	70	(80)	46	—	857	111
Loans held-for-sale (5,6)	236	4	3	38	—	—	(40)	26	(4)	263	(5)
Other assets (6,7)	1,970	21	8	55	(145)	64	(205)	7	—	1,775	46
Trading account liabilities – Corporate securities and other	(16)	—	—	—	—	(1)	—	—	—	(17)	1
Long-term debt (5)	(1,164)	(18)	2	2	—	(2)	37	(32)	115	(1,060)	(34)
Six Months Ended June 30, 2020											
Trading account assets:											
Corporate securities, trading loans and other	$ 1,507	$ (130)	$ (1)	$ 280	$ (132)	$ 8	$ (74)	$ 384	$ (294)	$ 1,548	$ (122)
Equity securities	239	(25)	—	29	(34)	—	—	25	(40)	194	(23)
Non-U.S. sovereign debt	482	28	(63)	75	(59)	—	(19)	17	(213)	248	28
Mortgage trading loans, ABS and other MBS	1,553	(147)	(3)	466	(474)	—	(40)	492	(111)	1,736	(139)
Total trading account assets	3,781	(274)	(67)	850	(699)	8	(133)	918	(658)	3,726	(256)
Net derivative assets (liabilities) (4)	(2,538)	(117)	—	177	(381)	—	(166)	(276)	(42)	(3,343)	(500)
AFS debt securities:											
Non-agency residential MBS	424	(5)	(9)	23	—	—	(22)	133	(82)	462	(5)
Non-U.S. securities	2	—	—	—	(1)	—	—	4	—	5	—
Other taxable securities	65	—	—	3	(4)	—	—	1	—	65	—
Tax-exempt securities	108	(34)	3	—	—	—	—	265	(5)	337	(33)
Total AFS debt securities	599	(39)	(6)	26	(5)	—	(22)	403	(87)	869	(38)
Other debt securities carried at fair value – Non-agency residential MBS	299	(6)	—	—	—	—	(8)	176	(12)	449	(29)
Loans and leases (5,6)	693	(72)	—	32	(1)	22	(31)	98	—	741	(36)
Loans held-for-sale (5,6)	375	—	(33)	—	(81)	691	(75)	93	—	970	(10)
Other assets (6,7)	2,360	(319)	(17)	—	1	153	(270)	5	(2)	1,911	(376)
Trading account liabilities – Equity securities	(2)	1	—	—	—	—	—	—	—	(1)	1
Trading account liabilities – Corporate securities and other	(15)	5	—	(7)	—	—	1	—	—	(16)	1
Long-term debt (5)	(1,149)	55	60	8	—	(45)	155	(52)	12	(956)	37

(1) Assets (liabilities). For assets, increase (decrease) to Level 3 and for liabilities, (increase) decrease to Level 3.
(2) Includes gains (losses) reported in earnings in the following income statement line items: Trading account assets/liabilities - predominantly market making and similar activities; Net derivative assets (liabilities) - market making and similar activities and other income; AFS debt securities - other income; Other debt securities carried at fair value - other income; Loans and leases - market making and similar activities and other income; Loans held-for-sale - other income; Other assets - primarily other income related to MSRs; Long-term debt - market making and similar activities.
(3) Includes unrealized gains (losses) in OCI on AFS debt securities, foreign currency translation adjustments and the impact of changes in the Corporation's credit spreads on long-term debt accounted for under the fair value option. Amounts include net unrealized gains (losses) of $(5) million and $(40) million related to financial instruments still held at June 30, 2021 and 2020.
(4) Net derivative assets (liabilities) include derivative assets of $3.3 billion and $2.6 billion and derivative liabilities of $6.2 billion and $5.9 billion at June 30, 2021 and 2020.
(5) Amounts represent instruments that are accounted for under the fair value option.
(6) Issuances represent loan originations and MSRs recognized following securitizations or whole-loan sales.
(7) Settlements primarily represent the net change in fair value of the MSR asset due to the recognition of modeled cash flows and the passage of time.

The following tables present information about significant unobservable inputs related to the Corporation's material categories of Level 3 financial assets and liabilities at June 30, 2021 and December 31, 2020.

Quantitative Information about Level 3 Fair Value Measurements at June 30, 2021

(Dollars in millions)

Financial Instrument	Fair Value	Valuation Technique	Inputs: Significant Unobservable Inputs	Inputs: Ranges of Inputs	Inputs: Weighted Average [1]
Loans and Securities [2]					
Instruments backed by residential real estate assets	**$ 1,237**	Discounted cash flow, Market comparables	Yield	0% to 25%	6 %
Trading account assets – Mortgage trading loans, ABS and other MBS	368		Prepayment speed	1% to 37% CPR	18% CPR
Loans and leases	383		Default rate	0% to 3% CDR	1% CDR
AFS debt securities – Non-agency residential	205		Price	$0 to $155	$96
Other debt securities carried at fair value – Non-agency residential	281		Loss severity	0% to 42%	14 %
Instruments backed by commercial real estate assets	**$ 440**	Discounted cash flow	Yield	0% to 25%	4 %
Trading account assets – Corporate securities, trading loans and other	266		Price	$0 to $101	$60
Trading account assets – Mortgage trading loans, ABS and other MBS	80				
AFS debt securities, primarily other taxable securities	85				
Loans held-for-sale	9				
Commercial loans, debt securities and other	**$ 3,741**	Discounted cash flow, Market comparables	Yield	0% to 17%	9 %
Trading account assets – Corporate securities, trading loans and other	1,498		Prepayment speed	10% to 20%	13 %
Trading account assets – Non-U.S. sovereign debt	414		Default rate	3% to 4%	4 %
Trading account assets – Mortgage trading loans, ABS and other MBS	1,050		Loss severity	35% to 40%	38 %
AFS debt securities – Tax-exempt securities	51		Price	$0 to $156	$71
Loans and leases	474		Long-dated equity volatilities	44%	n/a
Loans held-for-sale	254				
Other assets, primarily auction rate securities	**$ 799**	Discounted cash flow, Market comparables	Price	$10 to $96	$93
			Discount rate	8 %	n/a
MSRs	**$ 976**	Discounted cash flow	Weighted-average life, fixed rate [5]	0 to 14 years	4 years
			Weighted-average life, variable rate [5]	0 to 10 years	3 years
			Option-adjusted spread, fixed rate	7% to 14%	9 %
			Option-adjusted spread, variable rate	9% to 15%	12 %
Structured liabilities					
Long-term debt	**$ (1,060)**	Discounted cash flow, Market comparables, Industry standard derivative pricing [3]	Yield	0% to 14%	12 %
			Equity correlation	3% to 99%	74 %
			Long-dated equity volatilities	4% to 61%	37 %
			Price	$0 to $124	$87
			Natural gas forward price	$2/MMBtu to $6/MMBtu	$3 /MMBtu
Net derivative assets (liabilities)					
Credit derivatives	**$ (108)**	Discounted cash flow, Stochastic recovery correlation model	Credit spreads	1 to 375 bps	85 bps
			Upfront points	16 to 100 points	74 points
			Prepayment speed	15% CPR	n/a
			Default rate	2% CDR	n/a
			Credit correlation	21% to 60%	55 %
			Price	$0 to $122	$63
Equity derivatives	**$ (1,440)**	Industry standard derivative pricing [3]	Equity correlation	3% to 99%	74 %
			Long-dated equity volatilities	4% to 60%	37 %
Commodity derivatives	**$ (1,259)**	Discounted cash flow, Industry standard derivative pricing [3]	Natural gas forward price	$2/MMBtu to $6/MMBtu	$3 /MMBtu
			Correlation	54% to 85%	74 %
			Volatilities	27% to 51%	41 %
Interest rate derivatives	**$ (77)**	Industry standard derivative pricing [4]	Correlation (IR/IR)	(1)% to 90%	52 %
			Correlation (FX/IR)	0% to 58%	19 %
			Long-dated inflation rates	(8)% to 15%	6 %
			Long-dated inflation volatilities	0% to 1%	1 %
			Interest rate volatilities	0% to 2%	1 %
Total net derivative assets (liabilities)	**$ (2,884)**				

(1) For loans and securities, structured liabilities and net derivative assets (liabilities), the weighted average is calculated based upon the absolute fair value of the instruments.

(2) The categories are aggregated based upon product type which differs from financial statement classification. The following is a reconciliation to the line items in the table on page 87: Trading account assets – Corporate securities, trading loans and other of $1.8 billion, Trading account assets – Non-U.S. sovereign debt of $414 million, Trading account assets – Mortgage trading loans, MBS and ABS of $1.5 billion, AFS debt securities of $341 million, Other debt securities carried at fair value - Non-agency residential of $281 million, Other assets, including MSRs, of $1.8 billion, Loans and leases of $857 million and LHFS of $263 million.

(3) Includes models such as Monte Carlo simulation and Black-Scholes.

(4) Includes models such as Monte Carlo simulation, Black-Scholes and other methods that model the joint dynamics of interest, inflation and foreign exchange rates.

(5) The weighted-average life is a product of changes in market rates of interest, prepayment rates and other model and cash flow assumptions.

CPR = Constant Prepayment Rate
CDR = Constant Default Rate
MMBtu = Million British thermal units
IR = Interest Rate
FX = Foreign Exchange
n/a = not applicable

Quantitative Information about Level 3 Fair Value Measurements at December 31, 2020

(Dollars in millions)

Financial Instrument	Fair Value	Valuation Technique	Inputs: Significant Unobservable Inputs	Inputs: Ranges of Inputs	Inputs: Weighted Average [1]
Loans and Securities [2]					
Instruments backed by residential real estate assets	$ 1,543	Discounted cash flow, Market comparables	Yield	(3)% to 25%	6 %
Trading account assets – Mortgage trading loans, ABS and other MBS	467		Prepayment speed	1% to 56% CPR	20% CPR
Loans and leases	431		Default rate	0% to 3% CDR	1% CDR
AFS debt securities - Non-agency residential	378		Price	$0 to $168	$110
Other debt securities carried at fair value - Non-agency residential	267		Loss severity	0% to 47%	18 %
Instruments backed by commercial real estate assets	$ 407	Discounted cash flow	Yield	0% to 25%	4 %
Trading account assets – Corporate securities, trading loans and other	262		Price	$0 to $100	$52
Trading account assets – Mortgage trading loans, ABS and other MBS	43				
AFS debt securities, primarily other taxable securities	89				
Loans held-for-sale	13				
Commercial loans, debt securities and other	$ 3,066	Discounted cash flow, Market comparables	Yield	0% to 26%	9 %
Trading account assets – Corporate securities, trading loans and other	1,097		Prepayment speed	10% to 20%	14 %
Trading account assets – Non-U.S. sovereign debt	354		Default rate	3% to 4%	4 %
Trading account assets – Mortgage trading loans, ABS and other MBS	930		Loss severity	35% to 40%	38 %
AFS debt securities – Tax-exempt securities	176		Price	$0 to $142	$66
Loans and leases	286		Long-dated equity volatilities	77%	n/a
Loans held-for-sale	223				
Other assets, primarily auction rate securities	$ 937	Discounted cash flow, Market comparables	Price	$10 to $97	$91
			Discount rate	8%	n/a
MSRs	$ 1,033	Discounted cash flow	Weighted-average life, fixed rate [5]	0 to 13 years	4 years
			Weighted-average life, variable rate [5]	0 to 10 years	3 years
			Option-adjusted spread, fixed rate	7% to 14%	9 %
			Option-adjusted spread, variable rate	9% to 15%	12 %
Structured liabilities					
Long-term debt	$ (1,164)	Discounted cash flow, Market comparables, Industry standard derivative pricing [3]	Yield	0% to 11%	9 %
			Equity correlation	2% to 100%	64 %
			Long-dated equity volatilities	7% to 64%	32 %
			Price	$0 to $124	$86
			Natural gas forward price	$1/MMBtu to $4/MMBtu	$3/MMBtu
Net derivative assets (liabilities)					
Credit derivatives	$ (112)	Discounted cash flow, Stochastic recovery correlation model	Yield	5%	n/a
			Upfront points	0 to 100 points	75 points
			Prepayment speed	15% to 100% CPR	22% CPR
			Default rate	2% CDR	n/a
			Credit correlation	21% to 64%	57 %
			Price	$0 to $122	$69
Equity derivatives	$ (1,904)	Industry standard derivative pricing [3]	Equity correlation	2% to 100%	64 %
			Long-dated equity volatilities	7% to 64%	32 %
Commodity derivatives	$ (1,426)	Discounted cash flow, Industry standard derivative pricing [3]	Natural gas forward price	$1/MMBtu to $4/MMBtu	$3/MMBtu
			Correlation	39% to 85%	73 %
			Volatilities	23% to 70%	39 %
Interest rate derivatives	$ (26)	Industry standard derivative pricing [4]	Correlation (IR/IR)	15% to 96%	34 %
			Correlation (FX/IR)	0% to 46%	3 %
			Long-dated inflation rates	(7)% to 84%	14 %
			Long-dated inflation volatilities	0% to 1%	1 %
			Interest rates volatilities	0% to 2%	1 %
Total net derivative assets (liabilities)	$ (3,468)				

(1) For loans and securities, structured liabilities and net derivative assets (liabilities), the weighted average is calculated based upon the absolute fair value of the instruments.

(2) The categories are aggregated based upon product type which differs from financial statement classification. The following is a reconciliation to the line items in the table on page 88: Trading account assets – Corporate securities, trading loans and other of $1.8 billion, Trading account assets – Non-U.S. sovereign debt of $354 million, Trading account assets – Mortgage trading loans, MBS and ABS of $1.4 billion, AFS debt securities of $643 million, Other debt securities carried at fair value - Non-agency residential of $267 million, Other assets, including MSRs, of $2.0 billion, Loans and leases of $717 million and LHFS of $236 million.

(3) Includes models such as Monte Carlo simulation and Black-Scholes.

(4) Includes models such as Monte Carlo simulation, Black-Scholes and other methods that model the joint dynamics of interest, inflation and foreign exchange rates.

(5) The weighted-average life is a product of changes in market rates of interest, prepayment rates and other model and cash flow assumptions.

CPR = Constant Prepayment Rate
CDR = Constant Default Rate
MMBtu = Million British thermal units
IR = Interest Rate
FX = Foreign Exchange
n/a = not applicable

Uncertainty of Fair Value Measurements from Unobservable Inputs

For information on the types of instruments, valuation approaches and the impact of changes in unobservable inputs used in Level 3 measurements, see *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements of the Corporation’s 2020 Annual Report on Form 10-K.

Nonrecurring Fair Value

The Corporation holds certain assets that are measured at fair value only in certain situations (e.g., the impairment of an asset), and these measurements are referred to herein as nonrecurring. The amounts below represent assets still held as of the reporting date for which a nonrecurring fair value adjustment was recorded during the three and six months ended June 30, 2021 and 2020.

Assets Measured at Fair Value on a Nonrecurring Basis

	June 30, 2021		Three Months Ended June 30, 2021	Six Months Ended June 30, 2021
(Dollars in millions)	**Level 2**	**Level 3**	**Gains (Losses)**	
Assets				
Loans held-for-sale	**$ 1,105**	**$ 52**	**$ 9**	**$ 9**
Loans and leases [(1)]	**—**	**142**	**(24)**	**(37)**
Foreclosed properties [(2, 3)]	**—**	**3**	**—**	**(1)**
Other assets	**322**	**2,172**	**(67)**	**(470)**
	June 30, 2020		Three Months Ended June 30, 2020	Six Months Ended June 30, 2020
Assets				
Loans held-for-sale	$ 505	$ 1,119	$ (37)	$ (113)
Loans and leases [(1)]	—	186	(22)	(45)
Foreclosed properties [(2, 3)]	—	16	(5)	(8)
Other assets	187	6	(26)	(27)

(1) Includes $15 million and $18 million of losses on loans that were written down to a collateral value of zero during the three and six months ended June 30, 2021 compared to losses of $9 million and $18 million for the same periods in 2020.
(2) Amounts are included in other assets on the Consolidated Balance Sheet and represent the carrying value of foreclosed properties that were written down subsequent to their initial classification as foreclosed properties. Losses on foreclosed properties include losses recorded during the first 90 days after transfer of a loan to foreclosed properties.
(3) Excludes $66 million and $124 million of properties acquired upon foreclosure of certain government-guaranteed loans (principally FHA-insured loans) at June 30, 2021 and 2020.

The table below presents information about significant unobservable inputs utilized in the Corporation's nonrecurring Level 3 fair value measurements at June 30, 2021 and December 31, 2020.

Quantitative Information about Nonrecurring Level 3 Fair Value Measurements

			Inputs		
Financial Instrument	**Fair Value**	**Valuation Technique**	**Significant Unobservable Inputs**	**Ranges of Inputs**	**Weighted Average [(1)]**
(Dollars in millions)			**Six Months Ended June 30, 2021**		
Loans and leases [(2)]	**$ 142**	Market comparables	OREO discount	13% to 59%	24 %
			Costs to sell	8% to 26%	9 %
Other assets [(3)]	**1,955**	Discounted cash flow	Discount rate	7 %	n/a
	211	Market comparables	Estimated appraisal value	n/a	n/a
			Year Ended December 31, 2020		
Loans held-for-sale	$ 792	Discounted cash flow	Price	$8 to $ 99	$95
Loans and leases [(2)]	301	Market comparables	OREO discount	13% to 59%	24 %
			Costs to sell	8% to 26%	9 %
Other assets [(4)]	576	Discounted cash flow	Revenue attrition	2% to 19%	7 %
			Discount rate	11% to 14%	12 %

(1) The weighted average is calculated based upon the fair value of the loans.
(2) Represents residential mortgages where the loan has been written down to the fair value of the underlying collateral.
(3) Represents the fair value of certain impaired renewable energy investments and impaired assets related to the Corporation's real estate rationalization.
(4) Represents the fair value of the intangible asset related to the merchant contracts received from the dissolution of the Corporation's merchant services joint venture.
n/a = not applicable

NOTE 15 Fair Value Option

The Corporation elects to account for certain financial instruments under the fair value option. For more information on the primary financial instruments for which the fair value option elections have been made, see *Note 21 – Fair Value Option* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. The following tables provide information about the fair value carrying amount and the contractual principal outstanding of assets and liabilities accounted for under the fair value option at June 30, 2021 and December 31, 2020, and information about where changes in the fair value of assets and liabilities accounted for under the fair value option are included in the Consolidated Statement of Income for the three and six months ended June 30, 2021 and 2020.

Fair Value Option Elections

(Dollars in millions)	June 30, 2021 Fair Value Carrying Amount	June 30, 2021 Contractual Principal Outstanding	June 30, 2021 Fair Value Carrying Amount Less Unpaid Principal	December 31, 2020 Fair Value Carrying Amount	December 31, 2020 Contractual Principal Outstanding	December 31, 2020 Fair Value Carrying Amount Less Unpaid Principal
Federal funds sold and securities borrowed or purchased under agreements to resell	**$ 163,344**	**$ 163,314**	**$ 30**	$ 108,856	$ 108,811	$ 45
Loans reported as trading account assets [1]	**9,818**	**18,392**	**(8,574)**	7,967	17,372	(9,405)
Trading inventory – other	**24,322**	**n/a**	**n/a**	22,790	n/a	n/a
Consumer and commercial loans	**6,950**	**7,000**	**(50)**	6,681	6,778	(97)
Loans held-for-sale [1]	**2,207**	**3,128**	**(921)**	1,585	2,521	(936)
Other assets	**183**	**n/a**	**n/a**	200	n/a	n/a
Long-term deposits	**515**	**501**	**14**	481	448	33
Federal funds purchased and securities loaned or sold under agreements to repurchase	**165,781**	**165,790**	**(9)**	135,391	135,390	1
Short-term borrowings	**4,490**	**4,497**	**(7)**	5,874	5,178	696
Unfunded loan commitments	**103**	**n/a**	**n/a**	99	n/a	n/a
Long-term debt	**30,361**	**31,436**	**(1,075)**	32,200	33,470	(1,270)

[1] A significant portion of the loans reported as trading account assets and LHFS are distressed loans that were purchased at a deep discount to par, and the remainder are loans with a fair value near contractual principal outstanding.
n/a = not applicable

Gains (Losses) Related to Assets and Liabilities Accounted for Under the Fair Value Option

	Three Months Ended June 30					
	2021			2020		
(Dollars in millions)	**Market making and similar activities**	**Other Income**	**Total**	Market making and similar activities	Other Income	Total
Loans reported as trading account assets	**$ 171**	**$ —**	**$ 171**	$ 314	$ —	$ 314
Trading inventory – other [1]	**2,304**	**—**	**2,304**	3,343	—	3,343
Consumer and commercial loans	**43**	**26**	**69**	36	171	207
Loans held-for-sale [2]	**—**	**23**	**23**	—	58	58
Short-term borrowings	**61**	**—**	**61**	(283)	—	(283)
Unfunded loan commitments	**—**	**(11)**	**(11)**	—	46	46
Long-term debt [3]	**(1,047)**	**(8)**	**(1,055)**	(1,869)	(9)	(1,878)
Other [4]	**(1)**	**(46)**	**(47)**	(4)	—	(4)
Total	**$ 1,531**	**$ (16)**	**$ 1,515**	$ 1,537	$ 266	$ 1,803
	Six Months Ended June 30					
	2021			2020		
Loans reported as trading account assets	**$ 283**	**$ —**	**$ 283**	$ (73)	$ —	$ (73)
Trading inventory – other [1]	**1,574**	**—**	**1,574**	550	—	550
Consumer and commercial loans	**114**	**45**	**159**	(47)	(187)	(234)
Loans held-for-sale [2]	**—**	**11**	**11**	—	45	45
Short-term borrowings	**474**	**—**	**474**	234	—	234
Unfunded loan commitments	**—**	**(6)**	**(6)**	—	(70)	(70)
Long-term debt [3]	**(661)**	**(24)**	**(685)**	(953)	(25)	(978)
Other [4]	**11**	**(24)**	**(13)**	9	(38)	(29)
Total	**$ 1,795**	**$ 2**	**$ 1,797**	$ (280)	$ (275)	$ (555)

[1] The gains in market making and similar activities are primarily offset by losses on trading liabilities that hedge these assets.
[2] Includes the value of IRLCs on funded loans, including those sold during the period.
[3] The net losses in market making and similar activities relate to the embedded derivatives in structured liabilities and are typically offset by gains on derivatives and securities that hedge these liabilities. For the cumulative impact of changes in the Corporation's own credit spreads and the amount recognized in accumulated OCI, see *Note 12 – Accumulated Other Comprehensive Income (Loss)* For more information on how the Corporation's own credit spread is determined, see *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.
[4] Includes gains (losses) on federal funds sold and securities borrowed or purchased under agreements to resell, other assets, long-term deposits and federal funds purchased and securities loaned or sold under agreements to repurchase.

Gains (Losses) Related to Borrower-specific Credit Risk for Assets and Liabilities Accounted for Under the Fair Value Option

	Three Months Ended June 30		Six Months Ended June 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Loans reported as trading account assets	**$ 121**	$ 153	**$ 187**	$ (236)
Consumer and commercial loans	**19**	153	**32**	(196)
Loans held-for-sale	**4**	(19)	**(2)**	(93)
Unfunded loan commitments	**(11)**	46	**(6)**	(70)

NOTE 16 Fair Value of Financial Instruments

The following disclosures include financial instruments that are not carried at fair value or only a portion of the ending balance is carried at fair value on the Consolidated Balance Sheet. Certain loans, deposits, long-term debt, unfunded lending commitments and other financial instruments are accounted for under the fair value option. For more information, see *Note 21 – Fair Value Option* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Fair Value of Financial Instruments

The carrying values and fair values by fair value hierarchy of certain financial instruments where only a portion of the ending balance was carried at fair value at June 30, 2021 and December 31, 2020 are presented in the following table.

Fair Value of Financial Instruments

		Fair Value		
(Dollars in millions)	Carrying Value	Level 2	Level 3	Total
	June 30, 2021			
Financial assets				
Loans	**$ 883,938**	**$ 50,383**	**$ 875,364**	**$ 925,747**
Loans held-for-sale	**8,277**	**7,489**	**788**	**8,277**
Financial liabilities				
Deposits [1]	**1,909,142**	**1,909,132**	**—**	**1,909,132**
Long-term debt	**274,604**	**282,903**	**1,060**	**283,963**
Commercial unfunded lending commitments [2]	**1,790**	**103**	**6,259**	**6,362**
	December 31, 2020			
Financial assets				
Loans	$ 887,289	$ 49,372	$ 877,682	$ 927,054
Loans held-for-sale	9,243	7,864	1,379	9,243
Financial liabilities				
Deposits [1]	1,795,480	1,795,545	—	1,795,545
Long-term debt	262,934	271,315	1,164	272,479
Commercial unfunded lending commitments [2]	1,977	99	5,159	5,258

(1) Includes demand deposits of $936.2 billion and $799.0 billion with no stated maturities at June 30, 2021 and December 31, 2020.
(2) The carrying value of commercial unfunded lending commitments is included in accrued expenses and other liabilities on the Consolidated Balance Sheet. The Corporation does not estimate the fair value of consumer unfunded lending commitments because, in many instances, the Corporation can reduce or cancel these commitments by providing notice to the borrower. For more information on commitments, see *Note 10 – Commitments and Contingencies*.

NOTE 17 Business Segment Information

The Corporation reports its results of operations through the following four business segments: *Consumer Banking*, *Global Wealth & Investment Management*, *Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*. For more information see *Note 23 – Business Segment Information* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. The following tables present net income and the components thereto (with net interest income on an FTE basis for the business segments, *All Other* and the total Corporation) for the three and six months ended June 30, 2021 and 2020, and total assets at June 30, 2021 and 2020 for each business segment, as well as *All Other.*

Results of Business Segments and All Other

At and for the three months ended June 30	Total Corporation [1]		Consumer Banking		Global Wealth & Investment Management	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 10,343**	$ 10,976	**$ 5,973**	$ 5,991	**$ 1,354**	$ 1,378
Noninterest income	**11,233**	11,478	**2,213**	1,861	**3,711**	3,047
Total revenue, net of interest expense	**21,576**	22,454	**8,186**	7,852	**5,065**	4,425
Provision for credit losses	**(1,621)**	5,117	**(697)**	3,024	**(62)**	136
Noninterest expense	**15,045**	13,410	**4,859**	4,735	**3,814**	3,464
Income before income taxes	**8,152**	3,927	**4,024**	93	**1,313**	825
Income tax expense	**(1,072)**	394	**986**	23	**322**	202
Net income	**$ 9,224**	$ 3,533	**$ 3,038**	$ 70	**$ 991**	$ 623
Period-end total assets	**$ 3,029,894**	$ 2,741,688	**$ 1,063,650**	$ 929,193	**$ 378,220**	$ 334,190

	Global Banking		Global Markets		All Other	
	2021	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 1,984**	$ 2,363	**$ 991**	$ 1,297	**$ 41**	$ (53)
Noninterest income	**3,105**	2,728	**3,729**	4,053	**(1,525)**	(211)
Total revenue, net of interest expense	**5,089**	5,091	**4,720**	5,350	**(1,484)**	(264)
Provision for credit losses	**(831)**	1,873	**22**	105	**(53)**	(21)
Noninterest expense	**2,599**	2,222	**3,471**	2,684	**302**	305
Income before income taxes	**3,321**	996	**1,227**	2,561	**(1,733)**	(548)
Income tax expense	**897**	269	**319**	666	**(3,596)**	(766)
Net income	**$ 2,424**	$ 727	**$ 908**	$ 1,895	**$ 1,863**	$ 218
Period-end total assets	**$ 607,969**	$ 586,078	**$ 773,714**	$ 652,068	**$ 206,341**	$ 240,159

(1) There were no material intersegment revenues.

Results of Business Segments and All Other

At and for the six months ended June 30	Total Corporation [1]		Consumer Banking		Global Wealth & Investment Management	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 20,651**	$ 23,250	**$ 11,893**	$ 12,853	**$ 2,685**	$ 2,949
Noninterest income	**23,857**	22,115	**4,362**	4,127	**7,351**	6,412
Total revenue, net of interest expense	**44,508**	45,365	**16,255**	16,980	**10,036**	9,361
Provision for credit losses	**(3,481)**	9,878	**(1,314)**	5,282	**(127)**	325
Noninterest expense	**30,560**	26,885	**9,990**	9,230	**7,682**	7,064
Income before income taxes	**17,429**	8,602	**7,579**	2,468	**2,481**	1,972
Income tax expense	**155**	1,059	**1,857**	605	**608**	483
Net income	**$ 17,274**	$ 7,543	**$ 5,722**	$ 1,863	**$ 1,873**	$ 1,489
Period-end total assets	**$ 3,029,894**	$ 2,741,688	**$ 1,063,650**	$ 929,193	**$ 378,220**	$ 334,190

	Global Banking		Global Markets		All Other	
	2021	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 3,964**	$ 4,975	**$ 1,981**	$ 2,449	**$ 128**	$ 24
Noninterest income	**5,758**	4,716	**8,937**	8,126	**(2,551)**	(1,266)
Total revenue, net of interest expense	**9,722**	9,691	**10,918**	10,575	**(2,423)**	(1,242)
Provision for credit losses	**(1,957)**	3,966	**17**	212	**(100)**	93
Noninterest expense	**5,380**	4,540	**6,898**	5,498	**610**	553
Income before income taxes	**6,299**	1,185	**4,003**	4,865	**(2,933)**	(1,888)
Income tax expense	**1,701**	320	**1,041**	1,265	**(5,052)**	(1,614)
Net income	**$ 4,598**	$ 865	**$ 2,962**	$ 3,600	**$ 2,119**	$ (274)
Period-end total assets	**$ 607,969**	$ 586,078	**$ 773,714**	$ 652,068	**$ 206,341**	$ 240,159

(1) There were no material intersegment revenues

The tables below present noninterest income and the associated components for the three and six months ended June 30, 2021 and 2020 for each business segment, *All Other* and the total Corporation. For more information, see *Note 2 – Net Interest Income and Noninterest Income.*

Noninterest Income by Business Segment and All Other

	Total Corporation		Consumer Banking		Global Wealth & Investment Management	
	Three Months Ended June 30					
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020
Fees and commissions:						
Card income						
Interchange fees	**$ 1,210**	$ 830	**$ 945**	$ 645	**$ 12**	$ 8
Other card income	**376**	419	**367**	408	**9**	10
Total card income	**1,586**	1,249	**1,312**	1,053	**21**	18
Service charges						
Deposit-related fees	**1,557**	1,299	**851**	706	**18**	14
Lending-related fees	**317**	263	**—**	—	**—**	—
Total service charges	**1,874**	1,562	**851**	706	**18**	14
Investment and brokerage services						
Asset management fees	**3,156**	2,483	**45**	34	**3,110**	2,454
Brokerage fees	**967**	939	**33**	32	**427**	400
Total investment and brokerage services	**4,123**	3,422	**78**	66	**3,537**	2,854
Investment banking fees						
Underwriting income	**1,314**	1,523	**—**	—	**88**	84
Syndication fees	**401**	230	**—**	—	**—**	—
Financial advisory services	**407**	406	**—**	—	**—**	—
Total investment banking fees	**2,122**	2,159	**—**	—	**88**	84
Total fees and commissions	**9,705**	8,392	**2,241**	1,825	**3,664**	2,970
Market making and similar activities	**1,826**	2,487	**—**	1	**11**	18
Other income (loss)	**(298)**	599	**(28)**	35	**36**	59
Total noninterest income	**$ 11,233**	$ 11,478	**$ 2,213**	$ 1,861	**$ 3,711**	$ 3,047

	Global Banking		Global Markets		All Other [(1)]	
	Three Months Ended June 30					
	2021	2020	**2021**	2020	**2021**	2020
Fees and commissions:						
Card income						
Interchange fees	**$ 178**	$ 65	**$ 74**	$ 111	**$ 1**	$ 1
Other card income	**2**	3	**—**	—	**(2)**	(2)
Total card income	**180**	68	**74**	111	**(1)**	(1)
Service charges						
Deposit-related fees	**641**	524	**45**	45	**2**	10
Lending-related fees	**259**	214	**58**	50	**—**	(1)
Total service charges	**900**	738	**103**	95	**2**	9
Investment and brokerage services						
Asset management fees	**—**	—	**—**	—	**1**	(5)
Brokerage fees	**40**	23	**473**	480	**(6)**	4
Total investment and brokerage services	**40**	23	**473**	480	**(5)**	(1)
Investment banking fees						
Underwriting income	**587**	703	**737**	781	**(98)**	(45)
Syndication fees	**210**	133	**191**	97	**—**	—
Financial advisory services	**376**	345	**31**	61	**—**	—
Total investment banking fees	**1,173**	1,181	**959**	939	**(98)**	(45)
Total fees and commissions	**2,293**	2,010	**1,609**	1,625	**(102)**	(38)
Market making and similar activities	**28**	(15)	**1,964**	2,360	**(177)**	123
Other income (loss)	**784**	733	**156**	68	**(1,246)**	(296)
Total noninterest income	**$ 3,105**	$ 2,728	**$ 3,729**	$ 4,053	**$ (1,525)**	$ (211)

(1) *All Other* includes eliminations of intercompany transactions.

Noninterest Income by Business Segment and All Other

(Dollars in millions)	Total Corporation 2021	Total Corporation 2020	Consumer Banking 2021	Consumer Banking 2020	Global Wealth & Investment Management 2021	Global Wealth & Investment Management 2020
	Six Months Ended June 30					
Fees and commissions:						
Card income						
Interchange fees	**$ 2,277**	$ 1,622	**$ 1,781**	$ 1,289	**$ 22**	$ 16
Other card income	**744**	899	**720**	874	**18**	19
Total card income	**3,021**	2,521	**2,501**	2,163	**40**	35
Service charges						
Deposit-related fees	**3,052**	2,926	**1,682**	1,701	**36**	32
Lending-related fees	**614**	539	**—**	—	**—**	—
Total service charges	**3,666**	3,465	**1,682**	1,701	**36**	32
Investment and brokerage services						
Asset management fees	**6,158**	5,165	**87**	72	**6,071**	5,106
Brokerage fees	**2,028**	2,015	**68**	65	**857**	870
Total investment and brokerage services	**8,186**	7,180	**155**	137	**6,928**	5,976
Investment banking fees						
Underwriting income	**2,860**	2,371	**—**	—	**223**	199
Syndication fees	**701**	501	**—**	—	**—**	—
Financial advisory services	**807**	**675**	**—**	—	**—**	—
Total investment banking fees	**4,368**	3,547	**—**	—	**223**	199
Total fees and commissions	**19,241**	16,713	**4,338**	4,001	**7,227**	6,242
Market making and similar activities	**5,355**	5,294	**—**	2	**22**	39
Other income (loss)	**(739)**	108	**24**	124	**102**	131
Total noninterest income	**$ 23,857**	$ 22,115	**$ 4,362**	$ 4,127	**$ 7,351**	$ 6,412

	Global Banking 2021	Global Banking 2020	Global Markets 2021	Global Markets 2020	All Other [1] 2021	All Other [1] 2020
	Six Months Ended June 30					
Fees and commissions:						
Card income						
Interchange fees	**$ 324**	$ 184	**$ 150**	$ 132	**$ —**	$ 1
Other card income	**6**	7	**—**	—	**—**	(1)
Total card income	**330**	191	**150**	132	**—**	—
Service charges						
Deposit-related fees	**1,243**	1,095	**87**	80	**4**	18
Lending-related fees	**504**	438	**110**	102	**—**	(1)
Total service charges	**1,747**	1,533	**197**	182	**4**	17
Investment and brokerage services						
Asset management fees	**—**	—	**—**	—	**—**	(13)
Brokerage fees	**81**	31	**1,033**	1,048	**(11)**	1
Total investment and brokerage services	**81**	31	**1,033**	1,048	**(11)**	(12)
Investment banking fees						
Underwriting income	**1,241**	1,071	**1,536**	1,237	**(140)**	(136)
Syndication fees	**371**	279	**330**	222	**—**	—
Financial advisory services	**733**	592	**74**	83	**—**	—
Total investment banking fees	**2,345**	1,942	**1,940**	1,542	**(140)**	(136)
Total fees and commissions	**4,503**	3,697	**3,320**	2,904	**(147)**	(131)
Market making and similar activities	**59**	72	**5,434**	5,334	**(160)**	(153)
Other income (loss)	**1,196**	947	**183**	(112)	**(2,244)**	(982)
Total noninterest income	**$ 5,758**	$ 4,716	**$ 8,937**	$ 8,126	**$ (2,551)**	$ (1,266)

[1] *All Other* includes eliminations of intercompany transactions.

The table below presents a reconciliation of the four business segments' total revenue, net of interest expense, on an FTE basis, and net income to the Consolidated Statement of Income, and total assets to the Consolidated Balance Sheet.

Business Segment Reconciliations

(Dollars in millions)	Three Months Ended June 30 2021	Three Months Ended June 30 2020	Six Months Ended June 30 2021	Six Months Ended June 30 2020
Segments' total revenue, net of interest expense	**$ 23,060**	$ 22,718	**$ 46,931**	$ 46,607
Adjustments [(1)]:				
Asset and liability management activities	**(154)**	677	**(44)**	592
Liquidating businesses, eliminations and other	**(1,330)**	(941)	**(2,379)**	(1,834)
FTE basis adjustment	**(110)**	(128)	**(221)**	(272)
Consolidated revenue, net of interest expense	**$ 21,466**	$ 22,326	**$ 44,287**	$ 45,093
Segments' total net income	**7,361**	3,315	**15,155**	7,817
Adjustments, net-of-tax [(1)]:				
Asset and liability management activities	**(113)**	521	**(30)**	444
Liquidating businesses, eliminations and other	**1,976**	(303)	**2,149**	(718)
Consolidated net income	**$ 9,224**	$ 3,533	**$ 17,274**	$ 7,543

	June 30 2021	June 30 2020
Segments' total assets	**$ 2,823,553**	$ 2,501,529
Adjustments [(1)]:		
Asset and liability management activities, including securities portfolio	**1,250,633**	1,002,652
Elimination of segment asset allocations to match liabilities	**(1,111,500)**	(829,129)
Other	**67,208**	66,636
Consolidated total assets	**$ 3,029,894**	$ 2,741,688

(1) Adjustments include consolidated income, expense and asset amounts not specifically allocated to individual business segments.

Glossary

Alt-A Mortgage – A type of U.S. mortgage that is considered riskier than A-paper, or “prime,” and less risky than “subprime,” the riskiest category. Typically, Alt-A mortgages are characterized by borrowers with less than full documentation, lower credit scores and higher LTVs.

Assets Under Management (AUM) – The total market value of assets under the investment advisory and/or discretion of *GWIM* which generate asset management fees based on a percentage of the assets’ market values. AUM reflects assets that are generally managed for institutional, high net worth and retail clients, and are distributed through various investment products including mutual funds, other commingled vehicles and separate accounts.

Banking Book – All on- and off-balance sheet financial instruments of the Corporation except for those positions that are held for trading purposes.

Brokerage and Other Assets – Non-discretionary client assets which are held in brokerage accounts or held for safekeeping.

Committed Credit Exposure – Any funded portion of a facility plus the unfunded portion of a facility on which the lender is legally bound to advance funds during a specified period under prescribed conditions.

Credit Derivatives – Contractual agreements that provide protection against a specified credit event on one or more referenced obligations.

Credit Valuation Adjustment (CVA) – A portfolio adjustment required to properly reflect the counterparty credit risk exposure as part of the fair value of derivative instruments.

Debit Valuation Adjustment (DVA) – A portfolio adjustment required to properly reflect the Corporation’s own credit risk exposure as part of the fair value of derivative instruments and/or structured liabilities.

Funding Valuation Adjustment (FVA) – A portfolio adjustment required to include funding costs on uncollateralized derivatives and derivatives where the Corporation is not permitted to use the collateral it receives.

Interest Rate Lock Commitment (IRLC) – Commitment with a loan applicant in which the loan terms are guaranteed for a designated period of time subject to credit approval.

Letter of Credit – A document issued on behalf of a customer to a third party promising to pay the third party upon presentation of specified documents. A letter of credit effectively substitutes the issuer’s credit for that of the customer.

Loan-to-value (LTV) – A commonly used credit quality metric. LTV is calculated as the outstanding carrying value of the loan divided by the estimated value of the property securing the loan.

Margin Receivable – An extension of credit secured by eligible securities in certain brokerage accounts.

Matched Book – Repurchase and resale agreements or securities borrowed and loaned transactions where the overall asset and liability position is similar in size and/or maturity. Generally, these are entered into to accommodate customers where the Corporation earns the interest rate spread.

Mortgage Servicing Rights (MSR) – The right to service a mortgage loan when the underlying loan is sold or securitized. Servicing includes collections for principal, interest and escrow payments from borrowers and accounting for and remitting principal and interest payments to investors.

Nonperforming Loans and Leases – Includes loans and leases that have been placed on nonaccrual status, including nonaccruing loans whose contractual terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties.

Prompt Corrective Action (PCA) – A framework established by the U.S. banking regulators requiring banks to maintain certain levels of regulatory capital ratios, comprised of five categories of capitalization: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized.” Insured depository institutions that fail to meet certain of these capital levels are subject to increasingly strict limits on their activities, including their ability to make capital distributions, pay management compensation, grow assets and take other actions.

Subprime Loans – Although a standard industry definition for subprime loans (including subprime mortgage loans) does not exist, the Corporation defines subprime loans as specific product offerings for higher risk borrowers.

Troubled Debt Restructurings (TDRs) – Loans whose contractual terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. Certain consumer loans for which a binding offer to restructure has been extended are also classified as TDRs.

Value-at-Risk (VaR) – VaR is a model that simulates the value of a portfolio under a range of hypothetical scenarios in order to generate a distribution of potential gains and losses. VaR represents the loss the portfolio is expected to experience with a given confidence level based on historical data. A VaR model is an effective tool in estimating ranges of potential gains and losses on our trading portfolios.

Key Metrics

Active Digital Banking Users – Mobile and/or online users with activity at period end.

Active Mobile Banking Users – Mobile users with activity at period end.

Book Value – Ending common shareholders' equity divided by ending common shares outstanding.

Deposit Spread – Annualized net interest income divided by average deposits.

Efficiency Ratio – Noninterest expense divided by total revenue, net of interest expense.

Gross Interest Yield – Effective annual percentage rate divided by average loans.

Net Interest Yield – Net interest income divided by average total interest-earning assets.

Operating Margin – Income before income taxes divided by total revenue, net of interest expense.

Return on Average Allocated Capital – Adjusted net income divided by allocated capital.

Return on Average Assets – Net income divided by total average assets.

Return on Average Common Shareholders' Equity – Net income applicable to common shareholders divided by average common shareholders' equity.

Return on Average Shareholders' Equity – Net income divided by average shareholders' equity.

Risk-adjusted Margin – Difference between total revenue, net of interest expense, and net credit losses divided by average loans.

Acronyms

ABS	Asset-backed securities
AFS	Available-for-sale
ALM	Asset and liability management
ARR	Alternative reference rates
AUM	Assets under management
BANA	Bank of America, National Association
BHC	Bank holding company
BofAS	BofA Securities, Inc.
BofASE	BofA Securities Europe SA
bps	basis points
CCAR	Comprehensive Capital Analysis and Review
CDO	Collateralized debt obligation
CECL	Current expected credit losses
CET1	Common equity tier 1
CFTC	Commodity Futures Trading Commission
CLTV	Combined loan-to-value
CVA	Credit valuation adjustment
DVA	Debit valuation adjustment
EPS	Earnings per common share
ESG	Environmental, social and governance
FHA	Federal Housing Administration
FHLB	Federal Home Loan Bank
FHLMC	Freddie Mac
FICC	Fixed income, currencies and commodities
FICO	Fair Isaac Corporation (credit score)
FNMA	Fannie Mae
FTE	Fully taxable-equivalent
FVA	Funding valuation adjustment
GAAP	Accounting principles generally accepted in the United States of America
GLS	Global Liquidity Sources
GNMA	Government National Mortgage Association
GSE	Government-sponsored enterprise
G-SIB	Global systemically important bank
GWIM	Global Wealth & Investment Management
HELOC	Home equity line of credit
HQLA	High Quality Liquid Assets
HTM	Held-to-maturity
IBOR	Interbank Offered Rates
IRLC	Interest rate lock commitment
ISDA	International Swaps and Derivatives Association, Inc.
LCR	Liquidity Coverage Ratio
LHFS	Loans held-for-sale
LIBOR	London Interbank Offered Rate
LTV	Loan-to-value
MBS	Mortgage-backed securities
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
MLGWM	Merrill Lynch Global Wealth Management
MLI	Merrill Lynch International
MLPCC	Merrill Lynch Professional Clearing Corp
MLPF&S	Merrill Lynch, Pierce, Fenner & Smith Incorporated
MSA	Metropolitan Statistical Area
MSR	Mortgage servicing right
OCI	Other comprehensive income
OREO	Other real estate owned
PCA	Prompt Corrective Action
PPP	Paycheck Protection Program
RWA	Risk-weighted assets
SBA	Small Business Administration
SBLC	Standby letter of credit
SCB	Stress capital buffer
SEC	Securities and Exchange Commission
SLR	Supplementary leverage ratio
TDR	Troubled debt restructurings
TLAC	Total loss-absorbing capacity
VaR	Value-at-Risk
VIE	Variable interest entity

Part II. Other Information

Bank of America Corporation and Subsidiaries

Item 1. Legal Proceedings

See Litigation and Regulatory Matters in *Note 10 – Commitments and Contingencies* to the Consolidated Financial Statements, which is incorporated by reference in this Item 1, for litigation and regulatory disclosure that supplements the disclosure in *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Item 1A. Risk Factors

There are no material changes from the risk factors set forth under Part 1, Item 1A. Risk Factors of the Corporation's 2020 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below presents share repurchase activity for the three months ended June 30, 2021. The primary source of funds for cash distributions by the Corporation to its shareholders is dividends received from its banking subsidiaries. Each of the banking subsidiaries is subject to various regulatory policies and requirements relating to the payment of dividends, including requirements to maintain capital above regulatory minimums. All of the Corporation's preferred stock outstanding has preference over the Corporation's common stock with respect to payment of dividends.

(Dollars in millions, except per share information; shares in thousands)	Total Common Shares Repurchased [1,2]	Weighted-Average Per Share Price	Total Shares Purchased as Part of Publicly Announced Programs [2]	Remaining Buyback Authority Amounts [3]
April 1 - 30, 2021	24,756	$ 38.99	24,747	$ 24,102
May 1 - 31, 2021	35,799	41.76	35,798	22,703
June 1 - 30, 2021	42,129	41.52	42,128	21,067
Three months ended June 30, 2021	**102,684**	**40.99**	**102,673**	

(1) Includes 10 thousand shares of the Corporation's common stock acquired by the Corporation in connection with satisfaction of tax withholding obligations on vested restricted stock or restricted stock units and certain forfeitures and terminations of employment-related awards and for potential re-issuance to certain employees under equity incentive plans.

(2) On April 15, 2021, the Corporation announced the Board has authorized the repurchase of up to $25 billion of common stock over time. The Board also authorized repurchases to offset shares awarded under equity-based compensation plans. During the three months ended June 30, 2021, the Corporation repurchased 103 million shares, or $4.2 billion, of its common stock, including to offset shares awarded under the equity-based compensation plans. For more information, see Capital Management - CCAR and Capital Planning in the MD&A on page 22 and *Note 11 – Shareholders' Equity* to the Consolidated Financial Statements.

(3) Excludes repurchases to offset shares awarded under equity-based compensation plans.

The Corporation did not have any unregistered sales of equity securities during the three months ended June 30, 2021.

Item 6. Exhibits

Exhibit No.	Description	Notes	Form	Exhibit	Filing Date	File No.
3.1	Restated Certificate of Incorporation, as amended and in effect on the date hereof		10-K	3.1	2/24/21	1-6523
3.2	Amended and Restated Bylaws of the Corporation as in effect on the date hereof		10-Q	3.2	10/30/20	1-6523
10.1	Bank of America Corporation Equity Plan (formerly known as the Key Employee Equity Plan), as amended and restated effective April 20, 2021	1	8-K	10.1	4/22/21	1-6523
22	Subsidiary Issuers of Guaranteed Securities		10-K	22	2/24/21	1-6523
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	2				
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	2				
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	2				
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	2				
101.INS	Inline XBRL Instance Document	3				
101.SCH	Inline XBRL Taxonomy Extension Schema Document	2				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	2				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	2				
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104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					

(1) Exhibit is a management contract or compensatory plan or arrangement.
(2) Filed herewith.
(3) The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bank of America Corporation
Registrant

Date: July 30, 2021

/s/ Rudolf A. Bless
Rudolf A. Bless
Chief Accounting Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002
FOR THE CHIEF EXECUTIVE OFFICER

I, Brian T. Moynihan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bank of America Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2021

/s/ Brian T. Moynihan
Brian T. Moynihan
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002
FOR THE CHIEF FINANCIAL OFFICER

I, Paul M. Donofrio, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bank of America Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2021

/s/ Paul M. Donofrio
Paul M. Donofrio
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Brian T. Moynihan, state and attest that:

1. I am the Chief Executive Officer of Bank of America Corporation (the registrant).
2. I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:
   - the Quarterly Report on Form 10-Q of the registrant for the quarter ended June 30, 2021 (the periodic report) containing financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
   - the information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: July 30, 2021

/s/ Brian T. Moynihan
Brian T. Moynihan
Chief Executive Officer

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul M. Donofrio, state and attest that:

1. I am the Chief Financial Officer of Bank of America Corporation (the registrant).
2. I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:
   - the Quarterly Report on Form 10-Q of the registrant for the quarter ended June 30, 2021 (the periodic report) containing financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
   - the information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: July 30, 2021

/s/ Paul M. Donofrio
Paul M. Donofrio
Chief Financial Officer

BANK OF AMERICA

Coming together in new ways

Annual Report 2020

CONTENTS

A letter from Chairman and CEO Brian Moynihan

To our shareholders and clients,

To my teammates,

To leaders and partners in the communities
we serve across the U.S. and around the world,

I hope this finds you safe and well.

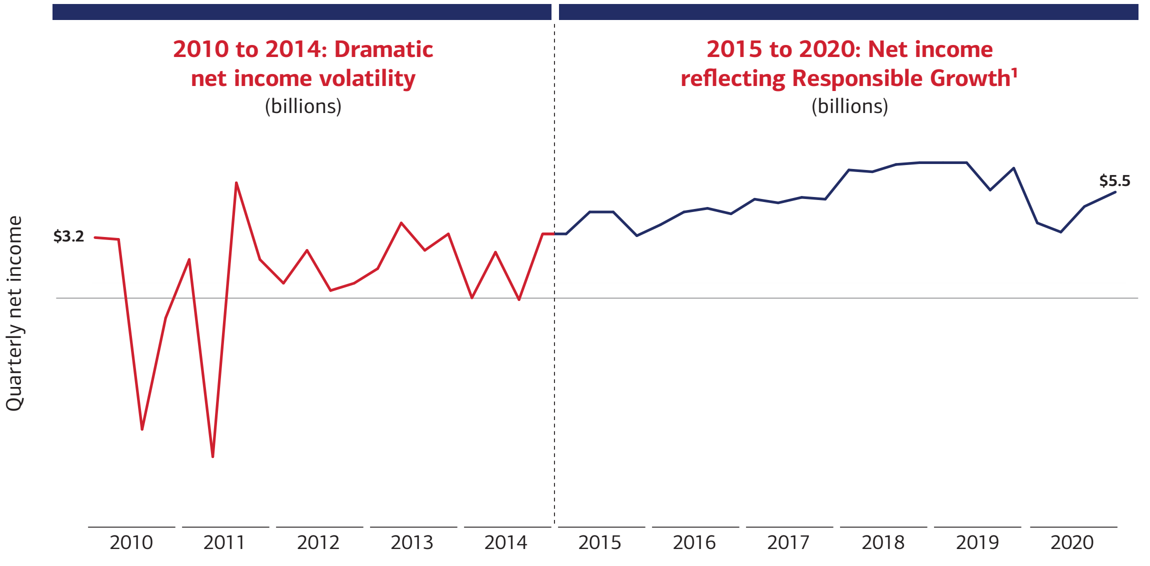
It is my pleasure to share with you the 2020 Bank of America Annual Report. Our report documents how your company responded to the impacts — both humanitarian and financial — of the global health crisis. It describes how we responded to the social and racial justice issues that moved to the forefront in 2020. The pages also tell the story of how our company came together in new ways to deliver for our shareholders, our teammates, our clients, our communities *and* to help address society's biggest challenges.

I begin this letter by thanking my 213,000 teammates and our senior management team. I thank them for their extraordinary efforts over the past 12 months, and for everything they do to support our clients, and each other, every day.

I would also like to thank our Board of Directors for their leadership and guidance throughout 2020. In particular, I would like to extend my gratitude to our outgoing Lead Independent Director, Jack Bovender, for all he has done for our company and those we serve. As we announced in September 2020, Lionel Nowell III takes over this important role. Lionel is an experienced leader and has been a valued member of our Board for the past eight years. **Jack and Lionel share their perspectives on the past year, and what lies ahead, on page 11.**

Looking at our 2020 results, one thing is clear: Our decade-long focus on Responsible Growth prepared us well for this crisis. It allowed us to be a source of stability for our customers and clients during challenging times, to continue supporting the communities in which we work and live and deliver more consistent results for our shareholders through a well-understood risk framework. You can see the impact of Responsible Growth in the chart below.

Despite the impacts of the global health crisis, which resulted in a historically low interest rate



[1] 4Q 2017 net income of $5.3B represents a non-GAAP financial measure. GAAP net income of $2.4B excludes $2.9B related to the adoption of the Tax Cuts and Jobs Act.

environment and a period of market volatility, your company earned $17.9 billion in net income, or $1.87 per share. Moreover, we ended 2020 with more capital, more deposits, record liquidity and improved capital ratios. We did this while increasing support for our clients.

In March of 2020, the stock price for banks in general saw a sharp drop as the health crisis unfolded and investors contemplated potentially large credit losses and revenue declines from interest rates and a paucity of economic activity. From those lows, bank stocks made a steady recovery as fears moderated, ending the year modestly down from the start of the year.

Our stock price declined 49% in March from the beginning of 2020 and then saw a 68% recovery, ending the year down 14%. This was in line with the broader bank index but below the broader market rise of 16%. Despite the 2020 decline, our stock price has outperformed the broader bank index on a 3-year and 5-year basis. As we prepare to issue this report in late February 2021, the price is up 14% this year, reflecting the improved economic outlook.

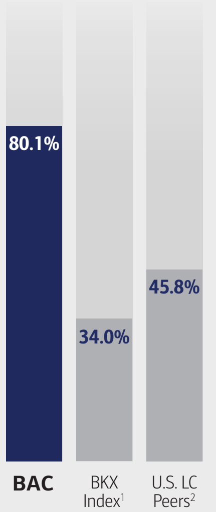
During 2020, we delivered $12 billion in capital back to shareholders through dividends and net share repurchases. We did this even as we halted share repurchases late in the first quarter of 2020 in line with additional federal bank regulatory restrictions. We have resumed share repurchases in the first quarter of 2021 from a position of strength with $36 billion of capital above our minimum regulatory requirements.

Our results in 2020 built onto a solid foundation established by focusing on Responsible Growth for the past decade. We have a strong balance sheet, a best-in-class suite of products and capabilities — including our industry-leading digital capabilities — and a global team of dedicated professionals that is second to none. We are well-positioned to continue delivering for our shareholders, and all those we serve, in 2021 and beyond.

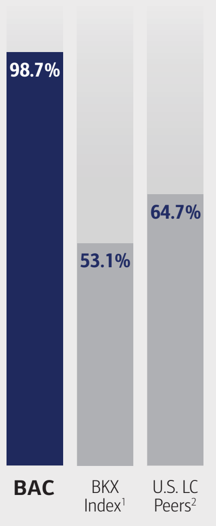
We believe we must continue to deliver these strong results *and* help make progress on important societal priorities. That is core to how we run our business and drive Responsible Growth.

In 2020, we also continued to make meaningful progress on important issues that affect us all. During the year, we accelerated our longstanding work to promote racial equality and economic opportunity, with a $1 billion, four-year commitment aimed at supporting jobs, healthcare, housing and businesses. While we were pleased to see commitments being made by other companies and organizations, we have moved quickly to get money moving to our priority areas of focus. So far, we have invested in jobs and skills training at 11 historically Black colleges and universities and 11 community colleges. We have delivered over 20 million masks and other personal protective equipment (PPE) to

5-year stock performance



5-year total shareholder return



[1] The BKX Index consists of 24 stocks selected from the largest U.S. regional and nationwide banking companies.

[2] Total shareholder return includes stock price appreciation and dividends paid. U.S. Large Cap (LC) Peers include JPM, C, WFC, GS and MS.

Brian Moynihan
Chairman and CEO

community partners, nonprofits, and other venues. We have invested in 14 Minority Depository Institutions (MDIs) to help them grow and serve their communities. We have increased our overall commitment to Community Development Financial Institutions (CDFIs) to $1.7 billion — making Bank of America the largest private sector CDFI funder. And, we have agreed to invest in 61 minority-owned or -focused venture capital or private equity funds in communities around the U.S., which will deliver more equity into thousands of minority-owned small businesses. **You can find out more about our commitment to racial equality and economic opportunity on page 33.**

We also continued to support the transition to a low-carbon, sustainable economy, through our operations, our business activities and our partnerships. This includes our commitment to a goal of achieving net-zero carbon emissions by 2050.

Responsible Growth

There are four pillars to Responsible Growth.

- We must grow in the market, no excuses.
- We must grow with a customer focus.
- We must grow within our risk framework.
- We must grow in a sustainable manner.

I'll discuss each of these in turn, and the ways our team in 2020 delivered on these pillars.

Grow in the market, no excuses

What could we do in an economy to help our clients and grow?

We supported our clients in lockdown with our various customer assistance programs. We supported small businesses with Paycheck Protection Program (PPP) loans. We supported wealth management clients with advice, expertise and execution in volatile markets. We supported commercial clients with our strong balance sheet that provided more than $70 billion in loans in a few-week period, and raised $772 billion in capital over the course of the year. For institutional investors, it meant having the market expertise and insights, trading capabilities and access to enable them to navigate through.

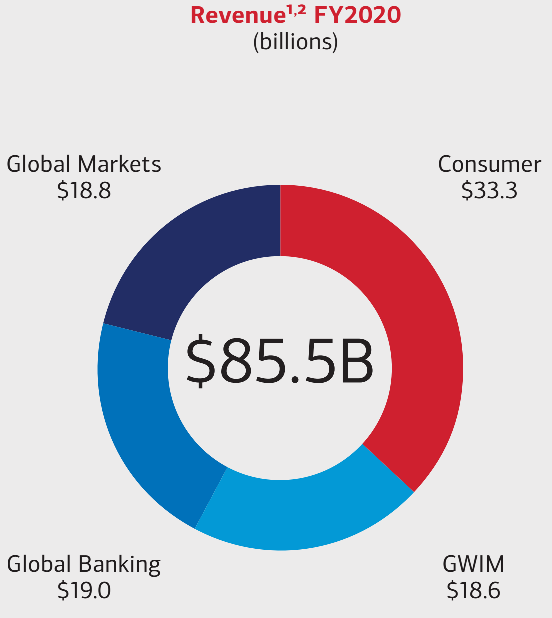
But we believe it was our planning and investments over the past decade that made this all work. We supplied needed capital and liquidity to borrowers. Our investments in digital client interfaces across our client groups allowed us to maintain a close relationship with our clients, as they moved seamlessly to digital check deposits, payments, banking and investing. On the commercial side, we had invested in our CashPro application, which allowed our clients to safely and securely move billions of dollars every day. We used automated signature capabilities to allow clients to complete estate plans, borrow or invest — all with the same security as doing it in person. With institutional investors, we moved quickly to supply liquidity and a strong and resilient platform to support their activities and help assure stability of the financial system.

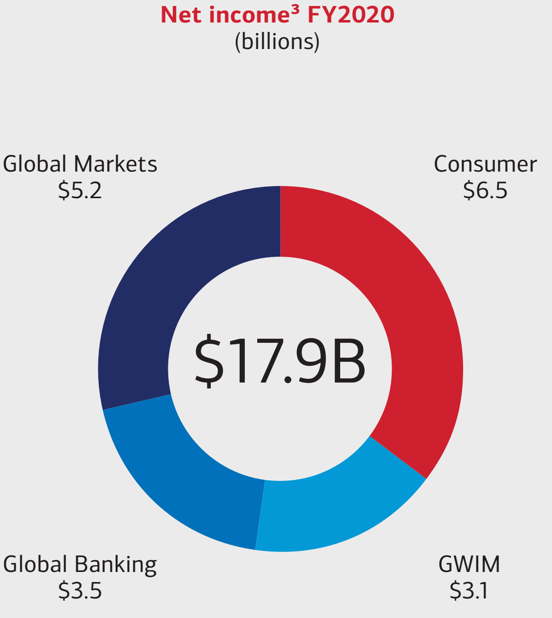
All of this, and more, allowed us to continue to serve clients relatively uninterrupted by the pandemic, even as volumes surged. We played our part, with our industry colleagues, in helping ensure economies around the world, and here in the U.S., recover more quickly. In the end, that is the role of the bank. Your company executed that role well.

And we grew.

In 2020, average deposits increased 18% year-over-year to approximately $1.6 trillion. In Consumer Banking, we added $115 billion in average deposits during the year, cementing our position as the #1 bank in the U.S. by retail deposits. We leveraged our leading digital capabilities to serve our consumer clients how, when and where they chose to bank with us. Across all consumer sales in 2020, 42% of sales came through digital channels.

During the year, we also enrolled more than one million clients into our flagship loyalty program, Preferred Rewards, driving total membership to 7.2 million. Preferred Rewards recognizes





Note: Amounts may not total due to rounding.
[1] Business segment results are reported on a fully taxable-equivalent (FTE) basis with remaining operations recorded in All Other with revenue of ($3.6B).
[2] Total revenue, net of interest expense, on a GAAP basis is $85.5B and $86.0B on an FTE basis, a non-GAAP financial measure. The FTE adjustment is $499M.
[3] Net Income of $17.9B includes a net loss of $407M in All Other.

and rewards clients for their entire relationship with us, and we continue to see 99% retention rates from our members.

We brought our top retail bank brand to new markets in the U.S., including markets in Ohio and Utah, while building our presence in existing markets. According to our internal research, we continued to gain share in key markets. In 25 of the top 30 markets across America — representing over half of the U.S. population — we now hold the #1, #2 or #3 position. That is twice as many markets as our closest peer and includes 14 markets in which we hold the #1 position.

During the year, our wealth management team found new ways to connect with, and deliver for, our Merrill and Private Bank clients. **On page 22, we take a closer look at how our advisors continued to support clients and helped them navigate a changing environment.** We added roughly 22,000 Merrill and 1,800 Private Bank relationships in 2020, and ended the year with client balances at all-time highs of $3.3 trillion.

For the companies we serve, we begin with our small business clients. Apart from the role we played as the largest lender in the federal government's PPP by number of loans, we also continued as the largest small business lender in the country overall, ending the year with more than $32 billion in small business loan balances. We also deployed our new merchant services capabilities.

For our commercial clients, the year was difficult as they had to absorb massive changes to the business cycle brought by the health crisis. We were there for them. Early in the year, we supported their borrowing rush as they sought liquidity in February, March and April. As conditions stabilized, we helped with market access for them to raise needed and permanent capital. We continued to bring digital capabilities to ensure their businesses could run smoothly, even in a work-from-home environment. The results for us were a surge in loans to these businesses. We peaked at $585 billion in commercial loans; by year-end those were down to $499 billion.

Our investment banking team recorded $7 billion in total investment banking fees and posted three of the strongest investment banking quarters in our history. Our performance in this business helped us gain market share and retain the #3 market position, thanks to the efforts of our talented team. **Matthew Koder, President of Global Corporate & Investment Banking, looks back on his team's accomplishments on page 20.**

In Global Markets, full-year sales and trading revenue for 2020 increased 18% year-over-year to $15 billion. During the year we continued to push our innovative capabilities in electronic trading forward to help win mindshare with some of our largest clients. At the same time, our own research team was again ranked as one of the top Global Research Firms by Institutional Investor—placing as one of the top two firms for each of the past 10 years. **You can read more about our award-winning research capabilities on page 23.**

Each of our businesses contributed to our results, and the diversity of our offerings served us well through a dynamic market environment. It will continue to serve us well as we look forward.

Grow by focusing on our clients

Last year, thanks to the commitment of our teammates, the strength of our platform and our focus on Responsible Growth, we achieved the highest client satisfaction scores in company history. That is a credit to each and every member of our global team, who work hard to serve our customers and clients — and exceed their expectations — in every interaction.

In 2020, that included far-ranging measures to support those impacted by the health crisis, through our own relief programs and those provided by the federal government. We processed approximately 2 million payment deferral requests as part of our Client Assistance Program. We processed more than 16 million Economic Impact Payments (EIP), totaling more than $26 billion in the initial round of U.S. government stimulus payments — and continued processing additional payments following subsequent relief legislation.

As the largest PPP lender by number of PPP loans in the first three rounds of the program, in 2020 we helped more than 343,000 small business clients — in every industry, every market — receive PPP loans, delivering more than $25 billion in PPP loan funds to businesses in need. We began accepting applications for PPP loans once again in January 2021, in line with a new round of federal PPP lending. Once again, we are among the top lenders in the program.

At the same time, we remained focused on supporting the everyday financial needs of millions of clients. With additional health and safety measures in place, our teams continued to serve individuals and businesses across our nationwide network of approximately 4,300 financial centers and 17,000 ATMs. I'd like to offer a special thanks to my teammates in the financial centers who have played an essential role for our clients and communities through this health crisis.

Not surprisingly, we also saw a growing number of clients choose to connect with us digitally during 2020. Our ten-plus years of sustained investment into technology — such as

39.3M

digital customers
at year-end, up 3% over 2019

artificial intelligence (AI) — and our award-winning digital platforms ensured we could continue to serve our clients when they needed us most.

In Consumer Banking, we ended 2020 with 39.3 million digital customers, up 3% over 2019. They connected with us nearly 11 billion times. Our roughly 13 million active Zelle® users, both consumers and small businesses, sent approximately $141 billion in transfers in 2020. To put that into perspective, that's almost 50% of the payments made by our 38 million consumers and small businesses using their credit cards.

More than 17 million of our digital banking clients use Erica®, our AI-based virtual financial assistant, to do everything from checking their balances to paying their bills. Erica will also reach out to help if, for example, a client's balance is at risk of going below $0 in the next week, or if a merchant charges them twice. Erica continues to gain knowledge and evolve in response to client needs. For example, at the beginning of the health crisis, Erica learned 60,000 new pandemic-related intents in a matter of days. In 2020 alone, Erica completed 135 million client requests.

In September, we launched LifePlan®, which gives clients the power to select what's most important to them and receive personalized insights — through both high-tech and high-touch interactions — to help them achieve their financial needs and goals. By the end of 2020, our clients had created more than 2 million plans, one of the fastest product rollouts in our history.

Our digital platforms also allow us to extend further into our communities, allowing millions of clients to access services and connect into the broader economy. In 2020, we added Balance Assist™, a low-cost, digital-only alternative to payday-type loans. Balance Assist, which allows clients to borrow up to $500 for a $5 flat fee, joins our existing suite of safe banking solutions, including SafeBalance™ and Secured Card. **D. Steve Boland, President of Retail, joins Aron Levine, President of Preferred and Consumer Banking & Investments, to discuss how these products can help provide financial freedom and stability for clients on page 18.**

$1B

In 2020, our team generated more than 1,700 ideas to drive operational excellence, **saving the company nearly $1 billion.**

Digital connectivity was also fundamental to our success in wealth management, and we saw digital engagement for wealth management clients climb to record levels. By the end of 2020, 77% of Merrill Lynch households and Private Bank clients were using online or mobile banking. Our digital platforms also allowed for effective advisor-client communications, which became a critical part of relationship building as the pandemic continued.

In Global Banking, our CashPro® platform helped more CFOs and other business leaders efficiently and securely manage their cash flow from their offices and homes—and on their mobile devices. Our roughly 500,000 CashPro users drove a 40% increase in platform sign-ins in 2020. Here, too, we applied the power of AI for our clients, digitally matching 19 million incoming receivables in a 12-month period using our Intelligent Receivables® solution.

Stepping back, what we saw in 2020 was the impact of years of investment in capabilities and digital access across our platform and our businesses. And what was unique is that even in areas where we had heretofore experienced customers or employees traditionally preferring to operate in a face-to-face, physical world, we saw dramatic changes. We had a record year in new $10 million or higher relationships in Global Wealth & Investment Management (GWIM), yet we were unable to have many face-to-face meetings. We had a record year in investment banking fees, yet all of our "pitch" meetings with clients were virtual. We saw record movement in money by our consumer customers yet we had up to 30% of our financial centers closed for safety. The implications for the long term are yet to be borne out. But we are confident that the investments we have made set us on the correct course.

I want to call out our technology and operations team, who showed creativity and excellence in execution by positioning all of our client-facing teammates to be able to operate in a work-from-home environment. In four weeks, our tech and ops team deployed 100,000 computers and screens to those teammates. It was no small task, and it enabled us to continue to serve clients who themselves were adjusting to the pandemic conditions.

Grow within our risk framework

Growing within our established risk framework is integral to how we drive Responsible Growth. Our principled approach to risk management allowed us to continue supporting our customers and clients against the backdrop of one of the worst economic declines in U.S. history, driven by the global pandemic.

At the onset on the health crisis, we took immediate action to strengthen our reserves for credit losses. We ended 2020 with nearly $21 billion in credit reserves, more than twice what we had at the end of 2019. Together with our existing capital, we have substantial reserves available to manage potential losses. Credit losses were much lower than many expected, but we were confident our underwriting would hold up, and it did. In fact, our actual charge-offs moved from $3.6 billion in 2019 to $4.1 billion in 2020, a slight increase.

On the markets side, our team led by Tom Montag and Jim DeMare navigated the markets very well and we had a strong year of trading revenue. More importantly, we provided support for our institutional clients. And we had only a handful of days with trading losses.

We continue to actively monitor and assess the impacts — both direct and indirect — of the health crisis and other potential risks through our risk management framework. And we continue to drive out operational risk from the company through our focus on operational excellence.

Grow in a sustainable manner

To drive Responsible Growth, we must ensure that our growth is sustainable. There are three complementary and interdependent tenets to how we approach sustainable growth: driving operational excellence, being the best place for teammates to work and sharing our success with our communities.

Driving operational excellence
While "operational excellence," "organizational health," "simplify and improve" and other terms we use may sound a little mechanical, they are instrumental to our success. In 2015, your company had $57 billion in expenses. In 2020, we had $55 billion, including roughly $1.5 billion in net coronavirus-related costs. Compared with 2015, we have more customers and clients and more transactions — so more work. Yet costs are down and headcount is down. During those six years, we invested about $18 billion in technology initiatives, added 15% more sales teammates, opened 300 financial centers and refurbished 2,000 more. All of these investments were made while costs came down. We continue to apply the practice of operational excellence to enable us to produce strong returns above our cost of capital while investing back into our company and our capabilities. This will provide powerful leverage as interest rates rise and the economy continues to recover and grow.

Operational excellence is as much a mindset as it is a program. It describes the ways in which we drive continuous improvement, reduce operational risk and seek to find faster, simpler and more efficient ways of working and serving our clients.

This work is fueled by the ingenuity and creativity of our teammates, who continuously look for ways we can do things better. In total, we've approved nearly 8,600 of their ideas, which commit to delivering billions in expense savings. In 2020 alone, our team generated more than 1,700 ideas that helped us define commitments to save nearly $1 billion. We reinvested those savings back into our team, our capabilities, our client experience, our communities and our shareholders.

For example, savings from operational excellence help fund the ongoing modernization of sites across our real estate portfolio, including renovating our financial centers to deliver a client-focused interior and exterior design and full support for digital transactions.

It's important to note we made investments like these in 2020 — and many more described throughout this report — while at the same time returning $12 billion in net capital to our shareholders. And — as you will see discussed elsewhere in this report — we invested in our team, including the fourth consecutive year of company-wide supplemental bonuses, increasing our minimum hourly rate of pay for U.S. employees and keeping medical expenses down for our lesser-paid teammates.

Being a great place to work for our teammates
Attracting and retaining the best talent is key to driving Responsible Growth and one of our top priorities. It helps us manage our operations, provide the best service for our clients and support our communities.

We strive to make Bank of America a great place to work for all teammates. And we fulfill this commitment by being a diverse and inclusive workplace, attracting and developing talent, recognizing and rewarding performance and supporting teammates' physical, emotional and financial wellness. **On page 26, Sheri Bronstein, our Chief Human Resources Officer, shares her thoughts on our progress in 2020 and what it means for the future.**

Our workforce must reflect the communities we serve. As highlighted in our 2020 Human Capital Management Report, we have continued to make progress in our goal to ensure diverse representation at all levels of our company. Fifty percent of our management team is diverse, and Bank of America is one of only five S&P 100 companies with six or more women on the Board. And over the past decade, the number of people of color we hire in the U.S. from universities has increased by 50%.

1 of 5

Bank of America is one of only five S&P 100 companies with **six or more women on the Board.**

$20

In 2020, we **raised our minimum hourly rate** of pay for U.S. teammates to $20.

We want our teammates to build long-term careers with Bank of America. And that starts with a competitive starting wage and benefits. We moved to our minimum hourly rate of pay for U.S. teammates of $20 — roughly $42,000 per year — one year earlier than planned. And we offer ongoing training and development resources to help those teammates grow and thrive within our organization. We hire with a career mindset. And we work to reskill our teammates.

For teammates earning lower salaries, we provide higher company subsidies for medical premiums. Since 2012, there has been no increase in medical premiums for teammates earning less than $50,000.

To support our teammates during the health crisis, at work and at home, we expanded many of our benefits and resources. This included additional support for mental health, free virtual consultations and no-cost coronavirus testing.

As the pandemic hit, we knew our teammates were going to be under pressure at home. For most of them, home was their workplace. For our 40,000 teammates with children, home was often a school or daycare. For many teammates with aging parents, home became an assisted living space. Our teammates needed help. We offered them $100 per day to hire that help. More than 3 million days of care have been provided. This helped our teammates immensely — they have told us. And it also allowed them to serve our clients better.

In 2020, we came together to support one another like never before. It was a great reflection of the commitments, the compassion and the people that make our company a great place to work.

$2B

We issued a **$2 billion equality progress sustainability bond** designed to advance racial equality, economic opportunity and environmental sustainability.

$1B

We launched a **$1 billion corporate social bond**, the first issued by a U.S. commercial bank to entirely focus on fighting the pandemic.

Sharing our success with our communities

One of the ways we ensure our growth is sustainable is by sharing our success with the communities in which we work and live. We invest significant time and money to help address issues facing our local communities and society at large, and commit all of our business activities and operations to the task.

This begins with our $250 million in annual corporate philanthropy. To this, we added another $100 million in 2020 to increase access to food and medical supplies in local communities.

Individual giving by my teammates, combined with matching gifts from Bank of America, amounted to more than $65 million in additional philanthropic support in 2020. To maximize the impact of each employee gift, we lowered the employee matching gift minimum to $1 and doubled our match for employee donations to 17 organizations through 2020.

We also support our communities through our lending and investing activities. In 2020, for example, we provided a record $5.87 billion in loans, tax credit equity investments and other real estate development solutions, and deployed $3.62 billion in debt commitments and $2.25 billion in investments to help build strong, sustainable communities by financing affordable housing and economic development across the country. Between 2005 and 2020, we financed more than 215,000 affordable housing units.

In May of 2020, we launched a $1 billion corporate social bond, the first issued by a U.S. commercial bank to entirely focus on fighting the pandemic. We followed that up with an industry-first $2 billion equality progress sustainability bond designed to advance racial equality, economic opportunity and environmental sustainability.

Our commitment to racial equality and economic opportunity demonstrates the way in which we approach major societal issues and align all of our resources to help drive progress locally. Our investments and partnerships in this work are targeted at strategic areas in which we already are a leader: jobs, healthcare, housing and businesses. By providing even sharper focus, we seek to make a lasting impact on underserved minority entrepreneurs and communities. **You can read more about how we are executing on our $1 billion commitment and a broader update on our work in sustainable finance in the discussion between Vice Chairman Anne Finucane and Global Sustainable Finance Executive Karen Fang on pages 33–35.**

The most important way we shape our engagement in local communities is through our market president organization. Our network of 90 presidents is responsible for leading an integrated team to deliver for clients, teammates and the community, serving as the chief executive for Bank of America in that market. **We talk more about how our presidents support our clients and communities on page 25.**

Driving profits and purpose

The principles of stakeholder capitalism are embedded in Responsible Growth. We deliver for our clients, our employees, our communities and our shareholders and, at the same time, do our part to deliver progress against society's biggest challenges. This includes our work to support the health and safety of our teammates, the many ways we help the communities we serve grow and prosper, our efforts to promote racial equality and economic opportunity and our ongoing drive toward a clean energy future.

Stakeholder capitalism is not a new concept, even if its recent focus makes it seem that way. As a financial institution, our success has always been tied to the success of the communities and markets we serve. In recent years, business organizations including the U.S. Business Roundtable, the World Economic Forum and others have helped create broader awareness of the ways that companies must think about delivering long-term value — for shareholders, of course, but for all of our other stakeholders, too.

Helping address societal issues can stimulate the commitment of private sector capital to help drive even more progress. And there's growing evidence to back that up. As our Global Research team has found, companies that pay close attention to environmental, social and governance (ESG) priorities are much less likely to fail than companies that do not, giving investors a significant opportunity to build investment portfolios for the long-term. And — through research and our own lived experience — we know that ESG commitments can translate into a better brand, more client favorability and a better place for our teammates to work.

There is an important discussion underway about the role capitalism plays in our society and the ways in which it must evolve to ensure all participants in our economic system are treated fairly and rewards are available equitably. Public companies have an important role to play to help drive that discussion. At Bank of America, we embrace our dual responsibility to drive both profits *and* purpose. And we work with organizations and leaders around the world to champion these ideals and drive meaningful progress. We need a way to measure that and in 2020 we made substantial progress on that front, too.

Measuring and delivering long-term value

To help society make progress toward important goals you need to know two things.

First, you need to understand what society's priorities are. And we do. The countries of the world identified those priorities in 2015, when nearly 200 countries agreed to the United Nations (U.N.) Sustainable Development Goals (SDGs). The SDGs reflect 17 categories of societal priorities that

Measuring stakeholder capitalism

The International Business Council, with the collaboration of the accounting firms Deloitte, KPMG, PwC and EY, compiled a set of common ESG Stakeholder Capitalism Metrics disclosures. These metrics are compiled from leading ESG standards-setters, including the Task Force on Climate-related Disclosures (TCFD), the Sustainability Accounting Standards Board (SASB), the Global Reporting Initiative (GRI) and others. As discussed in CEO Brian Moynihan's shareholder letter in this report, the goal of the Stakeholder Capitalism Metrics is to provide investors and other stakeholders a common set of standards by which to evaluate the progress the company is making to address the societal priorities agreed to in the SDGs. The metrics include non-financial disclosures in four categories: people, planet, prosperity and principles of governance.

Nearly 70 global companies have agreed to begin using the Stakeholder Capitalism Metrics, and many more are evaluating them for their own use. Bank of America is a founding member of His Royal Highness the Prince of Wales' Sustainable Markets Initiative (SMI), which seeks to harness the creativity, the innovation and the balance sheets of businesses around the world to help drive long-term growth in a globally sustainable fashion. In December 2020, under the guidance of His Holiness Pope Francis and His Eminence Cardinal Peter Turkson, Bank of America joined an alliance of business leaders and companies around the world as part of the Vatican's Council for Inclusive Capitalism (VCIC). Comprising companies that collectively have more than 200 million employees from over 163 countries, the VCIC illustrates how capitalism can take the lead in creating economic growth that is fair, responsible, trusted, dynamic and sustainable. The SMI, the VCIC, and similar organizations recognize the Stakeholder Capitalism Metrics as an important step toward providing the disclosures needed to measure the progress that private sector capitalism can help deliver in addressing important societal priorities.

Given the cross-industry application of this set of common metrics, not each standard will apply to each company that is disclosing. Where a disclosure is not provided or not linked to another Bank of America disclosure, we provide a brief explanation. We share the long-term objective of other companies, asset owners and asset managers, key government regulators and the standards-setters themselves that eventually there will be a single set of non-financial ESG disclosure standards to help stakeholders evaluate companies in the same fashion that standard financial disclosures now permit.

address equality of opportunity, affordable housing, prosperity, access to clean water, renewable energy, and other priorities, with specific goals to be met. Leaders in each country agreed these goals are the ones we need to address to build a sustainable future and create opportunity and prosperity for all.

Second, you need to know how to measure progress. The International Business Council (IBC), which I am privileged to chair, has compiled a set of Stakeholder Capitalism Metrics aligned to the SDGs. These metrics create a consistent way of measuring companies' long-term value, across industries. This, in turn, helps direct investment toward high performers and align capital to progress on the SDG and ultimately defines stakeholder capitalism. It also aligns capitalism's innovation, its entrepreneurship and its massive resources to the progress, which won't be made without the private sector.

In September, the IBC — working with the accounting firms Deloitte, EY, KPMG and PwC — released a set of 21 core metrics, and 34 expanded metrics, aligned to the themes of people, planet, prosperity and principles of governance. As of January 2021, Bank of America and nearly 70 other global corporations have agreed to implement reporting on the Stakeholder Capitalism Metrics, and the coalition continues to grow. **Later in this Annual Report you can see our initial set of Stakeholder Capitalism Metrics disclosures.**

At Bank of America, we drive progress on the SDGs through all of our efforts and activities. We do so through our operations, our philanthropy, our human resources practices, our client financing capabilities and the guidance we provide to investor clients. We bring our $2.8 trillion balance sheet, our $55 billion expense base and the trillions of dollars we raise each year for our clients to the task. And, critically, we commit the considerable ingenuity, innovation and passion of our team.

For over a decade, we have focused on driving Responsible Growth so that we can create value for every stakeholder and for society — through every economic environment. Our focus on Responsible Growth positioned us well as we faced the unforeseen challenges of 2020, and positions us well as we look to the future. We remain committed to delivering for our shareholders, our teammates, our clients, our communities *and* to making a positive impact on the world for years to come.

On behalf of my 213,000 teammates, our management team and the Board of Directors, I thank you for your support of Bank of America.

Brian Moynihan
March 1, 2021

A message from outgoing Lead Independent Director Jack Bovender

Dear shareholders:

Thank you for investing in Bank of America. The directors bring independent and diverse perspectives to our task of helping create long-term value for you. We represent a range of expertise, backgrounds and skills, including chief executives and others who have served in senior risk, operations, finance, technology and human resources positions.

This mix of expertise and experience is beneficial throughout the year, including in the fall when the management team presents the company strategy for the board to review and approve. We oversee the execution of the strategy through regular, systematic interaction with company management. In performing our duties, we are mindful of developments in the markets, the economy and geopolitical issues that may impact the execution of the strategy.

Our responsibility is to assess opportunities and risks and determine how well the company is adhering to the tenets of Responsible Growth that drive the company's strategy. CEO Brian Moynihan discusses this in greater detail in his nearby letter and you will see it brought to life in the articles and disclosures throughout this report. The tenets of Responsible Growth include the company's ESG practices. Our Corporate Governance, ESG and Sustainability Committee reviews and reports to the board on the company's activities in these areas. This includes, for instance, the company's recently announced commitment to net-zero greenhouse gas emissions by 2050.

As many of you know, I will be retiring from our board at the time of the annual meeting. Since becoming the Lead Independent Director of Bank of America, I have had the privilege of meeting annually with many of our shareholders. The feedback from these meetings has been invaluable and I have routinely shared it with the board. It has significantly shaped our approach to fulfilling our governance responsibilities. For more detailed information, please review this 2020 Annual Report, our 2021 Proxy Statement and our Human Capital Management Report.

At the annual meeting, Lionel Nowell will assume the role of Lead Independent Director. Lionel is totally committed to his new role and will continue our practice of meeting regularly with our shareholders.

It has been both an honor and pleasure to serve as Lead Independent Director. On behalf of Brian, Lionel and the other directors, thank you for investing in Bank of America.

A message from incoming Lead Independent Director Lionel Nowell

To my fellow shareholders:

I join Brian Moynihan, Jack Bovender and the other directors in thanking you for choosing to invest in Bank of America. I began my service as a Bank of America director in January 2013, and I have appreciated the opportunity to oversee the development and execution of the company's strategy for long-term Responsible Growth. Fifteen of the company's 16 directors are independent and we bring our unique perspectives to each of our board and committee meetings.

Our discussions among ourselves and with the company's management are grounded in facts and data. I am particularly pleased with the level of detail we regularly disclose to our investors, including in the 2020 Human Capital Management Report and other non-financial disclosures we make to give you as clear a picture of our company as we can.

I also value the insights I receive when I speak with shareholders; I intend to maintain a consistent rhythm of engagement in the same fashion as my predecessor, Jack Bovender. I want to thank Jack for his impressive leadership as our Lead Independent Director, and I look forward to assuming those responsibilities after the 2021 annual meeting.

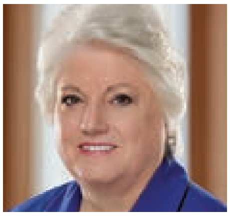
Thank you again for your investment in our company.

Bank of America

Board of Directors


Brian T. Moynihan
Chairman of the Board and
Chief Executive Officer


Sharon L. Allen


Susan S. Bies


Jack O. Bovender, Jr.


Frank P. Bramble, Sr.


Pierre J.P. de Weck


Arnold W. Donald


Linda P. Hudson


Monica C. Lozano


Thomas J. May


Lionel L. Nowell III


Denise L. Ramos


Clayton S. Rose


Michael D. White


Thomas D. Woods


R. David Yost


Maria T. Zuber

We set the tone at the top through oversight by our Board of Directors, who oversee our corporate strategy. In addition, the heads of our eight lines of business as well as key leadership for International and our institutional client base make up our Executive Management Team.

Bank of America

Executive Management Team

Brian T. Moynihan
Chairman of the Board and Chief Executive Officer

Raul A. Anaya
President, Business Banking

Dean C. Athanasia
President, Retail and Preferred & Small Business Banking

Catherine P. Bessant
Chief Operations and Technology Officer

D. Steve Boland
President, Retail

Alastair M. Borthwick
President, Global Commercial Banking

Sheri B. Bronstein
Chief Human Resources Officer

James P. DeMare
President, Global Markets

Paul M. Donofrio
Chief Financial Officer

Anne M. Finucane
Vice Chairman, Bank of America

Geoffrey S. Greener
Chief Risk Officer

Christine P. Katziff
Chief Audit Executive

Kathleen A. Knox
President, Private Bank

Matthew M. Koder
President, Global Corporate & Investment Banking

David G. Leitch
Global General Counsel

Aron D. Levine
President, Preferred and Consumer Banking & Investments

Bernard A. Mensah
President, International

Thomas K. Montag
Chief Operating Officer

Thong M. Nguyen
Vice Chairman, Bank of America

Andrew M. Sieg
President, Merrill Lynch Wealth Management

Andrea B. Smith
Chief Administrative Officer

Bruce R. Thompson
Vice Chairman, Bank of America

Sanaz Zaimi
Head of Global Fixed Income, Currencies and Commodities Sales; CEO of BofA Securities Europe SA, and Country Executive for France

Addressing a global health crisis as one company

We're united in helping our teammates, clients and communities — when and where they need us most.

In 2020, our company rallied as we never have before — across every business and in cities and towns around the world — to respond to the health and humanitarian crisis affecting individuals, families and business owners in the communities where we live and work. Our services are essential to our clients and to the economy. Through our global presence and longstanding focus on addressing critical social issues, we've taken care of our teammates and their families, delivered for our clients when and where they needed it most and supported relief efforts around the world. And, together, we ended 2020 stronger and more committed to the people and causes we care about.

Supporting the health and safety of our teammates

Our teammates' health and safety is always our top priority. Since the coronavirus was first identified, we have taken many broad-ranging steps to protect all of our teammates and to support their families.

- **We seamlessly transitioned about 85% of our employees to work from home**, including any teammate who identified as high-risk. For employees who identify as high-risk, many have been redeployed to roles they can perform remotely.
- **To ensure our employees maintain access to critical medical resources**, we have provided no-cost telehealth resources with 24/7 virtual access to general medicine doctors and mental health specialists, home delivery service of preventative prescription medications with a temporarily waived refill waiting period and no-cost coronavirus testing.
- To help address the personal impacts the environment has had on teammates and their families, we have **expanded our back-up childcare for employees in the U.S.**, including providing nearly three million days of back-up child and adult care and an investment of nearly $300 million in child and adult care reimbursements in 2020 to help offset costs for our teammates. We have continued that support in 2021.
- Additionally, we have provided a variety of **resources to help parents and caregivers as their children return to school** (whether in-person or virtually), including a dedicated back-to-school website with webinars, articles, weekly tips and discounts on computers, devices and school supplies.
- We also have added **new physical and mental health resources**, such as training for stress management, resiliency and mindfulness — and provided additional vacation and personal day flexibility.
- We have expanded our dedicated team of **Life Event Services (LES) specialists** to provide personalized support to teammates impacted by the coronavirus, and we continue to offer 24/7 confidential counseling through our **Employee Assistance Program (EAP)** for teammates and their immediate family members.

Additionally, we have taken specific actions to support the health of our thousands of teammates working in the office — in our financial centers, operations centers and trading floors — and to recognize all our employees are doing in support of our clients, including:

- **Temperature checks, daily health screenings and onsite nurses** at many of our sites. We will continue to expand these measures prior to additional employees returning to the office.
- **Onsite coronavirus testing** introduced for employees working **in our financial centers and administrative buildings** with more than 100 employees working in the office
- **Enhanced deep cleanings** of our facilities, installing thousands of **wellness barriers** and putting **physical distancing markings** in place for our employees and clients
- **Special compensation programs**, including supplemental pay, enhanced overtime pay and other special incentives for employees working in our offices and buildings to serve clients
- **Transportation and meal subsidies**, delivering more than three million meals to employees to-date

These are just some examples of how we have supported our teammates and their families during this critical time. For more information on these and other programs and benefits we provide, read about our response to the coronavirus in our 2020 Human Capital Management Report.

Delivering for our clients

When our clients needed us most, our teammates redoubled efforts to help clients navigate the changes and challenges of 2020 in new and creative ways: transitioning from in-person to virtual interactions, using new technologies and launching client relief efforts.

Employees around the world continued to provide advice, guidance and access to all our capabilities to help clients meet their financial needs. In particular, teammates have been proactively reaching out to clients across all businesses, including by sending millions of emails and placing outbound calls to Consumer & Small Business clients, holding thousands of calls, meetings and broadcasts to actively advise and connect with Merrill Lynch Wealth Management and Private Bank clients, and issuing proactive guidance and market insight from our BofA Global Research and Investment Insights teams through multiple channels, including virtual investor conferences.

Our employees have also delivered critical financial relief for clients through our programs as well as efforts launched by the federal government.

Specifically, we helped 343,000 small business clients receive loans through the Small Business Administration's Paycheck Protection Program — extending more than $25 billion — and processed more than $26 billion of EIP for clients in 2020. We also processed nearly two million payment deferral requests.

343,000

We have **helped 343,000 small business clients receive loans** through the Small Business Administration's PPP.

Investing in our communities

Additionally, to help address the impact of the coronavirus in our communities, we donated important PPE to communities across the U.S., including more than 22 million face coverings, nearly 3 million gloves and more than 17,000 cases of sanitizer through early February 2021.

We pledged $100 million toward medical supplies, food security and other vital support, and an additional $250 million to community development financial institutions (CDFIs) to provide more companies and not-for-profits access to important capital.

And, in recognition of the broad and deep impact the humanitarian crisis is having on communities and people of color, we have made a $1 billion, four-year commitment to accelerate work underway to help advance racial equality and economic opportunity — specifically focused on workforce development, healthcare, housing and small-business assistance.

Donating PPE in our communities

22M+	3M	17,000+
face coverings	**gloves**	cases of **hand sanitizer**

Investing in our communities

$100M	$250M	$1B
toward medical supplies, food security and other vital support	**to CDFIs** to provide more companies and not-for-profits access to important capital	**4-year commitment to accelerate work underway** to help advance racial equality and economic opportunity

Looking ahead to 2021

While we made a tremendous impact in supporting our teammates, clients and communities in 2020, our work isn't finished. The health crisis continues to affect the global economy as well as individuals and communities around the world. Our focus now is what else we can do — and how we can do it better. Throughout 2021 and beyond, we remain resolute in how we meet our clients' changing needs, how we take care of our teammates and how we help our communities move forward in meaningful ways.

Working together to meet clients' changing needs in a challenging year

Q&A with D. Steve Boland, President, Retail and
Aron Levine, President, Preferred and Consumer Banking & Investments

In 2020, Steve and Aron worked together to deliver exceptional service and a full suite of products and platforms to help make our clients' financial lives better.

Q. What did you learn from clients last year, and how did you respond to their changing needs?

Steve: Our clients needed to know that we would stand by them and help provide safe and reliable ways to help them manage their finances any time and any way they choose. We found that the best way to do this — and what our clients are most comfortable with — is through our award-winning digital capabilities. Our high-tech and high-touch approach means that between our full-featured mobile and online platforms and the expert, personal service we offer in our financial centers, we believe we can quickly adapt and respond to clients' evolving needs. In 2020, we used our Client Assistance Program to help clients experiencing hardships related to the impact of the coronavirus and provided financial relief through the Coronavirus Aid, Relief and Economic Security Act and the PPP, as well as by processing EIP.

Q. How is Bank of America meeting the needs of today's mass affluent clients?

Aron: Mass affluent clients have more diverse needs than ever before and are looking for advice and education to help them meet their banking, lending and investing goals. Our Preferred business is designed to provide these clients with streamlined ways to manage their finances and obtain advice and guidance when and wherever they want. We provide extensive rewards and benefits across their entire relationship with us — the more they do with us, the more their benefits grow. Throughout 2020, our high-tech digital capabilities together with our personalized high-touch approach allowed us to deliver a more intuitive and efficient banking experience for our clients across all of our channels, providing the expertise of financial professionals in our financial centers, Merrill offices, digitally and over the phone.

Q. Bank of America launched Balance Assist last year. What is it, and why was it the right thing to do?

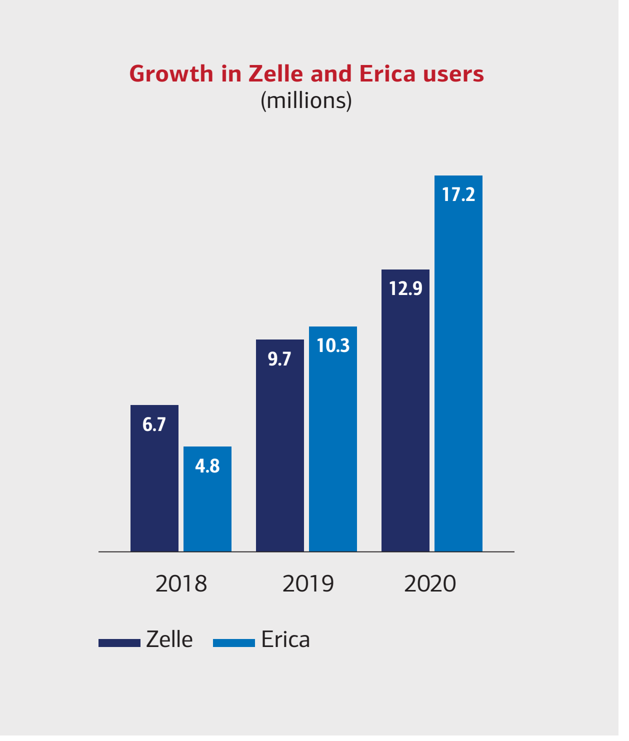
Steve: Balance Assist provides a unique low-cost, digital way for our clients to manage their short-term liquidity needs, borrowing only the amount they need, up to $500. We believe people want the power to achieve financial freedom and stability, and are seeking simple, clear solutions and advice

"We're in an advantageous position to provide the solutions and advice our clients need while helping them build their financial acumen."

to help them along the way. Balance Assist is the latest in a set of transparent, easy-to-use solutions to help our clients budget, save, spend and borrow carefully and confidently. With solutions like SafeBalance Banking®, the Keep the Change® savings program, our secured credit cards and our affordable homeownership options, we're in an advantageous position to provide the solutions and advice our clients need while helping them build their financial acumen.

Q. Clients often begin a financial relationship with Bank of America as young adults then progress to Retail, Preferred and beyond. How is Bank of America equipped to help clients at every stage of life?

Aron: We are committed to meeting the full range of our clients' needs, at every stage of their financial lives. To do so, we strive to develop strong partnerships across our Retail and Preferred businesses, as well as with Merrill and the Private Bank, to serve the needs of our clients along the full wealth spectrum. We introduced Bank of America Life Plan® to help clients set and track progress on their short- and long-term financial goals based on their life priorities and relationship with us. We've also invested heavily in providing quality financial education and developing industry-leading tools and resources, like Better Money Habits® and our new Idea Builder to help ensure clients are banking and investing with their financial goals in mind. Together, we offer a comprehensive relationship, and provide a streamlined way for clients to manage their finances with advice and guidance that grows along with them.



"We are committed to meeting the full range of our clients' needs, at every stage of their financial lives."

Growth of digital banking, lending and investing at Bank of America

In 2020, our clients depended on our digital capabilities more than ever before, with 69% of our Consumer, Small Business and Wealth Management households generating nine billion logins.

To better serve our clients, we invested in new technologies and enhanced our industry-leading digital capabilities, developed and deployed by Head of Digital David Tyrie and his team, in partnership with Chief Information Officer and Head of Consumer, Small Business & Wealth Management Technology Aditya Bhasin and his organization in Global Technology & Operations.

Digital accounted for 42% of consumer sales, and our Consumer & Small Business households were reliant on our core digital capabilities, such as our digital financial assistant Erica®, Zelle® and Mobile Check Deposit, among many others, as well as our virtual (phone, video and chat) channels. The number of Erica users grew 67% over the course of the year, and Erica has helped clients with over 200 million requests since launch in 2018. Notably, Zelle transaction volume grew 71% year-over-year. Our automated channels (mobile, online and ATMs) accounted for 84% of deposits in 2020, up from 78% in 2019.

We deliver a wealth of services through our mobile and online banking, ATM and Erica platforms, and are constantly exploring ways to expand, interconnect and perfect these tools to deliver a more seamless, personalized experience for each client that spans and supports their entire relationship with us.

Delivering for our clients with defining differentiators

Q&A with Matthew Koder
President, Global Corporate & Investment Banking

For our Global Corporate & Investment Banking teammates and operational specialists, close coordination and enhanced communication was key to providing optimal financing and strategic solutions for clients while winning their confidence in 2020.

Q. How did your business stand out in 2020?

Matthew: Despite last year's unprecedented uncertain market environment, we were relentless in helping our clients and distinguishing our business with many leading, innovative solutions. We provided support by advising across the entire capital structure and executing transactions across loans, bonds, convertibles, follow-ons, IPOs, private capital markets, mergers and acquisitions and more. Through it all, we believe the high volume of deals and transactions we completed on behalf of our clients repeatedly showed we had their trust and that our integrated corporate banking, investment banking and capital market services — along with the bank's strong balance sheet, highly developed global platform and innovative solutions — were our defining differentiators.

While 2020 may have physically separated us from our clients, it didn't dampen the opportunity to stay connected, deepen relationships and drive enhanced value. We significantly increased the level of our communications with our clients and expanded our client base by leveraging local coverage teams and cross-business integration opportunities. We believe the more clients do with us, the more value we can offer them from our integrated resources and expertise. In addition, despite the complexities of the environment, we continued to enhance our client-facing platforms at a record pace to drive connectivity and efficiency and deliver smarter, faster and more secure digital experiences for clients.

Q. What were some of your key accomplishments in 2020?

Matthew: When our clients needed a strong financial partner through the crisis, we were committed to be there — approving over $100 billion in credit across approximately 500 requests. In addition, our team's resilience and the seamless strength of our connections positioned us as the industry leader in re-opening the capital markets after the initial market dislocation resulting from the pandemic. By the end of 2020, we helped raise approximately $772 billion of capital in the global capital markets. This leadership and experience further provided us with critical insight into investor receptivity, which allowed us to advise our clients on optimal financing solutions across products, markets and geographies throughout the year.

We believe all of these efforts resonated with our clients and translated into our ability to increase our investment banking fees by 27% in 2020. This resulted in a total of $7.2 billion in fees, which was a record for a full-year and also included three of the strongest quarters in our company's history. In addition, we increased our investment banking industry ranking to #3 and grew our market share by 70 bps — including our highest ever share in equity capital markets and mergers and acquisitions. We see all of these as valuable indicators of our clients' confidence in our people and capabilities.

Q. What impact did your business make on sustainable finance in 2020?

Matthew: Leadership in ESG and sustainable finance are valuable competitive differentiators for Bank of America. We're always looking for innovative solutions for investors to support social and environmental change. The past year was particularly meaningful to us because our bankers and operations teams drove a number of industry-leading achievements.

For example, we were the #1 global underwriter of corporate ESG-related bonds. In addition, we helped launch the world's first sustainability-linked bond and led the first green convertible bond in the U.S. with a designated green use of proceeds. This particular accomplishment represented an important, innovative landmark, as it was the first time sustainable finance tools crossed over into the equity-linked market. We also underwrote nearly $50 billion in coronavirus-related social bonds, helping a broad audience from corporations to national governments finance their pandemic responses.

Strong interest from our clients in these bonds shows that companies can do good *and* do well. There is a growing desire around the globe to support investments that have a positive societal impact. And, we're proud to be at the forefront in delivering these solutions.

Q. Looking to 2021 and beyond, what do you want your clients to know?

Matthew: That we will continue to be there for them. In the long shadow of the health crisis and amidst so many transformational changes, we will continue to be there for our clients as their steadfast and trusted partner. We are committed to leveraging our resources and franchise to deliver for them — and grow with them — as the recovery takes root.

Making significant progress internationally

A message from Bernie Mensah
President, International

Our international presence, which spans approximately 35 countries and territories, is vital to the thousands of corporate and institutional clients that we serve. We strive to provide rapid, on-the-ground access to our expansive platform and capabilities, exceptional market insight and a talented, diverse and dedicated employee base. Never has this been more important than in 2020, a year of significant progress for our company internationally, notwithstanding the challenges of the health crisis.

In Asia Pacific, we generated record revenues participating in the rapid growth of capital markets in the region and connecting investment capital to significant opportunities presented in many of the world's fastest growing large economies. From China to Australia, and India to Japan, we provided critical advice on multiple transactions, helping clients to access primary capital and market liquidity as needed.

In Europe, Africa and the Middle East, despite the backdrop of more challenging economic conditions and political uncertainties, we continued to see our franchise advance with important new client gains in many product areas. In addition, after nearly four years of preparation, we successfully completed our thorough Brexit planning, making the necessary adjustments to ensure we could continue to seamlessly and efficiently service all clients in both the E.U. and the U.K. from our key hubs in Dublin, Paris and London and additional local offices. With Brexit uncertainties behind us, we now look forward to continuing to expand our market share across all our lines of business in the region.

We now are focused on building on our current momentum by continuing to drive Responsible Growth globally and meeting client needs in the year ahead.

Delivering innovative wealth solutions and exceptional client service

Our focus on supporting our clients in Merrill Lynch Wealth Management and Bank of America Private Bank is stronger — and more important — than ever before. To meet clients' diverse needs and maintain the highest level of service as we helped them navigate the changes 2020 presented, our advisors created new ways to deliver innovative solutions and the power of Bank of America's capabilities and technology. As a result, we forged even deeper, more meaningful connections with our existing clients, while adding thousands of new relationships — and improving client satisfaction across the board.

Running a relationship business when people can't come together
As the environment changed, our wealth management businesses quickly transitioned to connecting with clients in new ways, including meeting virtually. Through rapid deployment of Webex video conferencing, 25,000 wealth teammates held approximately 375,000 virtual client meetings — five times more than the year before — engaging clients in wealth, estate and philanthropic planning conversations. Our teams also stayed connected virtually, setting strategy, sharing peer-to-peer learning and insights and recognizing success in new ways.

Expanding digital capabilities to meet clients' needs
Throughout the year, we added a steady stream of digital enhancements to transform how we deliver advice and service. Working closely with our clients, we empowered them to embrace our digital innovations so they could access information, execute transactions and seamlessly collaborate with their advisors.

For example, clients now use Mobile Easy Sign digital signatures for more than 80% of account opening and maintenance tasks. Through the Client Engagement Work Station, advisors can view all critical information regarding clients' accounts which helps deliver a great experience. Another innovation, the Personal Wealth Analysis, is a single tool connecting clients' goals to investment solutions.

The bank's digital leadership also made it easier for us to provide more comprehensive service. With one click, clients can deposit checks, make transfers, pay their mortgage and see their credit card activity. During 2020, 77% of wealth management clients used our online or mobile platforms and opened 107,000 bank accounts.

The importance of advice and guidance in a changing environment
Throughout 2020, our clients and families expressed a greater need for comprehensive and personalized financial advice than at any time in the past. Our Chief Investment Office helped answer the call by providing valuable insights through its rapid-response commentaries, as well as through its industry-leading thought leadership and investment strategies, the latter comprising more than 100 managed investment platforms.

Building wealth management for the future
In 2020, we continued to carry out our vision to be our clients' trusted partners — providing support, helping them meet their needs and achieve their goals by providing helpful advice and service at every stage of their financial lives. We are led by advisor teams with a passion to serve and excel. Our exceptional colleagues are winning more top rankings than any other firm and multiple awards for their customer service and philanthropy expertise. And we are becoming more diverse, better reflecting the families, enterprises, institutions and communities we serve.

We believe Bank of America's wealth management businesses are strongly positioned for the future, ready to answer the next set of challenging questions that comes. We will continue to strive to be an industry leader, and we will judge our performance on our success in helping our clients achieve their goals.

What sets us apart: BofA Global Research

Candace Browning
Head of Global Research

Under the leadership of Candace Browning, BofA Global Research is constantly evolving with a singular focus — to best serve the needs of our clients. The division was named Top Global Research Firm by Institutional Investor magazine from 2011-2016 and in 2019, and the No. 2 firm in 2017, 2018 and 2020. More information about these awards can be found at *https://go.bofa.com/awards.*

A team of more than 675 analysts located in 20 countries provides recommendations on 3,300 stocks and 1,350 corporate bond issuers globally across 24 sectors, as well as forecasts for 56 economies, forecasts for 26 commodities and recommendations on 47 currencies. The goal is to create innovative, collaborative and forward-looking research and deliver it in a variety of ways that suit our clients.

44,000+

Delivered **more than 44,000 research reports**

"Through strategic innovation and collaboration across regions, sectors and disciplines, our mission is to transform information into actionable investment insight," said Browning.

From major world events to deep-dives into sectors and industry-leading research on ESG impacts, the team leverages its knowledge, relationships and cutting-edge technology to uncover insights and trends.

In 2020, during a year of unprecedented market volatility, BofA Global Research demonstrated its commitment to our clients by delivering more than 44,000 research reports and hosting nearly 3,000 conference calls.

Serving our clients and communities through technology

Through our Global Technology & Operations team, we're providing industry-leading capabilities to drive client service and deepen relationships, faster and better.

There is no question that the events of the past year accelerated the use of digital capabilities by our clients across every line of business, with nine billion online and mobile logins in our consumer and wealth management businesses alone. We saw record-setting levels of use of our digital and electronic channels to conduct every element of our clients' business — investing, savings, all the way up to our large institutional customers.

People are interested in virtual connectivity and its ability to augment and, in some cases, replace physical connectivity. Add in the fact that we had no choice but to connect virtually, and our digital capabilities really worked to our advantage. 2020 has shown us that digital adoption will continue to grow.

Our clients' rapid adoption of digital capabilities was made possible by work we began a decade ago. Back then, we started to simplify and modernize our technology and infrastructure, an intensive transformation that would support our businesses, help reduce risk and improve our competitive cost position. Through that work, we removed $2 billion annually from our operating expenses while replacing core platforms to create modern operations.

"Merrill benefits tremendously from the technology investments made by Bank of America over the past several years," said Andy Sieg, president of Merrill Lynch Wealth Management. "Our best-in-industry digital capabilities continue to set Merrill apart from the competition, enabling clients to work with us when they want, how they want, while providing the seamless experience they demand."

Shared platforms and a common infrastructure across the enterprise brought together company data and emerging technology to improve service, drive speed to market and increase data accuracy, while decreasing risk and improving cost to serve our clients. Our modern infrastructure and simplified operations underscore the importance of smart investments. We continue to invest approximately $3 billion annually in technology growth — especially in digital, mobile and online platforms.

Further driving the digital transformation is our culture of innovation. Last year, the bank ranked 108th on the Intellectual Property Owners Association's list of the top 300 U.S. organizations receiving patents, our highest ranking ever. That ranking reflects our company's record-high 443 patents for innovations related to money transfers, bill payments, ATM transactions, check verification using augmented reality and authentication technology. The bank's patent portfolio consists of more than 4,600 patents and applications, resulting from the work of more than 5,700 inventors from 12 countries.

"Innovating is essential to making life easier for our clients," said Cathy Bessant, chief operations and technology officer. "We do not have an innovation lab or an innovation team, because it's everyone's job. These numbers demonstrate our unmatched commitment to making sure innovation is part of our DNA."

During the world health crisis this past year, we realized the importance of connectivity, bandwidth and technical tools. We are using technology to bridge divides by helping to make sure connectivity is universal and equally available to all. We believe equity of access and service will drive economic mobility and equality going forward, and Bank of America will strive to be at the forefront of that change.

Market Presidents deliver our global company to each client, employee and community

Hong Ogle
President, Bank of America Houston

In cities and towns across the U.S., Bank of America's more than 90 market presidents and their teams lead the local work of the company to serve clients, support teammates and strengthen communities. In 2020, the efforts of our market presidents were more critical than ever, particularly in cities like Houston, Texas, that faced challenges on multiple fronts.

"2020 will be a year to remember," said Hong Ogle, president of Bank of America Houston, who also leads the Central South Division for the Private Bank region, overseeing offices in Texas, Kansas, Oklahoma, Arkansas and the surrounding states. "In addition to the health crisis, oil and gas price volatility added extra stress on Houston, the energy capital of the world. And, being the hometown to George Floyd pushed our city to the front lines of the racial justice movement."

Through it all, Hong says, the team remained undeterred, rising to the challenge to support teammates, serve clients and help the Houston community. Hong is especially complimentary of the financial center teammates who expertly cared for clients who needed our support and services throughout the health crisis and of commercial banking client managers, financial advisors and personal bankers who rallied to help their clients manage through changing conditions.

Integrating our full capabilities for the benefit of each client is among the chief responsibilities of our market presidents, who help to ensure all lines of business are working together seamlessly.

For example, last year, Houston teammates in Business Banking and the Private Bank came together to help a 20-year, Houston-based client sell their company to another client in Ohio. The Houston-based client manager connected the Texas client to a local Private Bank advisor, ultimately helping them entrust the proceeds of the sale, along with other assets, to the Private Bank. This interaction highlights the value and importance of integration across our businesses in markets across the country.

Integrating our capabilities and expertise influences how market presidents and their teams address challenges facing their communities. After our four-year, $1 billion commitment to drive racial equality and economic opportunity was announced, the Houston team went to work, partnering with local elected officials and community leaders to help ensure the collective resources were spent wisely.

Hong also feels a personal connection to the commitment the company has made to driving equality and helps further these efforts locally in the Houston community. She came to the U.S. from China when she was 24, and is a leader in several company diversity groups as well as the city's Greater Houston Partnership Racial Equity Committee. "I feel a strong responsibility to help make sure dollars are spent where it makes a difference," she said. "It's not just about giving money — it's helping people and communities. And it's helping not just those individuals who benefit directly from these programs; it's also helping their families and future generations."

This focus on clients and community led Bank of America to be named Large Corporation of the Year by the Association of Fundraising Professionals Greater Houston and Hong to be recognized as a Houston Business Journal Most Admired CEO in 2019, accolades that reflect the team's work carrying forward the bank's mission while making an impact locally.

Being a great place for our teammates to work

A message from Sheri Bronstein
Chief Human Resources Officer

We know 2020 will be remembered for many reasons, including the global health crisis and the social and racial inequalities that were exacerbated by it. At Bank of America, it was a year that strengthened our resolve to identify additional opportunities to support our teammates and address societal issues. Together, we continued driving progress, and we have much to be hopeful for as we look ahead. And importantly, in 2020 we were reminded how critical it is that we take care of ourselves, our families, our clients, our communities and each other.

As a company, we have a long history of supporting our teammates and their families by investing in their physical, emotional and financial well-being. In response to the global health crisis, we took significant steps to provide enhanced resources and benefits to help our teammates stay healthy and balance the competing priorities of work and home. Those benefits include access to virtual medical and behavioral consultations, robust emotional wellness training through our partnership with Thrive Global and child and adult care resources designed to help our teammates ensure their loved ones were cared for. You can read more about our support for teammates on page 15.

We also felt the urgency to address the ongoing impacts of racial inequality in the communities where we live and work. While diversity and inclusion is and has been core to our values as a company for multiple decades, it was a year in which we needed to bring together our efforts with our teammates and marry those with the work we do with our communities and clients. Our courageous conversations series served as a foundation for dialogue amongst our leaders, our teammates, visiting speakers and authors, and gave a platform for our $25 million charitable donation to the Smithsonian so they could facilitate conversations on race across our country through the eyes of one of our most important educational museums and institutions. Our longstanding efforts to drive economic opportunity and upward mobility provided the foundation for us to quickly accelerate efforts we had underway to create greater opportunities for people and communities of color. While we have much more to do, I am proud of the initiatives we're advancing in connection to our $1 billion, four-year initiative focused on addressing systemic gaps in education, healthcare, workforce development, housing and other important areas. You can learn more about these efforts on page 33.

I also encourage you to read about our efforts to support the health and safety of our teammates as well as the work we're doing to advance racial equality and economic opportunity in our 2020 Human Capital Management Report. We initially launched this report in 2019 as a means to provide transparency into our employee practices, our workforce diversity metrics and all that we do for our teammates to be a great place to work. It was the first-of-its-kind in the industry and has been met with overwhelmingly positive responses from our shareholders, our teammates and our clients.

Our deep appreciation for our teammates, their dedication to living our purpose and their support for each other remained at the core of every decision we made in 2020. And from last year, we learned incredible lessons: thanks to our teammates, our ability to remain resilient and the importance of our decade-long commitment to Responsible Growth, we were able to serve our clients and communities when they needed us most. As we begin a new year, our focus on supporting our teammates, their families and the clients and communities we serve will continue to guide everything we do.

200,000+

We support our **more than 200,000 global teammates** and their families through comprehensive benefits, programs and resources.

2020 Human Capital Management Report

In November, we released our 2020 Human Capital Management Report, which continues our efforts to provide clarity and transparency around all we do to be a great place to work and to support our more than 200,000 teammates and their families. Building on our inaugural Human Capital Management Report from 2019, our 2020 report shares the many programs and resources, as well as supporting data, in our primary focus areas: being a diverse and inclusive workplace; attracting and retaining exceptional talent; providing holistic benefits supporting our teammates' physical, emotional and financial wellness; and recognizing and rewarding performance.

New in this year's report is information on the many unprecedented steps we have taken during the ongoing health crisis and to advance work underway to drive racial equality and economic opportunity. In addition, we continue to share metrics on diverse representation across our company, a practice we have had in place for many years. We will continue to report on these items and the progress we're making as part of our ongoing focus on driving Responsible Growth and making this the best place for our teammates to work.

Driving meaningful change when the world needs it most

Our ongoing work to foster a diverse and inclusive environment took on greater meaning for our more than 200,000 global teammates during a year that brought issues of racial inequality and social injustice to the forefront. The global health crisis has exposed longstanding disparities in our society and inspired one of the greatest social justice movements in modern history.

These realities strengthened our resolve and inspired our work to right the injustices we've witnessed. We have a greater clarity of purpose for where we want to go as a company and in the communities where we live and work — as well as the work we need to do to get there.

This starts with being a great place for our teammates to work, which is foundational to continuing to drive Responsible Growth. We know we must reflect the diversity of the clients and communities we serve and continue to take meaningful steps to ensure diverse representation at all levels of our company. Attracting diverse talent is a priority, and we achieve this through a variety of recruiting efforts, including through internships and campus programs, targeted partnerships with diverse organizations, support for military and veterans, and hiring and reskilling individuals from low-and-moderate income (LMI) communities. "We know that just because you have diversity in representation does not mean you have inclusion. That's why we continue to work to ensure we have a culture where our teammates feel comfortable bringing who they are to work each day and why we offer equal access to opportunity at all levels of our company," says our Chief Diversity & Inclusion and Talent Acquisition Officer Cynthia Bowman.

We also look to address societal priorities that impact communities around the world. In 2020, building on longstanding work underway, we made a $1 billion, four-year commitment to help drive racial equality and economic opportunity for people and communities of color with a focus on healthcare, jobs, small businesses and housing. We've also continued to deploy capital to businesses and communities in need of economic revitalization through CDFIs and issuing social bonds.

Another way we actively promote these principles is by engaging each other through courageous conversations — sharing perspectives on our differences and establishing connections to create greater empathy and understanding. Last year, we held courageous conversations, reaching more than 165,000 employees with civil rights, social justice and inclusion leaders focused on racial, social and economic injustices.

As we look to the work and road ahead, investing in our teammates, our clients and communities will always be core to who we are and how we drive Responsible Growth. By first looking inward and holding ourselves accountable to increasing diversity across our teams, we will continue taking steps forward to help drive inclusion and meaningful progress in the communities we serve.

Supporting emotional wellness and mental health

Supporting our teammates' emotional wellness and mental health has always been a critical focus for us. In 2020, people's daily lives and routines were impacted in many ways, bringing the conversation of emotional wellness and mental health to the forefront. Given the new stressors and demands our teammates faced over the year, it was important employees understood the range of resources available to support their emotional wellness and mental health. We enhanced our ongoing offerings to include innovative, industry-leading and flexible programs and resources to help our teammates and their families.

In 2020, we provided no-cost consultations with Teladoc's® behavioral health specialists for employees on a national U.S. bank medical plan. We also expanded training and education to help teammates build key skills to enhance their well-being. Additionally, through our partnership with Thrive Global, a corporate and consumer well-being firm, we launched emotional wellness and resiliency training for employees. These virtual courses address stress management as well as ways to build resiliency and avoid burnout. Our mindfulness daily practice sessions and introductory courses hosted by internal specialists help teammates create and maintain peace of mind. In addition, ongoing mental health tips from experts, mindfulness apps and open conversations about mental health helped teammates prioritize their own wellness.

Our ongoing work to care for our teammates' emotional wellness and mental health includes confidential counseling and unlimited telephone consultations, available 24/7, through our Employee Assistance Programs for both teammates and members of their household. And, for support for major life events, our internal, highly specialized Life Event Services team connects employees to resources, benefits and counseling.

"The last year taught us that prioritizing our emotional wellness and mental health was incredibly important. It was critical to ensure that our employees knew they, and their loved ones, were supported. As we move into 2021, our focus will stay the same — offering benefits, programs and resources to meet their diverse needs."

— **Chris Fabro,** Global Head of Compensation, Benefits and Executive Development

Continuing to be a workplace where all teammates can grow and thrive

In a year unlike any before, the diversity and broad perspectives of our teammates enabled us to make a positive impact for our clients and communities. We continue to invest heavily in our people — bringing diverse talent to our company, supporting their well-being and giving opportunities to grow and develop. Meet four exceptional women who bring their diversity of thought and experiences to life across our company.

Helping teammates care for their families

Jessica Cullen
Global Banking & Markets
Global Commercial Banking Relationship Manager

Jessica Cullen, a relationship manager in Global Commercial Banking, and her husband started working from home in early 2020 due to the health crisis, while also caring for their two young daughters. With daycare centers closed, Jessica needed care for her children while working from home, so she looked into Bank of America's expanded childcare benefits after hearing about them from her manager. Eligible teammates can take advantage of the bank's expanded back-up care benefits, which include reimbursement of up to $100 a day when securing their own care provider. "It was super easy to sign up for the childcare benefit, and the reimbursement process is quick," explains Jessica. She took advantage of the opportunity to hire someone from her personal network, and was thrilled to be able to help one of the teachers at her daughters' daycare center who had lost income due to the coronavirus-related closures. "It's good for her and good for us," Jessica said. "The best part is my entire management team has been extremely supportive. The resources and empathy toward working parents make me really proud to work for Bank of America."

Hiring the next generation of leaders

Reena Shukla
Global Technology & Operations
EMEA Operations Executive

London-based Reena Shukla believes exceptional talent can be found at all levels. After completing Merrill's graduate recruitment program, she has grown her career and is now a managing director, leading the EMEA Client Services team for Global Markets. Reena is passionate about recruiting others early in their careers whose contributions can challenge the status quo and inspire new ways of thinking to strengthen our teams and client relationships — something she can relate to given her own experience with the bank's recruiting efforts. Reena is focused on hiring teammates who demonstrate a natural curiosity to learn and challenge themselves. "Recruiting fresh talent pushes boundaries within our teams and enables new ideas for the ways we serve our clients," explains Reena. Through Bank of America's Africa recruitment initiative and the U.K. government apprenticeship program, Reena has built a balanced team with both experienced and new talent, with each providing significant contributions for future success. "Hiring talent early in their careers helps develop our future leaders, something that I have experienced firsthand at our company."

Leading the way to a more inclusive environment

Adrienne Hughes
Merrill
Client Experience Executive

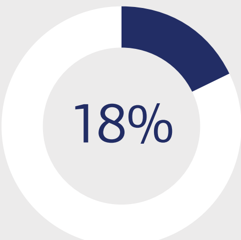
As Merrill's client experience executive, Adrienne Hughes recognizes the power of strong, authentic connections. She is personally committed to creating an inclusive culture that values, encourages and leverages the strength of our diversity. "Inclusion comes from celebrating our uniqueness and creating an environment where people are valued and encouraged to bring who they are to the workplace — creatively collaborating to strengthen our business," says Adrienne. Involved in several Bank of America Employee Networks, which help teammates be heard, develop leadership skills, build ties with peers and local communities and advance diversity recruitment, Adrienne has embraced her advocacy for inclusion in the workplace by using her voice and encouraging others to do the same. She has taken advantage of Bank of America's passion for open and honest discussions and hosted several courageous conversations around race, equality and economic opportunity in the Chicago market. As a member of our Women's Leadership Council and the Multicultural Women Ready to Lead Initiative, Adrienne also continues to be a leader for women's equality in the workplace. "I am proud to work for a company that invests in creating a culture where every individual is valued. I'm inspired to lead by example and drive that commitment forward."

Helping teammates grow and develop fulfilling careers

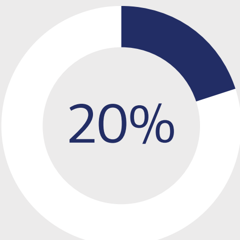
Evelyn Castillo
Consumer & Small Business
Consumer Banking Region Executive

After joining Bank of America in 2009, Evelyn Castillo, a Consumer Banking region executive, never imagined she would still be working at the same company nearly a decade later. Motivated by support from mentors as well as the many development opportunities she's discovered, Evelyn has grown her career at Bank of America in a way that takes advantage of her strengths and builds new skills. "I have been blessed to have great leaders and mentors who invested in me and my abilities. I see the impact this has had on my career, and I want to give that same opportunity to others," says Evelyn. Inspired by her experiences at the bank, she has made it her mission to mentor her teammates and develop their leadership skills. By taking advantage of the bank's many career development resources, Evelyn has been able to help develop and promote the next generation of leaders. Additionally, as a market president lead for Consumer & Small Business and member of the Hispanic/Latino Organization for Leadership and Advancement Employee Network, Evelyn is able to interact with diverse employees and connect them to areas of interest. "Making connections enables career mobility, which helps retain our talent. I'm proof you can have a lifelong career at Bank of America."

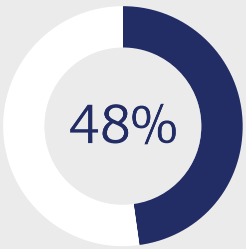
Representation of people of color across our company



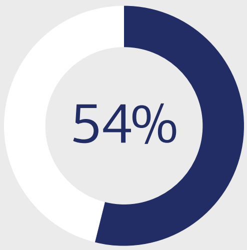
of our **management team** are people of color



of our **management levels 1–3** are people of color



of our **U.S. workforce** are people of color



of our **full-time campus hires** are people of color

Being a great place to work — 2020 highlights

A critical component of how we drive Responsible Growth is making Bank of America a great place to work. See how we fulfill that commitment to our employees.

Hired 10K+ military veterans

We surpassed our goal of hiring over 10,000 military veterans, achieving our five-year commitment, with plans to maintain hiring momentum for the future.

Supporting career development

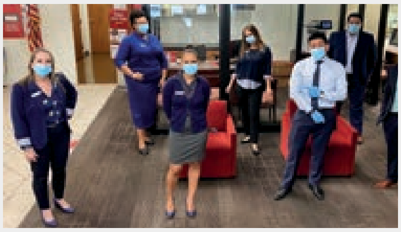
We provide an extensive portfolio of learning and leadership development opportunities to our more than 200,000 employees, including foundational and skills-based training and an enterprise-wide focus on manager development.

Hiring 10K+ from LMI communities

We hired more than 10,000 employees from LMI communities since 2018 — ahead of our commitment to do so by 2023.

Up to $7,500 in tuition reimbursement

Through our tuition reimbursement program, we provide up to $7,500 (up to $5,250 tax-free) annually for eligible undergraduate or graduate courses.

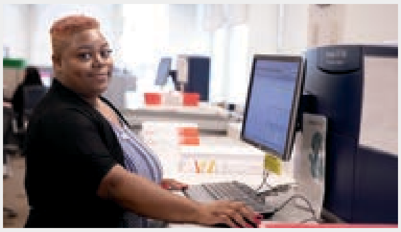


$20 minimum hourly rate

In the first quarter of 2020, we raised our minimum hourly rate of pay for U.S. employees to $20, one year earlier than planned.

Medical premiums for employees

Since 2012, there has been no increase in medical premiums for employees earning less than $50,000.



Sharing our success

For the fourth time since 2017, we recognized teammates with a special award in cash or restricted stock. In the first quarter of 2021, approximately 97% of teammates received a Delivering Together award, in addition to any regular annual incentives.

Equal pay for equal work

For teammates in comparable positions, compensation received by women, on average, was greater than 99% of that received by men; and compensation received by people of color was, on average, greater than 99% of that received by teammates who are not people of color.

$500 wellness credit

We provide a $500 credit toward medical plan premiums following completion of a wellness screening and questionnaire (or $1,000 if a covered spouse or partner also completes).

Employee Relief Fund

Employees can receive up to $2,500 in financial assistance through our Employee Relief Fund for a qualified disaster and up to $5,000 for an emergency hardship.

Investing $1 billion over four years to advance racial equality and economic opportunity

In 2020, we saw intensified passion to address the obstacles to true racial equality in the U.S. In response, we accelerated work already underway to announce a $1 billion, four-year initiative to help advance racial equality and economic opportunity with a focus on four areas:

- **Jobs and reskilling** the workforce
- Supporting minority **small business** owners
- Making **home ownership and rental housing** more affordable
- Addressing inequities in **health services**

This work is being led by Vice Chairman Anne Finucane and developed by a cross-functional team led by Global Head of ESG Andrew Plepler with the expertise and perspective of the company's Black and Hispanic Leadership councils, our local market teams and other business leaders. It recognizes that issues of racial equality and economic opportunity are deeply connected, and that understanding the past is critical to charting a path forward. Our objective is to address systemic barriers where they exist and help drive more opportunity and sustained progress.

Already, we've allocated more than $300 million (or one-third) across 91 markets and globally, including:

Investments in **61 private equity funds** across the U.S.

$150 million in funds focused on minority entrepreneurs and predominantly led by diverse fund managers

Partnerships with **more than 20 higher education institutions** and major employers

Jobs initiatives with community colleges, historically Black colleges and universities and Hispanic-serving institutions to connect students to career success

Launched Smithsonian's "Race, Community and Our Shared Future"

Program to deliver thought leadership on civil rights, social justice and economic mobility to communities across the country

Expanding opportunities for **50,000 women**

Bank of America Institute for Women's Entrepreneurship at Cornell, with a focus on women of color

Capital investments in **14 MDIs and CDFI banks**

Toward lending, housing, neighborhood revitalization and other banking services

Partnerships with CVS Health and local nonprofits

Flu vaccine vouchers in under-resourced communities and donations of PPE to community partners across the country

"We must not let the current intense demand for action die down. And we will not. Our management team, our market presidents and market executives, leaders of our company at every level, all of us can and will do more." —**CEO Brian Moynihan**

Addressing the world's challenges through sustainable finance

A conversation with Anne Finucane, Vice Chairman and Karen Fang, Global Head of Sustainable Finance

At Bank of America, sustainability is embedded in our operating model. This extends to how we support our clients through core lending and investments; equity and debt capital markets activities; the advisory services we offer; how we manage our supply chain and how we conduct our own operations. In 2020, after meeting our goal to be carbon-neutral a year early, we finalized our commitment to achieve net-zero greenhouse gas (GHG) emissions before 2050 across all scopes of emissions including those from our operations, financing activities and supply chain.

Central to our purpose as a financial services company, we will need to assist our clients in their own carbon reduction journey. To accelerate our sustainable finance work and help create a consistent perspective across all of our capabilities and product offerings, in January 2020, we established the Sustainable Markets Committee, which I co-chair along with Chief Operating Officer Tom Montag. To lead this effort, we named Karen Fang as the Global Head of Sustainable Finance. Karen and I sat down recently to talk about our progress, the business, and our goals for 2021.

Anne: Karen, we have developed a leadership position in clean energy finance, and we will discuss that later. This year, though, we saw particular interest in other aspects of sustainable finance, against a backdrop of economic and social challenges during the global health crisis. We mobilized and deployed approximately $100 billion of sustainable finance capital aligned with the United Nations (U.N.) SDGs in 2020, a significant increase from 2019 despite the global challenges, with approximately $55 billion allocated to climate finance. In addition, approximately $45 billion was allocated to Inclusive Development. This includes our significant lending and investing in affordable housing, healthcare, education and other social infrastructure as a part of our support for local communities across the U.S. Also included are the deposits and equity capital we provided to CDFIs and MDIs, and equity and fund investments into minority-owned businesses as a part of our $1 billion racial equality and economic opportunity initiative. And the global health crisis and associated challenges did offer the opportunity for some unique offerings by our company. Can you discuss that a little bit?

Karen: Yes, we are particularly proud of two innovative transactions we completed in 2020 for Bank of America that demonstrate the creativity and strength of collaboration across many of our lines of business in an effort to deliver for our clients. In May 2020, we issued a $1 billion corporate social bond focused on the coronavirus response, the first such

> "The Sustainable Markets Committee gathers our capabilities across every line of business and puts them to work for our clients who are innovating and investing in the low carbon, sustainable economy."
>
> — **Tom Montag**, Chief Operating Officer

offering by a U.S. bank. This bond was designed to provide targeted lending to healthcare institutions that are on the front lines of combatting the health crisis, and it paved the way for Bank of America to underwrite and distribute more than $50 billion of social bonds for numerous governments, agencies and public companies. This speaks to our ability to scale capital deployment for important societal needs.

In September 2020, we issued a $2 billion equality progress sustainability bond to advance racial equality, economic opportunity and environmental sustainability. The social side of the proceeds were exclusively allocated to make new and impactful investments and lending in affordable housing, healthcare, and small businesses in Black and Hispanic-Latino communities. This first-of-its-kind transaction again inspired other issuers to follow similar approaches, scaling capital for wealth creation and socioeconomic empowerment of these communities.

Some highlights on the environmental transition side include underwriting and distributing green and sustainability bonds, completing some of the largest asset finance transactions for renewable energy generation and providing financing and leasing solutions for energy efficiency projects and electric vehicles (EVs).

Bank of America's commitment to sustainable finance runs deeper than just doing transactions. Thanks to the commitment and leadership from you, our whole Management Team and all of our teammates, we are at the forefront of climate change thought leadership. We are key members of various global alliances focused on sustainable development, such as the U.N. Global Investors for Sustainable Development, the World Economic Forum Net-Zero Transition Finance Committee, His Royal Highness the Prince of Wales' Sustainable Markets Initiative, the Rocky Mountain Institute Center for Climate Aligned Finance and the 1t.org U.S. Steering Council, among others.

Anne: Let's talk a little more about "traditional" sustainable finance, if I can use that term since we've been at it now for so many years. We reached carbon neutrality in our own footprint and are on a path toward net-zero before 2050. We have reduced our energy use by 40% and our location-based GHG emissions by 50%, sourced renewable energy to power our facilities, and purchased and retired carbon offsets for those final amounts of unavoidable emissions. In keeping with our focus on the environment, we even erected the first platinum Leadership in Energy and Environmental Design (LEED) skyscraper and continue to make progress in our own real estate footprint. So our own track record means we are well positioned to (i) have a comprehensive discussion with our clients about carbon neutrality and net-zero as a business imperative; (ii) encourage clients to establish a concrete and credible glide path plan to reduce their own carbon footprints; and (iii) offer clients advisory services and financial tools to support their decarbonization efforts toward net-zero.

Karen: Exactly. In 2020, we developed the "4 R's" approach to decarbonization for our corporate clients: Reduce, Renew, Retire, and Realign. We financed energy efficiency projects that helped clients reduce their energy usage; we helped shift clients' electricity footprints from fossil fuels to renewable energy by providing debt financing, tax equity and leasing capital for wind and solar power generation; we mobilized capital for more EV production and leasing; and we financed LEED-certified construction of office facilities and manufacturing sites. We are also helping develop a more robust, voluntary carbon-offset market.

Anne: Whether it is Environmental Transition or Inclusive Development, our business focus has been to expand current activities and innovate to help advance emerging technologies. New domains and possibilities seem to be emerging at an ever faster pace. In the area of Environmental Transition, we are looking at solutions for the next frontier beyond wind, solar, and EVs including (i) clean hydrogen, fuel cells, sustainable aviation fuels and waste-to-energy; (ii) EV charging and battery infrastructure; (iii) nature and engineered solutions for carbon capture and offsets; and (iv) sustainable agriculture and better water infrastructure. Let's talk about what we're focused on in the Inclusive Development side of things.

Karen: We'll continue to help advance racial and gender equality, support healthcare as we focus on continued coronavirus response and vaccine delivery, and investing in job training and reskilling. Certain projects that we are pursuing include working with developers to create affordable housing projects that incorporate more environmental and social sustainability features and materials. Also, we are expanding our supply chain financing and banking services to more minority-owned and operated businesses.

2020 ESG highlights*

Our strong focus on environmental, social and governance (ESG) is key to how we drive Responsible Growth. We're addressing society's greatest challenges through our investments, philanthropy and responsible business operations. This helps us to serve clients, deliver returns for our shareholders and contribute to a more sustainable future.

Sustainable finance

We mobilized and deployed approximately $100 billion in capital to support the environmental transition to a low-carbon economy, as well as inclusive development focusing on affordable housing, healthcare, education and racial/gender equality.

Environmental business commitment

Our Environmental Business Initiative will direct at least $445 billion to low-carbon, sustainable business activities by 2030. Since 2007 when it was launched, we have mobilized more than $200 billion to these efforts across the globe.

Tax equity for renewables

We have been the top tax equity investor in the U.S. since 2015. Our Tax Equity renewable energy portfolio at the end of 2020 was approximately $10.1 billion. Our investments have contributed to the development of approximately 17% (33GW) of total installed renewable wind and solar energy capacity in the U.S.

Blended Finance Catalyst Pool

Our Blended Finance Catalyst Pool will provide $60 million from Bank of America to leverage additional private capital to help address the U.N. SDGs. We finalized commitments totaling $15 million in four different blended finance vehicles that will help mobilize more than $500 million in total investor funds.

Affordable homeownership

Having surpassed our initial commitment, we tripled our Bank of America Community Homeownership Commitment® to $15 billion through 2025, aiming to help more than 60,000 LMI individuals and families purchase a home. Since 2019, the initiative has helped nearly 21,000 individuals and families purchase a home and over $180 million in down payment and closing cost grants.

Community Development Banking

We provided a record $5.87 billion in loans, tax credit equity investments and other real estate development solutions through $3.62 billion in debt commitments and $2.25 billion in investments to help build strong, sustainable communities by financing affordable housing and economic development across the country. Between 2005 and 2020, we financed more than 215,000 affordable housing units.

Community development financial institutions (CDFI) lending

We originated over $394 million in loans and investments as part of our more than $1.8 billion portfolio in 256 CDFIs to finance affordable housing, economic development projects, small businesses, healthcare centers, charter schools, and other community facilities and services.

Small business lending

We provide dedicated support to meet the needs of our 13 million small business owners and are a top lender in the SBA's 504 and 7(a) programs, according to the FDIC. More than half (54%) of all small business loans booked in 2020 were made to LMI borrowers.

Sustainable client balances

We have $36.8 billion in assets in our wealth management business with a clearly defined ESG investment approach.

Green, social and sustainability bonds

We issued a $1 billion corporate social bond to support those on the front lines of the health crisis; and a first-of-its kind $2 billion equality progress sustainability bond to help advance racial equality, economic opportunity and environmental sustainability. Since 2013, Bank of America has issued $9.85 billion in eight corporate Green, Social and Sustainability Bonds. We have also been a leader in ESG-themed bond underwriting globally since 2007, having underwritten more than $75 billion on behalf of more than 225 clients, supported more than 400 deals and provided critical funding to environmental and social projects.

*Data and metrics are as of year-end 2020 unless otherwise noted.

Net-zero commitment

We are carbon neutral and purchase 100% renewable electricity. We have committed to achieving net-zero greenhouse gas emissions in our financing activities, operations and supply chain before 2050.

Climate risk and ESG disclosure

We disclose our risk and governance practices under several frameworks. On page 40, we have reported under new ESG Stakeholder Capitalism Metrics developed by the World Economic Forum's International Business Council. We issued our first report under the recommendations of the TCFD, and our first SASB report. This is in addition to publicly disclosed information about how we manage climate risk in the Management Discussion & Analysis section of our Annual Report on Form 10-K and reporting through the GRI and CDP (formerly known as Carbon Disclosure Project) global disclosure system. We also disclose our ESG strategy, policies and practices in our Environmental and Social Risk Policy Framework and Human Capital Management Report.

Arts and culture

We remain steadfast in our support of arts and culture, providing more than $50 million in support to arts and culture nonprofits around the world last year. We fulfilled all commitments in 2020, whether or not partners were open and/or their programming had been digitized, postponed or canceled.

Women's economic empowerment

We expanded opportunities for 50,000 women entrepreneurs, with a focus on women of color, to participate in the Bank of America Institute for Women's Entrepreneurship at Cornell, the only online Ivy League certificate program for women business owners in the world. More than 20,000 women are currently enrolled, representing over 85 countries, including the U.S..

Philanthropic giving

We increased our philanthropy to more than $350 million, including $100 million to support communities impacted by the health and humanitarian crisis and $250 million to drive economic mobility and social progress in the communities we serve. We continue to advance economic mobility and nonprofit leadership through our Neighborhood Builders and Neighborhood Champions programs, investing $256 million to support more than 1,000 nonprofits and 2,000 nonprofit executives since 2004. Last year, through local partnerships and our own Student Leaders program, we connected more than 4,000 young people to early employment.

Employee giving and volunteering

In response to the health and humanitarian crisis and the need to advance racial equality, we lowered our matching gift minimum to $1 and doubled our match for donations to 17 organizations focused on racial equality and economic opportunity. Last year, despite shifting to a virtual environment, our employees volunteered over 1.1 million hours and directed $65 million to communities through individual giving and the bank's matching gifts program.

Pathways

Since 2018, Bank of America's Pathways program has fueled our enterprise-wide talent pipeline, hiring more than 10,000 employees from LMI neighborhoods — well ahead of our commitment to do so by 2023. We do this through partnerships with community colleges and long-time partners such as Year Up, UnidosUS and the National Urban League.

Better Money Habits®

Through our Better Money Habits platform, we continue to connect people to relevant advice, tools and guidance that empowers them to take control of their finances. Content on the Better Money Habits website was accessed for free over 6 million times, and consumers clicked through to make an appointment more than 23,000 times. Mejores Habitos Financieros, our Spanish site, was accessed more than 1 million times. To further extend these resources in LMI communities, more than 4,300 employee volunteers serve as Better Money Habits Volunteer Champions, delivering financial know-how in partnership with local nonprofits across the U.S.

Bank of America Corporation — Financial highlights

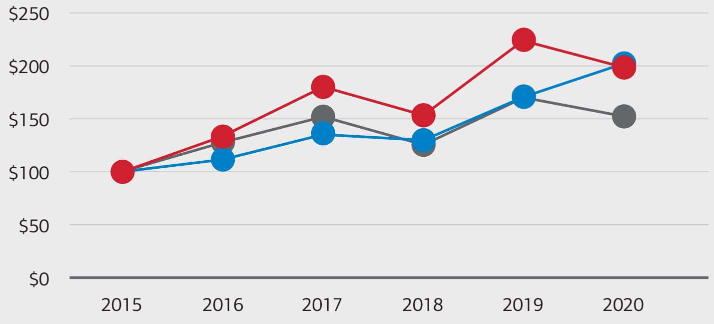
Bank of America Corporation (NYSE: BAC) is headquartered in Charlotte, North Carolina. As of December 31, 2020, we operated across the United States, its territories and more than 35 countries. Through our banking and various nonbank subsidiaries throughout the United States and in international markets, we provide a diversified range of banking and nonbank financial services and products through four business segments: Consumer Banking, Global Wealth and Investment Management, Global Banking and Global Markets.

Financial highlights ($ in millions, except per share information)

For the year	2020	2019	2018
Revenue, net of interest expense	**$ 85,528**	$ 91,244	$ 91,020
Net income	**17,894**	27,430	28,147
Earnings per common share	**1.88**	2.77	2.64
Diluted earnings per common share	**1.87**	2.75	2.61
Dividends paid per common share	**0.72**	0.66	0.54
Return on average assets	**0.67%**	1.14%	1.21%
Return on average common equity	**6.76%**	10.62%	11.04%
Return on average tangible common shareholders' equity[1]	**9.48**	14.86	15.55
Efficiency ratio	**64.55**	60.17	58.40
Average diluted common shares issued and outstanding	**8,797**	9,443	10,237

At year-end	2020	2019	2018
Total loans and leases	**$ 927,861**	$ 983,426	$ 946,895
Total assets	**2,819,627**	2,434,079	2,354,507
Total deposits	**1,795,480**	1,434,803	1,381,476
Total shareholders' equity	**272,924**	264,810	265,325
Book value per common share	**28.72**	27.32	25.13
Tangible book value per common share[1]	**20.60**	19.41	17.91
Market capitalization	**262,206**	311,209	238,251
Market price per common share	**30.31**	35.22	24.64
Common shares issued and outstanding	**8,651**	8,836	9,669
Tangible common equity ratio[1]	**6.5**	7.3	7.6

Total Cumulative Shareholder Return[2]

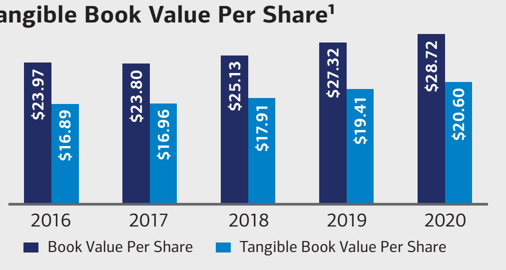


December 31	2015	2016	2017	2018	2019	2020
Bank of America Corporation	$100	$133	$181	$154	$225	**$199**
S&P 500	100	112	136	130	171	**203**
KBW Bank Sector Index	100	129	152	125	171	**153**

BAC Five-Year Stock Performance

	2016	2017	2018	2019	2020
HIGH	$23.16	$29.88	$32.84	$35.52	**$35.64**
LOW	11.16	22.05	22.73	24.56	**18.08**
▲ CLOSE	22.10	29.52	24.64	35.22	**30.31**

Book Value Per Share/ Tangible Book Value Per Share[1]



[1] Represents a non-GAAP financial measure. For more information on these measures and ratios, and a corresponding reconciliation to GAAP financial measures, see Supplemental Financial Data on page 54 and Non-GAAP Reconciliations on page 111 of the 2020 Financial Review section.

[2] This graph compares the yearly change in the Corporation's total cumulative shareholder return on its common stock with (i) the Standard & Poor's 500 Index and (ii) the KBW Bank Index for the years ended December 31, 2015 through 2020. The graph assumes an initial investment of $100 at the end of 2015 and the reinvestment of all dividends during the years indicated.

Recognition

We are honored to be recognized by organizations and media around the world for our work in driving Responsible Growth, including our ESG commitments and initiatives and our efforts to be a great place to work.

In 2020, we were recognized by Fortune as one of their 100 Best Companies to Work For, Working Mother as the number-one best company for Dads and Euromoney as the World's Best Bank for Corporate Responsibility, among several others. Below are some of our most recent awards.

Fortune
100 Best Companies to Work For (2020, 2019)

Best Big Companies to Work For (2020, 2019)
only financial services company recognized two years in a row

Best Workplaces for Women (2020, 2019)

Best Workplaces in Financial Services & Insurance (2020, 2019)

Best Workplaces for Diversity (2019)

Best Workplaces for Parents (2020, 2019)

Best Workplaces for Giving Back (2018)

Change the World (2020, 2019)
named the top global bank two years in a row

Euromoney
World's Best Bank for Corporate Responsibility (2020)

Excellence in Leadership—North America (2020)

Best Digital Bank—North America (2020)

Best Bank for Transaction Services—North America and Latin America (2020)

Best Bank for Small and Medium-Sized Enterprises—North America (2020)

World's Best Bank for Diversity and Inclusion (2019)

World's Best Bank (2018)

World's Best Bank for Corporate Social Responsibility (2017)

Asia's Best Bank for Corporate Social Responsibility (2019)

Barron's
100 Most Sustainable Companies (2020)

Top Women Advisors (2020)
recognized for the 15th consecutive year

LinkedIn
50 Top Companies in the U.S. (2019)
top ranking financial institution

Working Mother
Top Wealth Advisor Moms (2020)
125 Merrill advisors recognized

100 Best Companies (32 consecutive years)

Best Companies for Multicultural Women (2020, 2019)

Best Companies for Dads (2020, 2019)

Diversity Best Practices Inclusion Index (2020)

U.S. Environmental Protection Agency
EPA Green Power Leadership Award for Excellence in Green Power (2019)

The Banker
Most Innovative Investment Bank of the Year for Corporate Social Responsibility (2019)

Climate Leadership Awards
Innovative Partnership Certificate (2019)

Investing in Women Initiative
Catalyst Award Winner (2019)

Forbes
Corporate Responders (2020)

Top Women Advisors (2020)
240 Merrill advisors recognized

World's Best Employers (2019)

Bloomberg
Gender-Equality Index (2019)

Financial Services Gender-Equality Index (2017)

Brandon Hall
25 Human Capital Management Excellence Awards (2020)

RateMyPlacement
100 Undergraduate Employers (2019-2020)

PEOPLE Magazine
Companies that Care (2020, 2019)

AnitaB.org
Top Companies for Women Technologists (2019)

Diversity MBA Magazine
50 Out Front: Best Places for Women & Diverse Managers to Work (2020, 2019)

JUST Capital
America's Most JUST Companies (2020, 2019)

JUST 100 (2020)

Military Times
Best for Vets: Employers (2020, 2019)

Stonewall UK Workplace
Equality Index (2020, 2019)

Fatherly
Certified Best Place to Work for Dads (2019)

American Council on Renewable Energy (ACORE)
Renewable Energy Leadership Award (2019)

Dow Jones Sustainability Index
World Index (top 10% of banks) (2019)

North America Index (top 20% of banks) (2019)

UK Armed Forces Covenant
Employer Recognition Scheme Gold Award (2016-2020)

U.S. Veterans Magazine
Top Veteran-Friendly Company (2020)

Equileap
U.S. and Global Gender Equality Reports (2019)
named the leading company in U.S. for gender equality

Black Enterprise
50 Best Companies for Diversity (2018)

Dave Thomas Foundation for Adoption
100 Best Adoption-Friendly Workplace (2020, 2019)

Disability:IN and the American Association of People with Disabilities
Disability Equality Index (2020) *scored 100%*

Global Employer of the Year (2019)

National Association of Asian American Professionals
Milestone Honor Award (Asian Leadership Network, 2016)

Global Finance Magazine
Best Bank in the United States (2020)

Best Bank in North America (2020)

Best Consumer Digital Bank in the United States (2020)

Best Bank in the World (2019)

LATINA Style
Company of the Year (2020)

Top 50 Best Companies for Latinas to Work for in the U.S. (21 consecutive years)

Top 12 Companies of the Year (2019)

Top 12 Employee Resource Groups of the Year (Hispanic-Latino Organization for Leadership & Advancement, 2019)

National Association for Female Executives (NAFE)
Top Companies for Executive Women (12 years)

PR News
CSR Award for Employee Relations (2019)

CDP
A list named for the ninth year (2019)

Supplier Engagement Leaderboard (2019)

Center for Political Accountability
Trendsetter on CPA-Zicklin Index of Corporate Political Disclosure and Accountability (2016-2019)

STAKEHOLDER CAPITALISM METRICS

The index reflects our report in alignment with the Stakeholder Capitalism Metrics (the Metrics) published by the International Business Council of the World Economic Forum. We believe these Metrics help to demonstrate how our sustainable business model drives progress towards inclusive capitalism and the U.N.'s Sustainable Development Goals. In this index, we either reference existing disclosures or respond directly. We currently do not report on all of the Metrics but will continue to evaluate both core and expanded metrics for potential future additional disclosure. Our commitment is to provide investors with useful, relevant and meaningful sustainability information and we expect our disclosures to evolve over time. All reported data is as of and for year end December 31, 2020, unless otherwise noted.

INDICATES CORE METRIC

Principles of Governance

THEME	METRIC	RESPONSE
Governing Purpose	**Setting Purpose:** The company's stated purpose, as the expression of the means by which a business proposes solutions to economic, environmental, and social issues. Corporate purpose should create value for all stakeholders, including shareholders.	Our Responsible Growth strategy referenced in this 2020 Annual Report and our 2021 Proxy Statement articulates how our purpose and environmental, social and governance leadership creates stakeholder value.
	Purpose-led management: How the company's stated purpose is embedded in company strategies, policies, and goals.	
Quality of Governing Body	**Governing Body Composition:** Composition of the highest governance body and its committees by: competencies relating to economic, environmental, and social topics; executive or non-executive; independence; tenure on the governance body; number of each individual's other significant positions and commitments, and the nature of the commitments; gender; membership of under-represented social groups; stakeholder representation.	Refer to the section entitled "Proposal 1: Electing directors" in our 2021 Proxy Statement available on the Bank of America Investor Relations website at www.bankofamerica.com/investor.
	Progress against strategic milestones: Disclosure of the material strategic economic, environmental, and social milestones expected to be achieved in the following year, such milestones achieved from the previous year, and how those milestones are expected to or have contributed to long-term value.	Refer to our 2019 ESG Performance Data Summary available at www.bankofamerica.com/ESGData.
	Remuneration: **1.** How performance criteria in the remuneration policies relate to the highest governance body's and senior executives' objectives for economic, environmental and social topics, as connected to the company's stated purpose, strategy, and long-term value. **2.** Remuneration policies for the highest governance body and senior executives for the following types of remuneration: Fixed pay and variable pay, including performance-based pay, equity-based pay, bonuses, and deferred or vested shares, Sign-on bonuses or recruitment incentive payments, termination payments, clawback and retirement benefits.	Refer to the section entitled "Compensation discussion and analysis" in our 2021 Proxy Statement available on the Bank of America Investor Relations website at www.bankofamerica.com/investor.
Ethical Behavior	**Anti-corruption:** **1.** Total percentage of governance body members, employees and business partners who have received training on the organization's anti-corruption policies and procedures, broken down by region. **2.** (a) Total number and nature of incidents of corruption confirmed during the current year but related to previous years and (b) Total number and nature of incidents of corruption confirmed during the current year, related to this year. **3.** Discussion of initiatives and stakeholder engagement to improve the broader operating environment and culture, in order to combat corruption.	1. 100% of Bank of America employees are required to take training on anti-bribery and anti-corruption policies as part of Bank of America's Code of Conduct training. 2. For disclosure of significant litigation and regulatory matters, see *Note 12 — Commitments and Contingencies* on page 161 of the 2020 Financial Review section. 3. Refer to our Code of Conduct on the Bank of America Investor Relations website available at www.bankofamerica.com/investor.
	Protected ethics advice and reporting mechanisms: A description of internal and external mechanisms for: **1.** Seeking advice about ethical and lawful behaviour and organizational integrity **2.** Reporting concerns about unethical or unlawful behaviour and organizational integrity	Refer to page 13 in our Code of Conduct on the Bank of America Investor Relations website available at www.bankofamerica.com/investor.
	Monetary losses from unethical behaviour: Total amount of monetary losses as a result of legal proceedings associated with: fraud, insider trading, anti-trust, anti-competitive behaviour, market manipulation, malpractice, or violations of other related industry laws or regulations.	For disclosure of significant litigation and regulatory matters, see *Note 12 — Commitments and Contingencies* on page 161 of the 2020 Financial Review section.

THEME	METRIC	RESPONSE
Ethical Behavior (continued)	**Alignment of strategy and policies to lobbying:** The significant issues that are the focus of the company's participation in public policy development and lobbying; the company's strategy relevant to these areas of focus; and any differences between its lobbying positions, purpose, and any stated policies, goals, or other public positions.	Refer to our Political Activities disclosure available on the Bank of America Investor Relations website at www.bankofamerica.com/investor.
Risk and Opportunity Oversight	**Integrating risk and opportunity into business process:** Company risk factor and opportunity disclosures that clearly identify the principal material risks and opportunities facing the company specifically (as opposed to generic sector risks), the company appetite in respect of these risks, how these risks and opportunities have moved over time and the response to those changes. These opportunities and risks should integrate material economic, environmental, and social issues, including climate change and data stewardship.	Refer to our Environmental and Social Risk Policy Framework available at www.bankofamerica.com/ESRPF.
Stakeholder Engagement	**Material issues impacting stakeholders:** A list of the topics that are material to key stakeholders and the company, how the topics were identified, and how the stakeholders were engaged.	Refer to our ESG Materiality disclosure available at www.bankofamerica.com/ESGMateriality.

Planet*

THEME	METRIC	RESPONSE
Climate Change	**Greenhouse Gas (GHG) emissions:** For all relevant greenhouse gases (e.g. carbon dioxide, methane, nitrous oxide, F-gases etc.), report in metric tonnes of carbon dioxide equivalent (tCO_2e) GHG Protocol Scope 1 and Scope 2 emissions. Estimate and report material upstream and downstream (GHG Protocol Scope 3) emissions where appropriate.	Bank of America's 2019 greenhouse gas emissions (tCO_2e) are as follows. Since 2010, we have reduced location-based emissions 56% globally. For more information, refer to our ESG Performance Data Summary (2019) available at www.bankofamerica.com/ESGData. • Scope 1: 62,639 • Location-based Scope 2: 728,771 • Market-Based Scope 2: 17,523 • Total net Scope 1 and Market-Based Scope 2: 0 • Scope 3 Purchased Goods and Services: 2,329,208 • Scope 3 Capital Goods: 251,336 • Scope 3 Fuel- and Energy-Related Activities: 161,151 • Scope 3 Upstream Transportation and Distribution: 140,215 • Scope 3 Waste (Traditional Disposal): 22,386 • Scope 3 Business Travel: 162,457 • Scope 3 Employee Commuting: 378,088 • Scope 3 Downstream Transportation and Distribution: 1,400,000 • Scope 3 Use of Sold Products: 4,000 • Scope 3 End of Life Treatment of Sold Products: 19,000
	TCFD implementation: Fully implement the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). If necessary, disclose a timeline of at most three years for full implementation. Disclose whether you have set, or have committed to set GHG emissions targets that are in line with the goals of the Paris Agreement — to limit global warming to well-below 2°C above pre-industrial levels and pursue efforts to limit warming to 1.5°C — and to achieve net-zero emissions before 2050.	In 2020, Bank of America released its Task Force on Climate-related Financial Disclosures (TCFD) Report available at www.bankofamerica.com/TCFD. In early 2021, Bank of America took the next step in our climate journey by publicly committing to achieve net zero greenhouse gas emissions before 2050 across our operations, supply chain, and financing activities. For more information, refer to www.bankofamerica.com/NetZero.
	Paris-aligned GHG emissions targets: Define and report progress against time-bound science-based GHG emissions targets that are in line with the goals of the Paris Agreement — to limit global warming to well-below 2°C above pre-industrial levels and pursue efforts to limit warming to 1.5°C. This should include defining a date before 2050 by which you will achieve net-zero greenhouse gas emissions and interim reduction targets based on the methodologies provided by the Science Based Targets initiative if applicable.	To reach the goals of the Paris Agreement, we are developing a strategy across our entire value chain which includes setting interim emission reduction targets based on science, engaging with clients on climate goals and supporting climate innovation. Our net zero goal includes operations (Scope 1 and 2), supply chain (Scope 3 upstream emissions) and all material emissions attributed to our loans and investments (Scope 3 investments). For more information, refer to www.bankofamerica.com/NetZero.
	Impact of Greenhouse gas emissions: Report wherever material along the value chain (GHG protocol Scopes 1, 2 & 3), the valued societal impact of greenhouse gas emissions. Disclose the estimate of the social/societal cost of carbon used and the source or basis for this estimate.	The societal impact of Bank of America's Scope 1, Scope 2 (location-based), and Scope 3 (Categories 1–7, 9, 11–12) emissions in 2019 was estimated to be $238 million. This figure was calculated using the EPA's 2020 social cost of carbon of $42/metric ton CO_2 (3% discount rate, reported in 2007 USD).
Fresh water availability	**Water consumption and withdrawal in water-stressed areas:** Report for operations where material, mega litres of water withdrawn, mega litres of water consumed and the percentage of each in regions with high or extremely high baseline water stress according to WRI Aqueduct water risk atlas tool. Estimate and report the same information for the full value chain (upstream and downstream) where appropriate.	In 2019, Bank of America withdrew 7,550 and consumed 1,630 mega liters of water from our global operations. Of this, 38% of withdrawals and 41% of consumption were from regions with high or extremely high baseline water stress according to the WRI Aqueduct water risk atlas tool.

THEME	METRIC	RESPONSE
Nature Loss	**Land use and ecological sensitivity:** Report the number and area (in hectares) of sites owned, leased or managed in or adjacent to protected areas and/or key biodiversity areas (KBA).	In 2019, Bank of America had 8 active U.S. sites that intersected with areas protected for biodiversity. The area of these buildings is 6,900 square meters. Only U.S. sites are included in this analysis; U.S. sites make up over 90% of Bank of America's real estate footprint. Sites were overlaid on the U.S. Geological Survey's Protected Areas Database (PADUS) to understand intersection with protected areas.
Air pollution	**Air pollution:** Report wherever material along the value chain: Nitrogen oxides (NO_x), sulphur oxides (SO_x), particulate matter and other significant air emissions. Wherever possible, estimate the proportion of specified emissions that occur in or adjacent to urban/densely populated areas.	Bank of America's 2019 air pollution emissions (metric tons) are as follows. These air pollution emissions are from all of our sites globally and are not specific to urban/densely populated areas. For more information, refer to our 2019 ESG Performance Data Summary available at www.bankofamerica.com/ESGData. • SO_x: 1 • NO_x: 20 • CO: 32 • VOC: 2 • Particulate Matter: 3
	Impact of air pollution: Report wherever material along the value chain, the valued impact of air pollution, including nitrogen oxides (NO_x), sulfur oxides (SO_x), particulate matter and other significant air emissions.	The valued impact of Bank of America's air pollution (SO_x, NO_x, CO, VOCs, and PM) in 2019 was estimated to be $146,000. This figure was calculated using the social cost factors of each pollutant as reported in the World Resources Institute's Transport Emissions & Social Cost Assessment (TESCA) Tool v1.0. These social cost factors are weighted averages based on a meta-analysis of international academic studies.

*2020 Environmental Data will be published in Q2 2021.

Prosperity

THEME	METRIC	RESPONSE
Employment and wealth generation	**Absolute number and rate of employment:** **1.** Total number and rate of new employee hires during the reporting period, by age group, gender, other indicators of diversity and region. **2.** Total number and rate of employee turnover during the reporting period, by age group, gender, other indicators of diversity and region.	See External Hires and Turnover tables below. In 2020, turnover was at extremely low levels given the pandemic, however we would not assume these levels to remain in the future. While external research has found that women are dropping out of the workforce at a higher rate than men, we have not experienced this turnover at Bank of America.
	Economic Contribution: **1.** Direct economic value generated and distributed (EVG&D) — on an accrual basis, covering the basic components for the organization's global operations, ideally split out by: a. Revenue b. Operating Costs c. Employee wages and benefits d. Payments to providers of capital e. Payments to government f. Community Investment. **2.** Financial assistance received from the government — Total monetary value of financial assistance received by the organization from any government during the reporting period.	1a–d. Refer to *Financial Statements and Notes* beginning on page 116 of the 2020 Financial Review section. 1e. Refer to Total tax paid metric. 1f. 2020 Total philanthropic giving was $350 million. 2. See the company's response for the Total Tax Paid metric for more information about certain income tax credits that the company does not consider to be nor includes in the response as financial assistance received from a government.

External Hires

Diversity		Region	
Female	51%	U.S.	84%
POC	59%	APAC	12%
Black/ African American	17%	EMEA	3%
Hispanic/Latino	27%	LATAM	0%
		Canada	0%

Turnover

Diversity		Region	
Total	**7%**	U.S.	7%
Female	6%	APAC	5%
POC	7%	EMEA	5%
Black/ African American	7%	LATAM	4%
Hispanic/Latino	7%	Canada	4%

THEME	METRIC	RESPONSE
Wealth creation and Employment	**Financial investment contribution disclosure:** **1.** Total capital expenditures (CapEx) minus depreciation supported by narrative to describe the company's investment strategy. **2.** Share buybacks plus dividend payments supported by narrative to describe the company's strategy for returns of capital to shareholders.	1. We made $2.74 billion in fixed asset capital investments ($0.83 billion net of depreciation) primarily related to our real estate portfolio and technology expenditures. Our real estate investments focused on items that will allow us to bring teammates together to drive greater collaboration and efficiencies in support of our effort to deliver one company to our clients. We invested in modernizing sites across the portfolio while also providing health and safety resources to all locations to support our teammates. We also continue to invest in the expansion and modernization of our financial center network. Additionally, our technology purchases represent hardware and software to support ongoing investments in the Bank of America technology infrastructure and represent efforts to continue to support customers, clients, and employees. 2. For more information outlining our return of capital to shareholders, see *Note 13—Shareholders' Equity* on page 166 of the 2020 Financial Review section.
Community and social vitality	**Total tax paid:** The total global tax borne by the company, including corporate income taxes, property taxes, non-creditable VAT and other sales taxes, employer-paid payroll taxes and other taxes that constitute costs to the company, by category of taxes.	The following table reflects the approximate amount of each category of tax borne by the company globally. U.S. income tax law provides investors in affordable housing projects, renewable energy projects and other activities that further ESG principles with credits that can reduce income taxes otherwise owed. These investments generally involve substantial pre-tax losses. The amount shown in the table for Corporate Income Taxes paid would have been approximately $3 billion higher were it not for these credits. **Global Tax Paid in 2020** ($ in billions) Corporate Income Taxes: 2.9 Property Taxes: 0.2 Non-creditable VAT and Other Sales Taxes: 0.6 Employer-paid Payroll Taxes: 1.7 Other Taxes: 0.8 **Total: 6.2**
Innovation in better products and services	**Total R&D expenses ($):** Total costs related to research and development.	While R&D expenses are indicative of a company's investment in innovation and producing better products and services for their clients, it is not the only way to measure a company's efforts to innovate new products and services and to be fit for the future. For example, Bank of America is in the midst of a 10-year $300B commitment to finance the transition to a low-carbon economy including the adoption of low-carbon technologies such as resource-efficient building construction, renewable energy generation, sustainable transportation such as electric vehicles and charging infrastructure, and resource-efficient agriculture. We are also dedicating significant financial, intellectual, philanthropic and catalytic capital to support the advancement of developing technologies, such as carbon finance, sustainable agriculture and biofuels, water infrastructure, clean hydrogen, waste-to-energy, and carbon capture sequestration. In addition to our financing commitment referenced above, we invest heavily in technology development to meet the needs of the Corporation in support of LRR (Laws, Rules, Regulations), Data Remediation, Resiliency and Stability, clients / new products and efficiencies. We spent $3.5B on these items during 2020. Bank of America is also granted patents by the U.S. Patent Office. In 2020, we filed 722 patent applications and separately received 444 patents for the products and services we bring to our clients including innovations in information security, ATM technology, data integrity and monitoring using artificial intelligence (AI) or machine learning, fully functioning payment instruments, network management and network traffic analysis. The bank is one of the top 15 holders of U.S. banking-related patents and applications.

People

THEME	METRIC	RESPONSE
Dignity and equality	**Diversity and inclusion (%):** Percentage of employees per employee category, per age group, gender and other indicators of diversity (e.g. ethnicity).	Refer to pages 11 & 27 in our 2020 Human Capital Management Report available on the Bank of America Investor Relations website at www.bankofamerica.com/investor.
	Pay equality: Ratio of the basic salary and remuneration for each employee category by significant locations of operation for priority areas of equality: women to men; minor to major ethnic groups; and other relevant equality areas.	Refer to the Equal Pay for Equal Work Section in our 2021 Proxy Statement available on the Bank of America Investor Relations website at www.bankofamerica.com/investor. We conduct rigorous analysis with outside experts to examine individual employee pay before year-end compensation decisions are finalized adjusting compensation where appropriate. The results of our equal pay for equal work review are disclosed in the Proxy Statement. Our analysis focuses on total compensation and includes geographies where we have significant operations for women and covers the U.S. for people of color.
	Wage level (%): **1.** Ratios of standard entry-level wage by gender compared to local minimum wage **2.** Ratio of CEO's total annual compensation to median total annual compensation of all employees (excluding the CEO)	1. We are an industry leader in establishing an internal minimum rate of pay above all mandated minimums for our U.S. hourly teammates, and have made regular increases over the past several years. Our minimum hourly wage for U.S. teammates was raised to $20 in the first quarter of 2020, more than one year earlier than planned. We compare our average U.S. hourly pay and benefits to living wage standards utilizing MIT's Living Wage Calculator. The Living Wage calculator is a market based approach that measures the basic needs of a family including items such as food, childcare, health insurance and housing costs. We are above the living wage for a family of four in all of our U.S. markets when we consider our average hourly pay plus benefits in alignment with the living wage definition. 2. Refer to the section entitled "CEO pay ratio" in our 2021 Proxy Statement on the Bank of America Investor Relations website available at www.bankofamerica.com/investor.
	Risk for incidents of child, forced or compulsory labor: An explanation of the operations and suppliers considered to have significant risk for incidents of child labor, forced or compulsory labor. Such risks could emerge in relation to type of operation (such as manufacturing plant) and type of supplier; or countries or geographic areas with operations and suppliers considered at risk.	Refer to our 2019 Modern Slavery Act Statement available at www.bankofamerica.com/ModernSlaveryAct.
	Discrimination and Harassment Incidents (#) and the Total Amount of Monetary Losses ($): Number of discrimination and harassment incidents, status of the incidents and actions taken and the total amount of monetary losses as a result of legal proceedings associated with (1) law violations and (2) employment discrimination.	For disclosure of significant litigation and regulatory matters, see *Note 12 — Commitments and Contingencies* on page 161 of the 2020 Financial Review section.
	Freedom of Association and Collective Bargaining at Risk (%): **1.** Percentage of active workforce covered under collective bargaining agreements **2.** An explanation of the assessment performed on suppliers for which the right to freedom of association and collective bargaining is at risk including measures taken by the organization to address these risks.	1. No U.S.-based employees are subject to collective bargaining agreements. 2. We do not currently conduct this assessment.
Health and well being	**Health and Safety (%):** **1.** The number and rate of fatalities as a result of work-related injury; high-consequence work-related injuries (excluding fatalities); recordable work-related injuries, main types of work-related injury; and the number of hours worked. **2.** An explanation of how the organization facilitates workers' access to non-occupational medical and healthcare services and the scope of access provided for employees and workers.	1. This metric is not material for the banking industry. 2. Refer to pages 20–23 of our 2020 Human Capital Management Report on the Bank of America Investor Relations website available at www.bankofamerica.com/investor.
Skills for the future	**Training provided (#, $):** **1.** Average hours of training per person that the organization's employees have undertaken during the reporting period, by gender and employee category (total number of trainings provided to employees divided by the number of employees). **2.** Average training and development expenditure per full time employee.	1. Training Hours Per Person **Total** **42** Female 47 POC 54 Black/ African American 53 Hispanic/Latino 66 2. $1,600 per employee
	Number of unfilled "Skilled" positions (#, %): **1.** Number of unfilled "Skilled" positions (#) **2.** Percentage of unfilled "Skilled" positions for which the company will hire unskilled candidates and train them. (%).	Bank of America is committed to creating opportunities for our current and prospective employees to grow and develop, including creating avenues for reskilling for specialized jobs. For example, we have hired more than 10,000 individuals from low- to moderate-income communities through our Pathways career program. For more information on how we attract and develop talent, refer to pages 15–18 of our Human Capital Management report available on the Bank of America Investor Relations website at www.bankofamerica.com/investor.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

Bank of America Corporation (the "Corporation") and its management may make certain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as "anticipates," "targets," "expects," "hopes," "estimates," "intends," "plans," "goals," "believes," "continue" and other similar expressions or future or conditional verbs such as "will," "may," "might," "should," "would" and "could." Forward-looking statements represent the Corporation's current expectations, plans or forecasts of its future results, revenues, provision for credit losses, expenses, efficiency ratio, capital measures, strategy and future business and economic conditions more generally, and other future matters. These statements are not guarantees of future results or performance and involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict and are often beyond the Corporation's control. Actual outcomes and results may differ materially from those expressed in, or implied by, any of these forward-looking statements.

You should not place undue reliance on any forward-looking statement and should consider the following uncertainties and risks, as well as the risks and uncertainties more fully discussed under Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K: the Corporation's potential judgments, damages, penalties, fines and reputational damage resulting from pending or future litigation, regulatory proceedings and enforcement actions; the possibility that the Corporation's future liabilities may be in excess of its recorded liability and estimated range of possible loss for litigation, and regulatory and government actions, including as a result of our participation in and execution of government programs related to the Coronavirus Disease 2019 (COVID-19) pandemic; the possibility that the Corporation could face increased claims from one or more parties involved in mortgage securitizations; the Corporation's ability to resolve representations and warranties repurchase and related claims; the risks related to the discontinuation of the London Interbank Offered Rate and other reference rates, including increased expenses and litigation and the effectiveness of hedging strategies; uncertainties about the financial stability and growth rates of non-U.S. jurisdictions, the risk that those jurisdictions may face difficulties servicing their sovereign debt, and related stresses on financial markets, currencies and trade, and the Corporation's exposures to such risks, including direct, indirect and operational; the impact of U.S. and global interest rates, inflation, currency exchange rates, economic conditions, trade policies and tensions, including tariffs, and potential geopolitical instability; the impact of the interest rate environment on the Corporation's business, financial condition and results of operations; the possibility that future credit losses may be higher than currently expected due to changes in economic assumptions, customer behavior, adverse developments with respect to U.S. or global economic conditions and other uncertainties; the Corporation's concentration of credit risk; the Corporation's ability to achieve its expense targets and expectations regarding revenue, net interest income, provision for credit losses, net charge-offs, effective tax rate, loan growth or other projections; adverse changes to the Corporation's credit ratings from the major credit rating agencies; an inability to access capital markets or maintain deposits or borrowing costs; estimates of the fair value and other accounting values, subject to impairment assessments, of certain of the Corporation's assets and liabilities; the estimated or actual impact of changes in accounting standards or assumptions in applying those standards; uncertainty regarding the content, timing and impact of regulatory capital and liquidity requirements; the impact of adverse changes to total loss-absorbing capacity requirements, stress capital buffer requirements and/or global systemically important bank surcharges; the potential impact of actions of the Board of Governors of the Federal Reserve System on the Corporation's capital plans; the effect of regulations, other guidance or additional information on the impact from the Tax Cuts and Jobs Act; the impact of implementation and compliance with U.S. and international laws, regulations and regulatory interpretations, including, but not limited to, recovery and resolution planning requirements, Federal Deposit Insurance Corporation assessments, the Volcker Rule, fiduciary standards, derivatives regulations and the Coronavirus Aid, Relief, and Economic Security Act and any similar or related rules and regulations; a failure or disruption in or breach of the Corporation's operational or security systems or infrastructure, or those of third parties, including as a result of cyber attacks or campaigns; the impact on the Corporation's business, financial condition and results of operations from the United Kingdom's exit from the European Union; the impact of climate change; the impact of any future federal government shutdown and uncertainty regarding the federal government's debt limit or changes to the U.S. presidential administration and Congress; the emergence of widespread health emergencies or pandemics, including the magnitude and duration of the COVID-19 pandemic and its impact on the U.S. and/or global, financial market conditions and our business, results of operations, financial condition and prospects; the impact of natural disasters, extreme weather events, military conflict, terrorism or other geopolitical events; and other matters.

Forward-looking statements speak only as of the date they are made, and the Corporation undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

Notes to the Consolidated Financial Statements referred to in the Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) are incorporated by reference into the MD&A. Certain prior-year amounts have been reclassified to conform to current-year presentation. Throughout the MD&A, the Corporation uses certain acronyms and abbreviations which are defined in the Glossary.

Executive Summary

Business Overview

The Corporation is a Delaware corporation, a bank holding company (BHC) and a financial holding company. When used in this report, "the Corporation," "we," "us" and "our" may refer to Bank of America Corporation individually, Bank of America Corporation and its subsidiaries, or certain of Bank of America Corporation's subsidiaries or affiliates. Our principal executive offices are located in Charlotte, North Carolina. Through our various bank and nonbank subsidiaries throughout the U.S. and in international markets, we provide a diversified range of banking and nonbank financial services and products through four business segments: *Consumer Banking*, *Global Wealth & Investment Management (GWIM)*, *Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*. We operate our banking activities primarily under the Bank of

America, National Association (Bank of America, N.A. or BANA) charter. At December 31, 2020, the Corporation had $2.8 trillion in assets and a headcount of approximately 213,000 employees.

As of December 31, 2020, we served clients through operations across the U.S., its territories and approximately 35 countries. Our retail banking footprint covers all major markets in the U.S., and we serve approximately 66 million consumer and small business clients with approximately 4,300 retail financial centers, approximately 17,000 ATMs, and leading digital banking platforms (www.bankofamerica.com) with more than 39 million active users, including approximately 31 million active mobile users. We offer industry-leading support to approximately three million small business households. Our *GWIM* businesses, with client balances of $3.3 trillion, provide tailored solutions to meet client needs through a full set of investment management, brokerage, banking, trust and retirement products. We are a global leader in corporate and investment banking and trading across a broad range of asset classes serving corporations, governments, institutions and individuals around the world.

Recent Developments

Capital Management

In June 2020, the Board of Governors of the Federal Reserve System (Federal Reserve) notified BHCs of their 2020 Comprehensive Capital Analysis and Review (CCAR) supervisory stress test results. Due to economic uncertainty resulting from the Coronavirus Disease 2019 (COVID-19) pandemic (the pandemic), the Federal Reserve required all large banks to update and resubmit their capital plans in November 2020 based on the Federal Reserve's updated supervisory stress test scenarios. The results of the additional supervisory stress tests were published in December 2020.

The Federal Reserve also required large banks to suspend share repurchase programs during the second half of 2020, except for repurchases to offset shares awarded under equity-based compensation plans, and to limit common stock dividends to existing rates that did not exceed the average of the last four quarters' net income. In December 2020, the Federal Reserve announced that beginning in the first quarter of 2021, large banks would be permitted to pay common stock dividends at existing rates and to repurchase shares in an amount that, when combined with dividends paid, does not exceed the average of net income over the last four quarters.

On January 19, 2021, we announced that the Board of Directors (the Board) declared a quarterly common stock dividend of $0.18 per share, payable on March 26, 2021 to shareholders of record as of March 5, 2021. We also announced that the Board authorized the repurchase of $2.9 billion in common stock through March 31, 2021, plus repurchases to offset shares awarded under equity-based compensation plans during the same period, estimated to be approximately $300 million. This authorization equals the maximum amount allowed by the Federal Reserve for the period. For more information, see Capital Management on page 73.

COVID-19 Pandemic

In the first quarter of 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic. In an attempt to contain the spread and impact of the pandemic, travel bans and restrictions, quarantines, shelter-in-place orders and other limitations on business activity were implemented. Additionally, there has been a decline in global economic activity, reduced U.S. and global economic output and a deterioration in macroeconomic conditions in the U.S. and globally. This has resulted in, among other things, higher rates of unemployment and underemployment and caused volatility and disruptions in the global financial markets, including the energy and commodity markets. Although vaccines have been approved for immunization against COVID-19 in certain countries and restrictive measures have been eased in certain areas, COVID-19 cases have significantly increased in recent months in the U.S. and many regions of the world compared to earlier levels. Businesses, market participants, our counterparties and clients, and the U.S. and global economies have been negatively impacted and are likely to be so for an extended period of time, as there remains significant uncertainty about the timing and strength of an economic recovery.

To address the economic impact in the U.S., in March and April 2020, four economic stimulus packages were enacted to provide relief to businesses and individuals, including the Coronavirus Aid, Relief, and Economic Security Act (CARES Act). Among other measures, the CARES Act established the Small Business Administration (SBA) Paycheck Protection Program (PPP), which provides loans to small businesses to keep their employees on payroll and make other eligible payments. The original funding for the PPP under the CARES Act was fully allocated by mid-April 2020, with additional funding made available on April 24, 2020 under the Paycheck Protection Program and Health Care Enhancement Act. In December 2020, an additional economic stimulus package was included as part of the Consolidated Appropriations Act of 2021 (the Consolidated Appropriations Act), which provides relief to individuals and businesses. This relief included additional funding for the PPP under the Economic Aid to Hard-Hit Small Businesses, Nonprofits, and Venues Act (the Economic Aid Act).

In response to the pandemic, the Corporation has implemented protocols and processes to execute its business continuity plans and help protect its employees and support its clients. The Corporation is managing its response to the pandemic according to its Enterprise Response Framework, which invokes centralized management of the crisis event and the integration of its response. The CEO and key members of the Corporation's management team meet regularly with co-leaders of the Executive Response Team, which is composed of senior executives across the Corporation, to help drive decisions, communications and consistency of response across all businesses and functions. We are also coordinating with global, regional and local authorities and health experts, including the U.S. Centers for Disease Control and Prevention (CDC) and the World Health Organization.

Additionally, we have implemented a number of measures to assist our employees, clients and the communities we serve as discussed below.

Employees

We are providing support to our teammates to help promote the health and safety of our employees and help to ensure our protocols remain aligned to current guidance by monitoring guidance from the CDC, medical boards and health authorities and sharing such guidance with our employees. We are also operating our businesses from remote locations and leveraging our business continuity plans and capabilities.

The Corporation has globally implemented a work-from-home posture, which has resulted in the substantial majority of our employees working from home, and pre-planned contingency strategies for site-based operations for our remaining employees. We continue to evaluate our continuity plans and work-from-home strategy in an effort to best protect the health and safety of our employees.

Clients

We continue to leverage our business continuity plans and capabilities to service our clients and meet our clients' financial needs by offering assistance to clients affected by the pandemic, including providing access to credit and the important financial services on which our clients rely. We are also participating in the programs created by the CARES Act and Federal Reserve lending programs for businesses, including originating PPP loans. We have also participated in the Main Street Lending Program, which ended on January 8, 2021. While most of our deferral programs expired in the third quarter of 2020, we continue to offer assistance on a case-by-case basis when requested by clients affected by the pandemic.

As of December 31, 2020, we had approximately 332,000 PPP loans outstanding with a carrying value of $22.7 billion, which were recorded in the *Consumer*, *GWIM* and *Global Banking* segments. Since the PPP's inception through February 17, 2021, borrowers have submitted applications for forgiveness to us for approximately 113,000 PPP loans with balances totaling $10.9 billion. We have submitted approximately 72,000 PPP loans with balances totaling $8.5 billion to the SBA for repayment, of which we have received to date $5.4 billion in repayment from the SBA. Additionally, as of February 17, 2021, we have originated $4.1 billion in PPP loans under the Economic Aid Act. For more information on PPP loans, see Credit Risk Management on page 84, and for more information on accounting for PPP loans and loan modifications under the CARES Act, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Community Partners

We continue to support the communities where we live and work by engaging in various initiatives to help those affected by COVID-19. These initiatives include committing resources to provide medical supplies, food and other necessities for those in need. We are also supporting racial equality, economic opportunity and environmental sustainability through direct equity investments in minority-owned depository institutions, equity investments in minority entrepreneurs, businesses and funds, as well as other initiatives.

Risk Management

We continue to manage the increased operational risk related to the execution of our business continuity plans in accordance with our Enterprise Response Framework, Risk Framework and Operational Risk Management Program. For more information, see Managing Risk on page 70.

Loan Modifications

The Corporation has implemented various consumer and commercial loan modification programs to provide its borrowers relief from the economic impacts of COVID-19. Based on guidance in the CARES Act that the Corporation adopted, COVID-19 related modifications to consumer and commercial loans that were current as of December 31, 2019 are exempt from troubled debt restructuring (TDR) classification under accounting principles generally accepted in the United States of America (GAAP). In addition, the bank regulatory agencies issued interagency guidance stating that COVID-19 related short-term modifications (i.e., six months or less) granted to consumer or commercial loans that were current as of the loan modification program implementation date are not TDRs. In December 2020, the Consolidated Appropriations Act amended the CARES Act by extending the exemption from TDR classification for COVID-19 related modifications from December 31, 2020 to the earlier of January 1, 2022 or 60 days after the national emergency has ended. For more information, see *Note 1 – Summary of Significant Accounting Principles* and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

We have provided borrowers with relief from the economic impacts of COVID-19 through payment deferral and forbearance programs. A significant portion of deferrals expired during the second half of 2020, reflecting a decline in customer requests for assistance. As of February 17, 2021, deferred consumer and small business loans recorded on the Consolidated Balance Sheet totaled $6.8 billion, predominantly consisting of $6.4 billion of residential mortgage and home equity loans, including loans serviced by others, that are well-collateralized.

Other Related Matters

Although the macroeconomic outlook improved modestly during the second half of 2020, the future direct and indirect impact of COVID-19 on our businesses, results of operations and financial condition of the Corporation remains highly uncertain. Should current economic conditions persist or deteriorate, this macroeconomic environment will have a continued adverse effect on our businesses and results of operations and could have an adverse effect on our financial condition. For more information on how the risks related to the pandemic may adversely affect our businesses, results of operations and financial condition, see Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

LIBOR and Other Benchmark Rates

Following the 2017 announcement by the U.K.'s Financial Conduct Authority (FCA) that it would no longer compel participating banks to submit rates for the London Interbank Offered Rate (LIBOR) after 2021, regulators, trade associations and financial industry working groups have identified recommended replacement rates for LIBOR, as well as other Interbank Offered Rates (IBORs), and have published recommended conventions to allow new and existing products to incorporate fallbacks or that reference these Alternative Reference Rates (ARRs). The continuation of all British Pound Sterling, Euro, Swiss Franc and Japanese Yen LIBOR settings and one-week and two-month U.S. dollar LIBOR settings on the current basis are expected to terminate at the end of December 2021, and the remaining U.S. dollar LIBOR settings (i.e., overnight, one month, three month, six month and 12 month) are expected to terminate at the end of June 2023.

As a result of this and other announcements, financial benchmark reforms, regulatory guidance and changes in short-term interbank lending markets more generally, a major transition is in progress in global financial markets with respect to the replacement of IBORs and certain benchmarks. The transition of IBORs to ARRs is a complex process impacting a variety of global financial markets and our business and operations.

IBORs are used in many of the Corporation's products and contracts, including derivatives, consumer and commercial loans, mortgages, floating-rate notes and other adjustable-rate products and financial instruments. The discontinuation of IBORs requires us to transition a significant number of IBOR-based products and contracts, including related hedging arrangements. In response, the Corporation established an enterprise-wide IBOR transition program led by senior management in early 2018. This program, which is led by the Corporation's Chief Operating Officer, includes active involvement of senior management and regular reports to the Enterprise Risk Committee (ERC). The program is intended to address the Corporation's industry and regulatory engagement, client and financial contract changes, internal and external communications, technology and operations modifications, introduction of new products, migration of existing clients, and program strategy and governance. In addition, the program is designed to monitor a variety of scenarios, including operational risks associated with insufficient preparation by individual market participants or the overall market ecosystem, volatility along the Secured Overnight Financing Rate (SOFR) curve, development and adoption of credit-sensitive and other rates, regulatory and legal uncertainty with respect to various matters including contract continuity, access by market participants to liquidity in certain products, and IBOR continuity beyond December 2021.

As of February 1, 2021, a significant majority of the aggregate notional amount of our LIBOR-based products and contracts maturing after 2021 include or have been updated to include fallbacks to ARRs based on market driven protocols, regulatory guidance and industry-recommended fallback provisions and related mechanisms. For certain of the remaining products and contracts, the transition will be more complex, particularly where there is no industry-wide protocol or similar mechanism. The Corporation is executing transition plans that are intended to be in line with applicable major industry-wide IBOR product cessation and launch milestones recommended by the Alternative Reference Rates Committee, a group of private market participants and official sector entities convened by the Federal Reserve and the Federal Reserve Bank of New York, and the Bank of England Sterling Risk Free Rate Working Group, other than the cessation of LIBOR-based adjustable-rate consumer mortgages. The Corporation plans to no longer offer these mortgages and launch SOFR-based adjustable-rate consumer mortgages by the end of the first quarter of 2021.

The Corporation is executing product and client roadmaps that it believes align with industry-recommended and regulatory milestones, and the Corporation has developed employee training programs as well as other internal and external sources of information on the various challenges and opportunities that the replacement of IBORs presents. As the transition to ARRs evolves, the Corporation continues to monitor and participate in the development and usage of certain ARRs, including SOFR, the Euro Short Term Rate and the Sterling Overnight Index Average (SONIA). The Corporation's key transition efforts to date include issuances of debt and deposits linked to SOFR and SONIA by the Corporation, facilitating debt issuances linked to ARRs by clients and secondary market liquidity for products linked to ARRs, originating and arranging loans linked to ARRs, including hedging arrangements, executing, trading, market making and clearing ARR-based derivatives, and launching capabilities and services to support the issuance and trading in products indexed to certain ARRs. The Corporation updated its operational models, systems, procedures and internal infrastructure in connection with the transition to ARRs by the central clearing counterparties. In October 2020, the Corporation and certain of its subsidiaries adhered to the International Swaps and Derivatives Association, Inc. 2020 IBOR Fallbacks Protocol, effective January 25, 2021, which provides a mechanism to enable market participants to incorporate fallbacks for certain legacy non-cleared derivatives linked to certain IBORs.

Additionally, the Corporation is continuing to evaluate potential regulatory, tax and accounting impacts of the transition, including guidance published and/or proposed by the Internal Revenue Service and Financial Accounting Standards Board, engage impacted clients in connection with the transition to ARRs and work actively with global regulators, industry working groups and trade associations to develop strategies for an effective transition to ARRs. For more information on the expected replacement of LIBOR and other benchmark rates, see Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

U.K. Exit from the EU

On January 31, 2020, the U.K. formally exited the European Union (EU), and a transition period began during which time the U.K. and the EU negotiated a trade agreement and other terms associated with their future relationship. The transition period ended on December 31, 2020.

We conduct business in Europe, the Middle East and Africa primarily through our subsidiaries in the U.K., Ireland and France and implemented changes to enable us to continue to operate in the region, including establishing a bank and broker-dealer in the EU, as well as minimize the potential for any operational disruption. As the global economic impact of the U.K.'s withdrawal from the EU remains uncertain and could result in regional and global financial market disruptions, we continue to assess potential operational, regulatory and legal risks. For more information, see Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

Financial Highlights

Effective January 1, 2020, we adopted the new accounting standard on current expected credit losses (CECL), under which the allowance is measured based on management's best estimate of lifetime expected credit losses (ECL). Prior-year periods presented reflect measurement of the allowance based on management's estimate of probable incurred credit losses. For more information, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Table 1 Summary Income Statement and Selected Financial Data

(Dollars in millions, except per share information)	2020	2019
Income statement		
Net interest income	$ 43,360	$ 48,891
Noninterest income	42,168	42,353
Total revenue, net of interest expense	85,528	91,244
Provision for credit losses	11,320	3,590
Noninterest expense	55,213	54,900
Income before income taxes	18,995	32,754
Income tax expense	1,101	5,324
Net income	17,894	27,430
Preferred stock dividends	1,421	1,432
Net income applicable to common shareholders	$ 16,473	$ 25,998
Per common share information		
Earnings	$ 1.88	$ 2.77
Diluted earnings	1.87	2.75
Dividends paid	0.72	0.66
Performance ratios		
Return on average assets [(1)]	0.67 %	1.14 %
Return on average common shareholders' equity [(1)]	6.76	10.62
Return on average tangible common shareholders' equity [(2)]	9.48	14.86
Efficiency ratio [(1)]	64.55	60.17
Balance sheet at year end		
Total loans and leases	$ 927,861	$ 983,426
Total assets	2,819,627	2,434,079
Total deposits	1,795,480	1,434,803
Total liabilities	2,546,703	2,169,269
Total common shareholders' equity	248,414	241,409
Total shareholders' equity	272,924	264,810

(1) For definitions, see Key Metrics on page 196.
(2) Return on average tangible common shareholders' equity is a non-GAAP financial measure. For more information and a corresponding reconciliation to the most closely related financial measures defined by accounting principles generally accepted in the United States of America, see Non-GAAP Reconciliations on page 111.

Net income was $17.9 billion or $1.87 per diluted share in 2020 compared to $27.4 billion or $2.75 per diluted share in 2019. The decline in net income was primarily due to higher provision for credit losses driven by the weaker economic outlook related to COVID-19 and lower net interest income.

For discussion and analysis of our consolidated and business segment results of operations for 2019 compared to 2018, see the Financial Highlights and Business Segment Operations sections in the MD&A of the Corporation's 2019 Annual Report on Form 10-K.

Net Interest Income

Net interest income decreased $5.5 billion to $43.4 billion in 2020 compared to 2019. Net interest yield on a fully taxable-equivalent (FTE) basis decreased 53 basis points (bps) to 1.90 percent for 2020. The decrease in net interest income was primarily driven by lower interest rates, partially offset by reduced deposit and funding costs, the deployment of excess deposits into securities and an additional day of interest accrual. Assuming continued economic improvement and based on the forward interest rate curve as of January 19, 2021, when we announced quarterly and annual results for the periods ended December 31, 2020, we expect net interest income to be higher in the second half of 2021 as compared to both the second half of 2020 and the first half of 2021. For more information on net interest yield and the FTE basis, see Supplemental Financial Data on page 54, and for more information on interest rate risk management, see Interest Rate Risk Management for the Banking Book on page 105.

Noninterest Income

Table 2 Noninterest Income

(Dollars in millions)	2020	2019
Fees and commissions:		
Card income	$ 5,656	$ 5,797
Service charges	7,141	7,674
Investment and brokerage services	14,574	13,902
Investment banking fees	7,180	5,642
Total fees and commissions	34,551	33,015
Market making and similar activities	8,355	9,034
Other income	(738)	304
Total noninterest income	$ 42,168	$ 42,353

Noninterest income decreased $185 million to $42.2 billion in 2020 compared to 2019. The following highlights the significant changes.

- Card income decreased $141 million primarily due to lower levels of consumer spending driven by the impact of COVID-19, partially offset by higher income related to the processing of unemployment insurance.
- Service charges decreased $533 million primarily due to higher deposit balances and lower client activity due to the impact of COVID-19.
- Investment and brokerage services income increased $672 million primarily due to higher client transactional activity, higher market valuations and assets under management (AUM) flows, partially offset by declines in AUM pricing.
- Investment banking fees increased $1.5 billion primarily driven by higher equity issuance fees.
- Market making and similar activities decreased $679 million primarily due to the impact of lower U.S. interest rates on certain risk management derivatives, partially offset by increased client activity and strong trading performance in fixed income, currencies and commodities (FICC).
- Other income decreased $1.0 billion primarily due to lower equity investment income, higher partnership losses on tax credit investments, primarily affordable housing and renewable energy, partially offset by higher gains on loan sales and sales of debt securities.

Provision for Credit Losses

The provision for credit losses increased $7.7 billion to $11.3 billion in 2020 compared to 2019 primarily driven by higher ECL due to a weaker economic outlook related to COVID-19. For more information on the provision for credit losses, see Allowance for Credit Losses on page 99.

Noninterest Expense

Table 3 Noninterest Expense

(Dollars in millions)	2020	2019
Compensation and benefits	$ 32,725	$ 31,977
Occupancy and equipment	7,141	6,588
Information processing and communications	5,222	4,646
Product delivery and transaction related	3,433	2,762
Marketing	1,701	1,934
Professional fees	1,694	1,597
Other general operating	3,297	5,396
Total noninterest expense	$ 55,213	$ 54,900

Noninterest expense increased $313 million to $55.2 billion in 2020 compared to 2019. The increase was primarily due to higher operating costs related to COVID-19, merchant services expenses, which were previously recorded in other income as part of joint venture net earnings, and higher activity-based expenses due to increased client activity, partially offset by a $2.1 billion pretax impairment charge related to the notice of termination of the merchant services joint venture in 2019.

Income Tax Expense

Table 4 Income Tax Expense

(Dollars in millions)	2020	2019
Income before income taxes	$ 18,995	$ 32,754
Income tax expense	1,101	5,324
Effective tax rate	5.8 %	16.3 %

Income tax expense was $1.1 billion for 2020 compared to $5.3 billion in 2019, resulting in an effective tax rate of 5.8 percent compared to 16.3 percent.

The change in the effective tax rate for 2020 was driven by the impact of our recurring tax preference benefits on lower levels of pretax income. These benefits primarily consist of tax credits from environmental, social and governance (ESG) investments in affordable housing and renewable energy, aligning with our responsible growth strategy to address global sustainability challenges. Excluding tax credits related to our ESG investment activity, the effective tax rate for 2020 would have been 21 percent.

The 2020 rate also included the impact of the U.K. tax law change, whereby on July 22, 2020, the U.K. enacted a repeal of the final two percent of scheduled decreases in the U.K. corporation tax rate, which had been previously enacted. This change will unfavorably affect income tax expense on future U.K. earnings, and requires a reversal of the adjustment to the U.K. net deferred tax assets recognized at the time the tax rate decreases were originally enacted. Accordingly, during the third quarter of 2020, the Corporation recorded an income tax benefit of approximately $700 million along with a corresponding increase to the U.K. net deferred tax assets.

The effective tax rate for 2019 included net tax benefits primarily related to the resolution of various tax controversy matters.

Absent unusual items, we expect the effective tax rate for 2021 to be in the range of 10 – 12 percent, reflecting tax credits related to our ESG investment activity.

Balance Sheet Overview

Table 5 Selected Balance Sheet Data

(Dollars in millions)	December 31 2020	December 31 2019	% Change
Assets			
Cash and cash equivalents	$ 380,463	$ 161,560	135 %
Federal funds sold and securities borrowed or purchased under agreements to resell	304,058	274,597	11
Trading account assets	198,854	229,826	(13)
Debt securities	684,850	472,197	45
Loans and leases	927,861	983,426	(6)
Allowance for loan and lease losses	(18,802)	(9,416)	100
All other assets	342,343	321,889	6
Total assets	$ 2,819,627	$ 2,434,079	16
Liabilities			
Deposits	$ 1,795,480	$ 1,434,803	25
Federal funds purchased and securities loaned or sold under agreements to repurchase	170,323	165,109	3
Trading account liabilities	71,320	83,270	(14)
Short-term borrowings	19,321	24,204	(20)
Long-term debt	262,934	240,856	9
All other liabilities	227,325	221,027	3
Total liabilities	2,546,703	2,169,269	17
Shareholders' equity	272,924	264,810	3
Total liabilities and shareholders' equity	$ 2,819,627	$ 2,434,079	16

Assets

At December 31, 2020, total assets were approximately $2.8 trillion, up $385.5 billion from December 31, 2019. The increase in assets was primarily due to higher cash held at central banks that was primarily funded by deposit growth and debt securities, partially offset by a decline in loans and leases.

Cash and Cash Equivalents

Cash and cash equivalents increased $218.9 billion driven by deposit growth.

Federal Funds Sold and Securities Borrowed or Purchased Under Agreements to Resell

Federal funds transactions involve lending reserve balances on a short-term basis. Securities borrowed or purchased under agreements to resell are collateralized lending transactions utilized to accommodate customer transactions, earn interest rate spreads, and obtain securities for settlement and for collateral. Federal funds sold and securities borrowed or purchased under agreements to resell increased $29.5 billion primarily due to deployment of deposit inflows.

Trading Account Assets

Trading account assets consist primarily of long positions in equity and fixed-income securities including U.S. government and agency securities, corporate securities and non-U.S. sovereign debt. Trading account assets decreased $31.0 billion due to a decline in inventory within *Global Markets*.

Debt Securities

Debt securities primarily include U.S. Treasury and agency securities, mortgage-backed securities (MBS), principally agency MBS, non-U.S. bonds, corporate bonds and municipal debt. We use the debt securities portfolio primarily to manage interest rate and liquidity risk and to take advantage of market conditions that create economically attractive returns on these investments. Debt securities increased $212.7 billion primarily driven by the deployment of deposit inflows. For more information on debt securities, see *Note 4 – Securities* to the Consolidated Financial Statements.

Loans and Leases

Loans and leases decreased $55.6 billion primarily driven by commercial loan paydowns, lower credit card spending and lower residential mortgages due to higher paydowns and a decline in originations. For more information on the loan portfolio, see Credit Risk Management on page 84.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses increased $9.4 billion primarily due to the weaker economic outlook related to COVID-19 and the impact of the adoption of the new credit loss accounting standard. For more information, see Allowance for Credit Losses on page 99.

Liabilities

At December 31, 2020, total liabilities were approximately $2.5 trillion, up $377.4 billion from December 31, 2019, primarily due to deposit growth.

Deposits

Deposits increased $360.7 billion primarily due to an increase in retail and wholesale deposits.

Federal Funds Purchased and Securities Loaned or Sold Under Agreements to Repurchase

Federal funds transactions involve borrowing reserve balances on a short-term basis. Securities loaned or sold under agreements to repurchase are collateralized borrowing transactions utilized to accommodate customer transactions, earn interest rate spreads and finance assets on the balance sheet. Federal funds purchased and securities loaned or sold under agreements to repurchase increased $5.2 billion primarily driven by client activity within *Global Markets*.

Trading Account Liabilities

Trading account liabilities consist primarily of short positions in equity and fixed-income securities including U.S. Treasury and agency securities, corporate securities and non-U.S. sovereign debt. Trading account liabilities decreased $12.0 billion primarily due to lower levels of short positions within *Global Markets*.

Short-term Borrowings

Short-term borrowings provide an additional funding source and primarily consist of Federal Home Loan Bank (FHLB) short-term borrowings, notes payable and various other borrowings that generally have maturities of one year or less. Short-term borrowings decreased $4.9 billion due to higher deposit levels. For more information on short-term borrowings, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash* to the Consolidated Financial Statements.

Long-term Debt

Long-term debt increased $22.1 billion primarily due to debt issuances and valuation adjustments, partially offset by maturities and redemptions. For more information on long-term debt, see *Note 11 – Long-term Debt* to the Consolidated Financial Statements.

Shareholders' Equity

Shareholders' equity increased $8.1 billion driven by net income, market value increases on debt securities and issuances of preferred and common stock, partially offset by the return of capital to shareholders totaling $14.7 billion through share repurchases and common and preferred stock dividends, as well as the impact of the adoption of the new credit loss accounting standard and the redemption of preferred stock.

Cash Flows Overview

The Corporation's operating assets and liabilities support our global markets and lending activities. We believe that cash flows from operations, available cash balances and our ability to generate cash through short- and long-term debt are sufficient to fund our operating liquidity needs. Our investing activities primarily include the debt securities portfolio and loans and leases. Our financing activities reflect cash flows primarily related to customer deposits, securities financing agreements and long-term debt. For more information on liquidity, see Liquidity Risk on page 80.

Supplemental Financial Data

Non-GAAP Financial Measures

In this Form 10-K, we present certain non-GAAP financial measures. Non-GAAP financial measures exclude certain items or otherwise include components that differ from the most directly comparable measures calculated in accordance with GAAP. Non-GAAP financial measures are provided as additional useful information to assess our financial condition, results of operations (including period-to-period operating performance) or compliance with prospective regulatory requirements. These non-GAAP financial measures are not intended as a substitute for GAAP financial measures and may not be defined or calculated the same way as non-GAAP financial measures used by other companies.

We view net interest income and related ratios and analyses on an FTE basis, which when presented on a consolidated basis are non-GAAP financial measures. To derive the FTE basis, net interest income is adjusted to reflect tax-exempt income on an equivalent before-tax basis with a corresponding increase in income tax expense. For purposes of this calculation, we use the federal statutory tax rate of 21 percent and a representative state tax rate. Net interest yield, which measures the basis points we earn over the cost of funds, utilizes net interest income on an FTE basis. We believe that presentation of these items on an FTE basis allows for comparison of amounts from both taxable and tax-exempt sources and is consistent with industry practices.

We may present certain key performance indicators and ratios excluding certain items (e.g., debit valuation adjustment (DVA) gains (losses)) which result in non-GAAP financial measures. We believe that the presentation of measures that exclude these items is useful because such measures provide additional information to assess the underlying operational performance and trends of our businesses and to allow better comparison of period-to-period operating performance.

We also evaluate our business based on certain ratios that utilize tangible equity, a non-GAAP financial measure. Tangible equity represents shareholders' equity or common shareholders' equity reduced by goodwill and intangible assets (excluding mortgage servicing rights (MSRs)), net of related deferred tax liabilities ("adjusted" shareholders' equity or common shareholders' equity). These measures are used to evaluate our use of equity. In addition, profitability, relationship and investment models use both return on average tangible common shareholders' equity and return on average tangible shareholders' equity as key measures to support our overall growth objectives. These ratios are as follows:

- Return on average tangible common shareholders' equity measures our net income applicable to common shareholders as a percentage of adjusted average common shareholders' equity. The tangible common equity ratio represents adjusted ending common shareholders' equity divided by total tangible assets.
- Return on average tangible shareholders' equity measures our net income as a percentage of adjusted average total shareholders' equity. The tangible equity ratio represents adjusted ending shareholders' equity divided by total tangible assets.
- Tangible book value per common share represents adjusted ending common shareholders' equity divided by ending common shares outstanding.

We believe ratios utilizing tangible equity provide additional useful information because they present measures of those assets that can generate income. Tangible book value per common share provides additional useful information about the level of tangible assets in relation to outstanding shares of common stock.

The aforementioned supplemental data and performance measures are presented in Tables 6 and 7.

For more information on the reconciliation of these non-GAAP financial measures to the corresponding GAAP financial measures, see Non-GAAP Reconciliations on page 111.

Key Performance Indicators

We present certain key financial and nonfinancial performance indicators (key performance indicators) that management uses when assessing our consolidated and/or segment results. We believe they are useful to investors because they provide additional information about our underlying operational performance and trends. These key performance indicators (KPIs) may not be defined or calculated in the same way as similar KPIs used by other companies. For information on how these metrics are defined, see Key Metrics on page 196.

Our consolidated key performance indicators, which include various equity and credit metrics, are presented in Table 1 on page 50 and/or Tables 6 and 7 on pages 55 and 56.

For information on key segment performance metrics, see Business Segment Operations on page 59.

Table 6 Five-year Summary of Selected Financial Data

(In millions, except per share information)	2020	2019	2018	2017	2016
Income statement					
Net interest income	**$ 43,360**	$ 48,891	$ 48,162	$ 45,239	$ 41,486
Noninterest income	**42,168**	42,353	42,858	41,887	42,012
Total revenue, net of interest expense	**85,528**	91,244	91,020	87,126	83,498
Provision for credit losses	**11,320**	3,590	3,282	3,396	3,597
Noninterest expense	**55,213**	54,900	53,154	54,517	54,880
Income before income taxes	**18,995**	32,754	34,584	29,213	25,021
Income tax expense	**1,101**	5,324	6,437	10,981	7,199
Net income	**17,894**	27,430	28,147	18,232	17,822
Net income applicable to common shareholders	**16,473**	25,998	26,696	16,618	16,140
Average common shares issued and outstanding	**8,753.2**	9,390.5	10,096.5	10,195.6	10,248.1
Average diluted common shares issued and outstanding	**8,796.9**	9,442.9	10,236.9	10,778.4	11,046.8
Performance ratios					
Return on average assets [1]	**0.67 %**	1.14 %	1.21 %	0.80 %	0.81 %
Return on average common shareholders' equity [1]	**6.76**	10.62	11.04	6.72	6.69
Return on average tangible common shareholders' equity [2]	**9.48**	14.86	15.55	9.41	9.51
Return on average shareholders' equity [1]	**6.69**	10.24	10.63	6.72	6.70
Return on average tangible shareholders' equity [2]	**9.07**	13.85	14.46	9.08	9.17
Total ending equity to total ending assets	**9.68**	10.88	11.27	11.71	12.17
Total average equity to total average assets	**9.96**	11.14	11.39	11.96	12.14
Dividend payout	**38.18**	23.65	20.31	24.24	15.94
Per common share data					
Earnings	**$ 1.88**	$ 2.77	$ 2.64	$ 1.63	$ 1.57
Diluted earnings	**1.87**	2.75	2.61	1.56	1.49
Dividends paid	**0.72**	0.66	0.54	0.39	0.25
Book value [1]	**28.72**	27.32	25.13	23.80	23.97
Tangible book value [2]	**20.60**	19.41	17.91	16.96	16.89
Market capitalization	**$ 262,206**	$ 311,209	$ 238,251	$ 303,681	$ 222,163
Average balance sheet					
Total loans and leases	**$ 982,467**	$ 958,416	$ 933,049	$ 918,731	$ 900,433
Total assets	**2,683,122**	2,405,830	2,325,246	2,268,633	2,190,218
Total deposits	**1,632,998**	1,380,326	1,314,941	1,269,796	1,222,561
Long-term debt	**220,440**	201,623	200,399	194,882	204,826
Common shareholders' equity	**243,685**	244,853	241,799	247,101	241,187
Total shareholders' equity	**267,309**	267,889	264,748	271,289	265,843
Asset quality [3]					
Allowance for credit losses [4]	**$ 20,680**	$ 10,229	$ 10,398	$ 11,170	$ 11,999
Nonperforming loans, leases and foreclosed properties [5]	**5,116**	3,837	5,244	6,758	8,084
Allowance for loan and lease losses as a percentage of total loans and leases outstanding [5]	**2.04 %**	0.97 %	1.02 %	1.12 %	1.26 %
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases [5]	**380**	265	194	161	149
Net charge-offs	**$ 4,121**	$ 3,648	$ 3,763	$ 3,979	$ 3,821
Net charge-offs as a percentage of average loans and leases outstanding [5]	**0.42 %**	0.38 %	0.41 %	0.44 %	0.43 %
Capital ratios at year end [6]					
Common equity tier 1 capital	**11.9 %**	11.2 %	11.6 %	11.5 %	10.8 %
Tier 1 capital	**13.5**	12.6	13.2	13.0	12.4
Total capital	**16.1**	14.7	15.1	14.8	14.2
Tier 1 leverage	**7.4**	7.9	8.4	8.6	8.8
Supplementary leverage ratio	**7.2**	6.4	6.8	n/a	n/a
Tangible equity [2]	**7.4**	8.2	8.6	8.9	9.2
Tangible common equity [2]	**6.5**	7.3	7.6	7.9	8.0

(1) For definitions, see Key Metrics on page 196

(2) Tangible equity ratios and tangible book value per share of common stock are non-GAAP financial measures. For more information on these ratios and corresponding reconciliations to GAAP financial measures, see Supplemental Financial Data on page 54 and Non-GAAP Reconciliations on page 111.

(3) Asset quality metrics include $75 million of non-U.S. consumer credit card net charge-offs in 2017 and $243 million of non-U.S. consumer credit card allowance for loan and lease losses, $9.2 billion of non-U.S. consumer credit card loans and $175 million of non-U.S. consumer credit card net charge-offs in 2016. The Corporation sold its non-U.S. consumer credit card business in 2017.

(4) Includes the allowance for loan and leases losses and the reserve for unfunded lending commitments.

(5) Balances and ratios do not include loans accounted for under the fair value option. For additional exclusions from nonperforming loans, leases and foreclosed properties, see Consumer Portfolio Credit Risk Management – Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity on page 90 and corresponding Table 28 and Commercial Portfolio Credit Risk Management – Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity on page 94 and corresponding Table 35.

(6) Basel 3 transition provisions for regulatory capital adjustments and deductions were fully phased-in as of January 1, 2018. Prior periods are presented on a fully phased-in basis. For additional information, including which approach is used to assess capital adequacy, see Capital Management on page 73.

n/a = not applicable

Table 7 Selected Quarterly Financial Data

(In millions, except per share information)	2020 Quarters				2019 Quarters			
	Fourth	Third	Second	First	Fourth	Third	Second	First
Income statement								
Net interest income	**$ 10,253**	$ 10,129	$ 10,848	$ 12,130	$ 12,140	$ 12,187	$ 12,189	$ 12,375
Noninterest income	**9,846**	10,207	11,478	10,637	10,209	10,620	10,895	10,629
Total revenue, net of interest expense	**20,099**	20,336	22,326	22,767	22,349	22,807	23,084	23,004
Provision for credit losses	**53**	1,389	5,117	4,761	941	779	857	1,013
Noninterest expense	**13,927**	14,401	13,410	13,475	13,239	15,169	13,268	13,224
Income before income taxes	**6,119**	4,546	3,799	4,531	8,169	6,859	8,959	8,767
Income tax expense	**649**	(335)	266	521	1,175	1,082	1,611	1,456
Net income	**5,470**	4,881	3,533	4,010	6,994	5,777	7,348	7,311
Net income applicable to common shareholders	**5,208**	4,440	3,284	3,541	6,748	5,272	7,109	6,869
Average common shares issued and outstanding	**8,724.9**	8,732.9	8,739.9	8,815.6	9,017.1	9,303.6	9,523.2	9,725.9
Average diluted common shares issued and outstanding	**8,785.0**	8,777.5	8,768.1	8,862.7	9,079.5	9,353.0	9,559.6	9,787.3
Performance ratios								
Return on average assets [(1)]	**0.78 %**	0.71 %	0.53 %	0.65 %	1.13 %	0.95 %	1.23 %	1.26 %
Four-quarter trailing return on average assets [(2)]	**0.67**	0.75	0.81	0.99	1.14	1.17	1.24	1.22
Return on average common shareholders' equity [(1)]	**8.39**	7.24	5.44	5.91	11.00	8.48	11.62	11.42
Return on average tangible common shareholders' equity [(3)]	**11.73**	10.16	7.63	8.32	15.43	11.84	16.24	16.01
Return on average shareholders' equity [(1)]	**8.03**	7.26	5.34	6.10	10.40	8.48	11.00	11.14
Return on average tangible shareholders' equity [(3)]	**10.84**	9.84	7.23	8.29	14.09	11.43	14.88	15.10
Total ending equity to total ending assets	**9.68**	9.82	9.69	10.11	10.88	11.06	11.33	11.23
Total average equity to total average assets	**9.71**	9.76	9.85	10.60	10.89	11.21	11.17	11.28
Dividend payout	**30.11**	35.36	47.87	44.57	23.90	31.48	19.95	21.20
Per common share data								
Earnings	**$ 0.60**	$ 0.51	$ 0.38	$ 0.40	$ 0.75	$ 0.57	$ 0.75	$ 0.71
Diluted earnings	**0.59**	0.51	0.37	0.40	0.74	0.56	0.74	0.70
Dividends paid	**0.18**	0.18	0.18	0.18	0.18	0.18	0.15	0.15
Book value [(1)]	**28.72**	28.33	27.96	27.84	27.32	26.96	26.41	25.57
Tangible book value [(3)]	**20.60**	20.23	19.90	19.79	19.41	19.26	18.92	18.26
Market capitalization	**$ 262,206**	$ 208,656	$ 205,772	$ 184,181	$ 311,209	$ 264,842	$ 270,935	$ 263,992
Average balance sheet								
Total loans and leases	**$ 934,798**	$ 974,018	$1,031,387	$ 990,283	$ 973,986	$ 964,733	$ 950,525	$ 944,020
Total assets	**2,791,874**	2,739,684	2,704,186	2,494,928	2,450,005	2,412,223	2,399,051	2,360,992
Total deposits	**1,737,139**	1,695,488	1,658,197	1,439,336	1,410,439	1,375,052	1,375,450	1,359,864
Long-term debt	**225,423**	224,254	221,167	210,816	206,026	202,620	201,007	196,726
Common shareholders' equity	**246,840**	243,896	242,889	241,078	243,439	246,630	245,438	243,891
Total shareholders' equity	**271,020**	267,323	266,316	264,534	266,900	270,430	267,975	266,217
Asset quality								
Allowance for credit losses [(4)]	**$ 20,680**	$ 21,506	$ 21,091	$ 17,126	$ 10,229	$ 10,242	$ 10,333	$ 10,379
Nonperforming loans, leases and foreclosed properties [(5)]	**5,116**	4,730	4,611	4,331	3,837	3,723	4,452	5,145
Allowance for loan and lease losses as a percentage of total loans and leases outstanding [(5)]	**2.04 %**	2.07 %	1.96 %	1.51 %	0.97 %	0.98 %	1.00 %	1.02 %
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases [(5)]	**380**	431	441	389	265	271	228	197
Net charge-offs	**$ 881**	$ 972	$ 1,146	$ 1,122	$ 959	$ 811	$ 887	$ 991
Annualized net charge-offs as a percentage of average loans and leases outstanding [(5)]	**0.38 %**	0.40 %	0.45 %	0.46 %	0.39 %	0.34 %	0.38 %	0.43 %
Capital ratios at period end [(6)]								
Common equity tier 1 capital	**11.9 %**	11.9 %	11.4 %	10.8 %	11.2 %	11.4 %	11.7 %	11.6 %
Tier 1 capital	**13.5**	13.5	12.9	12.3	12.6	12.9	13.3	13.1
Total capital	**16.1**	16.1	14.8	14.6	14.7	15.1	15.4	15.2
Tier 1 leverage	**7.4**	7.4	7.4	7.9	7.9	8.2	8.4	8.4
Supplementary leverage ratio	**7.2**	6.9	7.1	6.4	6.4	6.6	6.8	6.8
Tangible equity [(3)]	**7.4**	7.4	7.3	7.7	8.2	8.4	8.7	8.5
Tangible common equity [(3)]	**6.5**	6.6	6.5	6.7	7.3	7.4	7.6	7.6
Total loss-absorbing capacity and long-term debt metrics								
Total loss-absorbing capacity to risk-weighted assets	**27.4 %**	26.9 %	26.0 %	24.6 %	24.6 %	24.8 %	25.5 %	24.8 %
Total loss-absorbing capacity to supplementary leverage exposure	**14.5**	13.7	14.2	12.8	12.5	12.7	13.0	12.8
Eligible long-term debt to risk-weighted assets	**13.3**	12.9	12.4	11.6	11.5	11.4	11.8	11.4
Eligible long-term debt to supplementary leverage exposure	**7.1**	6.6	6.7	6.1	5.8	5.8	6.0	5.9

(1) For definitions, see Key Metrics on page 196.
(2) Calculated as total net income for four consecutive quarters divided by annualized average assets for four consecutive quarters.
(3) Tangible equity ratios and tangible book value per share of common stock are non-GAAP financial measures. For more information on these ratios and corresponding reconciliations to GAAP financial measures, see Supplemental Financial Data on page 54 and Non-GAAP Reconciliations on page 111.
(4) Includes the allowance for loan and lease losses and the reserve for unfunded lending commitments.
(5) Balances and ratios do not include loans accounted for under the fair value option. For additional exclusions from nonperforming loans, leases and foreclosed properties, see Consumer Portfolio Credit Risk Management – Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity on page 91 and corresponding Table 28 and Commercial Portfolio Credit Risk Management – Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity on page 95 and corresponding Table 35.
(6) For more information, including which approach is used to assess capital adequacy, see Capital Management on page 73.

Table 8 Average Balances and Interest Rates - FTE Basis

(Dollars in millions)	Average Balance	Interest Income/ Expense [1]	Yield/ Rate	Average Balance	Interest Income/ Expense [1]	Yield/ Rate	Average Balance	Interest Income/ Expense [1]	Yield/ Rate
		2020			2019			2018	
Earning assets									
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	$ 253,227	$ 359	0.14 %	$ 125,555	$ 1,823	1.45 %	$ 139,848	$ 1,926	1.38 %
Time deposits placed and other short-term investments	8,840	29	0.33	9,427	207	2.19	9,446	216	2.29
Federal funds sold and securities borrowed or purchased under agreements to resell	309,945	903	0.29	279,610	4,843	1.73	251,328	3,176	1.26
Trading account assets	148,076	4,185	2.83	148,076	5,269	3.56	132,724	4,901	3.69
Debt securities	532,266	9,868	1.87	450,090	11,917	2.65	437,312	11,837	2.66
Loans and leases [2]									
Residential mortgage	236,719	7,338	3.10	220,552	7,651	3.47	207,523	7,294	3.51
Home equity	38,251	1,290	3.37	44,600	2,194	4.92	53,886	2,573	4.77
Credit card	85,017	8,759	10.30	94,488	10,166	10.76	94,612	9,579	10.12
Direct/Indirect and other consumer [3]	89,974	2,545	2.83	90,656	3,261	3.60	93,036	3,104	3.34
Total consumer	449,961	19,932	4.43	450,296	23,272	5.17	449,057	22,550	5.02
U.S. commercial [4]	344,095	9,712	2.82	321,467	13,161	4.09	304,387	11,937	3.92
Non-U.S. commercial [4]	106,487	2,208	2.07	103,918	3,402	3.27	97,664	3,220	3.30
Commercial real estate [5]	63,428	1,790	2.82	62,044	2,741	4.42	60,384	2,618	4.34
Commercial lease financing	18,496	559	3.02	20,691	718	3.47	21,557	698	3.24
Total commercial	532,506	14,269	2.68	508,120	20,022	3.94	483,992	18,473	3.82
Total loans and leases	982,467	34,201	3.48	958,416	43,294	4.52	933,049	41,023	4.40
Other earning assets	83,078	2,539	3.06	69,089	4,478	6.48	76,524	4,300	5.62
Total earning assets	2,317,899	52,084	2.25	2,040,263	71,831	3.52	1,980,231	67,379	3.40
Cash and due from banks	31,885			26,193			25,830		
Other assets, less allowance for loan and lease losses	333,338			339,374			319,185		
Total assets	$ 2,683,122			$ 2,405,830			$ 2,325,246		
Interest-bearing liabilities									
U.S. interest-bearing deposits									
Savings	$ 58,113	$ 6	0.01 %	$ 52,020	$ 5	0.01 %	$ 54,226	$ 6	0.01 %
Demand and money market deposit accounts	829,719	977	0.12	741,126	4,471	0.60	676,382	2,636	0.39
Consumer CDs and IRAs	47,780	405	0.85	47,577	471	0.99	39,823	157	0.39
Negotiable CDs, public funds and other deposits	64,857	323	0.50	66,866	1,407	2.11	50,593	991	1.96
Total U.S. interest-bearing deposits	1,000,469	1,711	0.17	907,589	6,354	0.70	821,024	3,790	0.46
Non-U.S. interest-bearing deposits									
Banks located in non-U.S. countries	1,476	4	0.27	1,936	20	1.04	2,312	39	1.69
Governments and official institutions	184	—	0.01	181	—	0.05	810	—	0.01
Time, savings and other	75,386	228	0.30	69,351	814	1.17	65,097	666	1.02
Total non-U.S. interest-bearing deposits	77,046	232	0.30	71,468	834	1.17	68,219	705	1.03
Total interest-bearing deposits	1,077,515	1,943	0.18	979,057	7,188	0.73	889,243	4,495	0.51
Federal funds purchased, securities loaned or sold under agreements to repurchase, short-term borrowings and other interest-bearing liabilities	293,466	987	0.34	276,432	7,208	2.61	269,748	5,839	2.17
Trading account liabilities	41,386	974	2.35	45,449	1,249	2.75	50,928	1,358	2.67
Long-term debt	220,440	4,321	1.96	201,623	6,700	3.32	200,399	6,915	3.45
Total interest-bearing liabilities	1,632,807	8,225	0.50	1,502,561	22,345	1.49	1,410,318	18,607	1.32
Noninterest-bearing sources									
Noninterest-bearing deposits	555,483			401,269			425,698		
Other liabilities [6]	227,523			234,111			224,482		
Shareholders' equity	267,309			267,889			264,748		
Total liabilities and shareholders' equity	$ 2,683,122			$ 2,405,830			$ 2,325,246		
Net interest spread			1.75 %			2.03 %			2.08 %
Impact of noninterest-bearing sources			0.15			0.40			0.37
Net interest income/yield on earning assets [7]		$ 43,859	1.90 %		$ 49,486	2.43 %		$ 48,772	2.45 %

(1) Includes the impact of interest rate risk management contracts. For more information, see Interest Rate Risk Management for the Banking Book on page 105.
(2) Nonperforming loans are included in the respective average loan balances. Income on these nonperforming loans is generally recognized on a cost recovery basis.
(3) Includes non-U.S. consumer loans of $2.9 billion, $2.9 billion and $2.8 billion for 2020, 2019 and 2018, respectively.
(4) Certain prior-period amounts for 2019 have been reclassified to conform to current-period presentation.
(5) Includes U.S. commercial real estate loans of $59.8 billion, $57.3 billion and $56.4 billion, and non-U.S. commercial real estate loans of $3.6 billion, $4.7 billion and $4.0 billion for 2020, 2019 and 2018, respectively.
(6) Includes $34.3 billion, $35.5 billion and $30.4 billion of structured notes and liabilities for 2020, 2019 and 2018, respectively.
(7) Net interest income includes FTE adjustments of $499 million, $595 million and $610 million for 2020, 2019 and 2018, respectively.

Table 9 Analysis of Changes in Net Interest Income - FTE Basis

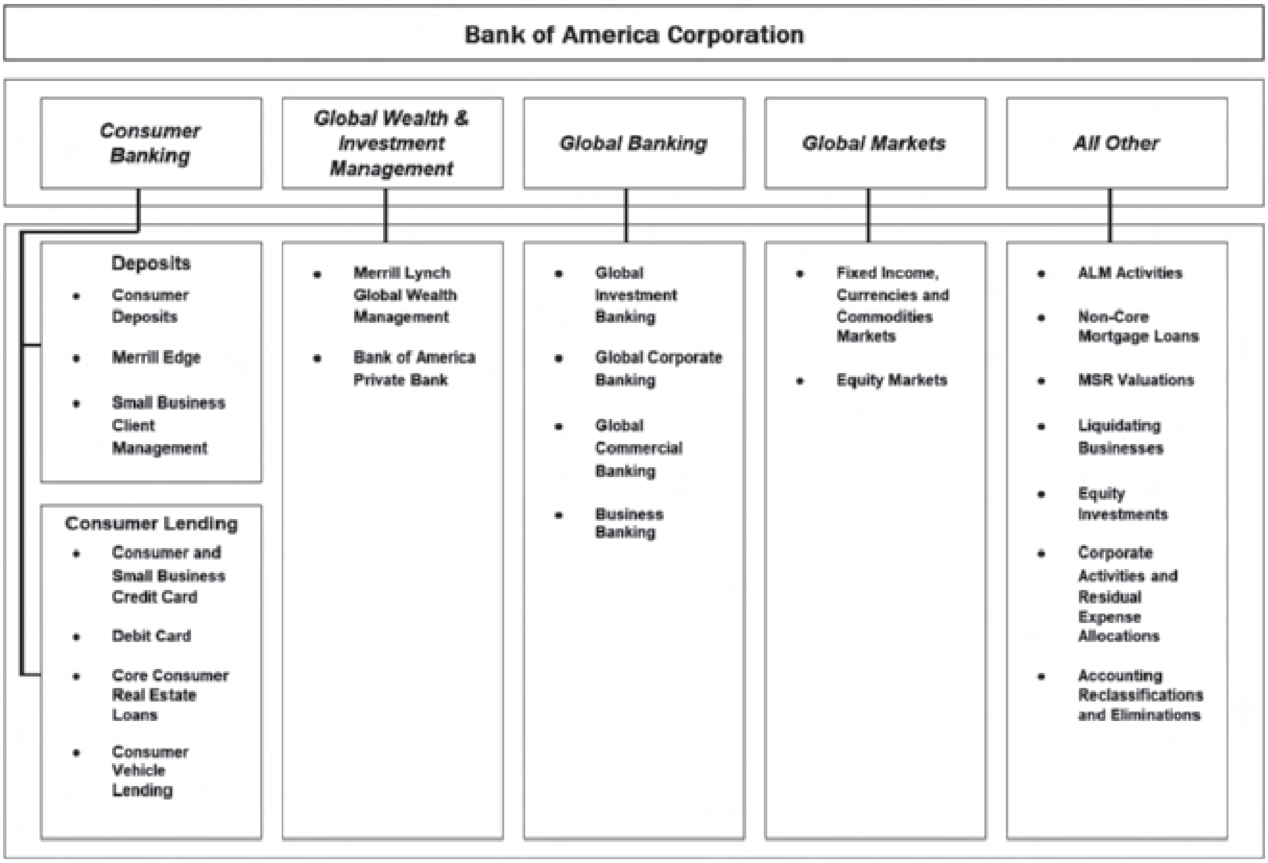
(Dollars in millions)	Due to Change in [1] Volume	Due to Change in [1] Rate	Net Change	Due to Change in [1] Volume	Due to Change in [1] Rate	Net Change
	From 2019 to 2020			From 2018 to 2019		
Increase (decrease) in interest income						
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	$ 1,849	$ (3,313)	$ (1,464)	$ (193)	$ 90	$ (103)
Time deposits placed and other short-term investments	(13)	(165)	(178)	—	(9)	(9)
Federal funds sold and securities borrowed or purchased under agreements to resell	519	(4,459)	(3,940)	347	1,320	1,667
Trading account assets	3	(1,087)	(1,084)	563	(195)	368
Debt securities	2,188	(4,237)	(2,049)	135	(55)	80
Loans and leases						
Residential mortgage	563	(876)	(313)	447	(90)	357
Home equity	(312)	(592)	(904)	(446)	67	(379)
Credit card	(1,018)	(389)	(1,407)	(17)	604	587
Direct/Indirect and other consumer	(22)	(694)	(716)	(76)	233	157
Total consumer			(3,340)			722
U.S. commercial [2]	912	(4,361)	(3,449)	665	559	1,224
Non-U.S. commercial [2]	80	(1,274)	(1,194)	209	(27)	182
Commercial real estate	63	(1,014)	(951)	75	48	123
Commercial lease financing	(76)	(83)	(159)	(28)	48	20
Total commercial			(5,753)			1,549
Total loans and leases			(9,093)			2,271
Other earning assets	905	(2,844)	(1,939)	(417)	595	178
Net increase (decrease) in interest income			$ (19,747)			$ 4,452
Increase (decrease) in interest expense						
U.S. interest-bearing deposits						
Savings	$ 1	$ —	$ 1	$ (1)	$ —	$ (1)
Demand and money market deposit accounts	507	(4,001)	(3,494)	254	1,581	1,835
Consumer CDs and IRAs	2	(68)	(66)	29	285	314
Negotiable CDs, public funds and other deposits	(39)	(1,045)	(1,084)	320	96	416
Total U.S. interest-bearing deposits			(4,643)			2,564
Non-U.S. interest-bearing deposits						
Banks located in non-U.S. countries	(5)	(11)	(16)	(6)	(13)	(19)
Time, savings and other	68	(654)	(586)	41	107	148
Total non-U.S. interest-bearing deposits			(602)			129
Total interest-bearing deposits			(5,245)			2,693
Federal funds purchased, securities loaned or sold under agreements to repurchase, short-term borrowings and other interest-bearing liabilities	451	(6,672)	(6,221)	160	1,209	1,369
Trading account liabilities	(111)	(164)	(275)	(145)	36	(109)
Long-term debt	619	(2,998)	(2,379)	41	(256)	(215)
Net increase (decrease) in interest expense			(14,120)			3,738
Net increase (decrease) in net interest income [3]			$ (5,627)			$ 714

[1] The changes for each category of interest income and expense are divided between the portion of change attributable to the variance in volume and the portion of change attributable to the variance in rate for that category. The unallocated change in rate or volume variance is allocated between the rate and volume variances.
[2] Certain prior-period amounts have been reclassified to conform to current-period presentation.
[3] Includes changes in FTE basis adjustments of a $96 million decrease from 2019 to 2020 and a $15 million decrease from 2018 to 2019.

Business Segment Operations

Segment Description and Basis of Presentation

We report our results of operations through four business segments: *Consumer Banking, GWIM, Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*. We manage our segments and report their results on an FTE basis. The primary activities, products and businesses of the business segments and *All Other* are shown below.



We periodically review capital allocated to our businesses and allocate capital annually during the strategic and capital planning processes. We utilize a methodology that considers the effect of regulatory capital requirements in addition to internal risk-based capital models. Our internal risk-based capital models use a risk-adjusted methodology incorporating each segment's credit, market, interest rate, business and operational risk components. For more information on the nature of these risks, see Managing Risk on page 70. The capital allocated to the business segments is referred to as allocated capital. Allocated equity in the reporting units is comprised of allocated capital plus capital for the portion of goodwill and intangibles specifically assigned to the reporting unit. For more information, including the definition of a reporting unit, see *Note 7 – Goodwill and Intangible Assets* to the Consolidated Financial Statements.

For more information on our presentation of financial information on an FTE basis, see Supplemental Financial Data on page 54, and for reconciliations to consolidated total revenue, net income and period-end total assets, see *Note 23 – Business Segment Information* to the Consolidated Financial Statements.

Key Performance Indicators

We present certain key financial and nonfinancial performance indicators that management uses when evaluating segment results. We believe they are useful to investors because they provide additional information about our segments' operational performance, customer trends and business growth.

Consumer Banking

(Dollars in millions)	Deposits 2020	Deposits 2019	Consumer Lending 2020	Consumer Lending 2019	Total Consumer Banking 2020	Total Consumer Banking 2019	% Change
Net interest income	$ 13,739	$ 16,904	$ 10,959	$ 11,254	$ 24,698	$ 28,158	(12)%
Noninterest income:							
Card income	(20)	(33)	4,693	5,117	4,673	5,084	(8)
Service charges	3,416	4,216	1	2	3,417	4,218	(19)
All other income	310	833	164	294	474	1,127	(58)
Total noninterest income	3,706	5,016	4,858	5,413	8,564	10,429	(18)
Total revenue, net of interest expense	17,445	21,920	15,817	16,667	33,262	38,587	(14)
Provision for credit losses	379	269	5,386	3,503	5,765	3,772	53
Noninterest expense	11,508	10,718	7,370	6,928	18,878	17,646	7
Income before income taxes	5,558	10,933	3,061	6,236	8,619	17,169	(50)
Income tax expense	1,362	2,679	750	1,528	2,112	4,207	(50)
Net income	$ 4,196	$ 8,254	$ 2,311	$ 4,708	$ 6,507	$ 12,962	(50)
Effective tax rate [(1)]					24.5 %	24.5 %	
Net interest yield	1.69 %	2.40 %	3.53 %	3.80 %	2.88	3.81	
Return on average allocated capital	35	69	9	19	17	35	
Efficiency ratio	65.97	48.90	46.60	41.56	56.76	45.73	
Balance Sheet							
Average							
Total loans and leases	$ 5,144	$ 5,371	$ 310,436	$ 295,562	$ 315,580	$ 300,933	5 %
Total earning assets [(2)]	813,779	703,481	310,862	296,051	858,724	738,807	16
Total assets [(2)]	849,924	735,298	314,599	306,169	898,606	780,742	15
Total deposits	816,968	702,972	6,698	5,368	823,666	708,340	16
Allocated capital	12,000	12,000	26,500	25,000	38,500	37,000	4
Year end							
Total loans and leases	$ 4,673	$ 5,467	$ 295,261	$ 311,942	$ 299,934	$ 317,409	(6)%
Total earning assets [(2)]	899,951	724,573	295,627	312,684	945,343	760,174	24
Total assets [(2)]	939,629	758,459	299,186	322,717	988,580	804,093	23
Total deposits	906,092	725,665	6,560	5,080	912,652	730,745	25

(1) Estimated at the segment level only.

(2) In segments and businesses where the total of liabilities and equity exceeds assets, we allocate assets from *All Other* to match the segments' and businesses' liabilities and allocated shareholders' equity. As a result, total earning assets and total assets of the businesses may not equal total *Consumer Banking*.

Consumer Banking, which is comprised of Deposits and Consumer Lending, offers a diversified range of credit, banking and investment products and services to consumers and small businesses. Deposits and Consumer Lending include the net impact of migrating customers and their related deposit, brokerage asset and loan balances between Deposits, Consumer Lending and *GWIM*, as well as other client-managed businesses. Our customers and clients have access to a coast to coast network including financial centers in 38 states and the District of Columbia. Our network includes approximately 4,300 financial centers, approximately 17,000 ATMS, nationwide call centers and leading digital banking platforms with more than 39 million active users, including approximately 31 million active mobile users.

Consumer Banking Results.

Net income for *Consumer Banking* decreased $6.5 billion to $6.5 billion in 2020 compared to 2019 primarily due to lower revenue, higher provision for credit losses and higher expenses. Net interest income decreased $3.5 billion to $24.7 billion primarily due to lower rates, partially offset by the benefit of higher deposit and loan balances. Noninterest income decreased $1.9 billion to $8.6 billion driven by a decline in service charges primarily due to higher deposit balances and lower card income due to decreased client activity, as well as lower other income due to the allocation of asset and liability management (ALM) results.

The provision for credit losses increased $2.0 billion to $5.8 billion primarily due to the weaker economic outlook related to COVID-19. Noninterest expense increased $1.2 billion to $18.9 billion primarily driven by incremental expense to support customers and employees during the pandemic, as well as the cost of increased client activity and continued investments for business growth, including the merchant services platform.

The return on average allocated capital was 17 percent, down from 35 percent, driven by lower net income and, to a lesser extent, an increase in allocated capital. For information on capital allocated to the business segments, see Business Segment Operations on page 59.

Deposits

Deposits includes the results of consumer deposit activities which consist of a comprehensive range of products provided to consumers and small businesses. Our deposit products include traditional savings accounts, money market savings accounts, CDs and IRAs, and noninterest- and interest-bearing checking accounts, as well as investment accounts and products. Net interest income is allocated to the deposit products using our funds transfer pricing process that matches assets and liabilities with similar interest rate sensitivity and maturity characteristics. Deposits generates fees such as account service fees, non-sufficient funds fees, overdraft charges and ATM fees, as well as investment and brokerage fees from Merrill Edge accounts. Merrill Edge is an integrated investing and banking service targeted at customers with less than $250,000 in investable assets. Merrill Edge provides investment advice and guidance, client brokerage asset services, a self-directed online investing platform and key banking capabilities including access to the Corporation's network of financial centers and ATMs.

Net income for Deposits decreased $4.1 billion to $4.2 billion primarily driven by lower revenue. Net interest income declined $3.2 billion to $13.7 billion primarily due to lower interest rates, partially offset by the benefit of growth in deposits. Noninterest income decreased $1.3 billion to $3.7 billion primarily driven by lower service charges due to higher deposit balances and lower client activity related to the impact of COVID-19, as well as lower other income due to the allocation of ALM results.

The provision for credit losses increased $110 million to $379 million in 2020 due to the weaker economic outlook related to COVID-19. Noninterest expense increased $790 million to $11.5 billion driven by continued investments in the business and incremental expense to support customers and employees during the pandemic.

Average deposits increased $114.0 billion to $817.0 billion in 2020 driven by strong organic growth of $79.3 billion in checking and time deposits and $34.4 billion in traditional savings and money market savings.

The following table provides key performance indicators for Deposits. Management uses these metrics, and we believe they are useful to investors because they provide additional information to evaluate our deposit profitability and digital/mobile trends.

Key Statistics – Deposits

	2020	2019
Total deposit spreads (excludes noninterest costs) [(1)]	**1.94%**	2.34%
Year End		
Consumer investment assets (in millions) [(2)]	**$306,104**	$240,132
Active digital banking users (units in thousands) [(3)]	**39,315**	38,266
Active mobile banking users (units in thousands) [(4)]	**30,783**	29,174
Financial centers	**4,312**	4,300
ATMs	**16,904**	16,788

(1) Includes deposits held in Consumer Lending.
(2) Includes client brokerage assets, deposit sweep balances and AUM in *Consumer Banking*.
(3) Active digital banking users represents mobile and/or online users at period end.
(4) Active mobile banking users represents mobile users at period end.

Consumer investment assets increased $66.0 billion in 2020 driven by market performance and client flows. Active mobile banking users increased approximately two million reflecting continuing changes in our customers' banking preferences. We had a net increase of 12 financial centers as we continued to optimize our consumer banking network.

Consumer Lending

Consumer Lending offers products to consumers and small businesses across the U.S. The products offered include credit and debit cards, residential mortgages and home equity loans, and direct and indirect loans such as automotive, recreational vehicle and consumer personal loans. In addition to earning net interest spread revenue on its lending activities, Consumer Lending generates interchange revenue from credit and debit card transactions, late fees, cash advance fees, annual credit card fees, mortgage banking fee income and other miscellaneous fees. Consumer Lending products are available to our customers through our retail network, direct telephone, and online and mobile channels. Consumer Lending results also include the impact of servicing residential mortgages and home equity loans in the core portfolio, including loans held on the balance sheet of Consumer Lending and loans serviced for others.

Net income for Consumer Lending was $2.3 billion, a decrease of $2.4 billion, primarily due to higher provision for credit losses. Net interest income declined $295 million to $11.0 billion primarily due to lower interest rates, partially offset by loan growth. Noninterest income decreased $555 million to $4.9 billion primarily driven by lower card income due to lower client activity, as well as lower other income due to the allocation of ALM results.

The provision for credit losses increased $1.9 billion to $5.4 billion primarily due to the weaker economic outlook related to COVID-19. Noninterest expense increased $442 million to $7.4 billion primarily driven by investments in the business and incremental expense to support customers and employees during the pandemic.

Average loans increased $14.9 billion to $310.4 billion primarily driven by an increase in residential mortgages and PPP loans, partially offset by a decline in credit cards.

The following table provides key performance indicators for Consumer Lending. Management uses these metrics, and we believe they are useful to investors because they provide additional information about loan growth and profitability.

Key Statistics – Consumer Lending

(Dollars in millions)	2020	2019
Total credit card [1]		
Gross interest yield [2]	**10.27 %**	10.76 %
Risk-adjusted margin [3]	**9.16**	8.28
New accounts (in thousands)	**2,505**	4,320
Purchase volumes	**$ 251,599**	$ 277,852
Debit card purchase volumes	**$ 384,503**	$ 360,672

(1) Includes GWIM's credit card portfolio.
(2) Calculated as the effective annual percentage rate divided by average loans.
(3) Calculated as the difference between total revenue, net of interest expense, and net credit losses divided by average loans.

During 2020, the total risk-adjusted margin increased 88 bps compared to 2019 driven by a lower mix of customer balances at promotional rates, the lower interest rate environment and lower net credit losses. Total credit card purchase volumes declined $26.3 billion to $251.6 billion. The decline in credit card purchase volumes was driven by the impact of COVID-19. While overall spending improved during the second half of 2020, spending for travel and entertainment remained lower compared to 2019. During 2020, debit card purchase volumes increased $23.8 billion to $384.5 billion, despite COVID-19 impacts. Debit card purchase volumes improved in the second half of 2020 as businesses reopened and spending improved.

Key Statistics – Residential Mortgage Loan Production [1]

(Dollars in millions)	2020	2019
Consumer Banking:		
First mortgage	**$ 43,197**	$ 49,179
Home equity	**6,930**	9,755
Total [2]:		
First mortgage	**$ 69,086**	$ 72,467
Home equity	**8,160**	11,131

(1) The loan production amounts represent the unpaid principal balance of loans and, in the case of home equity, the principal amount of the total line of credit.
(2) In addition to loan production in *Consumer Banking*, there is also first mortgage and home equity loan production in *GWIM*.

First mortgage loan originations in *Consumer Banking* and for the total Corporation decreased $6.0 billion and $3.4 billion in 2020 primarily driven by a decline in nonconforming applications.

Home equity production in *Consumer Banking* and for the total Corporation decreased $2.8 billion and $3.0 billion in 2020 primarily driven by a decline in applications.

Global Wealth & Investment Management

(Dollars in millions)	2020	2019	% Change
Net interest income	$ 5,468	$ 6,504	(16)%
Noninterest income:			
Investment and brokerage services	12,270	11,870	3
All other income	846	1,164	(27)
Total noninterest income	13,116	13,034	1
Total revenue, net of interest expense	18,584	19,538	(5)
Provision for credit losses	357	82	n/m
Noninterest expense	14,154	13,825	2
Income before income taxes	4,073	5,631	(28)
Income tax expense	998	1,380	(28)
Net income	$ 3,075	$ 4,251	(28)
Effective tax rate	24.5 %	24.5 %	
Net interest yield	1.73	2.33	
Return on average allocated capital	21	29	
Efficiency ratio	76.16	70.76	
Balance Sheet			
Average			
Total loans and leases	$ 183,402	$ 168,910	9 %
Total earning assets	316,008	279,681	13
Total assets	328,384	292,016	12
Total deposits	287,123	256,516	12
Allocated capital	15,000	14,500	3
Year end			
Total loans and leases	$ 188,562	$ 176,600	7 %
Total earning assets	356,873	287,201	24
Total assets	369,736	299,770	23
Total deposits	322,157	263,113	22

n/m = not meaningful

GWIM consists of two primary businesses: Merrill Lynch Global Wealth Management (MLGWM) and Bank of America Private Bank.

MLGWM's advisory business provides a high-touch client experience through a network of financial advisors focused on clients with over $250,000 in total investable assets. MLGWM provides tailored solutions to meet clients' needs through a full set of investment management, brokerage, banking and retirement products.

Bank of America Private Bank, together with MLGWM's Private Wealth Management business, provides comprehensive wealth management solutions targeted to high net worth and ultra high net worth clients, as well as customized solutions to meet clients' wealth structuring, investment management, trust and banking needs, including specialty asset management services.

Net income for *GWIM* decreased $1.2 billion to $3.1 billion primarily due to lower net interest income, higher noninterest expense and higher provision for credit losses.

Net interest income decreased $1.0 billion to $5.5 billion due to the impact of lower interest rates, partially offset by the benefit of strong deposit and loan growth.

Noninterest income, which primarily includes investment and brokerage services income, increased $82 million to $13.1 billion primarily due to higher market valuations and positive AUM flows, largely offset by declines in AUM pricing as well as lower other income due to the allocation of ALM results.

The provision for credit losses increased $275 million to $357 million primarily due to the weaker economic outlook related to COVID-19. Noninterest expense increased $329 million to $14.2 billion primarily driven by higher investments in primary sales professionals and revenue-related incentives.

The return on average allocated capital was 21 percent, down from 29 percent, due to lower net income and, to a lesser extent, a small increase in allocated capital.

Average loans increased $14.5 billion to $183.4 billion primarily driven by residential mortgage and custom lending. Average deposits increased $30.6 billion to $287.1 billion primarily driven by inflows resulting from client responses to market volatility and lower spending.

MLGWM revenue of $15.3 billion decreased five percent primarily driven by the impact of lower interest rates, partially offset by the benefits of higher market valuations and positive AUM flows.

Bank of America Private Bank revenue of $3.3 billion decreased four percent primarily driven by the impact of lower interest rates.

Key Indicators and Metrics

(Dollars in millions, except as noted)	2020	2019
Revenue by Business		
Merrill Lynch Global Wealth Management	$ 15,292	$ 16,112
Bank of America Private Bank	3,292	3,426
Total revenue, net of interest expense	$ 18,584	$ 19,538
Client Balances by Business, at year end		
Merrill Lynch Global Wealth Management	$ 2,808,340	$ 2,558,102
Bank of America Private Bank	541,464	489,690
Total client balances	$ 3,349,804	$ 3,047,792
Client Balances by Type, at year end		
Assets under management	$ 1,408,465	$ 1,275,555
Brokerage and other assets	1,479,614	1,372,733
Deposits	322,157	263,103
Loans and leases [1]	191,124	179,296
Less: Managed deposits in assets under management	(51,556)	(42,895)
Total client balances	$ 3,349,804	$ 3,047,792
Assets Under Management Rollforward		
Assets under management, beginning of year	$ 1,275,555	$ 1,072,234
Net client flows	19,596	24,865
Market valuation/other	113,314	178,456
Total assets under management, end of year	$ 1,408,465	$ 1,275,555
Associates, at year end		
Number of financial advisors	17,331	17,458
Total wealth advisors, including financial advisors	19,373	19,440
Total primary sales professionals, including financial advisors and wealth advisors	21,213	20,586
Merrill Lynch Global Wealth Management Metric		
Financial advisor productivity [2] (in thousands)	$ 1,126	$ 1,082
Bank of America Private Bank Metric, at year end		
Primary sales professionals	1,759	1,766

(1) Includes margin receivables which are classified in customer and other receivables on the Consolidated Balance Sheet.
(2) For a definition, see Key Metrics on page 196.

Client Balances

Client balances managed under advisory and/or discretion of *GWIM* are AUM and are typically held in diversified portfolios. Fees earned on AUM are calculated as a percentage of clients' AUM balances. The asset management fees charged to clients per year depend on various factors, but are commonly driven by the breadth of the client's relationship. The net client AUM flows represent the net change in clients' AUM balances over a specified period of time, excluding market appreciation/depreciation and other adjustments.

Client balances increased $302.0 billion, or 10 percent, to $3.3 trillion at December 31, 2020 compared to December 31, 2019. The increase in client balances was primarily due to higher market valuations and positive client flows.

Global Banking

(Dollars in millions)		2020		2019	% Change
Net interest income	$	**9,013**	$	10,675	(16)%
Noninterest income:					
Service charges		**3,238**		3,015	7
Investment banking fees		**4,010**		3,137	28
All other income		**2,726**		3,656	(25)
Total noninterest income		**9,974**		9,808	2
Total revenue, net of interest expense		**18,987**		20,483	(7)
Provision for credit losses		**4,897**		414	n/m
Noninterest expense		**9,337**		9,011	4
Income before income taxes		**4,753**		11,058	(57)
Income tax expense		**1,283**		2,985	(57)
Net income	$	**3,470**	$	8,073	(57)
Effective tax rate		**27.0 %**		27.0 %	
Net interest yield		**1.86**		2.75	
Return on average allocated capital		**8**		20	
Efficiency ratio		**49.17**		43.99	
Balance Sheet					
Average					
Total loans and leases	$	**382,264**	$	374,304	2 %
Total earning assets		**485,688**		388,152	25
Total assets		**542,302**		443,083	22
Total deposits		**456,562**		362,731	26
Allocated capital		**42,500**		41,000	4
Year end					
Total loans and leases	$	**339,649**	$	379,268	(10)%
Total earning assets		**522,650**		407,180	28
Total assets		**580,561**		464,032	25
Total deposits		**493,748**		383,180	29

n/m = not meaningful

Global Banking, which includes Global Corporate Banking, Global Commercial Banking, Business Banking and Global Investment Banking, provides a wide range of lending-related products and services, integrated working capital management and treasury solutions, and underwriting and advisory services through our network of offices and client relationship teams. Our lending products and services include commercial loans, leases, commitment facilities, trade finance, commercial real estate lending and asset-based lending. Our treasury solutions business includes treasury management, foreign exchange, short-term investing options and merchant services. We also provide investment banking products to our clients such as debt and equity underwriting and distribution, and merger-related and other advisory services. Underwriting debt and equity issuances, fixed-income and equity research, and certain market-based activities are executed through our global broker-dealer affiliates, which are our primary dealers in several countries. Within *Global Banking,* Global Corporate Banking clients generally include large global corporations, financial institutions and leasing clients. Global Commercial Banking clients generally include middle-market companies, commercial real estate firms and not-for-profit companies. Business Banking clients include mid-sized U.S.-based businesses requiring customized and integrated financial advice and solutions.

Net income for *Global Banking* decreased $4.6 billion to $3.5 billion primarily driven by higher provision for credit losses as well as lower revenue.

Revenue decreased $1.5 billion to $19.0 billion driven by lower net interest income. Net interest income decreased $1.7 billion to $9.0 billion primarily driven by lower interest rates, partially offset by higher loan and deposit balances.

Noninterest income of $10.0 billion increased $166 million driven by higher investment banking fees, partially offset by lower valuation driven adjustments on the fair value loan portfolio, debt securities and leveraged loans, as well as the allocation of ALM results.

The provision for credit losses increased $4.5 billion to $4.9 billion primarily due to the weaker economic outlook related to COVID-19. Noninterest expense increased $326 million primarily due to continued investments in the business, partially offset by lower revenue-related incentives.

The return on average allocated capital was eight percent in 2020 compared to 20 percent in 2019 due to lower net income and, to a lesser extent, an increase in allocated capital. For information on capital allocated to the business segments, see Business Segment Operations on page 59.

Global Corporate, Global Commercial and Business Banking

Global Corporate, Global Commercial and Business Banking each include Business Lending and Global Transaction Services activities. Business Lending includes various lending-related products and services, and related hedging activities, including commercial loans, leases, commitment facilities, trade finance, real estate lending and asset-based lending. Global Transaction Services includes deposits, treasury management, credit card, foreign exchange and short-term investment products.

The table below and following discussion present a summary of the results, which exclude certain investment banking, merchant services and PPP activities in *Global Banking*.

Global Corporate, Global Commercial and Business Banking

	Global Corporate Banking		Global Commercial Banking		Business Banking		Total	
(Dollars in millions)	**2020**	2019	**2020**	2019	**2020**	2019	**2020**	2019
Revenue								
Business Lending	**$ 3,552**	$ 3,994	**$ 3,743**	$ 4,132	**$ 261**	$ 363	**$ 7,556**	$ 8,489
Global Transaction Services	**2,986**	3,994	**3,169**	3,499	**893**	1,064	**7,048**	8,557
Total revenue, net of interest expense	**$ 6,538**	$ 7,988	**$ 6,912**	$ 7,631	**$ 1,154**	$ 1,427	**$ 14,604**	$ 17,046
Balance Sheet								
Average								
Total loans and leases	**$ 179,393**	$ 177,713	**$ 182,212**	$ 181,485	**$ 14,410**	$ 15,058	**$ 376,015**	$ 374,256
Total deposits	**216,371**	177,924	**191,813**	144,620	**48,214**	40,196	**456,398**	362,740
Year end								
Total loans and leases	**$ 153,126**	$ 181,409	**$ 164,641**	$ 182,727	**$ 13,242**	$ 15,152	**$ 331,009**	$ 379,288
Total deposits	**233,484**	185,352	**207,597**	157,322	**52,150**	40,504	**493,231**	383,178

Business Lending revenue decreased $933 million in 2020 compared to 2019. The decrease was primarily driven by lower interest rates.

Global Transaction Services revenue decreased $1.5 billion in 2020 compared to 2019 driven by the allocation of ALM results, partially offset by the impact of higher deposit balances.

Average loans and leases were relatively flat in 2020 compared to 2019. Average deposits increased 26 percent primarily due to client responses to market volatility, government stimulus and placement of credit draws.

Global Investment Banking

Client teams and product specialists underwrite and distribute debt, equity and loan products, and provide advisory services and tailored risk management solutions. The economics of certain investment banking and underwriting activities are shared primarily between *Global Banking* and *Global Markets* under an internal revenue-sharing arrangement. *Global Banking* originates certain deal-related transactions with our corporate and commercial clients that are executed and distributed by *Global Markets*. To provide a complete discussion of our consolidated investment banking fees, the following table presents total Corporation investment banking fees and the portion attributable to *Global Banking.*

Investment Banking Fees

	Global Banking		Total Corporation	
(Dollars in millions)	**2020**	2019	**2020**	2019
Products				
Advisory	**$ 1,458**	$ 1,336	**$ 1,621**	$ 1,460
Debt issuance	**1,555**	1,348	**3,443**	3,107
Equity issuance	**997**	453	**2,328**	1,259
Gross investment banking fees	**4,010**	3,137	**7,392**	5,826
Self-led deals	**(93)**	(62)	**(212)**	(184)
Total investment banking fees	**$ 3,917**	$ 3,075	**$ 7,180**	$ 5,642

Total Corporation investment banking fees, excluding self-led deals, of $7.2 billion, which are primarily included within *Global Banking* and *Global Markets*, increased 27 percent primarily driven by higher equity issuance fees.

Global Markets

(Dollars in millions)	2020	2019	% Change
Net interest income	**$ 4,646**	$ 3,915	19 %
Noninterest income:			
Investment and brokerage services	**1,973**	1,738	14
Investment banking fees	**2,991**	2,288	31
Market making and similar activities	**8,471**	7,065	20
All other income	**685**	608	13
Total noninterest income	**14,120**	11,699	21
Total revenue, net of interest expense	**18,766**	15,614	20
Provision for credit losses	**251**	(9)	n/m
Noninterest expense	**11,422**	10,728	6
Income before income taxes	**7,093**	4,895	45
Income tax expense	**1,844**	1,395	32
Net income	**$ 5,249**	$ 3,500	50
Effective tax rate	**26.0 %**	28.5 %	
Return on average allocated capital	**15**	10	
Efficiency ratio	**60.86**	68.71	
Balance Sheet			
Average			
Trading-related assets:			
Trading account securities	**$ 243,519**	$ 246,336	(1)%
Reverse repurchases	**104,697**	116,883	(10)
Securities borrowed	**87,125**	83,216	5
Derivative assets	**47,655**	43,273	10
Total trading-related assets	**482,996**	489,708	(1)
Total loans and leases	**73,062**	71,334	2
Total earning assets	**482,171**	476,225	1
Total assets	**685,047**	679,300	1
Total deposits	**47,400**	31,380	51
Allocated capital	**36,000**	35,000	3
Year end			
Total trading-related assets	**$ 421,698**	$ 452,499	(7)%
Total loans and leases	**78,415**	72,993	7
Total earning assets	**447,350**	471,701	(5)
Total assets	**616,609**	641,809	(4)
Total deposits	**53,925**	34,676	56

n/m = not meaningful

Global Markets offers sales and trading services and research services to institutional clients across fixed-income, credit, currency, commodity and equity businesses. *Global Markets* product coverage includes securities and derivative products in both the primary and secondary markets. *Global Markets* provides market-making, financing, securities clearing, settlement and custody services globally to our institutional investor clients in support of their investing and trading activities. We also work with our commercial and corporate clients to provide risk management products using interest rate, equity, credit, currency and commodity derivatives, foreign exchange, fixed-income and mortgage-related products. As a result of our market-making activities in these products, we may be required to manage risk in a broad range of financial products including government securities, equity and equity-linked securities, high-grade and high-yield corporate debt securities, syndicated loans, MBS, commodities and asset-backed securities. The economics of certain investment banking and underwriting activities are shared primarily between *Global Markets* and *Global Banking* under an internal revenue-sharing arrangement. *Global Banking* originates certain deal-related transactions with our corporate and commercial clients that are executed and distributed by *Global Markets*. For information on investment banking fees on a consolidated basis, see page 66.

The following explanations for year-over-year changes for *Global Markets*, including those disclosed under Sales and Trading Revenue, are the same for amounts including and excluding net DVA. Amounts excluding net DVA are a non-GAAP financial measure. For more information on net DVA, see Supplemental Financial Data on page 54.

Net income for *Global Markets* increased $1.7 billion to $5.2 billion. Net DVA losses were $133 million compared to losses of $222 million in 2019. Excluding net DVA, net income increased $1.7 billion to $5.4 billion. These increases were primarily driven by higher revenue, partially offset by higher noninterest expense and provision for credit losses.

Revenue increased $3.2 billion to $18.8 billion primarily driven by higher sales and trading revenue and investment banking fees. Sales and trading revenue increased $2.3 billion, and excluding net DVA, increased $2.2 billion. These increases were driven by higher revenue across FICC and Equities.

The provision for credit losses increased $260 million primarily due to the weaker economic outlook related to COVID-19. Noninterest expense increased $694 million to

$11.4 billion driven by higher activity-based expenses for both card and trading.

Average total assets increased $5.7 billion to $685.0 billion driven by higher client balances in Global Equities. Year-end total assets decreased $25.2 billion to $616.6 billion driven by lower levels of inventory in FICC and increased hedging of client activity in Equities with derivative transactions relative to stock positions.

The return on average allocated capital was 15 percent, up from 10 percent, reflecting higher net income, partially offset by an increase in allocated capital.

Sales and Trading Revenue

Sales and trading revenue includes unrealized and realized gains and losses on trading and other assets which are included in market making and similar activities, net interest income, and fees primarily from commissions on equity securities. Sales and trading revenue is segregated into fixed-income (government debt obligations, investment and non-investment grade corporate debt obligations, commercial MBS, residential mortgage-backed securities, collateralized loan obligations, interest rate and credit derivative contracts), currencies (interest rate and foreign exchange contracts), commodities (primarily futures, forwards, swaps and options) and equities (equity-linked derivatives and cash equity activity). The following table and related discussion present sales and trading revenue, substantially all of which is in *Global Markets,* with the remainder in *Global Banking*. In addition, the following table and related discussion present sales and trading revenue, excluding net DVA, which is a non-GAAP financial measure. For more information on net DVA, see Supplemental Financial Data on page 54.

Sales and Trading Revenue [1, 2, 3]

(Dollars in millions)	2020	2019
Sales and trading revenue		
Fixed income, currencies and commodities	$ 9,595	$ 8,189
Equities	5,422	4,493
Total sales and trading revenue	$ 15,017	$ 12,682
Sales and trading revenue, excluding net DVA [4]		
Fixed income, currencies and commodities	$ 9,725	$ 8,397
Equities	5,425	4,507
Total sales and trading revenue, excluding net DVA	$ 15,150	$ 12,904

(1) For more information on sales and trading revenue, see *Note 3 – Derivatives* to the Consolidated Financial Statements.
(2) Includes FTE adjustments of $196 million and $187 million for 2020 and 2019.
(3) Includes *Global Banking* sales and trading revenue of $478 million and $538 million for 2020 and 2019.
(4) FICC and Equities sales and trading revenue, excluding net DVA, is a non-GAAP financial measure. FICC net DVA losses were $130 million and $208 million for 2020 and 2019. Equities net DVA losses were $3 million and $14 million for 2020 and 2019.

FICC revenue increased $1.3 billion driven by increased client activity and improved market-making conditions across macro products. Equities revenue increased $918 million driven by increased client activity and a strong trading performance in a more volatile market environment.

All Other

(Dollars in millions)	2020	2019	% Change
Net interest income	$ 34	$ 234	(85)%
Noninterest income (loss)	(3,606)	(2,617)	38
Total revenue, net of interest expense	(3,572)	(2,383)	50
Provision for credit losses	50	(669)	(107)
Noninterest expense	1,422	3,690	(61)
Loss before income taxes	(5,044)	(5,404)	(7)
Income tax benefit	(4,637)	(4,048)	15
Net loss	$ (407)	$ (1,356)	(70)
Balance Sheet			
Average			
Total loans and leases	$ 28,159	$ 42,935	(34)%
Total assets [1]	228,783	210,689	9
Total deposits	18,247	21,359	(15)
Year end			
Total loans and leases	$ 21,301	$ 37,156	(43)%
Total assets [1]	264,141	224,375	18
Total deposits	12,998	23,089	(44)

(1) In segments where the total of liabilities and equity exceeds assets, which are generally deposit-taking segments, we allocate assets from *All Other* to those segments to match liabilities (i.e., deposits) and allocated shareholders' equity. Average allocated assets were $763.1 billion and $544.3 billion for 2020 and 2019, and year-end allocated assets were $977.7 billion and $565.4 billion at December 31, 2020 and 2019.

All Other consists of ALM activities, equity investments, non-core mortgage loans and servicing activities, liquidating businesses and certain expenses not otherwise allocated to a business segment. ALM activities encompass certain residential mortgages, debt securities, and interest rate and foreign currency risk management activities. Substantially all of the results of ALM activities are allocated to our business segments. For more information on our ALM activities, see *Note 23 – Business Segment Information* to the Consolidated Financial Statements.

Residential mortgage loans that are held for ALM purposes, including interest rate or liquidity risk management, are classified as core and are presented on the balance sheet of *All Other*. During 2020, residential mortgage loans held for ALM activities decreased $12.7 billion to $9.0 billion due primarily to loan sales. Non-core residential mortgage and home equity loans, which are principally runoff portfolios, are also held in *All*

Other. During 2020, total non-core loans decreased $3.0 billion to $12.6 billion due primarily to payoffs and paydowns, as well as Federal Housing Administration (FHA) loan conveyances and sales, partially offset by repurchases. For more information on the composition of the core and non-core portfolios, see Consumer Portfolio Credit Risk Management on page 85.

The net loss for *All Other* decreased $949 million to a net loss of $407 million, primarily due to a $2.1 billion pretax impairment charge related to the notice of termination of the merchant services joint venture in 2019, partially offset by lower revenue and higher provision for credit losses.

Revenue decreased $1.2 billion primarily due to extinguishment losses on certain structured liabilities, higher client-driven ESG investment activity, resulting in higher partnership losses on these tax-advantaged investments, and lower net interest income, partially offset by a gain on sales of mortgage loans.

The provision for credit losses increased $719 million to $50 million from a provision benefit of $669 million in 2019, primarily due to recoveries from sales of previously charged-off non-core consumer real estate loans in 2019, as well as the weaker economic outlook related to COVID-19.

Noninterest expense decreased $2.3 billion to $1.4 billion primarily due to the $2.1 billion pretax impairment charge in 2019, partially offset by higher litigation expense.

The income tax benefit increased $589 million primarily driven by the impact of the U.K. tax law change and a higher level of income tax credits related to our ESG investment activity, partially offset by the positive impact from the resolution of various tax controversy matters in 2019. Both years included income tax benefit adjustments to eliminate the FTE treatment of certain tax credits recorded in *Global Banking*.

Off-Balance Sheet Arrangements and Contractual Obligations

We have contractual obligations to make future payments on debt and lease agreements. Additionally, in the normal course of business, we enter into contractual arrangements whereby we commit to future purchases of products or services from unaffiliated parties. Purchase obligations are defined as obligations that are legally binding agreements whereby we agree to purchase products or services with a specific minimum quantity at a fixed, minimum or variable price over a specified period of time. Included in purchase obligations are vendor contracts, the most significant of which include communication services, processing services and software contracts. Debt, lease and other obligations are more fully discussed in *Note 11 – Long-term Debt* and *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements.

Other long-term liabilities include our contractual funding obligations related to the Non-U.S. Pension Plans and Nonqualified and Other Pension Plans (together, the Plans). Obligations to the Plans are based on the current and projected obligations of the Plans, performance of the Plans' assets, and any participant contributions, if applicable. During 2020 and 2019, we contributed $115 million and $135 million to the Plans, and we expect to make $136 million of contributions during 2021. The Plans are more fully discussed in *Note 17 – Employee Benefit Plans* to the Consolidated Financial Statements.

We enter into commitments to extend credit such as loan commitments, standby letters of credit (SBLCs) and commercial letters of credit to meet the financing needs of our customers. For a summary of the total unfunded, or off-balance sheet, credit extension commitment amounts by expiration date, see Credit Extension Commitments in *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements.

We also utilize variable interest entities (VIEs) in the ordinary course of business to support our financing and investing needs as well as those of our customers. For more information on our involvement with unconsolidated VIEs, see *Note 6 – Securitizations and Other Variable Interest Entities* to the Consolidated Financial Statements.

Table 10 includes certain contractual obligations at December 31, 2020 and 2019.

Table 10 Contractual Obligations

	December 31, 2020					December 31 2019
(Dollars in millions)	Due in One Year or Less	Due After One Year Through Three Years	Due After Three Years Through Five Years	Due After Five Years	Total	Total
Long-term debt	$ 20,352	$ 50,824	$ 48,568	$ 143,190	**$ 262,934**	$ 240,856
Operating lease obligations	1,927	3,169	2,395	4,609	**12,100**	11,794
Purchase obligations	551	700	80	103	**1,434**	3,530
Time deposits	50,661	3,206	426	1,563	**55,856**	74,673
Other long-term liabilities	1,656	1,092	953	781	**4,482**	4,099
Estimated interest expense on long-term debt and time deposits [(1)]	4,542	8,123	6,958	30,924	**50,547**	44,385
Total contractual obligations	$ 79,689	$ 67,114	$ 59,380	$ 181,170	**$ 387,353**	$ 379,337

(1) Represents forecasted net interest expense on long-term debt and time deposits based on interest rates at December 31, 2020 and 2019. Forecasts are based on the contractual maturity dates of each liability, and are net of derivative hedges, where applicable.

Representations and Warranties Obligations

For information on representations and warranties obligations in connection with the sale of mortgage loans, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements.

Managing Risk

Risk is inherent in all our business activities. Sound risk management enables us to serve our customers and deliver for our shareholders. If not managed well, risks can result in financial loss, regulatory sanctions and penalties, and damage to our reputation, each of which may adversely impact our ability to execute our business strategies. We take a comprehensive approach to risk management with a defined Risk Framework and an articulated Risk Appetite Statement, which are approved annually by the ERC and the Board.

The seven key types of risk faced by the Corporation are strategic, credit, market, liquidity, compliance, operational and reputational.

- Strategic risk is the risk to current or projected financial condition arising from incorrect assumptions about external or internal factors, inappropriate business plans, ineffective business strategy execution, or failure to respond in a timely manner to changes in the regulatory, macroeconomic or competitive environments in the geographic locations in which we operate.
- Credit risk is the risk of loss arising from the inability or failure of a borrower or counterparty to meet its obligations.
- Market risk is the risk that changes in market conditions may adversely impact the value of assets or liabilities, or otherwise negatively impact earnings. Market risk is composed of price risk and interest rate risk.
- Liquidity risk is the inability to meet expected or unexpected cash flow and collateral needs while continuing to support our businesses and customers under a range of economic conditions.
- Compliance risk is the risk of legal or regulatory sanctions, material financial loss or damage to the reputation of the Corporation arising from the failure of the Corporation to comply with the requirements of applicable laws, rules and regulations and our internal policies and procedures.
- Operational risk is the risk of loss resulting from inadequate or failed processes, people and systems, or from external events.
- Reputational risk is the risk that negative perceptions of the Corporation's conduct or business practices may adversely impact its profitability or operations.

The following sections address in more detail the specific procedures, measures and analyses of the major categories of risk. This discussion of managing risk focuses on the current Risk Framework that, as part of its annual review process, was approved by the ERC and the Board.

As set forth in our Risk Framework, a culture of managing risk well is fundamental to fulfilling our purpose and our values and delivering responsible growth. It requires us to focus on risk in all activities and encourages the necessary mindset and behavior to enable effective risk management, and promotes sound risk-taking within our risk appetite. Sustaining a culture of managing risk well throughout the organization is critical to our success and is a clear expectation of our executive management team and the Board.

Our Risk Framework serves as the foundation for the consistent and effective management of risks facing the Corporation. The Risk Framework sets forth clear roles, responsibilities and accountability for the management of risk and provides a blueprint for how the Board, through delegation of authority to committees and executive officers, establishes risk appetite and associated limits for our activities.

Executive management assesses, with Board oversight, the risk-adjusted returns of each business. Management reviews and approves the strategic and financial operating plans, as well as the capital plan and Risk Appetite Statement, and recommends them annually to the Board for approval. Our strategic plan takes into consideration return objectives and financial resources, which must align with risk capacity and risk appetite. Management sets financial objectives for each business by allocating capital and setting a target for return on capital for each business. Capital allocations and operating limits are regularly evaluated as part of our overall governance processes as the businesses and the economic environment in which we operate continue to evolve. For more information regarding capital allocations, see Business Segment Operations on page 59.

The Corporation's risk appetite indicates the amount of capital, earnings or liquidity we are willing to put at risk to achieve our strategic objectives and business plans, consistent with applicable regulatory requirements. Our risk appetite provides a common and comparable set of measures for senior management and the Board to clearly indicate our aggregate level of risk and to monitor whether the Corporation's risk profile remains in alignment with our strategic and capital plans. Our risk appetite is formally articulated in the Risk Appetite Statement, which includes both qualitative components and quantitative limits.

Our overall capacity to take risk is limited; therefore, we prioritize the risks we take in order to maintain a strong and flexible financial position so we can withstand challenging economic conditions and take advantage of organic growth opportunities. Therefore, we set objectives and targets for capital and liquidity that are intended to permit us to continue to operate in a safe and sound manner, including during periods of stress.

Our lines of business operate with risk limits (which may include credit, market and/or operational limits, as applicable) that align with the Corporation's risk appetite. Executive management is responsible for tracking and reporting performance measurements as well as any exceptions to guidelines or limits. The Board, and its committees when appropriate, oversee financial performance, execution of the strategic and financial operating plans, adherence to risk appetite limits and the adequacy of internal controls.

For a more detailed discussion of our risk management activities, see the discussion below and pages 73 through 108.

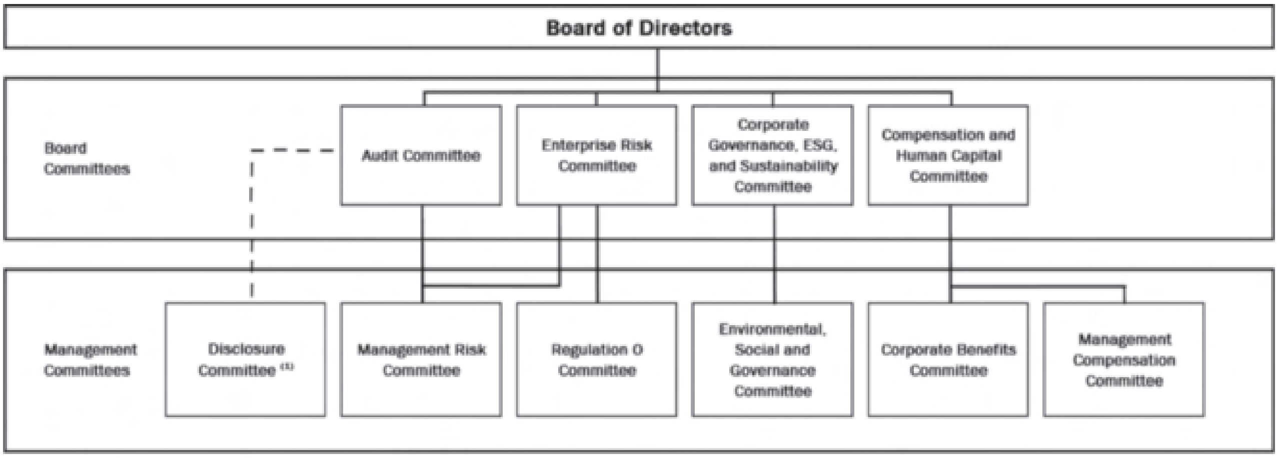
For more information about the Corporation's risks related to the pandemic, see Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K. These COVID-19 related risks are being managed within our Risk Framework and supporting risk management programs.

Risk Management Governance

The Risk Framework describes delegations of authority whereby the Board and its committees may delegate authority to management-level committees or executive officers. Such delegations may authorize certain decision-making and approval functions, which may be evidenced in, for example, committee charters, job descriptions, meeting minutes and resolutions.

The chart below illustrates the inter-relationship among the Board, Board committees and management committees that have the majority of risk oversight responsibilities for the Corporation.

The chart below illustrates the inter-relationship among the Board, Board committees and management committees that have the majority of risk oversight responsibilities for the Corporation.



(1) Reports to the CEO and CFO with oversight by the Audit Committee

Board of Directors and Board Committees

The Board is composed of 17 directors, all but one of whom are independent. The Board authorizes management to maintain an effective Risk Framework, and oversees compliance with safe and sound banking practices. In addition, the Board or its committees conduct inquiries of, and receive reports from management on risk-related matters to assess scope or resource limitations that could impede the ability of Independent Risk Management (IRM) and/or Corporate Audit to execute its responsibilities. The Board committees discussed below have the principal responsibility for enterprise-wide oversight of our risk management activities. Through these activities, the Board and applicable committees are provided with information on our risk profile and oversee executive management addressing key risks we face. Other Board committees, as described below, provide additional oversight of specific risks.

Each of the committees shown on the above chart regularly reports to the Board on risk-related matters within the committee's responsibilities, which is intended to collectively provide the Board with integrated insight about our management of enterprise-wide risks.

Audit Committee

The Audit Committee oversees the qualifications, performance and independence of the Independent Registered Public Accounting Firm, the performance of our corporate audit function, the integrity of our consolidated financial statements, our compliance with legal and regulatory requirements, and makes inquiries of management or the Chief Audit Executive (CAE) to determine whether there are scope or resource limitations that impede the ability of Corporate Audit to execute its responsibilities. The Audit Committee is also responsible for overseeing compliance risk pursuant to the New York Stock Exchange listing standards.

Enterprise Risk Committee

The ERC has primary responsibility for oversight of the Risk Framework and key risks we face and of the Corporation's overall risk appetite. It approves the Risk Framework and the Risk Appetite Statement and further recommends these documents to the Board for approval. The ERC oversees senior management's responsibilities for the identification, measurement, monitoring and control of key risks we face. The ERC may consult with other Board committees on risk-related matters.

Other Board Committees

Our Corporate Governance, ESG, and Sustainability Committee oversees our Board's governance processes, identifies and reviews the qualifications of potential Board members, recommends nominees for election to our Board, recommends committee appointments for Board approval and reviews our Environmental, Social and Governance and stockholder engagement activities.

Our Compensation and Human Capital Committee oversees establishing, maintaining and administering our compensation programs and employee benefit plans, including approving and recommending our Chief Executive Officer's (CEO) compensation to our Board for further approval by all independent directors; reviewing and approving all of our executive officers' compensation, as well as compensation for non-management directors; and reviewing certain other human capital management topics.

Management Committees

Management committees may receive their authority from the Board, a Board committee, another management committee or from one or more executive officers. Our primary management level risk committee is the Management Risk Committee (MRC). Subject to Board oversight, the MRC is responsible for management oversight of key risks facing the Corporation. This includes providing management oversight of our compliance and operational risk programs, balance sheet and capital management, funding activities and other liquidity activities, stress testing, trading activities, recovery and resolution planning, model risk, subsidiary governance and activities between member banks and their nonbank affiliates pursuant to Federal Reserve rules and regulations, among other things.

Lines of Defense

We have clear ownership and accountability across three lines of defense: Front Line Units (FLUs), IRM and Corporate Audit. We also have control functions outside of FLUs and IRM (e.g., Legal and Global Human Resources). The three lines of defense are integrated into our management-level governance structure. Each of these functional roles is further described in this section.

Executive Officers

Executive officers lead various functions representing the functional roles. Authority for functional roles may be delegated to executive officers from the Board, Board committees or management-level committees. Executive officers, in turn, may further delegate responsibilities, as appropriate, to management level committees, management routines or individuals. Executive officers review our activities for consistency with our Risk Framework, Risk Appetite Statement and applicable strategic, capital and financial operating plans, as well as applicable policies, standards, procedures and processes. Executive officers and other employees make decisions individually on a day-to-day basis, consistent with the authority they have been delegated. Executive officers and other employees may also serve on committees and participate in committee decisions.

Front Line Units

FLUs, which include the lines of business as well as the Global Technology and Operations Group, are responsible for appropriately assessing and effectively managing all of the risks associated with their activities.

Three organizational units that include FLU activities and control function activities, but are not part of IRM are first, the Chief Financial Officer (CFO) Group; second, Environmental, Social and Governance (ESG), Capital Deployment (CD) and Public Policy (PP); and third, the Chief Administrative Officer (CAO) Group.

Independent Risk Management

IRM is part of our control functions and includes Global Risk Management. We have other control functions that are not part of IRM (other control functions may also provide oversight to FLU activities), including Legal, Global Human Resources and certain activities within the CFO Group; ESG, CD and PP; and CAO Group. IRM, led by the Chief Risk Officer (CRO), is responsible for independently assessing and overseeing risks within FLUs and other control functions. IRM establishes written enterprise policies and procedures that include concentration risk limits, where appropriate. Such policies and procedures outline how aggregate risks are identified, measured, monitored and controlled.

The CRO has the stature, authority and independence to develop and implement a meaningful risk management framework. The CRO has unrestricted access to the Board and reports directly to both the ERC and to the CEO. Global Risk Management is organized into horizontal risk teams that cover a specific risk area and vertical CRO teams that cover a particular front line unit or control function. These teams work collaboratively in executing their respective duties.

Corporate Audit

Corporate Audit and the CAE maintain their independence from the FLUs, IRM and other control functions by reporting directly to the Audit Committee or the Board. The CAE administratively reports to the CEO. Corporate Audit provides independent assessment and validation through testing of key processes and controls across the Corporation. Corporate Audit includes Credit Review which periodically tests and examines credit portfolios and processes.

Risk Management Processes

The Risk Framework requires that strong risk management practices are integrated in key strategic, capital and financial planning processes and in day-to-day business processes across the Corporation, with a goal of ensuring risks are appropriately considered, evaluated and responded to in a timely manner. We employ our risk management process, referred to as Identify, Measure, Monitor and Control, as part of our daily activities.

Identify – To be effectively managed, risks must be clearly defined and proactively identified. Proper risk identification focuses on recognizing and understanding key risks inherent in our business activities or key risks that may arise from external factors. Each employee is expected to identify and escalate risks promptly. Risk identification is an ongoing process, incorporating input from FLUs and control functions, designed to be forward looking and capture relevant risk factors across all of our lines of business.

Measure – Once a risk is identified, it must be prioritized and accurately measured through a systematic risk quantification process including quantitative and qualitative components. Risk is measured at various levels including, but not limited to, risk type, FLU, legal entity and on an aggregate basis. This risk quantification process helps to capture changes in our risk profile due to changes in strategic direction, concentrations, portfolio quality and the overall economic environment. Senior management considers how risk exposures might evolve under a variety of stress scenarios.

Monitor – We monitor risk levels regularly to track adherence to risk appetite, policies, standards, procedures and processes. We also regularly update risk assessments and review risk exposures. Through our monitoring, we can determine our level of risk relative to limits and can take action in a timely manner. We also can determine when risk limits are breached and have processes to appropriately report and escalate exceptions. This includes requests for approval to managers and alerts to executive management, management-level committees or the Board (directly or through an appropriate committee).

Control – We establish and communicate risk limits and controls through policies, standards, procedures and processes that define the responsibilities and authority for risk-taking. The limits and controls can be adjusted by the Board or management when conditions or risk tolerances warrant. These limits may be absolute (e.g., loan amount, trading volume) or relative (e.g., percentage of loan book in higher-risk categories). Our lines of business are held accountable to perform within the established limits.

The formal processes used to manage risk represent a part of our overall risk management process. We instill a strong and comprehensive culture of managing risk well through communications, training, policies, procedures and organizational roles and responsibilities. Establishing a culture reflective of our purpose to help make our customers' financial lives better and delivering our responsible growth strategy is also critical to effective risk management. We understand that improper actions, behaviors or practices that are illegal, unethical or contrary to our core values could result in harm to the Corporation, our shareholders or our customers, damage the integrity of the financial markets, or negatively impact our reputation, and have established protocols and structures so that such conduct risk is governed and reported across the Corporation. Specifically, our Code of Conduct provides a framework for all of our employees to conduct themselves with the highest integrity. Additionally, we continue to strengthen the link between the employee performance management process and individual compensation to encourage employees to work toward enterprise-wide risk goals.

Corporation-wide Stress Testing

Integral to our Capital Planning, Financial Planning and Strategic Planning processes, we conduct capital scenario management and stress forecasting on a periodic basis to better understand balance sheet, earnings and capital sensitivities to certain economic and business scenarios, including economic and market conditions that are more severe than anticipated. These stress forecasts provide an understanding of the potential impacts from our risk profile on the balance sheet, earnings and capital, and serve as a key component of our capital and risk management practices. The intent of stress testing is to develop a comprehensive understanding of potential impacts of on- and off-balance sheet risks at the Corporation and how they impact financial resiliency, which provides confidence to management, regulators and our investors.

Contingency Planning

We have developed and maintain contingency plans that are designed to prepare us in advance to respond in the event of potential adverse economic, financial or market stress. These contingency plans include our Capital Contingency Plan and Financial Contingency and Recovery Plan, which provide monitoring, escalation, actions and routines designed to enable us to increase capital, access funding sources and reduce risk through consideration of potential options that include asset sales, business sales, capital or debt issuances, or other de-risking strategies. We also maintain a Resolution Plan to limit adverse systemic impacts that could be associated with a potential resolution of Bank of America.

Strategic Risk Management

Strategic risk is embedded in every business and is one of the major risk categories along with credit, market, liquidity, compliance, operational and reputational risks. This risk results from incorrect assumptions about external or internal factors, inappropriate business plans, ineffective business strategy execution, or failure to respond in a timely manner to changes in the regulatory, macroeconomic or competitive environments in the geographic locations in which we operate, such as competitor actions, changing customer preferences, product obsolescence and technology developments. Our strategic plan is consistent with our risk appetite, capital plan and liquidity requirements and specifically addresses strategic risks.

On an annual basis, the Board reviews and approves the strategic plan, capital plan, financial operating plan and Risk Appetite Statement. With oversight by the Board, executive management directs the lines of business to execute our strategic plan consistent with our core operating principles and risk appetite. The executive management team monitors business performance throughout the year and provides the Board with regular progress reports on whether strategic objectives and timelines are being met, including reports on strategic risks and if additional or alternative actions need to be considered or implemented. The regular executive reviews focus on assessing forecasted earnings and returns on capital, the current risk profile, current capital and liquidity requirements, staffing levels and changes required to support the strategic plan, stress testing results, and other qualitative factors such as market growth rates and peer analysis.

Significant strategic actions, such as capital actions, material acquisitions or divestitures, and resolution plans are reviewed and approved by the Board. At the business level, processes are in place to discuss the strategic risk implications of new, expanded or modified businesses, products or services and other strategic initiatives, and to provide formal review and approval where required. With oversight by the Board and the ERC, executive management performs similar analyses throughout the year and evaluates changes to the financial forecast or the risk, capital or liquidity positions as deemed appropriate to balance and optimize achieving the targeted risk appetite, shareholder returns and maintaining the targeted financial strength. Proprietary models are used to measure the capital requirements for credit, country, market, operational and strategic risks. The allocated capital assigned to each business is based on its unique risk profile. With oversight by the Board, executive management assesses the risk-adjusted returns of each business in approving strategic and financial operating plans. The businesses use allocated capital to define business strategies and price products and transactions.

Capital Management

The Corporation manages its capital position so that its capital is more than adequate to support its business activities and aligns with risk, risk appetite and strategic planning. Additionally, we seek to maintain safety and soundness at all times, even under adverse scenarios, take advantage of organic growth opportunities, meet obligations to creditors and counterparties, maintain ready access to financial markets, continue to serve as a credit intermediary, remain a source of strength for our subsidiaries, and satisfy current and future regulatory capital requirements. Capital management is integrated into our risk and governance processes, as capital is a key consideration in the development of our strategic plan, risk appetite and risk limits.

We conduct an Internal Capital Adequacy Assessment Process (ICAAP) on a periodic basis. The ICAAP is a forward-looking assessment of our projected capital needs and resources, incorporating earnings, balance sheet and risk forecasts under baseline and adverse economic and market conditions. We utilize periodic stress tests to assess the potential impacts to our balance sheet, earnings, regulatory capital and liquidity under a variety of stress scenarios. We perform qualitative risk assessments to identify and assess material risks not fully captured in our forecasts or stress tests. We assess the potential capital impacts of proposed changes to regulatory capital requirements. Management assesses ICAAP results and provides documented quarterly assessments of the adequacy of our capital guidelines and capital position to the Board or its committees.

We periodically review capital allocated to our businesses and allocate capital annually during the strategic and capital planning processes. For more information, see Business Segment Operations on page 59.

CCAR and Capital Planning

The Federal Reserve requires BHCs to submit a capital plan and planned capital actions on an annual basis, consistent with the rules governing the CCAR capital plan.

Based on the results of our 2020 CCAR supervisory stress test that was submitted to the Federal Reserve in the second quarter of 2020, we are subject to a 2.5 percent stress capital buffer (SCB) for the period beginning October 1, 2020 and ending on September 30, 2021. Our Common equity tier 1 (CET1) capital ratio under the Standardized approach must remain above 9.5 percent during this period (the sum of our CET1 capital ratio minimum of 4.5 percent, global systemically important bank (G-SIB) surcharge of 2.5 percent and our SCB of 2.5 percent) in order to avoid restrictions on capital distributions and discretionary bonus payments.

Due to economic uncertainty resulting from the pandemic, the Federal Reserve required all large banks to update and resubmit their capital plans in November 2020 based on the Federal Reserve's updated supervisory stress test scenarios. The results of the additional supervisory stress tests were published in December 2020.

The Federal Reserve also required large banks to suspend share repurchase programs during the second half of 2020, except for repurchases to offset shares awarded under equity-based compensation plans, and to limit common stock dividends to existing rates that did not exceed the average of the last four quarters' net income. The Federal Reserve's directives regarding share repurchases aligned with our decision to voluntarily suspend our general common stock repurchase program during the first half of 2020. The suspension of our repurchases did not include repurchases to offset shares awarded under our equity-based compensation plans. Pursuant to the Board's authorization, we repurchased $7.0 billion of common stock during 2020.

In December 2020, the Federal Reserve announced that beginning in the first quarter of 2021, large banks would be permitted to pay common stock dividends at existing rates and to repurchase shares in an amount that, when combined with dividends paid, does not exceed the average of net income over the last four quarters.

On January 19, 2021, we announced that the Board declared a quarterly common stock dividend of $0.18 per share, payable on March 26, 2021 to shareholders of record as of March 5, 2021. We also announced that the Board authorized the repurchase of $2.9 billion in common stock through March 31, 2021, plus repurchases to offset shares awarded under equity-based compensation plans during the same period, estimated to be approximately $300 million. This authorization equals the maximum amount allowed by the Federal Reserve for the period.

Our stock repurchase program is subject to various factors, including the Corporation's capital position, liquidity, financial performance and alternative uses of capital, stock trading price and general market conditions, and may be suspended at any time. Such repurchases may be effected through open market purchases or privately negotiated transactions, including repurchase plans that satisfy the conditions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (Exchange Act).

Regulatory Capital

As a financial services holding company, we are subject to regulatory capital rules, including Basel 3, issued by U.S. banking regulators. Basel 3 established minimum capital ratios and buffer requirements and outlined two methods of calculating risk-weighted assets (RWA), the Standardized approach and the Advanced approaches. The Standardized approach relies primarily on supervisory risk weights based on exposure type, and the Advanced approaches determine risk weights based on internal models.

The Corporation's depository institution subsidiaries are also subject to the Prompt Corrective Action (PCA) framework. The Corporation and its primary affiliated banking entity, BANA, are Advanced approaches institutions under Basel 3 and are required to report regulatory risk-based capital ratios and RWA under both the Standardized and Advanced approaches. The approach that yields the lower ratio is used to assess capital adequacy including under the PCA framework. As of December 31, 2020, the CET1, Tier 1 capital and Total capital ratios for the Corporation were lower under the Standardized approach.

Minimum Capital Requirements

In order to avoid restrictions on capital distributions and discretionary bonus payments, the Corporation must meet risk-based capital ratio requirements that include a capital conservation buffer greater than 2.5 percent, plus any applicable countercyclical capital buffer and a G-SIB surcharge. On October 1, 2020, the capital conservation buffer was replaced by the SCB for the Corporation's Standardized approach ratio requirements. The buffers and surcharge must be comprised solely of CET1 capital.

The Corporation is also required to maintain a minimum supplementary leverage ratio (SLR) of 3.0 percent plus a leverage buffer of 2.0 percent in order to avoid certain restrictions on capital distributions and discretionary bonus payments. Our insured depository institution subsidiaries are required to maintain a minimum 6.0 percent SLR to be considered well capitalized under the PCA framework. The numerator of the SLR is quarter-end Basel 3 Tier 1 capital. The denominator is total leverage exposure based on the daily average of the sum of on-balance sheet exposures less permitted deductions and applicable temporary exclusions, as well as the simple average of certain off-balance sheet exposures, as of the end of each month in a quarter. For more information, see Capital Management – Regulatory Developments on page 78.

Capital Composition and Ratios

Table 11 presents Bank of America Corporation's capital ratios and related information in accordance with Basel 3 Standardized and Advanced approaches as measured at December 31, 2020 and 2019. For the periods presented herein, the Corporation met the definition of well capitalized under current regulatory requirements.

Table 11 Bank of America Corporation Regulatory Capital under Basel 3

(Dollars in millions, except as noted)	Standardized Approach [1, 2]	Advanced Approaches [1]	Regulatory Minimum [3]
	December 31, 2020		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 176,660	$ 176,660	
Tier 1 capital	200,096	200,096	
Total capital [4]	237,936	227,685	
Risk-weighted assets (in billions)	1,480	1,371	
Common equity tier 1 capital ratio	11.9 %	12.9 %	9.5 %
Tier 1 capital ratio	13.5	14.6	11.0
Total capital ratio	16.1	16.6	13.0
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [5]	$ 2,719	$ 2,719	
Tier 1 leverage ratio	7.4 %	7.4 %	4.0
Supplementary leverage exposure (in billions) [6]		$ 2,786	
Supplementary leverage ratio		7.2 %	5.0
	December 31, 2019		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 166,760	$ 166,760	
Tier 1 capital	188,492	188,492	
Total capital [4]	221,230	213,098	
Risk-weighted assets (in billions)	1,493	1,447	
Common equity tier 1 capital ratio	11.2 %	11.5 %	9.5 %
Tier 1 capital ratio	12.6	13.0	11.0
Total capital ratio	14.8	14.7	13.0
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [5]	$ 2,374	$ 2,374	
Tier 1 leverage ratio	7.9 %	7.9 %	4.0
Supplementary leverage exposure (in billions)		$ 2,946	
Supplementary leverage ratio		6.4 %	5.0

(1) As of December 31, 2020, capital ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.
(2) Derivative exposure amounts are calculated using the standardized approach for measuring counterparty credit risk at December 31, 2020 and the current exposure method at December 31, 2019.
(3) The capital conservation buffer and G-SIB surcharge were 2.5 percent at both December 31, 2020 and 2019. At December 31, 2020, the Corporation's SCB of 2.5 percent was applied in place of the capital conservation buffer under the Standardized approach. The countercyclical capital buffer for both periods was zero. The SLR minimum includes a leverage buffer of 2.0 percent.
(4) Total capital under the Advanced approaches differs from the Standardized approach due to differences in the amount permitted in Tier 2 capital related to the qualifying allowance for credit losses.
(5) Reflects total average assets adjusted for certain Tier 1 capital deductions.
(6) Supplementary leverage exposure at December 31, 2020 reflects the temporary exclusion of U.S. Treasury securities and deposits at Federal Reserve Banks.

At December 31, 2020, CET1 capital was $176.7 billion, an increase of $9.9 billion from December 31, 2019, driven by earnings and net unrealized gains on available-for-sale (AFS) debt securities included in accumulated other comprehensive income (OCI), partially offset by common stock repurchases and dividends. Total capital under the Standardized approach increased $16.7 billion primarily driven by the same factors as CET1 capital, an increase in the adjusted allowance for credit losses included in Tier 2 capital and the issuance of preferred stock. RWA under the Standardized approach, which yielded the lower CET1 capital ratio at December 31, 2020, decreased $13.7 billion during 2020 to $1,480 billion primarily due to lower commercial and consumer lending exposures, partially offset by investments of excess deposits in securities. Table 12 shows the capital composition at December 31, 2020 and 2019.

Table 12 Capital Composition under Basel 3

(Dollars in millions)	December 31 2020	December 31 2019
Total common shareholders' equity	$ 248,414	$ 241,409
CECL transitional amount [1]	4,213	—
Goodwill, net of related deferred tax liabilities	(68,565)	(68,570)
Deferred tax assets arising from net operating loss and tax credit carryforwards	(5,773)	(5,193)
Intangibles, other than mortgage servicing rights, net of related deferred tax liabilities	(1,617)	(1,328)
Defined benefit pension plan net assets	(1,164)	(1,003)
Cumulative unrealized net (gain) loss related to changes in fair value of financial liabilities attributable to own creditworthiness, net-of-tax	1,753	1,278
Other	(601)	167
Common equity tier 1 capital	176,660	166,760
Qualifying preferred stock, net of issuance cost	23,437	22,329
Other	(1)	(597)
Tier 1 capital	200,096	188,492
Tier 2 capital instruments	22,213	22,538
Qualifying allowance for credit losses [2]	15,649	10,229
Other	(22)	(29)
Total capital under the Standardized approach	237,936	221,230
Adjustment in qualifying allowance for credit losses under the Advanced approaches [2]	(10,251)	(8,132)
Total capital under the Advanced approaches	$ 227,685	$ 213,098

(1) The CECL transitional amount includes the impact of the Corporation's adoption of the new CECL accounting standard on January 1, 2020 plus 25 percent of the increase in the adjusted allowance for credit losses from January 1, 2020 through December 31, 2020.
(2) The balance at December 31, 2020 includes the impact of transition provisions related to the new CECL accounting standard.

Table 13 shows the components of RWA as measured under Basel 3 at December 31, 2020 and 2019.

Table 13 Risk-weighted Assets under Basel 3

(Dollars in billions)	Standardized Approach [1] 2020	Advanced Approaches 2020	Standardized Approach [1] 2019	Advanced Approaches 2019
	December 31			
Credit risk	$ 1,420	$ 896	$ 1,437	$ 858
Market risk	60	60	56	55
Operational risk [2]	n/a	372	n/a	500
Risks related to credit valuation adjustments	n/a	43	n/a	34
Total risk-weighted assets	$ 1,480	$ 1,371	$ 1,493	$ 1,447

(1) Derivative exposure amounts are calculated using the standardized approach for measuring counterparty credit risk at December 31, 2020 and the current exposure method at December 31, 2019.
(2) December 31, 2020 includes the effects of an update made to our operational risk RWA model during the third quarter of 2020.
n/a = not applicable

Bank of America, N.A. Regulatory Capital

Table 14 presents regulatory capital information for BANA in accordance with Basel 3 Standardized and Advanced approaches as measured at December 31, 2020 and 2019. BANA met the definition of well capitalized under the PCA framework for both periods.

Table 14 Bank of America, N.A. Regulatory Capital under Basel 3

(Dollars in millions, except as noted)	Standardized Approach (1, 2)	Advanced Approaches (1)	Regulatory Minimum (3)
	December 31, 2020		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 164,593	$ 164,593	
Tier 1 capital	164,593	164,593	
Total capital (4)	181,370	170,922	
Risk-weighted assets (in billions)	1,221	1,014	
Common equity tier 1 capital ratio	13.5 %	16.2 %	7.0 %
Tier 1 capital ratio	13.5	16.2	8.5
Total capital ratio	14.9	16.9	10.5
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) (5)	$ 2,143	$ 2,143	
Tier 1 leverage ratio	7.7 %	7.7 %	5.0
Supplementary leverage exposure (in billions)		$ 2,525	
Supplementary leverage ratio		6.5 %	6.0
	December 31, 2019		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 154,626	$ 154,626	
Tier 1 capital	154,626	154,626	
Total capital (4)	166,567	158,665	
Risk-weighted assets (in billions)	1,241	991	
Common equity tier 1 capital ratio	12.5 %	15.6 %	7.0 %
Tier 1 capital ratio	12.5	15.6	8.5
Total capital ratio	13.4	16.0	10.5
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) (5)	$ 1,780	$ 1,780	
Tier 1 leverage ratio	8.7 %	8.7 %	5.0
Supplementary leverage exposure (in billions)		$ 2,177	
Supplementary leverage ratio		7.1 %	6.0

(1) As of December 31, 2020, capital ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.
(2) Derivative exposure amounts are calculated using the standardized approach for measuring counterparty credit risk at December 31, 2020 and the current exposure method at December 31, 2019.
(3) Risk-based capital regulatory minimums at both December 31, 2020 and 2019 are the minimum ratios under Basel 3 including a capital conservation buffer of 2.5 percent. The regulatory minimums for the leverage ratios as of both period ends are the percent required to be considered well capitalized under the PCA framework.
(4) Total capital under the Advanced approaches differs from the Standardized approach due to differences in the amount permitted in Tier 2 capital related to the qualifying allowance for credit losses.
(5) Reflects total average assets adjusted for certain Tier 1 capital deductions.

Total Loss-Absorbing Capacity Requirements

Total loss-absorbing capacity (TLAC) consists of the Corporation's Tier 1 capital and eligible long-term debt issued directly by the Corporation. Eligible long-term debt for TLAC ratios is comprised of unsecured debt that has a remaining maturity of at least one year and satisfies additional requirements as prescribed in the TLAC final rule. As with the risk-based capital ratios and SLR, the Corporation is required to maintain TLAC ratios in excess of minimum requirements plus applicable buffers to avoid restrictions on capital distributions and discretionary bonus payments. Table 15 presents the Corporation's TLAC and long-term debt ratios and related information as of December 31, 2020 and 2019.

Table 15 Bank of America Corporation Total Loss-Absorbing Capacity and Long-Term Debt

(Dollars in millions)	TLAC (1)	Regulatory Minimum (2)	Long-term Debt	Regulatory Minimum (3)
	December 31, 2020			
Total eligible balance	$ 405,153		$ 196,997	
Percentage of risk-weighted assets (4)	27.4 %	22.0 %	13.3 %	8.5 %
Percentage of supplementary leverage exposure (5, 6)	14.5	9.5	7.1	4.5
	December 31, 2019			
Total eligible balance	$ 367,449		$ 171,349	
Percentage of risk-weighted assets (4)	24.6 %	22.0 %	11.5 %	8.5 %
Percentage of supplementary leverage exposure (6)	12.5	9.5	5.8	4.5

(1) As of December 31, 2020, TLAC ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.
(2) The TLAC RWA regulatory minimum consists of 18.0 percent plus a TLAC RWA buffer comprised of 2.5 percent plus the Method 1 G-SIB surcharge of 1.5 percent. The countercyclical buffer is zero for both periods. The TLAC supplementary leverage exposure regulatory minimum consists of 7.5 percent plus a 2.0 percent TLAC leverage buffer. The TLAC RWA and leverage buffers must be comprised solely of CET1 capital and Tier 1 capital, respectively.
(3) The long-term debt RWA regulatory minimum is comprised of 6.0 percent plus an additional 2.5 percent requirement based on the Corporation's Method 2 G-SIB surcharge. The long-term debt leverage exposure regulatory minimum is 4.5 percent.
(4) The approach that yields the higher RWA is used to calculate TLAC and long-term debt ratios, which was the Standardized approach as of both December 31, 2020 and 2019.
(5) Supplementary leverage exposure at December 31, 2020 reflects the temporary exclusion of U.S. Treasury Securities and deposits at Federal Reserve Banks.
(6) Derivative exposure amounts are calculated using the standardized approach for measuring counterparty credit risk at December 31, 2020 and the current exposure method at December 31, 2019.

Regulatory Developments

Revisions to Basel 3 to Address Current Expected Credit Loss Accounting

On January 1, 2020, the Corporation adopted the new accounting standard that requires the measurement of the allowance for credit losses to be based on management's best estimate of lifetime ECL inherent in the Corporation's relevant financial assets. For more information, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements. During the first quarter of 2020, in accordance with an interim final rule issued by U.S. banking regulators that was finalized on August 26, 2020, the Corporation delayed for two years the initial adoption impact of CECL on regulatory capital, followed by a three-year transition period to phase out the aggregate amount of the capital benefit provided during 2020 and 2021 (i.e., a five-year transition period). During the two-year delay, the Corporation will add back to CET1 capital 100 percent of the initial adoption impact of CECL plus 25 percent of the cumulative quarterly changes in the allowance for credit losses (i.e., quarterly transitional amounts). After two years, starting on January 1, 2022, the quarterly transitional amounts along with the initial adoption impact of CECL will be phased out of CET1 capital over the three-year period.

Stress Capital Buffer

On March 4, 2020, the Federal Reserve issued a final rule that integrates the annual quantitative assessment of the CCAR program with the buffer requirements in the U.S. Basel 3 Final Rule. The new approach replaced the static 2.5 percent capital conservation buffer for Basel 3 Standardized approach requirements with a SCB, calculated as the decline in the CET1 capital ratio under the supervisory severely adverse scenario plus four quarters of planned common stock dividends, floored at 2.5 percent. Based on the CCAR 2020 supervisory stress test results, the Corporation is subject to a 2.5 percent SCB for the period beginning October 1, 2020 and ending on September 30, 2021.

In conjunction with this new requirement, the Federal Reserve has removed the annual CCAR quantitative objection process beginning with CCAR 2020. While the final rule continues to require that the Corporation describe its planned capital distributions in its CCAR capital plan, the Corporation is no longer required to seek prior approval if it makes capital distributions in excess of those included in its CCAR capital plan. The Corporation is instead subject to automatic distribution limitations if its capital ratios fall below its buffer requirements, which include the SCB.

Eligible Retained Income

On March 17, 2020, in response to the economic impact of the pandemic, the U.S. banking regulators issued an interim final rule that revises the definition of eligible retained income to be based on average net income over the prior four quarters. This change, which was finalized on August 26, 2020, more gradually phases in automatic distribution restrictions to the extent capital buffers are breached.

Supplementary Leverage Ratio

On April 1, 2020, in response to the economic impact of the pandemic, the Federal Reserve issued an interim final rule to temporarily exclude the on-balance sheet amounts of U.S. Treasury securities and deposits at Federal Reserve Banks from the calculation of supplementary leverage exposure for bank holding companies. The rule is effective for June 30, 2020 through March 31, 2021 reports. As of December 31, 2020, temporary exclusions improved the SLR by 1.0 percent to 7.2 percent.

On May 15, 2020, the U.S. banking regulators issued an interim final rule that provides a similar temporary exclusion to depository institutions, effective from the beginning of the second quarter of 2020 through March 31, 2021; however, institutions must elect the relief. Beginning in the third quarter of 2020, a depository institution electing to apply the exclusion must receive approval from its primary regulator prior to making any capital distributions as long as the exclusion is in effect. As of December 31, 2020, the Corporation's insured depository institution subsidiaries have not elected the exclusion.

Paycheck Protection Program Loans

On April 9, 2020, in response to the economic impact of the pandemic, the U.S. banking regulators issued an interim final rule that, among other things, stipulates PPP loans, which are guaranteed by the SBA, will receive a zero percent risk weight under the Basel 3 Advanced and Standardized approaches. The rule was later finalized by the U.S. banking regulators on October 28, 2020. For more information on the PPP, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48 and *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Standardized Approach for Measuring Counterparty Credit Risk

On June 30, 2020 the Corporation adopted the new standardized approach for measuring counterparty credit risk (SA-CCR), which replaces the current exposure method for calculating the exposure amount of derivative contracts for risk-weighted assets and supplementary leverage exposure. Adoption of SA-CCR resulted in a decrease of approximately $15 billion in the Corporation's Standardized RWA, and a $66 billion decrease in supplementary leverage exposure.

Swap Dealer Capital Requirements

On July 22, 2020, the U.S. Commodity Futures Trading Commission (CFTC) issued a final rule to establish capital requirements for swap dealers and major swap participants that are not subject to existing U.S. prudential regulation. Under the rule, applicable subsidiaries of the Corporation would be permitted to elect one of two approaches to compute their regulatory capital. The first approach is a bank-based capital approach, which requires that firms maintain CET1 capital greater than or equal to 6.5 percent of the entity's RWA as calculated under Basel 3, Total capital greater than or equal to 8.0 percent of the entity's RWA as calculated under Basel 3 and Total capital greater than or equal to 8.0 percent of the entity's uncleared swap margin. The second approach is based on net liquid assets and requires that a firm maintain net capital greater than or equal to 2.0 percent of its uncleared swap margin. The final rule also includes reporting requirements. The impact on the Corporation is not expected to be significant.

Deduction of Unsecured Debt of G-SIBs

On October 20, 2020, the Federal Reserve, Federal Deposit Insurance Corporation (FDIC) and the Office of the Comptroller of the Currency (U.S. Agencies) finalized a rule requiring Advanced approaches institutions to deduct from regulatory capital certain investments in TLAC-eligible long-term debt and other pari passu or subordinated debt instruments issued by G-SIBs above a specified threshold. The final rule is intended to limit the interconnectedness between G-SIBs and is complementary to existing regulatory capital requirements that generally require banks to deduct investments in the regulatory capital of financial institutions. The final rule is effective April 1, 2021. The impact to the Corporation is not expected to be significant.

Volcker Rule

Effective January 1, 2020, we became subject to certain changes to the Volcker Rule, including removing the requirement for banking organizations to deduct from Tier 1 capital ownership interests of covered funds acquired or retained under the underwriting or market-making exemptions of the Volcker Rule, which the banking entity did not organize or offer.

Single-Counterparty Credit Limits

The Federal Reserve established single-counterparty credit limits (SCCL) for BHCs with total consolidated assets of $250 billion or more. The SCCL rule is designed to ensure that the maximum possible loss that a BHC could incur due to the default of a single counterparty or a group of connected counterparties would not endanger the BHC's survival, thereby reducing the probability of future financial crises. Beginning January 1, 2020, G-SIBs must calculate SCCL on a daily basis by dividing the aggregate net credit exposure to a given counterparty by the G-SIB's Tier 1 capital, ensuring that exposures to other G-SIBs and nonbank financial institutions regulated by the Federal Reserve do not breach 15 percent of Tier 1 capital and exposures to most other counterparties do not breach 25 percent of Tier 1 capital. Certain exposures, including exposures to the U.S. government, U.S. government-sponsored entities and qualifying central counterparties, are exempt from the credit limits.

Regulatory Capital and Securities Regulation

The Corporation's principal U.S. broker-dealer subsidiaries are BofA Securities, Inc. (BofAS), Merrill Lynch Professional Clearing Corp. (MLPCC) and Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S). The Corporation's principal European broker-dealer subsidiaries are Merrill Lynch International (MLI) and BofA Securities Europe SA (BofASE).

The U.S. broker-dealer subsidiaries are subject to the net capital requirements of Rule 15c3-1 under the Exchange Act. BofAS computes its minimum capital requirements as an alternative net capital broker-dealer under Rule 15c3-1e, and MLPCC and MLPF&S compute their minimum capital requirements in accordance with the alternative standard under Rule 15c3-1. BofAS and MLPCC are also registered as futures commission merchants and are subject to CFTC Regulation 1.17. The U.S. broker-dealer subsidiaries are also registered with the Financial Industry Regulatory Authority, Inc. (FINRA). Pursuant to FINRA Rule 4110, FINRA may impose higher net capital requirements than Rule 15c3-1 under the Exchange Act with respect to each of the broker-dealers.

BofAS provides institutional services, and in accordance with the alternative net capital requirements, is required to maintain tentative net capital in excess of $1.0 billion and net capital in excess of the greater of $500 million or a certain percentage of its reserve requirement. BofAS must also notify the Securities and Exchange Commission (SEC) in the event its tentative net capital is less than $5.0 billion. BofAS is also required to hold a certain percentage of its customers' and affiliates' risk-based margin in order to meet its CFTC minimum net capital requirement. At December 31, 2020, BofAS had tentative net capital of $16.8 billion. BofAS also had regulatory net capital of $14.1 billion, which exceeded the minimum requirement of $2.9 billion.

MLPCC is a fully-guaranteed subsidiary of BofAS and provides clearing and settlement services as well as prime brokerage and arranged financing services for institutional clients. At December 31, 2020, MLPCC's regulatory net capital of $8.6 billion exceeded the minimum requirement of $1.4 billion.

MLPF&S provides retail services. At December 31, 2020, MLPF&S' regulatory net capital was $3.6 billion, which exceeded the minimum requirement of $180 million.

Our European broker-dealers are regulated by non-U.S. regulators. MLI, a U.K. investment firm, is regulated by the Prudential Regulation Authority and the FCA and is subject to certain regulatory capital requirements. At December 31, 2020, MLI's capital resources were $34.1 billion, which exceeded the minimum Pillar 1 requirement of $14.7 billion. BofASE, a French investment firm, is regulated by the Autorité de Contrôle Prudentiel et de Résolution and the Autorité des Marchés Financiers, and is subject to certain regulatory capital requirements. At December 31, 2020, BofASE's capital resources were $6.2 billion, which exceeded the minimum Pillar 1 requirement of $1.9 billion.

Liquidity Risk

Funding and Liquidity Risk Management

Our primary liquidity risk management objective is to meet expected or unexpected cash flow and collateral needs while continuing to support our businesses and customers under a range of economic conditions. To achieve that objective, we analyze and monitor our liquidity risk under expected and stressed conditions, maintain liquidity and access to diverse funding sources, including our stable deposit base, and seek to align liquidity-related incentives and risks. These liquidity risk management practices have allowed us to effectively manage the market stress from the pandemic that began in the first quarter of 2020. For more information on the effects of the pandemic, see Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K and Executive Summary – Recent Developments – COVID-19 Pandemic on page 48.

We define liquidity as readily available assets, limited to cash and high-quality, liquid, unencumbered securities that we can use to meet our contractual and contingent financial obligations as those obligations arise. We manage our liquidity position through line-of-business and ALM activities, as well as through our legal entity funding strategy, on both a forward and current (including intraday) basis under both expected and stressed conditions. We believe that a centralized approach to funding and liquidity management enhances our ability to monitor liquidity requirements, maximizes access to funding sources, minimizes borrowing costs and facilitates timely responses to liquidity events.

The Board approves our liquidity risk policy and the Financial Contingency and Recovery Plan. The ERC establishes our liquidity risk tolerance levels. The MRC is responsible for overseeing liquidity risks and directing management to maintain exposures within the established tolerance levels. The MRC reviews and monitors our liquidity position and stress testing results, approves certain liquidity risk limits and reviews the impact of strategic decisions on our liquidity. For more information, see Managing Risk on page 70. Under this governance framework, we have developed certain funding and liquidity risk management practices which include: maintaining liquidity at the parent company and selected subsidiaries, including our bank subsidiaries and other regulated entities; determining what amounts of liquidity are appropriate for these entities based on analysis of debt maturities and other potential cash outflows, including those that we may experience during stressed market conditions; diversifying funding sources, considering our asset profile and legal entity structure; and performing contingency planning.

NB Holdings Corporation

We have intercompany arrangements with certain key subsidiaries under which we transferred certain assets of Bank of America Corporation, as the parent company, which is a separate and distinct legal entity from our bank and nonbank subsidiaries, and agreed to transfer certain additional parent company assets not needed to satisfy anticipated near-term expenditures, to NB Holdings Corporation, a wholly-owned holding company subsidiary (NB Holdings). The parent company is expected to continue to have access to the same flow of dividends, interest and other amounts of cash necessary to service its debt, pay dividends and perform other obligations as it would have had if it had not entered into these arrangements and transferred any assets.

In consideration for the transfer of assets, NB Holdings issued a subordinated note to the parent company in a principal amount equal to the value of the transferred assets. The aggregate principal amount of the note will increase by the amount of any future asset transfers. NB Holdings also provided the parent company with a committed line of credit that allows the parent company to draw funds necessary to service near-term cash needs. These arrangements support our preferred single point of entry resolution strategy, under which only the parent company would be resolved under the U.S. Bankruptcy Code. These arrangements include provisions to terminate the line of credit, forgive the subordinated note and require the parent company to transfer its remaining financial assets to NB Holdings if our projected liquidity resources deteriorate so severely that resolution of the parent company becomes imminent.

Global Liquidity Sources and Other Unencumbered Assets

We maintain liquidity available to the Corporation, including the parent company and selected subsidiaries, in the form of cash and high-quality, liquid, unencumbered securities. Our liquidity buffer, referred to as Global Liquidity Sources (GLS), is comprised of assets that are readily available to the parent company and selected subsidiaries, including holding company, bank and broker-dealer subsidiaries, even during stressed market conditions. Our cash is primarily on deposit with the Federal Reserve Bank and, to a lesser extent, central banks outside of the U.S. We limit the composition of high-quality, liquid, unencumbered securities to U.S. government securities, U.S. agency securities, U.S. agency MBS and a select group of non-U.S. government securities. We can quickly obtain cash for these securities, even in stressed conditions, through repurchase agreements or outright sales. We hold our GLS in legal entities that allow us to meet the liquidity requirements of our global businesses, and we consider the impact of potential regulatory, tax, legal and other restrictions that could limit the transferability of funds among entities.

Table 16 presents average GLS for the three months ended December 31, 2020 and 2019.

Table 16 Average Global Liquidity Sources

	Three Months Ended December 31	
(Dollars in billions)	**2020**	2019
Bank entities	**$ 773**	$ 454
Nonbank and other entities [1]	**170**	122
Total Average Global Liquidity Sources	**$ 943**	$ 576

[1] Nonbank includes Parent, NB Holdings and other regulated entities.

Our bank subsidiaries' liquidity is primarily driven by deposit and lending activity, as well as securities valuation and net debt activity. Bank subsidiaries can also generate incremental liquidity by pledging a range of unencumbered loans and securities to certain FHLBs and the Federal Reserve Discount Window. The cash we could have obtained by borrowing against this pool of specifically-identified eligible assets was $306 billion and $372 billion at December 31, 2020 and 2019. We have established operational procedures to enable us to borrow against these assets, including regularly monitoring our total pool of eligible loans and securities collateral. Eligibility is defined in guidelines from the FHLBs and the Federal Reserve and is subject to change at their discretion. Due to regulatory restrictions, liquidity generated by the bank subsidiaries can generally be used only to fund obligations within the bank subsidiaries, and transfers to the parent company or nonbank subsidiaries may be subject to prior regulatory approval.

Liquidity is also held in nonbank entities, including the Parent, NB Holdings and other regulated entities. Parent company and NB Holdings liquidity is typically in the form of cash deposited at BANA and is excluded from the liquidity at bank subsidiaries. Liquidity held in other regulated entities, comprised primarily of broker-dealer subsidiaries, is primarily available to meet the obligations of that entity, and transfers to the parent company or to any other subsidiary may be subject to prior regulatory approval due to regulatory restrictions and minimum requirements. Our other regulated entities also hold unencumbered investment-grade securities and equities that we believe could be used to generate additional liquidity.

Table 17 presents the composition of average GLS for the three months ended December 31, 2020 and 2019.

Table 17 Average Global Liquidity Sources Composition

(Dollars in billions)	Three Months Ended December 31 2020	2019
Cash on deposit	**$ 322**	$ 103
U.S. Treasury securities	**141**	98
U.S. agency securities, mortgage-backed securities, and other investment-grade securities	**462**	358
Non-U.S. government securities	**18**	17
Total Average Global Liquidity Sources	**$ 943**	$ 576

Our GLS are substantially the same in composition to what qualifies as High Quality Liquid Assets (HQLA) under the final U.S. Liquidity Coverage Ratio (LCR) rules. However, HQLA for purposes of calculating LCR is not reported at market value, but at a lower value that incorporates regulatory deductions and the exclusion of excess liquidity held at certain subsidiaries. The LCR is calculated as the amount of a financial institution's unencumbered HQLA relative to the estimated net cash outflows the institution could encounter over a 30-day period of significant liquidity stress, expressed as a percentage. Our average consolidated HQLA, on a net basis, was $584 billion and $464 billion for the three months ended December 31, 2020 and 2019. For the same periods, the average consolidated LCR was 122 percent and 116 percent. Our LCR fluctuates due to normal business flows from customer activity.

Liquidity Stress Analysis

We utilize liquidity stress analysis to assist us in determining the appropriate amounts of liquidity to maintain at the parent company and our subsidiaries to meet contractual and contingent cash outflows under a range of scenarios. The scenarios we consider and utilize incorporate market-wide and Corporation-specific events, including potential credit rating downgrades for the parent company and our subsidiaries, and more severe events including potential resolution scenarios. The scenarios are based on our historical experience, experience of distressed and failed financial institutions, regulatory guidance, and both expected and unexpected future events.

The types of potential contractual and contingent cash outflows we consider in our scenarios may include, but are not limited to, upcoming contractual maturities of unsecured debt and reductions in new debt issuances; diminished access to secured financing markets; potential deposit withdrawals; increased draws on loan commitments, liquidity facilities and letters of credit; additional collateral that counterparties could call if our credit ratings were downgraded; collateral and margin requirements arising from market value changes; and potential liquidity required to maintain businesses and finance customer activities. Changes in certain market factors, including, but not limited to, credit rating downgrades, could negatively impact potential contractual and contingent outflows and the related financial instruments, and in some cases these impacts could be material to our financial results.

We consider all sources of funds that we could access during each stress scenario and focus particularly on matching available sources with corresponding liquidity requirements by legal entity. We also use the stress modeling results to manage our asset and liability profile and establish limits and guidelines on certain funding sources and businesses.

Net Stable Funding Ratio Final Rule

On October 20, 2020, the U.S. Agencies finalized the Net Stable Funding Ratio (NSFR), a rule requiring large banks to maintain a minimum level of stable funding over a one-year period. The final rule is intended to support the ability of banks to lend to households and businesses in both normal and adverse economic conditions and is complementary to the LCR rule, which focuses on short-term liquidity risks. The final rule is effective July 1, 2021. The U.S. NSFR would apply to the Corporation on a consolidated basis and to our insured depository institutions. The Corporation expects to be in compliance within the final NSFR rule in the regulatory timeline provided and does not expect any significant impacts to the Corporation.

Diversified Funding Sources

We fund our assets primarily with a mix of deposits, and secured and unsecured liabilities through a centralized, globally coordinated funding approach diversified across products, programs, markets, currencies and investor groups.

The primary benefits of our centralized funding approach include greater control, reduced funding costs, wider name recognition by investors and greater flexibility to meet the variable funding requirements of subsidiaries. Where regulations, time zone differences or other business considerations make parent company funding impractical, certain other subsidiaries may issue their own debt.

We fund a substantial portion of our lending activities through our deposits, which were $1.80 trillion and $1.43 trillion at December 31, 2020 and 2019. Deposits are primarily generated by our *Consumer Banking*, *GWIM* and *Global Banking* segments. These deposits are diversified by clients, product type and geography, and the majority of our U.S. deposits are insured by the FDIC. We consider a substantial portion of our deposits to be a stable, low-cost and consistent source of funding. We believe this deposit funding is generally less sensitive to interest rate changes, market volatility or changes in our credit ratings than wholesale funding sources. Our lending activities may also be financed through secured borrowings, including credit card securitizations and securitizations with government-sponsored enterprises (GSE), the FHA and private-label investors, as well as FHLB loans.

Our trading activities in other regulated entities are primarily funded on a secured basis through securities lending and repurchase agreements, and these amounts will vary based on customer activity and market conditions. We believe funding these activities in the secured financing markets is more cost-efficient and less sensitive to changes in our credit ratings than unsecured financing. Repurchase agreements are generally short-term and often overnight. Disruptions in secured financing markets for financial institutions have occurred in prior market cycles which resulted in adverse changes in terms or significant reductions in the availability of such financing. We manage the liquidity risks arising from secured funding by sourcing funding globally from a diverse group of counterparties, providing a range of securities collateral and pursuing longer durations, when appropriate. For more information on secured financing agreements, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash* to the Consolidated Financial Statements.

Total long-term debt increased $22.1 billion to $262.9 billion during 2020, primarily due to debt issuances and valuation adjustments, partially offset by maturities and redemptions. We may, from time to time, purchase outstanding debt instruments in various transactions, depending on market conditions, liquidity and other factors. Our other regulated entities may also make markets in our debt instruments to provide liquidity for investors.

During 2020, we issued $56.9 billion of long-term debt consisting of $43.8 billion of notes issued by Bank of America Corporation, substantially all of which was TLAC compliant, $4.8 billion of notes issued by Bank of America, N.A. and $8.3 billion of other debt. During 2019, we issued $52.5 billion of long-term debt consisting of $29.3 billion of notes issued by Bank of America Corporation, substantially all of which was TLAC compliant, $10.9 billion of notes issued by Bank of America, N.A. and $12.3 billion of other debt.

During 2020, we had total long-term debt maturities and redemptions in the aggregate of $47.1 billion consisting of $22.6 billion for Bank of America Corporation, $11.5 billion for Bank of America, N.A. and $13.0 billion of other debt. During 2019, we had total long-term debt maturities and redemptions in the aggregate of $50.6 billion consisting of $21.1 billion for Bank of America Corporation, $19.9 billion for Bank of America, N.A. and $9.6 billion of other debt.

At December 31, 2020, Bank of America Corporation's senior notes of $191.2 billion included $146.6 billion of outstanding notes that are both TLAC eligible and callable at least one year before their stated maturities. Of these senior notes, $12.0 billion will be callable and become TLAC ineligible during 2021, and $15.3 billion, $14.6 billion, $11.7 billion and $13.2 billion will do so during each of 2022 through 2025, respectively, and $79.8 billion thereafter.

We issue long-term unsecured debt in a variety of maturities and currencies to achieve cost-efficient funding and to maintain an appropriate maturity profile. While the cost and availability of unsecured funding may be negatively impacted by general market conditions or by matters specific to the financial services industry or the Corporation, we seek to mitigate refinancing risk by actively managing the amount of our borrowings that we anticipate will mature within any month or quarter. We may issue unsecured debt in the form of structured notes for client purposes, certain of which qualify as TLAC-eligible debt. During 2020, we issued $7.3 billion of structured notes, which are unsecured debt obligations that pay investors returns linked to other debt or equity securities, indices, currencies or commodities. We typically hedge the returns we are obligated to pay on these liabilities with derivatives and/or investments in the underlying instruments, so that from a funding perspective, the cost is similar to our other unsecured long-term debt. We could be required to settle certain structured note obligations for cash or other securities prior to maturity under certain circumstances, which we consider for liquidity planning purposes. We believe, however, that a portion of such borrowings will remain outstanding beyond the earliest put or redemption date.

Substantially all of our senior and subordinated debt obligations contain no provisions that could trigger a requirement for an early repayment, require additional collateral support, result in changes to terms, accelerate maturity or create additional financial obligations upon an adverse change in our credit ratings, financial ratios, earnings, cash flows or stock price. For more information on long-term debt funding, including issuances and maturities and redemptions, see *Note 11 – Long-term Debt* to the Consolidated Financial Statements.

We use derivative transactions to manage the duration, interest rate and currency risks of our borrowings, considering the characteristics of the assets they are funding. For more information on our ALM activities, see Interest Rate Risk Management for the Banking Book on page 105.

Contingency Planning

We maintain contingency funding plans that outline our potential responses to liquidity stress events at various levels of severity. These policies and plans are based on stress scenarios and include potential funding strategies and communication and notification procedures that we would implement in the event we experienced stressed liquidity conditions. We periodically review and test the contingency funding plans to validate efficacy and assess readiness.

Our U.S. bank subsidiaries can access contingency funding through the Federal Reserve Discount Window. Certain non-U.S. subsidiaries have access to central bank facilities in the jurisdictions in which they operate. While we do not rely on these sources in our liquidity modeling, we maintain the policies, procedures and governance processes that would enable us to access these sources if necessary.

Credit Ratings

Our borrowing costs and ability to raise funds are impacted by our credit ratings. In addition, credit ratings may be important to customers or counterparties when we compete in certain markets and when we seek to engage in certain transactions, including over-the-counter (OTC) derivatives. Thus, it is our objective to maintain high-quality credit ratings, and management maintains an active dialogue with the major rating agencies.

Credit ratings and outlooks are opinions expressed by rating agencies on our creditworthiness and that of our obligations or securities, including long-term debt, short-term borrowings, preferred stock and other securities, including asset securitizations. Our credit ratings are subject to ongoing review by the rating agencies, and they consider a number of factors, including our own financial strength, performance, prospects and operations as well as factors not under our control. The rating agencies could make adjustments to our ratings at any time, and they provide no assurances that they will maintain our ratings at current levels.

Other factors that influence our credit ratings include changes to the rating agencies' methodologies for our industry or certain security types; the rating agencies' assessment of the general operating environment for financial services companies; our relative positions in the markets in which we compete; our various risk exposures and risk management policies and activities; pending litigation and other contingencies or potential tail risks; our reputation; our liquidity position, diversity of funding sources and funding costs; the current and expected level and volatility of our earnings; our capital position and capital management practices; our corporate governance; the sovereign credit ratings of the U.S. government; current or future regulatory and legislative initiatives; and the agencies' views on whether the U.S. government would provide meaningful support to the Corporation or its subsidiaries in a crisis.

On April 22, 2020, Fitch Ratings (Fitch) completed its review of large, complex securities trading and universal banks in the U.S., including Bank of America, in response to declining economic activity from the pandemic. The agency affirmed its long-term and short-term senior debt ratings for the Corporation and all of its rated subsidiaries, except for select issuer and instrument-level ratings that had previously been placed under criteria observation on March 4, 2020, following changes in the agency's bank rating criteria on February 28, 2020.

Concurrently, Fitch reached a conclusion on select under-criteria-observation designations for the Corporation and upgraded its long-term and short-term senior debt ratings of MLI and BofASE by one notch to AA-/F1+. The agency also upgraded its preferred stock rating for the Corporation by one notch to BBB and downgraded its subordinated debt rating for the Corporation by one notch to A-. According to Fitch, rating changes under criteria observation are the sole result of bank rating criteria changes and do not reflect a change in the underlying fundamentals of the institution. Fitch's outlook for all of our long-term ratings is currently Stable.

On June 9, 2020, Fitch affirmed its rating for the subordinated debt of BANA at A. This rating had remained under criteria observation following Fitch's broader rating actions.

On November 18, 2020, Moody's Investors Service (Moody's) affirmed its long-term and short-term debt ratings for the Corporation and all of its rated subsidiaries, which did not change during 2020. Moody's outlook for all of our long-term ratings is currently Stable.

The current ratings and Stable outlooks for the Corporation and its subsidiaries from Standard & Poor's Global Ratings also did not change during 2020.

Table 18 presents the Corporation's current long-term/short-term senior debt ratings and outlooks expressed by the rating agencies.

Table 18 Senior Debt Ratings

	Moody's Investors Service			Standard & Poor's Global Ratings			Fitch Ratings		
	Long-term	Short-term	Outlook	Long-term	Short-term	Outlook	Long-term	Short-term	Outlook
Bank of America Corporation	A2	P-1	Stable	A-	A-2	Stable	A+	F1	Stable
Bank of America, N.A.	Aa2	P-1	Stable	A+	A-1	Stable	AA-	F1+	Stable
Bank of America Europe Designated Activity Company	NR	NR	NR	A+	A-1	Stable	AA-	F1+	Stable
Merrill Lynch, Pierce, Fenner & Smith Incorporated	NR	NR	NR	A+	A-1	Stable	AA-	F1+	Stable
BofA Securities, Inc.	NR	NR	NR	A+	A-1	Stable	AA-	F1+	Stable
Merrill Lynch International	NR	NR	NR	A+	A-1	Stable	AA-	F1+	Stable
BofA Securities Europe SA	NR	NR	NR	A+	A-1	Stable	AA-	F1+	Stable

NR = not rated

A reduction in certain of our credit ratings or the ratings of certain asset-backed securitizations may have a material adverse effect on our liquidity, potential loss of access to credit markets, the related cost of funds, our businesses and on certain revenues, particularly in those businesses where counterparty creditworthiness is critical. In addition, under the terms of certain OTC derivative contracts and other trading agreements, in the event of downgrades of our or our rated subsidiaries' credit ratings, the counterparties to those agreements may require us to provide additional collateral, or to terminate these contracts or agreements, which could cause us to sustain losses and/or adversely impact our liquidity. If the short-term credit ratings of our parent company, bank or broker-dealer subsidiaries were downgraded by one or more levels, the potential loss of access to short-term funding sources such as repo financing and the effect on our incremental cost of funds could be material.

While certain potential impacts are contractual and quantifiable, the full scope of the consequences of a credit rating downgrade to a financial institution is inherently uncertain, as it depends upon numerous dynamic, complex and inter-related factors and assumptions, including whether any downgrade of a company's long-term credit ratings precipitates downgrades to its short-term credit ratings, and assumptions about the potential behaviors of various customers, investors and counterparties. For more information on potential impacts of credit rating downgrades, see Liquidity Risk – Liquidity Stress Analysis on page 81.

For more information on additional collateral and termination payments that could be required in connection with certain over-the-counter derivative contracts and other trading agreements in the event of a credit rating downgrade, see *Note 3 – Derivatives* to the Consolidated Financial Statements and Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

Common Stock Dividends

For a summary of our declared quarterly cash dividends on common stock during 2020 and through February 24, 2021, see *Note 13 – Shareholders' Equity* to the Consolidated Financial Statements.

Finance Subsidiary Issuers and Parent Guarantor

BofA Finance LLC, a Delaware limited liability company (BofA Finance), is a consolidated finance subsidiary of the Corporation that has issued and sold, and is expected to continue to issue and sell, its senior unsecured debt securities (Guaranteed Notes), that are fully and unconditionally guaranteed by the Corporation. The Corporation guarantees the due and punctual payment, on demand, of amounts payable on the Guaranteed Notes if not paid by BofA Finance. In addition, each of BAC Capital Trust XIII and BAC Capital Trust XIV, Delaware statutory trusts (collectively, the Trusts), is a 100 percent owned finance subsidiary of the Corporation that has issued and sold trust preferred securities (the Trust Preferred Securities and, together with the Guaranteed Notes, the Guaranteed Securities) that remained outstanding at December 31, 2020. The Corporation guarantees the payment of amounts and distributions with respect to the Trust Preferred Securities if not paid by the Trusts, to the extent of funds held by the Trusts, and this guarantee, together with the Corporation's other obligations with respect to the Trust Preferred Securities, effectively constitutes a full and unconditional guarantee of the Trusts' payment obligations on the Trust Preferred Securities. No other subsidiary of the Corporation guarantees the Guaranteed Securities.

BofA Finance and each of the Trusts are finance subsidiaries, have no independent assets, revenues or operations and are dependent upon the Corporation and/or the Corporation's other subsidiaries to meet their respective obligations under the Guaranteed Securities in the ordinary course. If holders of the Guaranteed Securities make claims on their Guaranteed Securities in a bankruptcy, resolution or similar proceeding, any recoveries on those claims will be limited to those available under the applicable guarantee by the Corporation, as described above.

The Corporation is a holding company and depends upon its subsidiaries for liquidity. Applicable laws and regulations and intercompany arrangements entered into in connection with the Corporation's resolution plan could restrict the availability of funds from subsidiaries to the Corporation, which could adversely affect the Corporation's ability to make payments under its guarantees. In addition, the obligations of the Corporation under the guarantees of the Guaranteed Securities will be structurally subordinated to all existing and future liabilities of its subsidiaries, and claimants should look only to assets of the Corporation for payments. If the Corporation, as guarantor of the Guaranteed Notes, transfers all or substantially all of its assets to one or more direct or indirect majority-owned subsidiaries, under the indenture governing the Guaranteed Notes, the subsidiary or subsidiaries will not be required to assume the Corporation's obligations under its guarantee of the Guaranteed Notes.

For more information on factors that may affect payments to holders of the Guaranteed Securities, see Liquidity Risk – NB Holdings Corporation in this section, see Item 1. Business of our 2020 Annual Report on Form 10-K and Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

Credit Risk Management

Credit risk is the risk of loss arising from the inability or failure of a borrower or counterparty to meet its obligations. Credit risk can also arise from operational failures that result in an erroneous advance, commitment or investment of funds. We define the credit exposure to a borrower or counterparty as the loss potential arising from all product classifications including loans and leases, deposit overdrafts, derivatives, assets held-for-sale and unfunded lending commitments which include loan commitments, letters of credit and financial guarantees. Derivative positions are recorded at fair value and assets held-for-sale are recorded at either fair value or the lower of cost or fair value. Certain loans and unfunded commitments are accounted for under the fair value option. Credit risk for categories of assets carried at fair value is not accounted for as part of the allowance for credit losses but as part of the fair value adjustments recorded in earnings. For derivative positions, our credit risk is measured as the net cost in the event the counterparties with contracts in which we are in a gain position fail to perform under the terms of those contracts. We use the current fair value to represent credit exposure without giving consideration to future mark-to-market changes. The credit risk amounts take into consideration the effects of legally enforceable master netting agreements and cash collateral. Our consumer and commercial credit extension and review procedures encompass funded and unfunded credit exposures. For more information on derivatives and credit extension commitments, see *Note 3 – Derivatives* and *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements.

We manage credit risk based on the risk profile of the borrower or counterparty, repayment sources, the nature of underlying collateral, and other support given current events, conditions and expectations. We classify our portfolios as either consumer or commercial and monitor credit risk in each as discussed below.

We refine our underwriting and credit risk management practices as well as credit standards to meet the changing economic environment. To mitigate losses and enhance customer support in our consumer businesses, we have in place collection programs and loan modification and customer assistance infrastructures. We utilize a number of actions to mitigate losses in the commercial businesses including increasing the frequency and intensity of portfolio monitoring, hedging activity and our practice of transferring management of deteriorating commercial exposures to independent special asset officers as credits enter criticized categories.

For information on our credit risk management activities, see Consumer Portfolio Credit Risk Management below, Commercial Portfolio Credit Risk Management on page 91, Non-U.S. Portfolio on page 97, Allowance for Credit Losses on page 99, and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

During 2020, the pandemic negatively impacted economic activity in the U.S. and around the world. In particular, beginning in the latter portion of the first quarter of 2020, the pandemic resulted in changes to consumer and business behaviors and restrictions on economic activity. These restrictions gave rise to increased unemployment and underemployment, lower business profits, increased business closures and bankruptcies, fluctuations and disruptions to commercial and consumer spending and markets, and lower global GDP, all of which negatively impacted our consumer and commercial credit portfolio.

To provide relief to individuals and businesses in the U.S., economic stimulus packages were enacted throughout 2020, including the CARES Act, an executive order signed in August 2020 to establish the Lost Wage Assistance Program, and most recently, the Consolidated Appropriations Act enacted in December 2020. In addition, U.S. bank regulatory agencies issued interagency guidance to financial institutions that have worked with and continue to work with borrowers affected by COVID-19.

To support our customers, we implemented various loan modification programs and other forms of support beginning in March 2020, including offering loan payment deferrals, refunding certain fees, and pausing foreclosure sales, evictions and repossessions. Since June 2020, we have experienced a decline in the need for customer assistance as the number of customer accounts and balances on deferral decreased significantly. For information on the accounting for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Furthermore, as COVID-19 cases eased and initial restrictions lifted, the global economy began to improve. This improvement, coupled with the aforementioned relief, facilitated economic recovery, with unemployment dropping from double-digit highs in the second quarter of 2020 and GDP significantly rebounding in the third quarter of 2020.

However, economic recovery remains uneven, with certain sectors of the economy more significantly impacted from the pandemic (e.g., travel and entertainment). As a result, we have experienced increases in commercial reservable criticized utilized exposures driven by industries most heavily impacted by COVID-19. Also, we have seen modest increases in nonperforming loans driven by commercial loans and consumer real estate customer deferral activities, though consumer charge-offs remained low during 2020 due to payment deferrals and government stimulus benefits.

The pandemic and its full impact on the global economy continue to be highly uncertain. While COVID-19 cases have begun to ease from their January 2021 peak, the spread of new, more contagious variants could impact the magnitude and duration of this health crisis. However, ongoing virus containment efforts and vaccination progress, as well as the possibility of further government stimulus, could accelerate the macroeconomic recovery. For more information on how the pandemic may affect our operations, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48 and Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

Consumer Portfolio Credit Risk Management

Credit risk management for the consumer portfolio begins with initial underwriting and continues throughout a borrower's credit cycle. Statistical techniques in conjunction with experiential judgment are used in all aspects of portfolio management including underwriting, product pricing, risk appetite, setting credit limits, and establishing operating processes and metrics to quantify and balance risks and returns. Statistical models are built using detailed behavioral information from external sources such as credit bureaus and/or internal historical experience and are a component of our consumer credit risk management process. These models are used in part to assist in making both new and ongoing credit decisions, as well as portfolio management strategies, including authorizations and line management, collection practices and strategies, and determination of the allowance for loan and lease losses and allocated capital for credit risk.

Consumer Credit Portfolio

While COVID-19 is severely impacting economic activity, and is contributing to increasing nonperforming loans within certain consumer portfolios, it did not have a significant impact on consumer portfolio charge-offs during 2020 due to payment deferrals and government stimulus benefits. However, COVID-19 could lead to adverse impacts to credit quality metrics in future periods if negative economic conditions continue or worsen. During 2020, net charge-offs decreased $334 million to $2.7 billion primarily due to lower credit card losses.

The consumer allowance for loan and lease losses increased $5.5 billion in 2020 to $10.1 billion due to the adoption of the new CECL accounting standard and deterioration in the economic outlook resulting from the impact of COVID-19. For more information, see Allowance for Credit Losses on page 99.

For more information on our accounting policies regarding delinquencies, nonperforming status, charge-offs, TDRs for the consumer portfolio, as well as interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

Table 19 presents our outstanding consumer loans and leases, consumer nonperforming loans and accruing consumer loans past due 90 days or more.

Table 19 Consumer Credit Quality

(Dollars in millions)	Outstandings		Nonperforming		Accruing Past Due 90 Days or More	
	December 31					
	2020	2019	**2020**	2019	**2020**	2019
Residential mortgage [1]	**$ 223,555**	$ 236,169	**$ 2,005**	$ 1,470	**$ 762**	$ 1,088
Home equity	**34,311**	40,208	**649**	536	**—**	—
Credit card	**78,708**	97,608	**n/a**	n/a	**903**	1,042
Direct/Indirect consumer [2]	**91,363**	90,998	**71**	47	**33**	33
Other consumer	**124**	192	**—**	—	**—**	—
Consumer loans excluding loans accounted for under the fair value option	**$ 428,061**	$ 465,175	**$ 2,725**	$ 2,053	**$ 1,698**	$ 2,163
Loans accounted for under the fair value option [3]	**735**	594				
Total consumer loans and leases	**$ 428,796**	$ 465,769				
Percentage of outstanding consumer loans and leases [4]	**n/a**	n/a	**0.64 %**	0.44 %	**0.40 %**	0.47 %
Percentage of outstanding consumer loans and leases, excluding fully-insured loan portfolios [4]	**n/a**	n/a	**0.65**	0.46	**0.22**	0.24

[1] Residential mortgage loans accruing past due 90 days or more are fully-insured loans. At December 31, 2020 and 2019, residential mortgage includes $537 million and $740 million of loans on which interest had been curtailed by the FHA, and therefore were no longer accruing interest, although principal was still insured, and $225 million and $348 million of loans on which interest was still accruing.

[2] Outstandings primarily include auto and specialty lending loans and leases of $46.4 billion and $50.4 billion, U.S. securities-based lending loans of $41.1 billion and $36.7 billion and non-U.S. consumer loans of $3.0 billion and $2.8 billion at December 31, 2020 and 2019.

[3] Consumer loans accounted for under the fair value option include residential mortgage loans of $298 million and $257 million and home equity loans of $437 million and $337 million at December 31, 2020 and 2019. For more information on the fair value option, see *Note 21 – Fair Value Option* to the Consolidated Financial Statements.

[4] Excludes consumer loans accounted for under the fair value option. At December 31, 2020 and 2019, $11 million and $6 million of loans accounted for under the fair value option were past due 90 days or more and not accruing interest.

n/a = not applicable

Table 20 presents net charge-offs and related ratios for consumer loans and leases.

Table 20 Consumer Net Charge-offs and Related Ratios

(Dollars in millions)	Net Charge-offs		Net Charge-off Ratios [1]	
	2020	2019	**2020**	2019
Residential mortgage	**$ (30)**	$ (47)	**(0.01)%**	(0.02)%
Home equity	**(73)**	(358)	**(0.19)**	(0.81)
Credit card	**2,349**	2,948	**2.76**	3.12
Direct/Indirect consumer	**122**	209	**0.14**	0.23
Other consumer	**284**	234	**n/m**	n/m
Total	**$ 2,652**	$ 2,986	**0.59**	0.66

[1] Net charge-off ratios are calculated as net charge-offs divided by average outstanding loans and leases excluding loans accounted for under the fair value option.

n/m = not meaningful

Table 21 presents outstandings, nonperforming balances, net charge-offs, allowance for credit losses and provision for credit losses for the core and non-core portfolios within the consumer real estate portfolio. We categorize consumer real estate loans as core and non-core based on loan and customer characteristics such as origination date, product type, loan-to value (LTV), Fair Isaac Corporation (FICO) score and delinquency status consistent with our current consumer and mortgage servicing strategy. Generally, loans that were originated after January 1, 2010, qualified under GSE underwriting guidelines, or otherwise met our underwriting guidelines in place in 2015 are characterized as core loans. All other loans are generally characterized as non-core loans and represent runoff portfolios. Core loans as reported in Table 21 include loans held in the *Consumer Banking* and *GWIM* segments, as well as loans held for ALM activities in *All Other*.

As shown in Table 21, outstanding core consumer real estate loans decreased $15.4 billion during 2020 driven by a decrease of $10.5 billion in residential mortgage and a $4.9 billion decrease in home equity.

Table 21 Consumer Real Estate Portfolio [1]

(Dollars in millions)	Outstandings December 31 2020	Outstandings December 31 2019	Nonperforming December 31 2020	Nonperforming December 31 2019	Net Charge-offs 2020	Net Charge-offs 2019
Core portfolio						
Residential mortgage	**$ 215,273**	$ 225,770	**$ 1,390**	$ 883	**$ (25)**	$ 7
Home equity	**30,328**	35,226	**462**	363	**(6)**	51
Total core portfolio	**245,601**	260,996	**1,852**	1,246	**(31)**	58
Non-core portfolio						
Residential mortgage	**8,282**	10,399	**615**	587	**(5)**	(54)
Home equity	**3,983**	4,982	**187**	173	**(67)**	(409)
Total non-core portfolio	**12,265**	15,381	**802**	760	**(72)**	(463)
Consumer real estate portfolio						
Residential mortgage	**223,555**	236,169	**2,005**	1,470	**(30)**	(47)
Home equity	**34,311**	40,208	**649**	536	**(73)**	(358)
Total consumer real estate portfolio	**$ 257,866**	$ 276,377	**$ 2,654**	$ 2,006	**$ (103)**	$ (405)

	Allowance for Loan and Lease Losses December 31 2020	Allowance for Loan and Lease Losses December 31 2019	Provision for Loan and Lease Losses 2020	Provision for Loan and Lease Losses 2019
Core portfolio				
Residential mortgage	**$ 374**	$ 229	**$ 136**	$ 22
Home equity	**599**	120	**135**	(58)
Total core portfolio	**973**	349	**271**	(36)
Non-core portfolio				
Residential mortgage	**85**	96	**75**	(134)
Home equity [2]	**(63)**	101	**(21)**	(510)
Total non-core portfolio	**22**	197	**54**	(644)
Consumer real estate portfolio				
Residential mortgage	**459**	325	**211**	(112)
Home equity [3]	**536**	221	**114**	(568)
Total consumer real estate portfolio	**$ 995**	$ 546	**$ 325**	$ (680)

(1) Outstandings and nonperforming loans exclude loans accounted for under the fair value option. Consumer loans accounted for under the fair value option include residential mortgage loans of $298 million and $257 million and home equity loans of $437 million and $337 million at December 31, 2020 and 2019. For more information, see *Note 21 – Fair Value Option* to the Consolidated Financial Statements.
(2) The home equity non-core allowance is in a negative position at December 31, 2020 as it includes expected recoveries of amounts previously charged off.
(3) Home equity allowance includes a reserve for unfunded lending commitments of $137 million at December 31, 2020.

We believe that the presentation of information adjusted to exclude the impact of the fully-insured loan portfolio and loans accounted for under the fair value option is more representative of the ongoing operations and credit quality of the business. As a result, in the following tables and discussions of the residential mortgage and home equity portfolios, we exclude loans accounted for under the fair value option and provide information that excludes the impact of the fully-insured loan portfolio in certain credit quality statistics.

Residential Mortgage

The residential mortgage portfolio made up the largest percentage of our consumer loan portfolio at 52 percent of consumer loans and leases at December 31, 2020. Approximately 52 percent of the residential mortgage portfolio was in *Consumer Banking* and 40 percent was in *GWIM.* The remaining portion was in *All Other* and was comprised of loans used in our overall ALM activities, delinquent FHA loans repurchased pursuant to our servicing agreements with the Government National Mortgage Association as well as loans repurchased related to our representations and warranties.

Outstanding balances in the residential mortgage portfolio decreased $12.6 billion in 2020 as both loan sales and paydowns were partially offset by originations.

At December 31, 2020 and 2019, the residential mortgage portfolio included $11.8 billion and $18.7 billion of outstanding fully-insured loans, of which $2.8 billion and $11.2 billion had FHA insurance, with the remainder protected by Fannie Mae long-term standby agreements. The decline was primarily driven by sales of loans with FHA insurance during 2020.

Table 22 presents certain residential mortgage key credit statistics on both a reported basis and excluding the fully-insured loan portfolio. The following discussion presents the residential mortgage portfolio excluding the fully-insured loan portfolio.

Table 22 Residential Mortgage – Key Credit Statistics

(Dollars in millions)	Reported Basis[1]		Excluding Fully-insured Loans[1]	
	December 31			
	2020	2019	**2020**	2019
Outstandings	**$ 223,555**	$ 236,169	**$ 211,737**	$ 217,479
Accruing past due 30 days or more	**2,314**	3,108	**1,224**	1,296
Accruing past due 90 days or more	**762**	1,088	**—**	—
Nonperforming loans[2]	**2,005**	1,470	**2,005**	1,470
Percent of portfolio				
Refreshed LTV greater than 90 but less than or equal to 100	**2%**	2 %	**1%**	2 %
Refreshed LTV greater than 100	**1**	1	**1**	1
Refreshed FICO below 620	**2**	3	**1**	2
2006 and 2007 vintages[3]	**3**	4	**3**	4

(1) Outstandings, accruing past due, nonperforming loans and percentages of portfolio exclude loans accounted for under the fair value option. For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

(2) Includes loans that are contractually current which primarily consist of collateral-dependent TDRs, including those that have been discharged in Chapter 7 bankruptcy and loans that have not yet demonstrated a sustained period of payment performance following a TDR.

(3) These vintages of loans accounted for $503 million and $365 million, or 25 percent, of nonperforming residential mortgage loans at both December 31, 2020 and 2019.

Nonperforming outstanding balances in the residential mortgage portfolio increased $535 million in 2020 primarily driven by COVID-19 deferral activity, as well as the inclusion of certain loans that, upon adoption of the new credit loss standard, became accounted for on an individual basis, which previously had been accounted for under a pool basis. Of the nonperforming residential mortgage loans at December 31, 2020, $892 million, or 45 percent, were current on contractual payments. Loans accruing past due 30 days or more decreased $72 million.

Net charge-offs increased $17 million to a net recovery of $30 million in 2020 compared to a net recovery of $47 million in 2019. This increase is due largely to lower recoveries from the sales of previously charged-off loans.

Of the $211.7 billion in total residential mortgage loans outstanding at December 31, 2020, as shown in Table 22, 27 percent were originated as interest-only loans. The outstanding balance of interest-only residential mortgage loans that have entered the amortization period was $5.9 billion, or 10 percent, at December 31, 2020. Residential mortgage loans that have entered the amortization period generally have experienced a higher rate of early stage delinquencies and nonperforming status compared to the residential mortgage portfolio as a whole. At December 31, 2020, $113 million, or two percent of outstanding interest-only residential mortgages that had entered the amortization period were accruing past due 30 days or more compared to $1.2 billion, or less than one percent, for the entire residential mortgage portfolio. In addition, at December 31, 2020, $356 million, or six percent, of outstanding interest-only residential mortgage loans that had entered the amortization period were nonperforming, of which $96 million were contractually current, compared to $2.0 billion, or one percent, for the entire residential mortgage portfolio. Loans that have yet to enter the amortization period in our interest-only residential mortgage portfolio are primarily well-collateralized loans to our wealth management clients and have an interest-only period of three to ten years. Approximately 98 percent of these loans that have yet to enter the amortization period will not be required to make a fully-amortizing payment until 2022 or later.

Table 23 presents outstandings, nonperforming loans and net charge-offs by certain state concentrations for the residential mortgage portfolio. The Los Angeles-Long Beach-Santa Ana Metropolitan Statistical Area (MSA) within California represented 16 percent of outstandings at both December 31, 2020 and 2019. In the New York area, the New York-Northern New Jersey-Long Island MSA made up 14 percent and 13 percent of outstandings at December 31, 2020 and 2019.

Table 23 Residential Mortgage State Concentrations

(Dollars in millions)	Outstandings[1]		Nonperforming[1]		Net Charge-offs	
	December 31					
	2020	2019	**2020**	2019	**2020**	2019
California	**$ 83,185**	$ 88,998	**$ 570**	$ 274	**$ (18)**	$ (22)
New York	**23,832**	22,385	**272**	196	**3**	5
Florida	**13,017**	12,833	**175**	143	**(5)**	(12)
Texas	**8,868**	8,943	**78**	65	**—**	1
New Jersey	**8,806**	8,734	**98**	77	**(1)**	(4)
Other	**74,029**	75,586	**812**	715	**(9)**	(15)
Residential mortgage loans	**$ 211,737**	$ 217,479	**$ 2,005**	$ 1,470	**$ (30)**	$ (47)
Fully-insured loan portfolio	**11,818**	18,690				
Total residential mortgage loan portfolio	**$ 223,555**	$ 236,169				

(1) Outstandings and nonperforming loans exclude loans accounted for under the fair value option.

Home Equity

At December 31, 2020, the home equity portfolio made up eight percent of the consumer portfolio and was comprised of home equity lines of credit (HELOCs), home equity loans and reverse mortgages. HELOCs generally have an initial draw period of 10 years, and after the initial draw period ends, the loans generally convert to 15- or 20-year amortizing loans. We no longer originate home equity loans or reverse mortgages.

At December 31, 2020, 80 percent of the home equity portfolio was in *Consumer Banking*, 12 percent was in *All Other* and the remainder of the portfolio was primarily in *GWIM*. Outstanding balances in the home equity portfolio decreased

$5.9 billion in 2020 primarily due to paydowns outpacing new originations and draws on existing lines. Of the total home equity portfolio at December 31, 2020 and 2019, $13.8 billion, or 40 percent, and $15.0 billion, or 37 percent, were in first-lien positions. At December 31, 2020, outstanding balances in the home equity portfolio that were in a second-lien or more junior-lien position and where we also held the first-lien loan totaled $5.9 billion, or 17 percent, of our total home equity portfolio.

Unused HELOCs totaled $42.3 billion and $43.6 billion at December 31, 2020 and 2019. The HELOC utilization rate was 43 percent and 46 percent at December 31, 2020 and 2019.

Table 24 presents certain home equity portfolio key credit statistics.

Table 24 Home Equity – Key Credit Statistics [1]

(Dollars in millions)	December 31 2020	2019
Outstandings	$ 34,311	$ 40,208
Accruing past due 30 days or more [2]	186	218
Nonperforming loans [2, 3]	649	536
Percent of portfolio		
Refreshed CLTV greater than 90 but less than or equal to 100	1%	1 %
Refreshed CLTV greater than 100	1	2
Refreshed FICO below 620	3	3
2006 and 2007 vintages [4]	16	18

(1) Outstandings, accruing past due, nonperforming loans and percentages of the portfolio exclude loans accounted for under the fair value option. For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

(2) Accruing past due 30 days or more include $25 million and $30 million and nonperforming loans include $88 million and $57 million of loans where we serviced the underlying first lien at December 31, 2020 and 2019.

(3) Includes loans that are contractually current which primarily consist of collateral-dependent TDRs, including those that have been discharged in Chapter 7 bankruptcy, junior-lien loans where the underlying first lien is 90 days or more past due, as well as loans that have not yet demonstrated a sustained period of payment performance following a TDR.

(4) These vintages of loans accounted for 36 percent and 34 percent of nonperforming home equity loans at December 31, 2020 and 2019.

Nonperforming outstanding balances in the home equity portfolio increased $113 million during 2020 primarily driven by COVID-19 deferral activity. Of the nonperforming home equity loans at December 31, 2020, $259 million, or 40 percent, were current on contractual payments. In addition, $237 million, or 36 percent, of nonperforming home equity loans were 180 days or more past due and had been written down to the estimated fair value of the collateral, less costs to sell. Accruing loans that were 30 days or more past due decreased $32 million in 2020.

Net charge-offs increased $285 million to a net recovery of $73 million in 2020 compared to a net recovery of $358 million in 2019 as the prior-year period included recoveries from non-core home equity loan sales.

Of the $34.3 billion in total home equity portfolio outstandings at December 31, 2020, as shown in Table 24, 15 percent require interest-only payments. The outstanding balance of HELOCs that have reached the end of their draw period and have entered the amortization period was $9.2 billion at December 31, 2020. The HELOCs that have entered the amortization period have experienced a higher percentage of early stage delinquencies and nonperforming status when compared to the HELOC portfolio as a whole. At December 31, 2020, $121 million, or one percent of outstanding HELOCs that had entered the amortization period were accruing past due 30 days or more. In addition, at December 31, 2020, $477 million, or five percent, were nonperforming. Loans that have yet to enter the amortization period in our interest-only portfolio are primarily post-2008 vintages and generally have better credit quality than the previous vintages that had entered the amortization period. We communicate to contractually current customers more than a year prior to the end of their draw period to inform them of the potential change to the payment structure before entering the amortization period, and provide payment options to customers prior to the end of the draw period.

Although we do not actively track how many of our home equity customers pay only the minimum amount due on their home equity loans and lines, we can infer some of this information through a review of our HELOC portfolio that we service and that is still in its revolving period. During 2020, nine percent of these customers with an outstanding balance did not pay any principal on their HELOCs.

Table 25 presents outstandings, nonperforming balances and net charge-offs by certain state concentrations for the home equity portfolio. In the New York area, the New York-Northern New Jersey-Long Island MSA made up 13 percent of the outstanding home equity portfolio at both December 31, 2020 and 2019. The Los Angeles-Long Beach-Santa Ana MSA within California made up 11 percent of the outstanding home equity portfolio at both December 31, 2020 and 2019.

Table 25 Home Equity State Concentrations

	Outstandings [1]		Nonperforming [1]		Net Charge-offs	
	December 31					
(Dollars in millions)	2020	2019	2020	2019	2020	2019
California	$ 9,488	$ 11,232	$ 143	$ 101	$ (26)	$ (117)
Florida	3,715	4,327	80	71	(11)	(74)
New Jersey	2,749	3,216	67	56	(3)	(8)
New York	2,495	2,899	103	85	(1)	(1)
Massachusetts	1,719	2,023	32	29	(1)	(5)
Other	14,145	16,511	224	194	(31)	(153)
Total home equity loan portfolio	$ 34,311	$ 40,208	$ 649	$ 536	$ (73)	$ (358)

(1) Outstandings and nonperforming loans exclude loans accounted for under the fair value option.

Credit Card

At December 31, 2020, 97 percent of the credit card portfolio was managed in *Consumer Banking* with the remainder in *GWIM*. Outstandings in the credit card portfolio decreased $18.9 billion in 2020 to $78.7 billion due to lower retail spending and higher payments. Net charge-offs decreased $599 million to $2.3 billion during 2020 compared to net charge-offs of $2.9 billion in 2019 due to government stimulus benefits and payment deferrals associated with COVID-19. Credit card loans 30 days or more past due and still accruing interest decreased $346 million, and loans 90 days or more past due and still accruing interest decreased $139 million primarily due to government stimulus benefits and declines in loan balances.

Unused lines of credit for credit card increased to $342.4 billion at December 31, 2020 from $336.9 billion in 2019.

Table 26 presents certain state concentrations for the credit card portfolio.

Table 26 Credit Card State Concentrations

	Outstandings		Accruing Past Due 90 Days or More [1]		Net Charge-offs	
	December 31					
(Dollars in millions)	**2020**	2019	**2020**	2019	**2020**	2019
California	**$ 12,543**	$ 16,135	**$ 166**	$ 178	**$ 419**	$ 526
Florida	**7,666**	9,075	**135**	135	**306**	363
Texas	**6,499**	7,815	**87**	93	**202**	241
New York	**4,654**	5,975	**76**	80	**188**	243
Washington	**3,685**	4,639	**21**	26	**56**	71
Other	**43,661**	53,969	**418**	530	**1,178**	1,504
Total credit card portfolio	**$ 78,708**	$ 97,608	**$ 903**	$ 1,042	**$ 2,349**	$ 2,948

[1] For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Direct/Indirect Consumer

At December 31, 2020, 51 percent of the direct/indirect portfolio was included in *Consumer Banking* (consumer auto and recreational vehicle lending) and 49 percent was included in *GWIM* (principally securities-based lending loans). Outstandings in the direct/indirect portfolio increased $365 million in 2020 to $91.4 billion primarily due to increases in securities-based lending offset by lower originations in Auto.

Table 27 presents certain state concentrations for the direct/indirect consumer loan portfolio.

Table 27 Direct/Indirect State Concentrations

	Outstandings		Accruing Past Due 90 Days or More [1]		Net Charge-offs	
	December 31					
(Dollars in millions)	**2020**	2019	**2020**	2019	**2020**	2019
California	**$ 12,248**	$ 11,912	**$ 6**	$ 4	**$ 20**	$ 49
Florida	**10,891**	10,154	**4**	4	**20**	27
Texas	**8,981**	9,516	**6**	5	**20**	29
New York	**6,609**	6,394	**2**	1	**9**	12
New Jersey	**3,572**	3,468	**—**	1	**2**	4
Other	**49,062**	49,554	**15**	18	**51**	88
Total direct/indirect loan portfolio	**$ 91,363**	$ 90,998	**$ 33**	$ 33	**$ 122**	$ 209

[1] For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity

Table 28 presents nonperforming consumer loans, leases and foreclosed properties activity during 2020 and 2019. During 2020, nonperforming consumer loans increased $672 million to $2.7 billion primarily driven by COVID-19 deferral activity, as well as the inclusion of $144 million of certain loans that were previously classified as purchased credit-impaired loans and accounted for under a pool basis.

At December 31, 2020, $892 million, or 33 percent of nonperforming loans were 180 days or more past due and had been written down to their estimated property value less costs to sell. In addition, at December 31, 2020, $1.2 billion, or 45 percent of nonperforming consumer loans were modified and are now current after successful trial periods, or are current loans classified as nonperforming loans in accordance with applicable policies.

Foreclosed properties decreased $106 million in 2020 to $123 million as the Corporation has paused formal loan foreclosure proceedings and foreclosure sales for occupied properties during 2020.

Nonperforming loans also include certain loans that have been modified in TDRs where economic concessions have been granted to borrowers experiencing financial difficulties. Nonperforming TDRs are included in Table 28. For more information on our loan modification programs offered in response to the pandemic, most of which are not TDRs, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48 and *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Table 28 Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity

(Dollars in millions)	2020	2019
Nonperforming loans and leases, January 1	**$ 2,053**	$ 3,842
Additions	**2,278**	1,407
Reductions:		
Paydowns and payoffs	**(440)**	(701)
Sales	**(38)**	(1,523)
Returns to performing status [1]	**(1,014)**	(766)
Charge-offs	**(78)**	(111)
Transfers to foreclosed properties	**(36)**	(95)
Total net additions/(reductions) to nonperforming loans and leases	**672**	(1,789)
Total nonperforming loans and leases, December 31	**2,725**	2,053
Foreclosed properties, December 31 [2]	**123**	229
Nonperforming consumer loans, leases and foreclosed properties, December 31	**$ 2,848**	$ 2,282
Nonperforming consumer loans and leases as a percentage of outstanding consumer loans and leases [3]	0.64 %	0.44 %
Nonperforming consumer loans, leases and foreclosed properties as a percentage of outstanding consumer loans, leases and foreclosed properties [3]	0.66	0.49

(1) Consumer loans may be returned to performing status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected, or when the loan otherwise becomes well-secured and is in the process of collection.
(2) Foreclosed property balances do not include properties insured by certain government-guaranteed loans, principally FHA-insured, of $119 million and $260 million at December 31, 2020 and 2019.
(3) Outstanding consumer loans and leases exclude loans accounted for under the fair value option.

Table 29 presents TDRs for the consumer real estate portfolio. Performing TDR balances are excluded from nonperforming loans and leases in Table 28. For more information on our loan modification programs offered in response to the pandemic, most of which are not TDRs, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48 and *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Table 29 Consumer Real Estate Troubled Debt Restructurings

	December 31, 2020			December 31, 2019		
(Dollars in millions)	Nonperforming	Performing	Total	Nonperforming	Performing	Total
Residential mortgage [1, 2]	**$ 1,195**	**$ 2,899**	**$ 4,094**	$ 921	$ 3,832	$ 4,753
Home equity [3]	**248**	**836**	**1,084**	252	977	1,229
Total consumer real estate troubled debt restructurings	**$ 1,443**	**$ 3,735**	**$ 5,178**	$ 1,173	$ 4,809	$ 5,982

(1) At December 31, 2020 and 2019, residential mortgage TDRs deemed collateral dependent totaled $1.4 billion and $1.2 billion, and included $1.0 billion and $748 million of loans classified as nonperforming and $361 million and $468 million of loans classified as performing.
(2) At December 31, 2020 and 2019, residential mortgage performing TDRs include $1.5 billion and $2.1 billion of loans that were fully-insured.
(3) At December 31, 2020 and 2019, home equity TDRs deemed collateral dependent totaled $407 million and $442 million, and include $216 million and $209 million of loans classified as nonperforming and $191 million and $233 million of loans classified as performing.

In addition to modifying consumer real estate loans, we work with customers who are experiencing financial difficulty by modifying credit card and other consumer loans. Credit card and other consumer loan modifications generally involve a reduction in the customer's interest rate on the account and placing the customer on a fixed payment plan not exceeding 60 months.

Modifications of credit card and other consumer loans are made through programs utilizing direct customer contact, but may also utilize external programs. At December 31, 2020 and 2019, our credit card and other consumer TDR portfolio was $701 million and $679 million, of which $614 million and $570 million were current or less than 30 days past due under the modified terms.

Commercial Portfolio Credit Risk Management

Credit risk management for the commercial portfolio begins with an assessment of the credit risk profile of the borrower or counterparty based on an analysis of its financial position. As part of the overall credit risk assessment, our commercial credit exposures are assigned a risk rating and are subject to approval based on defined credit approval standards. Subsequent to loan origination, risk ratings are monitored on an ongoing basis, and if necessary, adjusted to reflect changes in the financial condition, cash flow, risk profile or outlook of a borrower or counterparty. In making credit decisions, we consider risk rating, collateral, country, industry and single-name concentration limits while also balancing these considerations with the total borrower or counterparty relationship. We use a variety of tools to continuously monitor the ability of a borrower or counterparty to perform under its obligations. We use risk rating aggregations to measure and evaluate concentrations within portfolios. In addition, risk ratings are a factor in determining the level of allocated capital and the allowance for credit losses.

As part of our ongoing risk mitigation initiatives, we attempt to work with clients experiencing financial difficulty to modify their loans to terms that better align with their current ability to pay. In situations where an economic concession has been granted to a borrower experiencing financial difficulty, we identify these loans as TDRs. For more information on our accounting policies regarding delinquencies, nonperforming status and net charge-offs for the commercial portfolio, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Management of Commercial Credit Risk Concentrations

Commercial credit risk is evaluated and managed with the goal that concentrations of credit exposure continue to be aligned with our risk appetite. We review, measure and manage concentrations of credit exposure by industry, product, geography, customer relationship and loan size. We also review, measure and manage commercial real estate loans by geographic location and property type. In addition, within our non-U.S. portfolio, we evaluate exposures by region and by country. Tables 34, 37 and 40 summarize our concentrations. We also utilize syndications of exposure to third parties, loan sales, hedging and other risk mitigation techniques to manage the size and risk profile of the commercial credit portfolio. For more information on our industry concentrations, see Commercial Portfolio Credit Risk Management – Industry Concentrations on page 95 and Table 37.

We account for certain large corporate loans and loan commitments, including issued but unfunded letters of credit which are considered utilized for credit risk management purposes, that exceed our single-name credit risk concentration guidelines under the fair value option. Lending commitments, both funded and unfunded, are actively managed and monitored, and as appropriate, credit risk for these lending relationships may be mitigated through the use of credit derivatives, with our credit view and market perspectives determining the size and timing of the hedging activity. In addition, we purchase credit protection to cover the funded portion as well as the unfunded portion of certain other credit exposures. To lessen the cost of obtaining our desired credit protection levels, credit exposure may be added within an industry, borrower or counterparty group by selling protection. These credit derivatives do not meet the requirements for treatment as accounting hedges. They are carried at fair value with changes in fair value recorded in other income.

In addition, we are a member of various securities and derivative exchanges and clearinghouses, both in the U.S. and other countries. As a member, we may be required to pay a pro-rata share of the losses incurred by some of these organizations as a result of another member default and under other loss scenarios. For more information, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements.

Commercial Credit Portfolio

During 2020, commercial asset quality weakened as a result of the economic impact from COVID-19. However, there were also positive signs during this period. The draws by large corporate and commercial clients contributing to the $67.2 billion loan growth in the first quarter of 2020 have largely been repaid, as emergency or contingent funding was no longer needed or clients were able to access capital markets. Additionally, as part of the CARES Act, we had $22.7 billion of PPP loans outstanding with our small business clients at December 31, 2020, which are included in U.S. small business commercial in the tables in this section. For more information on PPP loans, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Credit quality of commercial real estate borrowers has begun to stabilize in many sectors as certain economies have reopened. Certain sectors, including hospitality and retail, continue to be negatively impacted as a result of COVID-19. Moreover, many real estate markets, while improving, are still experiencing some disruptions in demand, supply chain challenges and tenant difficulties.

The commercial allowance for loan and lease losses increased $3.9 billion during 2020 to $8.7 billion due to the deterioration in the economic outlook resulting from the impact of COVID-19. For more information, see Allowance for Credit Losses on page 99.

Total commercial utilized credit exposure decreased $15.0 billion during 2020 to $620.3 billion driven by lower loans and leases. The utilization rate for loans and leases, SBLCs and financial guarantees, and commercial letters of credit, in the aggregate, was 57 percent at December 31, 2020 and 58 percent at December 31, 2019.

Table 30 presents commercial credit exposure by type for utilized, unfunded and total binding committed credit exposure. Commercial utilized credit exposure includes SBLCs and financial guarantees and commercial letters of credit that have been issued and for which we are legally bound to advance funds under prescribed conditions during a specified time period, and excludes exposure related to trading account assets. Although funds have not yet been advanced, these exposure types are considered utilized for credit risk management purposes.

Table 30 Commercial Credit Exposure by Type

	Commercial Utilized [1]		Commercial Unfunded [2, 3, 4]		Total Commercial Committed	
	December 31					
(Dollars in millions)	**2020**	2019	**2020**	2019	**2020**	2019
Loans and leases	**$ 499,065**	$ 517,657	**$ 404,740**	$ 405,834	**$ 903,805**	$ 923,491
Derivative assets [5]	**47,179**	40,485	**—**	—	**47,179**	40,485
Standby letters of credit and financial guarantees	**34,616**	36,062	**538**	468	**35,154**	36,530
Debt securities and other investments	**22,618**	25,546	**4,827**	5,101	**27,445**	30,647
Loans held-for-sale	**8,378**	7,047	**9,556**	15,135	**17,934**	22,182
Operating leases	**6,424**	6,660	**—**	—	**6,424**	6,660
Commercial letters of credit	**855**	1,049	**280**	451	**1,135**	1,500
Other	**1,168**	800	**—**	—	**1,168**	800
Total	**$ 620,303**	$ 635,306	**$ 419,941**	$ 426,989	**$ 1,040,244**	$ 1,062,295

(1) Commercial utilized exposure includes loans of $5.9 billion and $7.7 billion and issued letters of credit with a notional amount of $89 million and $170 million accounted for under the fair value option at December 31, 2020 and 2019.
(2) Commercial unfunded exposure includes commitments accounted for under the fair value option with a notional amount of $3.9 billion and $4.2 billion at December 31, 2020 and 2019.
(3) Excludes unused business card lines, which are not legally binding.
(4) Includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.5 billion and $10.6 billion at December 31, 2020 and 2019.
(5) Derivative assets are carried at fair value, reflect the effects of legally enforceable master netting agreements and have been reduced by cash collateral of $42.5 billion and $33.9 billion at December 31, 2020 and 2019. Not reflected in utilized and committed exposure is additional non-cash derivative collateral held of $39.3 billion and $35.2 billion at December 31, 2020 and 2019, which consists primarily of other marketable securities.

Outstanding commercial loans and leases decreased $18.6 billion during 2020 primarily driven by repayments due in part to reduced working capital needs and a favorable capital markets environment, partially offset by $22.7 billion of PPP loans outstanding at December 31, 2020. Nonperforming commercial loans increased $728 million across industries, and commercial reservable criticized utilized exposure increased $27.2 billion spread across several industries, including travel and entertainment, as a result of weaker economic conditions arising from COVID-19. Table 31 presents our commercial loans and leases portfolio and related credit quality information at December 31, 2020 and 2019.

Table 31 Commercial Credit Quality

	Outstandings		Nonperforming		Accruing Past Due 90 Days or More [3]	
	December 31					
(Dollars in millions)	**2020**	2019	**2020**	2019	**2020**	2019
Commercial and industrial:						
U.S. commercial	**$ 288,728**	$ 307,048	**$ 1,243**	$ 1,094	**$ 228**	$ 106
Non-U.S. commercial	**90,460**	104,966	**418**	43	**10**	8
Total commercial and industrial	**379,188**	412,014	**1,661**	1,137	**238**	114
Commercial real estate	**60,364**	62,689	**404**	280	**6**	19
Commercial lease financing	**17,098**	19,880	**87**	32	**25**	20
	456,650	494,583	**2,152**	1,449	**269**	153
U.S. small business commercial [1]	**36,469**	15,333	**75**	50	**115**	97
Commercial loans excluding loans accounted for under the fair value option	**493,119**	509,916	**2,227**	1,499	**384**	250
Loans accounted for under the fair value option [2]	**5,946**	7,741				
Total commercial loans and leases	**$ 499,065**	$ 517,657				

(1) Includes card-related products.

(2) Commercial loans accounted for under the fair value option include U.S. commercial of $2.9 billion and $4.7 billion and non-U.S. commercial of $3.0 billion and $3.1 billion at December 31, 2020 and 2019. For more information on the fair value option, see *Note 21 – Fair Value Option* to the Consolidated Financial Statements.

(3) For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Table 32 presents net charge-offs and related ratios for our commercial loans and leases for 2020 and 2019.

Table 32 Commercial Net Charge-offs and Related Ratios

	Net Charge-offs		Net Charge-off Ratios [1]	
(Dollars in millions)	**2020**	2019	**2020**	2019
Commercial and industrial:				
U.S. commercial	**$ 718**	$ 256	**0.23%**	0.08%
Non-U.S. commercial	**155**	84	**0.15**	0.08
Total commercial and industrial	**873**	340	**0.21**	0.08
Commercial real estate	**270**	29	**0.43**	0.05
Commercial lease financing	**59**	21	**0.32**	0.10
	1,202	390	**0.24**	0.08
U.S. small business commercial	**267**	272	**0.86**	1.83
Total commercial	**$ 1,469**	$ 662	**0.28**	0.13

(1) Net charge-off ratios are calculated as net charge-offs divided by average outstanding loans and leases excluding loans accounted for under the fair value option.

Table 33 presents commercial reservable criticized utilized exposure by loan type. Criticized exposure corresponds to the Special Mention, Substandard and Doubtful asset categories as defined by regulatory authorities. Total commercial reservable criticized utilized exposure increased $27.2 billion during 2020, which was spread across several industries, including travel and entertainment, as a result of weaker economic conditions arising from COVID-19. At December 31, 2020 and 2019, 79 percent and 90 percent of commercial reservable criticized utilized exposure was secured.

Table 33 Commercial Reservable Criticized Utilized Exposure [1, 2]

	December 31			
(Dollars in millions)	**2020**		2019	
Commercial and industrial:				
U.S. commercial	**$ 21,388**	**6.83 %**	$ 8,272	2.46%
Non-U.S. commercial	**5,051**	**5.03**	989	0.89
Total commercial and industrial	**26,439**	**6.40**	9,261	2.07
Commercial real estate	**10,213**	**16.42**	1,129	1.75
Commercial lease financing	**714**	**4.18**	329	1.66
	37,366	**7.59**	10,719	2.01
U.S. small business commercial	**1,300**	**3.56**	733	4.78
Total commercial reservable criticized utilized exposure [1]	**$ 38,666**	**7.31**	$ 11,452	2.09

(1) Total commercial reservable criticized utilized exposure includes loans and leases of $36.6 billion and $10.7 billion and commercial letters of credit of $2.1 billion and $715 million at December 31, 2020 and 2019.

(2) Percentages are calculated as commercial reservable criticized utilized exposure divided by total commercial reservable utilized exposure for each exposure category.

Commercial and Industrial

Commercial and industrial loans include U.S. commercial and non-U.S. commercial portfolios.

U.S. Commercial

At December 31, 2020, 65 percent of the U.S. commercial loan portfolio, excluding small business, was managed in *Global Banking,* 18 percent in *Global Markets*, 15 percent in *GWIM* (generally business-purpose loans for high net worth clients) and the remainder primarily in *Consumer Banking*. U.S. commercial loans decreased $18.3 billion during 2020 driven by *Global Banking*. Reservable criticized utilized exposure increased $13.1 billion, which was spread across several industries, including travel and entertainment, as a result of weaker economic conditions arising from COVID-19.

Non-U.S. Commercial

At December 31, 2020, 79 percent of the non-U.S. commercial loan portfolio was managed in *Global Banking* and 21 percent in *Global Markets*. Non-U.S. commercial loans decreased $14.5 billion during 2020, primarily in *Global Banking*. For information on the non-U.S. commercial portfolio, see Non-U.S. Portfolio on page 97.

Commercial Real Estate

Commercial real estate primarily includes commercial loans secured by non-owner-occupied real estate and is dependent on the sale or lease of the real estate as the primary source of repayment. Outstanding loans declined by $2.3 billion during 2020 as paydowns exceeded new originations. Reservable criticized utilized exposure increased $9.1 billion to $10.2 billion from $1.1 billion, or 16.42 and 1.75 percent of the commercial real estate portfolio at December 31, 2020 and 2019, due to downgrades driven by the impact of COVID-19 across industries, primarily hotels. Although we have observed property-level improvements in a number of the most impacted sectors, the length of time for recovery has been slower than originally anticipated, which has prompted additional downgrades. The portfolio remains diversified across property types and geographic regions. California represented the largest state concentration at 23 percent and 24 percent of the commercial real estate portfolio at December 31, 2020 and 2019. The commercial real estate portfolio is predominantly managed in *Global Banking* and consists of loans made primarily to public and private developers, and commercial real estate firms.

During 2020, we continued to see low default rates and varying degrees of improvement in the portfolio. We use a number of proactive risk mitigation initiatives to reduce adversely rated exposure in the commercial real estate portfolio, including transfers of deteriorating exposures to management by independent special asset officers and the pursuit of loan restructurings or asset sales to achieve the best results for our customers and the Corporation.

Table 34 presents outstanding commercial real estate loans by geographic region, based on the geographic location of the collateral, and by property type.

Table 34 Outstanding Commercial Real Estate Loans

	December 31	
(Dollars in millions)	**2020**	2019
By Geographic Region		
California	**$ 14,028**	$ 14,910
Northeast	**11,628**	12,408
Southwest	**8,551**	8,408
Southeast	**6,588**	5,937
Florida	**4,294**	3,984
Midwest	**3,483**	3,203
Illinois	**2,594**	3,349
Midsouth	**2,370**	2,468
Northwest	**1,634**	1,638
Non-U.S.	**3,187**	3,724
Other [(1)]	**2,007**	2,660
Total outstanding commercial real estate loans	**$ 60,364**	$ 62,689
By Property Type		
Non-residential		
Office	**$ 17,667**	$ 17,902
Industrial / Warehouse	**8,330**	8,677
Shopping centers / Retail	**7,931**	8,183
Hotels / Motels	**7,226**	6,982
Multi-family rental	**7,051**	7,250
Unsecured	**2,336**	3,438
Multi-use	**1,460**	1,788
Other	**7,146**	6,958
Total non-residential	**59,147**	61,178
Residential	**1,217**	1,511
Total outstanding commercial real estate loans	**$ 60,364**	$ 62,689

(1) Includes unsecured loans to real estate investment trusts and national home builders whose portfolios of properties span multiple geographic regions and properties in the states of Colorado, Utah, Hawaii, Wyoming and Montana.

U.S. Small Business Commercial

The U.S. small business commercial loan portfolio is comprised of small business card loans and small business loans primarily managed in *Consumer Banking,* and includes $22.7 billion of PPP loans outstanding at December 31, 2020. Excluding PPP, credit card-related products were 50 percent and 52 percent of the U.S. small business commercial portfolio at December 31, 2020 and 2019. Of the U.S. small business commercial net charge-offs, 91 percent and 94 percent were credit card-related products in 2020 and 2019.

Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity

Table 35 presents the nonperforming commercial loans, leases and foreclosed properties activity during 2020 and 2019.

Nonperforming loans do not include loans accounted for under the fair value option. During 2020, nonperforming commercial loans and leases increased $728 million to $2.2 billion, primarily driven by the impact of COVID-19. At December 31, 2020, 84 percent of commercial nonperforming loans, leases and foreclosed properties were secured and 66 percent were contractually current. Commercial nonperforming loans were carried at 81 percent of their unpaid principal balance before consideration of the allowance for loan and lease losses, as the carrying value of these loans has been reduced to the estimated collateral value less costs to sell.

Table 35 Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity [1, 2]

(Dollars in millions)	2020	2019
Nonperforming loans and leases, January 1	**$ 1,499**	$ 1,102
Additions	**3,518**	2,048
Reductions:		
Paydowns	**(1,002)**	(648)
Sales	**(350)**	(215)
Returns to performing status [3]	**(172)**	(120)
Charge-offs	**(1,208)**	(478)
Transfers to foreclosed properties	**(2)**	(9)
Transfers to loans held-for-sale	**(56)**	(181)
Total net additions to nonperforming loans and leases	**728**	397
Total nonperforming loans and leases, December 31	**2,227**	1,499
Foreclosed properties, December 31	**41**	56
Nonperforming commercial loans, leases and foreclosed properties, December 31	**2,268**	1,555
Nonperforming commercial loans and leases as a percentage of outstanding commercial loans and leases [4]	**0.45 %**	0.29 %
Nonperforming commercial loans, leases and foreclosed properties as a percentage of outstanding commercial loans, leases and foreclosed properties [4]	**0.46**	0.30

(1) Balances do not include nonperforming loans held-for-sale of $359 million and $239 million at December 31, 2020 and 2019.
(2) Includes U.S. small business commercial activity. Small business card loans are excluded as they are not classified as nonperforming.
(3) Commercial loans and leases may be returned to performing status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected, or when the loan otherwise becomes well-secured and is in the process of collection. TDRs are generally classified as performing after a sustained period of demonstrated payment performance.
(4) Outstanding commercial loans exclude loans accounted for under the fair value option.

Table 36 presents our commercial TDRs by product type and performing status. U.S. small business commercial TDRs are comprised of renegotiated small business card loans and small business loans. The renegotiated small business card loans are not classified as nonperforming as they are charged off no later than the end of the month in which the loan becomes 180 days past due. For more information on TDRs, see *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements. For more information on our loan modification programs offered in response to the pandemic, most of which are not TDRs, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48 and *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

Table 36 Commercial Troubled Debt Restructurings

	December 31, 2020			December 31, 2019		
(Dollars in millions)	Nonperforming	Performing	Total	Nonperforming	Performing	Total
Commercial and industrial:						
U.S. commercial	**$ 509**	**$ 850**	**$ 1,359**	$ 617	$ 999	$ 1,616
Non-U.S. commercial	**49**	**119**	**168**	41	193	234
Total commercial and industrial	**558**	**969**	**1,527**	658	1,192	1,850
Commercial real estate	**137**	**—**	**137**	212	14	226
Commercial lease financing	**42**	**2**	**44**	18	31	49
	737	**971**	**1,708**	888	1,237	2,125
U.S. small business commercial	**—**	**29**	**29**	—	27	27
Total commercial troubled debt restructurings	**$ 737**	**$ 1,000**	**$ 1,737**	$ 888	$ 1,264	$ 2,152

Industry Concentrations

Table 37 presents commercial committed and utilized credit exposure by industry and the total net credit default protection purchased to cover the funded and unfunded portions of certain credit exposures. Our commercial credit exposure is diversified across a broad range of industries. Total commercial committed exposure decreased $22.1 billion, or two percent, during 2020 to $1.0 trillion. The decrease in commercial committed exposure was concentrated in the Global commercial banks, Asset managers and funds, Utilities, and Real estate industry sectors. Decreases were partially offset by increased exposure to the Finance companies and Automobiles and components industry sectors.

Industry limits are used internally to manage industry concentrations and are based on committed exposure that is determined on an industry-by-industry basis. A risk management framework is in place to set and approve industry limits as well as to provide ongoing monitoring. The MRC oversees industry limit governance.

Asset managers and funds, our largest industry concentration with committed exposure of $101.5 billion, decreased $8.5 billion, or eight percent, during 2020.

Real estate, our second largest industry concentration with committed exposure of $92.4 billion, decreased $4.0 billion, or four percent, during 2020. For more information on the commercial real estate and related portfolios, see Commercial Portfolio Credit Risk Management – Commercial Real Estate on page 94.

Capital goods, our third largest industry concentration with committed exposure of $81.0 billion, remained flat during 2020.

Given the widespread impact of the pandemic on the U.S. and global economy, a number of industries have been and will likely continue to be adversely impacted. We continue to monitor all industries, particularly higher risk industries which are experiencing or could experience a more significant impact to their financial condition. The impact of the pandemic has also placed significant stress on global demand for oil. Our energy-related committed exposure decreased $3.3 billion, or nine percent, during 2020 to $33.0 billion, driven by declines in exploration and production, refining and marketing exposure, energy equipment and services, partially offset by an increase in our integrated client exposure. For more information on COVID-19, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48.

Table 37 Commercial Credit Exposure by Industry [1]

	Commercial Utilized		Total Commercial Committed [2]	
	December 31			
(Dollars in millions)	**2020**	2019	**2020**	2019
Asset managers and funds	**$ 68,093**	$ 71,386	**$ 101,540**	$ 110,069
Real estate [3]	**69,267**	70,361	**92,414**	96,370
Capital goods	**39,911**	41,082	**80,959**	80,892
Finance companies	**46,948**	40,173	**70,004**	63,942
Healthcare equipment and services	**33,759**	34,353	**57,880**	55,918
Government and public education	**41,669**	41,889	**56,212**	53,566
Materials	**24,548**	26,663	**50,792**	52,129
Retailing	**24,749**	25,868	**49,710**	48,317
Consumer services	**32,000**	28,434	**48,026**	49,071
Food, beverage and tobacco	**22,871**	24,163	**44,628**	45,956
Commercial services and supplies	**21,154**	23,103	**38,149**	38,944
Transportation	**23,426**	23,449	**33,444**	33,028
Energy	**13,936**	16,406	**32,983**	36,326
Utilities	**12,387**	12,383	**29,234**	36,060
Individuals and trusts	**18,784**	18,927	**25,881**	27,817
Technology hardware and equipment	**10,515**	10,646	**24,796**	24,072
Media	**13,144**	12,445	**24,677**	23,645
Software and services	**11,709**	10,432	**23,647**	20,556
Global commercial banks	**20,751**	30,171	**22,922**	32,345
Automobiles and components	**10,956**	7,345	**20,765**	14,910
Consumer durables and apparel	**9,232**	10,193	**20,223**	21,245
Vehicle dealers	**15,028**	18,013	**18,696**	21,435
Pharmaceuticals and biotechnology	**5,217**	5,964	**16,349**	20,206
Telecommunication services	**9,411**	9,154	**15,605**	16,113
Insurance	**5,921**	6,673	**13,491**	15,218
Food and staples retailing	**5,209**	6,290	**11,810**	10,392
Financial markets infrastructure (clearinghouses)	**4,939**	5,496	**8,648**	7,997
Religious and social organizations	**4,769**	3,844	**6,759**	5,756
Total commercial credit exposure by industry	**$ 620,303**	$ 635,306	**$ 1,040,244**	$ 1,062,295
Net credit default protection purchased on total commitments [4]			**$ (4,170)**	$ (3,349)

(1) Includes U.S. small business commercial exposure.
(2) Includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.5 billion and $10.6 billion at December 31, 2020 and 2019.
(3) Industries are viewed from a variety of perspectives to best isolate the perceived risks. For purposes of this table, the real estate industry is defined based on the primary business activity of the borrowers or counterparties using operating cash flows and primary source of repayment as key factors.
(4) Represents net notional credit protection purchased to hedge funded and unfunded exposures for which we elected the fair value option, as well as certain other credit exposures. For more information, see Commercial Portfolio Credit Risk Management – Risk Mitigation.

Risk Mitigation

We purchase credit protection to cover the funded portion as well as the unfunded portion of certain credit exposures. To lower the cost of obtaining our desired credit protection levels, we may add credit exposure within an industry, borrower or counterparty group by selling protection.

At December 31, 2020 and 2019, net notional credit default protection purchased in our credit derivatives portfolio to hedge our funded and unfunded exposures for which we elected the fair value option, as well as certain other credit exposures, was $4.2 billion and $3.3 billion. We recorded net losses of $240 million in 2020 compared to net losses of $145 million in 2019 for these same positions. The gains and losses on these instruments were offset by gains and losses on the related exposures. The Value-at-Risk (VaR) results for these exposures are included in the fair value option portfolio information in Table 44. For more information, see Trading Risk Management on page 102.

Tables 38 and 39 present the maturity profiles and the credit exposure debt ratings of the net credit default protection portfolio at December 31, 2020 and 2019.

Table 38 Net Credit Default Protection by Maturity

	December 31	
	2020	2019
Less than or equal to one year	**65 %**	54 %
Greater than one year and less than or equal to five years	**34**	45
Greater than five years	**1**	1
Total net credit default protection	**100 %**	100 %

Table 39 Net Credit Default Protection by Credit Exposure Debt Rating

	Net Notional [1]	Percent of Total	Net Notional [1]	Percent of Total
	December 31			
(Dollars in millions)	**2020**		2019	
Ratings [2, 3]				
A	**$ (250)**	**6.0 %**	$ (697)	20.8 %
BBB	**(1,856)**	**44.5**	(1,089)	32.5
BB	**(1,363)**	**32.7**	(766)	22.9
B	**(465)**	**11.2**	(373)	11.1
CCC and below	**(182)**	**4.4**	(119)	3.6
NR [4]	**(54)**	**1.2**	(305)	9.1
Total net credit default protection	**$ (4,170)**	**100.0 %**	$ (3,349)	100.0 %

(1) Represents net credit default protection purchased.
(2) Ratings are refreshed on a quarterly basis.
(3) Ratings of BBB- or higher are considered to meet the definition of investment grade.
(4) NR is comprised of index positions held and any names that have not been rated.

In addition to our net notional credit default protection purchased to cover the funded and unfunded portion of certain credit exposures, credit derivatives are used for market-making activities for clients and establishing positions intended to profit from directional or relative value changes. We execute the majority of our credit derivative trades in the OTC market with large, multinational financial institutions, including broker-dealers and, to a lesser degree, with a variety of other investors. Because these transactions are executed in the OTC market, we are subject to settlement risk. We are also subject to credit risk in the event that these counterparties fail to perform under the terms of these contracts. In order to properly reflect counterparty credit risk, we record counterparty credit risk valuation adjustments on certain derivative assets, including our purchased credit default protection. In most cases, credit derivative transactions are executed on a daily margin basis. Therefore, events such as a credit downgrade, depending on the ultimate rating level, or a breach of credit covenants would typically require an increase in the amount of collateral required by the counterparty, where applicable, and/or allow us to take additional protective measures such as early termination of all trades. For more information on credit derivatives and counterparty credit risk valuation adjustments, see *Note 3 – Derivatives* to the Consolidated Financial Statements.

Non-U.S. Portfolio

Our non-U.S. credit and trading portfolios are subject to country risk. We define country risk as the risk of loss from unfavorable economic and political conditions, currency fluctuations, social instability and changes in government policies. A risk management framework is in place to measure, monitor and manage non-U.S. risk and exposures. In addition to the direct risk of doing business in a country, we also are exposed to indirect country risks (e.g., related to the collateral received on secured financing transactions or related to client clearing activities). These indirect exposures are managed in the normal course of business through credit, market and operational risk governance, rather than through country risk governance.

Table 40 presents our 20 largest non-U.S. country exposures at December 31, 2020. These exposures accounted for 90 percent and 88 percent of our total non-U.S. exposure at December 31, 2020 and 2019. Net country exposure for these 20 countries increased $21.2 billion in 2020. The majority of the increase was due to higher deposits with central banks in Germany and Japan.

Non-U.S. exposure is presented on an internal risk management basis and includes sovereign and non-sovereign credit exposure, securities and other investments issued by or domiciled in countries other than the U.S.

Funded loans and loan equivalents include loans, leases, and other extensions of credit and funds, including letters of credit and due from placements. Unfunded commitments are the undrawn portion of legally binding commitments related to loans and loan equivalents. Net counterparty exposure includes the fair value of derivatives, including the counterparty risk associated with credit default swaps (CDS), and secured financing transactions. Securities and other investments are carried at fair value and long securities exposures are netted against short exposures with the same underlying issuer to, but not below, zero. Net country exposure represents country exposure less hedges and credit default protection purchased, net of credit default protection sold.

Table 40 Top 20 Non-U.S. Countries Exposure

(Dollars in millions)	Funded Loans and Loan Equivalents	Unfunded Loan Commitments	Net Counterparty Exposure	Securities/ Other Investments	Country Exposure at December 31 2020	Hedges and Credit Default Protection	**Net Country Exposure at December 31 2020**	Increase (Decrease) from December 31 2019
United Kingdom	$ 31,817	$ 18,201	$ 6,601	$ 4,086	$ 60,705	$ (1,233)	**$ 59,472**	$ 3,628
Germany	29,169	10,772	2,155	4,492	46,588	(1,685)	**44,903**	14,075
Canada	8,657	8,681	1,624	2,628	21,590	(456)	**21,134**	1,012
France	8,219	8,353	988	4,329	21,889	(1,098)	**20,791**	4,536
Japan	12,679	1,086	1,115	3,325	18,205	(709)	**17,496**	6,964
China	10,098	67	1,529	1,952	13,646	(226)	**13,420**	(2,167)
Australia	6,559	4,242	372	2,235	13,408	(321)	**13,087**	1,985
Brazil	5,854	696	708	3,288	10,546	(253)	**10,293**	(1,479)
Netherlands	4,654	4,109	486	997	10,246	(562)	**9,684**	(643)
Singapore	4,115	278	359	4,603	9,355	(73)	**9,282**	1,456
South Korea	5,161	856	488	2,214	8,719	(168)	**8,551**	(154)
India	5,428	221	353	1,989	7,991	(180)	**7,811**	(4,206)
Switzerland	3,811	2,817	412	130	7,170	(275)	**6,895**	(490)
Hong Kong	4,434	452	584	1,128	6,598	(61)	**6,537**	(519)
Mexico	3,712	1,379	205	1,112	6,408	(121)	**6,287**	(1,524)
Italy	2,456	1,784	553	1,568	6,361	(669)	**5,692**	315
Belgium	2,471	1,334	505	797	5,107	(140)	**4,967**	(1,540)
Spain	2,835	1,156	262	914	5,167	(351)	**4,816**	94
Ireland	2,785	1,050	100	253	4,188	(23)	**4,165**	798
United Arab Emirates	2,218	136	266	77	2,697	(10)	**2,687**	(900)
Total top 20 non-U.S. countries exposure	$ 157,132	$ 67,670	$ 19,665	$ 42,117	$ 286,584	$ (8,614)	**$ 277,970**	$ 21,241

Our largest non-U.S. country exposure at December 31, 2020 was the U.K. with net exposure of $59.5 billion, which represents a $3.6 billion increase from December 31, 2019. Our second largest non-U.S. country exposure was Germany with net exposure of $44.9 billion at December 31, 2020, a $14.1 billion increase from December 31, 2019. The increase in Germany was primarily driven by an increase in deposits with the central bank.

In light of the global pandemic, we are monitoring our non-U.S. exposure closely, particularly in countries where restrictions on certain activities, in an attempt to contain the spread and impact of the virus, have affected and will likely continue to adversely affect economic activity. We are managing the impact to our international business operations as part of our overall response framework and are taking actions to manage exposure carefully in impacted regions while supporting the needs of our clients. The magnitude and duration of the pandemic and its full impact on the global economy continue to be highly uncertain.

The impact of COVID-19 could have an adverse impact on the global economy for a prolonged period of time. For more information on how the pandemic may affect our operations, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48 and Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

Table 41 presents countries that had total cross-border exposure, including the notional amount of cash loaned under secured financing agreements, exceeding one percent of our total assets at December 31, 2020. Local exposure, defined as exposure booked in local offices of a respective country with clients in the same country, is excluded. At December 31, 2020, the U.K. and France were the only countries where their respective total cross-border exposures exceeded one percent of our total assets. No other countries had total cross-border exposure that exceeded 0.75 percent of our total assets at December 31, 2020.

Table 41 Total Cross-border Exposure Exceeding One Percent of Total Assets

(Dollars in millions)	December 31	Public Sector	Banks	Private Sector	Cross-border Exposure	Exposure as a Percent of Total Assets
United Kingdom	**2020**	**$ 4,733**	**$ 2,269**	**$ 95,180**	**$ 102,182**	**3.62 %**
	2019	1,859	3,580	93,232	98,671	4.05
	2018	1,505	3,458	46,191	51,154	2.17
France	**2020**	**3,073**	**1,726**	**26,399**	**31,198**	**1.11**
	2019	736	2,473	23,172	26,381	1.08
	2018	633	2,385	29,847	32,865	1.40

Allowance for Credit Losses

On January 1, 2020, the Corporation adopted the new accounting standard that requires the measurement of the allowance for credit losses to be based on management's best estimate of lifetime ECL inherent in the Corporation's relevant financial assets. Upon adoption of the new accounting standard, the Corporation recorded a net increase of $3.3 billion in the allowance for credit losses which was comprised of a net increase of $2.9 billion in the allowance for loan and lease losses and an increase of $310 million in the reserve for unfunded lending commitments. The net increase was primarily driven by a $3.1 billion increase related to the credit card portfolio.

The allowance for credit losses further increased by $7.2 billion from January 1, 2020 to $20.7 billion at December 31, 2020, which included a $5.0 billion reserve increase related to the commercial portfolio and a $2.2 billion reserve increase related to the consumer portfolio. The increases were driven by deterioration in the economic outlook resulting from the impact of COVID-19.

The following table presents an allocation of the allowance for credit losses by product type for December 31, 2020, January 1, 2020 and December 31, 2019 (prior to the adoption of the CECL accounting standard).

Table 42 Allocation of the Allowance for Credit Losses by Product Type

(Dollars in millions)	Amount	Percent of Total	Percent of Loans and Leases Outstanding (1)	Amount	Percent of Total	Percent of Loans and Leases Outstanding (1)	Amount	Percent of Total	Percent of Loans and Leases Outstanding (1)
	December 31, 2020			January 1, 2020			December 31, 2019		
Allowance for loan and lease losses									
Residential mortgage	$ 459	2.44 %	0.21 %	$ 212	1.72 %	0.09 %	$ 325	3.45 %	0.14 %
Home equity	399	2.12	1.16	228	1.84	0.57	221	2.35	0.55
Credit card	8,420	44.79	10.70	6,809	55.10	6.98	3,710	39.39	3.80
Direct/Indirect consumer	752	4.00	0.82	566	4.58	0.62	234	2.49	0.26
Other consumer	41	0.22	n/m	55	0.45	n/m	52	0.55	n/m
Total consumer	10,071	53.57	2.35	7,870	63.69	1.69	4,542	48.23	0.98
U.S. commercial (2)	5,043	26.82	1.55	2,723	22.03	0.84	3,015	32.02	0.94
Non-U.S. commercial	1,241	6.60	1.37	668	5.41	0.64	658	6.99	0.63
Commercial real estate	2,285	12.15	3.79	1,036	8.38	1.65	1,042	11.07	1.66
Commercial lease financing	162	0.86	0.95	61	0.49	0.31	159	1.69	0.80
Total commercial	8,731	46.43	1.77	4,488	36.31	0.88	4,874	51.77	0.96
Allowance for loan and lease losses	18,802	100.00 %	2.04	12,358	100.00 %	1.27	9,416	100.00 %	0.97
Reserve for unfunded lending commitments	1,878			1,123			813		
Allowance for credit losses	$ 20,680			$ 13,481			$ 10,229		

(1) Ratios are calculated as allowance for loan and lease losses as a percentage of loans and leases outstanding excluding loans accounted for under the fair value option. Consumer loans accounted for under the fair value option include residential mortgage loans of $298 million at December 31, 2020 and $257 million at January 1, 2020 and December 31, 2019 and home equity loans of $437 million at December 31, 2020 and $337 million at January 1, 2020 and December 31, 2019. Commercial loans accounted for under the fair value option include U.S. commercial loans of $2.9 billion, $5.1 billion and $4.7 billion at December 31, 2020, January 1, 2020 and December 31, 2019, and non-U.S. commercial loans of $3.0 billion, $3.2 billion and $3.1 billion at December 31, 2020, January 1, 2020 and December 31, 2019.

(2) Includes allowance for loan and lease losses for U.S. small business commercial loans of $1.5 billion, $831 million and $523 million at December 31, 2020, January 1, 2020 and December 31, 2019.

n/m = not meaningful

Net charge-offs for 2020 were $4.1 billion compared to $3.6 billion in 2019 driven by increases in commercial losses. The provision for credit losses increased $7.7 billion to $11.3 billion during 2020 compared to 2019. The allowance for credit losses included a reserve build of $7.2 billion for 2020, excluding the impact of the new accounting standard, primarily due to the deterioration in the economic outlook resulting from the impact of COVID-19 on both the consumer and commercial portfolios. The provision for credit losses for the consumer portfolio, including unfunded lending commitments, increased $2.0 billion to $4.9 billion during 2020 compared to 2019. The provision for credit losses for the commercial portfolio, including unfunded lending commitments, increased $5.7 billion to $6.5 billion during 2020 compared to 2019.

The following table presents a rollforward of the allowance for credit losses, including certain loan and allowance ratios for 2020, noting that measurement of the allowance for credit losses for 2019 was based on management's estimate of probable incurred losses. For more information on the Corporation's credit loss accounting policies and activity related to the allowance for credit losses, see *Note 1 – Summary of Significant Accounting Principles* and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

Table 43 Allowance for Credit Losses

(Dollars in millions)	2020	2019
Allowance for loan and lease losses, January 1	$ 12,358	$ 9,601
Loans and leases charged off		
Residential mortgage	(40)	(93)
Home equity	(58)	(429)
Credit card	(2,967)	(3,535)
Direct/Indirect consumer	(372)	(518)
Other consumer	(307)	(249)
Total consumer charge-offs	(3,744)	(4,824)
U.S. commercial (1)	(1,163)	(650)
Non-U.S. commercial	(168)	(115)
Commercial real estate	(275)	(31)
Commercial lease financing	(69)	(26)
Total commercial charge-offs	(1,675)	(822)
Total loans and leases charged off	(5,419)	(5,646)
Recoveries of loans and leases previously charged off		
Residential mortgage	70	140
Home equity	131	787
Credit card	618	587
Direct/Indirect consumer	250	309
Other consumer	23	15
Total consumer recoveries	1,092	1,838
U.S. commercial (2)	178	122
Non-U.S. commercial	13	31
Commercial real estate	5	2
Commercial lease financing	10	5
Total commercial recoveries	206	160
Total recoveries of loans and leases previously charged off	1,298	1,998
Net charge-offs	(4,121)	(3,648)
Provision for loan and lease losses	10,565	3,574
Other	—	(111)
Allowance for loan and lease losses, December 31	18,802	9,416
Reserve for unfunded lending commitments, January 1	1,123	797
Provision for unfunded lending commitments	755	16
Reserve for unfunded lending commitments, December 31	1,878	813
Allowance for credit losses, December 31	$ 20,680	$ 10,229
Loan and allowance ratios:		
Loans and leases outstanding at December 31 (3)	$ 921,180	$ 975,091
Allowance for loan and lease losses as a percentage of total loans and leases outstanding at December 31 (3)	2.04 %	0.97 %
Consumer allowance for loan and lease losses as a percentage of total consumer loans and leases outstanding at December 31 (4)	2.35	0.98
Commercial allowance for loan and lease losses as a percentage of total commercial loans and leases outstanding at December 31 (5)	1.77	0.96
Average loans and leases outstanding (3)	$ 974,281	$ 951,583
Annualized net charge-offs as a percentage of average loans and leases outstanding (3)	0.42 %	0.38 %
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases at December 31	380	265
Ratio of the allowance for loan and lease losses at December 31 to net charge-offs	4.56	2.58
Amounts included in allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at December 31 (6)	$ 9,854	$ 4,151
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases, excluding the allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at December 31 (6)	181 %	148 %

(1) Includes U.S. small business commercial charge-offs of $321 million in 2020 compared to $320 million in 2019.
(2) Includes U.S. small business commercial recoveries of $54 million in 2020 compared to $48 million in 2019.
(3) Outstanding loan and lease balances and ratios do not include loans accounted for under the fair value option of $6.7 billion and $8.3 billion at December 31, 2020 and 2019. Average loans accounted for under the fair value option were $8.2 billion in 2020 compared to $6.8 billion in 2019.
(4) Excludes consumer loans accounted for under the fair value option of $735 million and $594 million at December 31, 2020 and 2019.
(5) Excludes commercial loans accounted for under the fair value option of $5.9 billion and $7.7 billion at December 31, 2020 and 2019.
(6) Primarily includes amounts related to credit card and unsecured consumer lending portfolios in *Consumer Banking*.

Market Risk Management

Market risk is the risk that changes in market conditions may adversely impact the value of assets or liabilities, or otherwise negatively impact earnings. This risk is inherent in the financial instruments associated with our operations, primarily within our *Global Markets* segment. We are also exposed to these risks in other areas of the Corporation (e.g., our ALM activities). In the event of market stress, these risks could have a material impact on our results. For more information, see Interest Rate Risk Management for the Banking Book on page 105.

We have been affected, and expect to continue to be affected, by market stress resulting from the pandemic that began in the first quarter of 2020. For more information on the effects of the pandemic, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 48.

Our traditional banking loan and deposit products are non-trading positions and are generally reported at amortized cost for assets or the amount owed for liabilities (historical cost). However, these positions are still subject to changes in economic value based on varying market conditions, with one of the primary risks being changes in the levels of interest rates. The risk of adverse changes in the economic value of our non-trading positions arising from changes in interest rates is managed through our ALM activities. We have elected to account for certain assets and liabilities under the fair value option.

Our trading positions are reported at fair value with changes reflected in income. Trading positions are subject to various changes in market-based risk factors. The majority of this risk is generated by our activities in the interest rate, foreign exchange, credit, equity and commodities markets. In addition, the values of assets and liabilities could change due to market liquidity, correlations across markets and expectations of market volatility. We seek to manage these risk exposures by using a variety of techniques that encompass a broad range of financial instruments. The key risk management techniques are discussed in more detail in the Trading Risk Management section.

Global Risk Management is responsible for providing senior management with a clear and comprehensive understanding of the trading risks to which we are exposed. These responsibilities include ownership of market risk policy, developing and maintaining quantitative risk models, calculating aggregated risk measures, establishing and monitoring position limits consistent with risk appetite, conducting daily reviews and analysis of trading inventory, approving material risk exposures and fulfilling regulatory requirements. Market risks that impact businesses outside of *Global Markets* are monitored and governed by their respective governance functions.

Model risk is the potential for adverse consequences from decisions based on incorrect or misused model outputs and reports. Given that models are used across the Corporation, model risk impacts all risk types including credit, market and operational risks. The Enterprise Model Risk Policy defines model risk standards, consistent with our risk framework and risk appetite, prevailing regulatory guidance and industry best practice. All models, including risk management, valuation and regulatory capital models, must meet certain validation criteria, including effective challenge of the conceptual soundness of the model, independent model testing and ongoing monitoring through outcomes analysis and benchmarking. The Enterprise Model Risk Committee (EMRC), a subcommittee of the MRC, oversees that model standards are consistent with model risk requirements and monitors the effective challenge in the model validation process across the Corporation.

Interest Rate Risk

Interest rate risk represents exposures to instruments whose values vary with the level or volatility of interest rates. These instruments include, but are not limited to, loans, debt securities, certain trading-related assets and liabilities, deposits, borrowings and derivatives. Hedging instruments used to mitigate these risks include derivatives such as options, futures, forwards and swaps.

Foreign Exchange Risk

Foreign exchange risk represents exposures to changes in the values of current holdings and future cash flows denominated in currencies other than the U.S. dollar. The types of instruments exposed to this risk include investments in non-U.S. subsidiaries, foreign currency-denominated loans and securities, future cash flows in foreign currencies arising from foreign exchange transactions, foreign currency-denominated debt and various foreign exchange derivatives whose values fluctuate with changes in the level or volatility of currency exchange rates or non-U.S. interest rates. Hedging instruments used to mitigate this risk include foreign exchange options, currency swaps, futures, forwards, and foreign currency-denominated debt and deposits.

Mortgage Risk

Mortgage risk represents exposures to changes in the values of mortgage-related instruments. The values of these instruments are sensitive to prepayment rates, mortgage rates, agency debt ratings, default, market liquidity, government participation and interest rate volatility. Our exposure to these instruments takes several forms. For example, we trade and engage in market-making activities in a variety of mortgage securities including whole loans, pass-through certificates, commercial mortgages and collateralized mortgage obligations including collateralized debt obligations using mortgages as underlying collateral. In addition, we originate a variety of MBS, which involves the accumulation of mortgage-related loans in anticipation of eventual securitization, and we may hold positions in mortgage securities and residential mortgage loans as part of the ALM portfolio. We also record MSRs as part of our mortgage origination activities. Hedging instruments used to mitigate this risk include derivatives such as options, swaps, futures and forwards as well as securities including MBS and U.S. Treasury securities. For more information, see Mortgage Banking Risk Management on page 107.

Equity Market Risk

Equity market risk represents exposures to securities that represent an ownership interest in a corporation in the form of domestic and foreign common stock or other equity-linked instruments. Instruments that would lead to this exposure include, but are not limited to, the following: common stock, exchange-traded funds, American Depositary Receipts, convertible bonds, listed equity options (puts and calls), OTC equity options, equity total return swaps, equity index futures and other equity derivative products. Hedging instruments used to mitigate this risk include options, futures, swaps, convertible bonds and cash positions.

Commodity Risk

Commodity risk represents exposures to instruments traded in the petroleum, natural gas, power and metals markets. These instruments consist primarily of futures, forwards, swaps and options. Hedging instruments used to mitigate this risk include options, futures and swaps in the same or similar commodity product, as well as cash positions.

Issuer Credit Risk

Issuer credit risk represents exposures to changes in the creditworthiness of individual issuers or groups of issuers. Our portfolio is exposed to issuer credit risk where the value of an asset may be adversely impacted by changes in the levels of credit spreads, by credit migration or by defaults. Hedging instruments used to mitigate this risk include bonds, CDS and other credit fixed-income instruments.

Market Liquidity Risk

Market liquidity risk represents the risk that the level of expected market activity changes dramatically and, in certain cases, may even cease. This exposes us to the risk that we will not be able to transact business and execute trades in an orderly manner which may impact our results. This impact could be further exacerbated if expected hedging or pricing correlations are compromised by disproportionate demand or lack of demand for certain instruments. We utilize various risk mitigating techniques as discussed in more detail in Trading Risk Management.

Trading Risk Management

To evaluate risks in our trading activities, we focus on the actual and potential volatility of revenues generated by individual positions as well as portfolios of positions. Various techniques and procedures are utilized to enable the most complete understanding of these risks. Quantitative measures of market risk are evaluated on a daily basis from a single position to the portfolio of the Corporation. These measures include sensitivities of positions to various market risk factors, such as the potential impact on revenue from a one basis point change in interest rates, and statistical measures utilizing both actual and hypothetical market moves, such as VaR and stress testing. Periods of extreme market stress influence the reliability of these techniques to varying degrees. Qualitative evaluations of market risk utilize the suite of quantitative risk measures while understanding each of their respective limitations. Additionally, risk managers independently evaluate the risk of the portfolios under the current market environment and potential future environments.

VaR is a common statistic used to measure market risk as it allows the aggregation of market risk factors, including the effects of portfolio diversification. A VaR model simulates the value of a portfolio under a range of scenarios in order to generate a distribution of potential gains and losses. VaR represents the loss a portfolio is not expected to exceed more than a certain number of times per period, based on a specified holding period, confidence level and window of historical data. We use one VaR model consistently across the trading portfolios and it uses a historical simulation approach based on a three-year window of historical data. Our primary VaR statistic is equivalent to a 99 percent confidence level, which means that for a VaR with a one-day holding period, there should not be losses in excess of VaR, on average, 99 out of 100 trading days.

Within any VaR model, there are significant and numerous assumptions that will differ from company to company. The accuracy of a VaR model depends on the availability and quality of historical data for each of the risk factors in the portfolio. A VaR model may require additional modeling assumptions for new products that do not have the necessary historical market data or for less liquid positions for which accurate daily prices are not consistently available. For positions with insufficient historical data for the VaR calculation, the process for establishing an appropriate proxy is based on fundamental and statistical analysis of the new product or less liquid position. This analysis identifies reasonable alternatives that replicate both the expected volatility and correlation to other market risk factors that the missing data would be expected to experience.

VaR may not be indicative of realized revenue volatility as changes in market conditions or in the composition of the portfolio can have a material impact on the results. In particular, the historical data used for the VaR calculation might indicate higher or lower levels of portfolio diversification than will be experienced. In order for the VaR model to reflect current market conditions, we update the historical data underlying our VaR model on a weekly basis, or more frequently during periods of market stress, and regularly review the assumptions underlying the model. A minor portion of risks related to our trading positions is not included in VaR. These risks are reviewed as part of our ICAAP. For more information regarding ICAAP, see Capital Management on page 73.

Global Risk Management continually reviews, evaluates and enhances our VaR model so that it reflects the material risks in our trading portfolio. Changes to the VaR model are reviewed and approved prior to implementation and any material changes are reported to management through the appropriate management committees.

Trading limits on quantitative risk measures, including VaR, are independently set by Global Markets Risk Management and reviewed on a regular basis so that trading limits remain relevant and within our overall risk appetite for market risks. Trading limits are reviewed in the context of market liquidity, volatility and strategic business priorities. Trading limits are set at both a granular level to allow for extensive coverage of risks as well as at aggregated portfolios to account for correlations among risk factors. All trading limits are approved at least annually. Approved trading limits are stored and tracked in a centralized limits management system. Trading limit excesses are communicated to management for review. Certain quantitative market risk measures and corresponding limits have been identified as critical in the Corporation's Risk Appetite Statement. These risk appetite limits are reported on a daily basis and are approved at least annually by the ERC and the Board.

In periods of market stress, *Global Markets* senior leadership communicates daily to discuss losses, key risk positions and any limit excesses. As a result of this process, the businesses may selectively reduce risk.

Table 44 presents the total market-based portfolio VaR which is the combination of the total covered positions (and less liquid trading positions) portfolio and the fair value option portfolio. Covered positions are defined by regulatory standards as trading assets and liabilities, both on- and off-balance sheet, that meet a defined set of specifications. These specifications identify the most liquid trading positions which are intended to be held for a short-term horizon and where we are able to hedge the material risk elements in a two-way market. Positions in less liquid markets, or where there are restrictions on the ability to trade the positions, typically do not qualify as covered positions. Foreign exchange and commodity positions are always considered covered positions, except for structural foreign currency positions that are excluded with prior regulatory approval. In addition, Table 44 presents our fair value option portfolio, which includes substantially all of the funded and unfunded exposures for which we elect the fair value option, and their corresponding hedges. Additionally, market risk VaR for trading activities as presented in Table 44 differs from VaR used for regulatory capital calculations due to the holding period being used. The holding period for VaR used for regulatory capital calculations is 10 days, while for the market risk VaR presented below, it is one day. Both measures utilize the same process and methodology.

The total market-based portfolio VaR results in Table 44 include market risk to which we are exposed from all business segments, excluding credit valuation adjustment (CVA), DVA and related hedges. The majority of this portfolio is within the *Global Markets* segment.

Table 44 presents year-end, average, high and low daily trading VaR for 2020 and 2019 using a 99 percent confidence level. The amounts disclosed in Table 44 and Table 45 align to the view of covered positions used in the Basel 3 capital calculations. Foreign exchange and commodity positions are always considered covered positions, regardless of trading or banking treatment for the trade, except for structural foreign currency positions that are excluded with prior regulatory approval.

The annual average of total covered positions and less liquid trading positions portfolio VaR increased for 2020 compared to 2019 primarily due to the impact of market volatility related to the pandemic in the VaR look back period.

Table 44 Market Risk VaR for Trading Activities

	2020				2019			
(Dollars in millions)	Year End	Average	High [1]	Low [1]	Year End	Average	High [1]	Low [1]
Foreign exchange	$ 8	$ 7	$ 25	$ 2	$ 4	$ 6	$ 13	$ 2
Interest rate	30	19	39	7	25	24	49	14
Credit	79	58	91	25	26	23	32	16
Equity	20	24	162	12	29	22	33	14
Commodities	4	6	12	3	4	6	31	4
Portfolio diversification	(72)	(61)	—	—	(47)	(49)	—	—
Total covered positions portfolio	69	53	171	27	41	32	47	24
Impact from less liquid exposures	52	27	—	—	—	3	—	—
Total covered positions and less liquid trading positions portfolio	121	80	169	30	41	35	53	27
Fair value option loans	52	52	84	7	8	10	13	7
Fair value option hedges	11	13	17	9	10	10	17	4
Fair value option portfolio diversification	(17)	(24)	—	—	(9)	(10)	—	—
Total fair value option portfolio	46	41	86	9	9	10	16	5
Portfolio diversification	(4)	(15)	—	—	(5)	(7)	—	—
Total market-based portfolio	$ 163	$ 106	171	32	$ 45	$ 38	56	28

[1] The high and low for each portfolio may have occurred on different trading days than the high and low for the components. Therefore the impact from less liquid exposures and the amount of portfolio diversification, which is the difference between the total portfolio and the sum of the individual components, is not relevant.

The graph below presents the daily covered positions and less liquid trading positions portfolio VaR for 2020, corresponding to the data in Table 44. Peak VaR in mid-March 2020 was driven by increased market realized volatility and higher implied volatilities.

Additional VaR statistics produced within our single VaR model are provided in Table 45 at the same level of detail as in Table 44. Evaluating VaR with additional statistics allows for an increased understanding of the risks in the portfolio as the historical market data used in the VaR calculation does not necessarily follow a predefined statistical distribution. Table 45 presents average trading VaR statistics at 99 percent and 95 percent confidence levels for 2020 and 2019. The increase in VaR for the 99 percent confidence level for 2020 was primarily due to COVID-19 related market volatility, which impacted the 99 percent VaR average more severely than the 95 percent VaR average.

Table 45 Average Market Risk VaR for Trading Activities – 99 percent and 95 percent VaR Statistics

	2020		2019	
(Dollars in millions)	99 percent	95 percent	99 percent	95 percent
Foreign exchange	**$ 7**	**$ 4**	$ 6	$ 3
Interest rate	**19**	**9**	24	15
Credit	**58**	**18**	23	15
Equity	**24**	**13**	22	11
Commodities	**6**	**3**	6	3
Portfolio diversification	**(61)**	**(26)**	(49)	(29)
Total covered positions portfolio	**53**	**21**	32	18
Impact from less liquid exposures	**27**	**2**	3	2
Total covered positions and less liquid trading positions portfolio	**80**	**23**	35	20
Fair value option loans	**52**	**13**	10	5
Fair value option hedges	**13**	**7**	10	6
Fair value option portfolio diversification	**(24)**	**(8)**	(10)	(5)
Total fair value option portfolio	**41**	**12**	10	6
Portfolio diversification	**(15)**	**(6)**	(7)	(5)
Total market-based portfolio	**$ 106**	**$ 29**	$ 38	$ 21

Backtesting

The accuracy of the VaR methodology is evaluated by backtesting, which compares the daily VaR results, utilizing a one-day holding period, against a comparable subset of trading revenue. A backtesting excess occurs when a trading loss exceeds the VaR for the corresponding day. These excesses are evaluated to understand the positions and market moves that produced the trading loss with a goal to ensure that the VaR methodology accurately represents those losses. We expect the frequency of trading losses in excess of VaR to be in line with the confidence level of the VaR statistic being tested. For example, with a 99 percent confidence level, we expect one trading loss in excess of VaR every 100 days or between two to three trading losses in excess of VaR over the course of a year. The number of backtesting excesses observed can differ from the statistically expected number of excesses if the current level of market volatility is materially different than the level of market volatility that existed during the three years of historical data used in the VaR calculation.

The trading revenue used for backtesting is defined by regulatory agencies in order to most closely align with the VaR component of the regulatory capital calculation. This revenue differs from total trading-related revenue in that it excludes revenue from trading activities that either do not generate market risk or the market risk cannot be included in VaR. Some examples of the types of revenue excluded for backtesting are fees, commissions, reserves, net interest income and intra-day trading revenues.

We conduct daily backtesting on the VaR results used for regulatory capital calculations as well as the VaR results for key legal entities, regions and risk factors. These results are reported to senior market risk management. Senior management regularly reviews and evaluates the results of these tests.

During 2020, there were seven days where this subset of trading revenue had losses that exceeded our total covered portfolio VaR, utilizing a one-day holding period.

Total Trading-related Revenue

Total trading-related revenue, excluding brokerage fees, and CVA, DVA and funding valuation adjustment gains (losses), represents the total amount earned from trading positions, including market-based net interest income, which are taken in a diverse range of financial instruments and markets. For more information on fair value, see *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements.

Trading-related revenue can be volatile and is largely driven by general market conditions and customer demand. Also, trading-related revenue is dependent on the volume and type of transactions, the level of risk assumed, and the volatility of price and rate movements at any given time within the ever-changing market environment. Significant daily revenue by business is monitored and the primary drivers of these are reviewed.

The following histogram is a graphic depiction of trading volatility and illustrates the daily level of trading-related revenue for 2020 and 2019. During 2020, positive trading-related revenue was recorded for 98 percent of the trading days, of which 87 percent were daily trading gains of over $25 million, and the largest loss was $90 million. This compares to 2019 where positive trading-related revenue was recorded for 98 percent of the trading days, of which 80 percent were daily trading gains of over $25 million, and the largest loss was $35 million.

Trading Portfolio Stress Testing

Because the very nature of a VaR model suggests results can exceed our estimates and it is dependent on a limited historical window, we also stress test our portfolio using scenario analysis. This analysis estimates the change in the value of our trading portfolio that may result from abnormal market movements.

A set of scenarios, categorized as either historical or hypothetical, are computed daily for the overall trading portfolio and individual businesses. These scenarios include shocks to underlying market risk factors that may be well beyond the shocks found in the historical data used to calculate VaR. Historical scenarios simulate the impact of the market moves that occurred during a period of extended historical market stress. Generally, a multi-week period representing the most severe point during a crisis is selected for each historical scenario. Hypothetical scenarios provide estimated portfolio impacts from potential future market stress events. Scenarios are reviewed and updated in response to changing positions and new economic or political information. In addition, new or ad hoc scenarios are developed to address specific potential market events or particular vulnerabilities in the portfolio. The stress tests are reviewed on a regular basis and the results are presented to senior management.

Stress testing for the trading portfolio is integrated with enterprise-wide stress testing and incorporated into the limits framework. The macroeconomic scenarios used for enterprise-wide stress testing purposes differ from the typical trading portfolio scenarios in that they have a longer time horizon and the results are forecasted over multiple periods for use in consolidated capital and liquidity planning. For more information, see Managing Risk on page 70.

Interest Rate Risk Management for the Banking Book

The following discussion presents net interest income for banking book activities.

Interest rate risk represents the most significant market risk exposure to our banking book balance sheet. Interest rate risk is measured as the potential change in net interest income caused by movements in market interest rates. Client-facing activities, primarily lending and deposit-taking, create interest rate sensitive positions on our balance sheet.

We prepare forward-looking forecasts of net interest income. The baseline forecast takes into consideration expected future business growth, ALM positioning -and the direction of interest rate movements as implied by the market-based forward curve.

We then measure and evaluate the impact that alternative interest rate scenarios have on the baseline forecast in order to assess interest rate sensitivity under varied conditions. The net interest income forecast is frequently updated for changing assumptions and differing outlooks based on economic trends, market conditions and business strategies. Thus, we continually monitor our balance sheet position in order to maintain an acceptable level of exposure to interest rate changes.

The interest rate scenarios that we analyze incorporate balance sheet assumptions such as loan and deposit growth and pricing, changes in funding mix, product repricing, maturity characteristics and investment securities premium amortization. Our overall goal is to manage interest rate risk so that movements in interest rates do not significantly adversely affect earnings and capital.

Table 46 presents the spot and 12-month forward rates used in our baseline forecasts at December 31, 2020 and 2019.

Table 46 Forward Rates

	December 31, 2020		
	Federal Funds	Three-month LIBOR	10-Year Swap
Spot rates	**0.25 %**	**0.24 %**	**0.93 %**
12-month forward rates	**0.25**	**0.19**	**1.06**
	December 31, 2019		
Spot rates	1.75 %	1.91 %	1.90 %
12-month forward rates	1.50	1.62	1.92

Table 47 shows the pretax impact to forecasted net interest income over the next 12 months from December 31, 2020 and 2019 resulting from instantaneous parallel and non-parallel shocks to the market-based forward curve. Periodically we evaluate the scenarios presented so that they are meaningful in the context of the current rate environment. The interest rate scenarios also assume U.S. dollar rates are floored at zero.

During 2020, the asset sensitivity of our balance sheet increased in both up-rate and down-rate scenarios primarily due to continued deposit growth invested in long-term securities. We continue to be asset sensitive to a parallel upward move in interest rates with the majority of that impact coming from the short end of the yield curve. Additionally, higher interest rates impact the fair value of debt securities and, accordingly, for debt securities classified as AFS, may adversely affect accumulated OCI and thus capital levels under the Basel 3 capital rules. Under instantaneous upward parallel shifts, the near-term adverse impact to Basel 3 capital is reduced over time by offsetting positive impacts to net interest income. For more information on Basel 3, see Capital Management – Regulatory Capital on page 74.

Table 47 Estimated Banking Book Net Interest Income Sensitivity to Curve Changes

(Dollars in millions)	Short Rate (bps)	Long Rate (bps)	December 31 2020	2019
Parallel Shifts				
+100 bps instantaneous shift	+100	+100	$ **10,468**	$ 4,190
-25 bps instantaneous shift	-25	-25	**(2,766)**	(1,500)
Flatteners				
Short-end instantaneous change	+100	—	**6,321**	2,641
Long-end instantaneous change	—	-25	**(1,686)**	(653)
Steepeners				
Short-end instantaneous change	-25	—	**(1,084)**	(844)
Long-end instantaneous change	—	+100	**4,333**	1,561

The sensitivity analysis in Table 47 assumes that we take no action in response to these rate shocks and does not assume any change in other macroeconomic variables normally correlated with changes in interest rates. As part of our ALM activities, we use securities, certain residential mortgages, and interest rate and foreign exchange derivatives in managing interest rate sensitivity.

The behavior of our deposits portfolio in the baseline forecast and in alternate interest rate scenarios is a key assumption in our projected estimates of net interest income. The sensitivity analysis in Table 47 assumes no change in deposit portfolio size or mix from the baseline forecast in alternate rate environments. In higher rate scenarios, any customer activity resulting in the replacement of low-cost or non-interest-bearing deposits with higher yielding deposits or market-based funding would reduce our benefit in those scenarios.

Interest Rate and Foreign Exchange Derivative Contracts

Interest rate and foreign exchange derivative contracts are utilized in our ALM activities and serve as an efficient tool to manage our interest rate and foreign exchange risk. We use derivatives to hedge the variability in cash flows or changes in fair value on our balance sheet due to interest rate and foreign exchange components. For more information on our hedging activities, see *Note 3 – Derivatives* to the Consolidated Financial Statements.

Our interest rate contracts are generally non-leveraged generic interest rate and foreign exchange basis swaps, options, futures and forwards. In addition, we use foreign exchange contracts, including cross-currency interest rate swaps, foreign currency futures contracts, foreign currency forward contracts and options to mitigate the foreign exchange risk associated with foreign currency-denominated assets and liabilities.

Changes to the composition of our derivatives portfolio during 2020 reflect actions taken for interest rate and foreign exchange rate risk management. The decisions to reposition our derivatives portfolio are based on the current assessment of economic and financial conditions including the interest rate and foreign currency environments, balance sheet composition and trends, and the relative mix of our cash and derivative positions.

We use interest rate derivative instruments to hedge the variability in the cash flows of our assets and liabilities and other forecasted transactions (collectively referred to as cash flow hedges). The net results on both open and terminated cash flow hedge derivative instruments recorded in accumulated OCI were a gain of $580 million and a loss of $496 million, on a pretax basis, at December 31, 2020 and 2019. These gains and losses are expected to be reclassified into earnings in the same period as the hedged cash flows affect earnings and will decrease income or increase expense on the respective hedged cash flows. Assuming no change in open cash flow derivative hedge positions and no changes in prices or interest rates beyond what is implied in forward yield curves at December 31, 2020, the after-tax net gains are expected to be reclassified into earnings as follows: a gain of $187 million within the next year, a gain of $358 million in years two through five, a loss of $59 million in years six through ten, with the remaining loss of $50 million thereafter. For more information on derivatives designated as cash flow hedges, see *Note 3 – Derivatives* to the Consolidated Financial Statements.

We hedge our net investment in non-U.S. operations determined to have functional currencies other than the U.S. dollar using forward foreign exchange contracts that typically settle in less than 180 days, cross-currency basis swaps and foreign exchange options. We recorded net after-tax losses on derivatives in accumulated OCI associated with net investment hedges which were offset by gains on our net investments in consolidated non-U.S. entities at December 31, 2020.

Table 48 presents derivatives utilized in our ALM activities and shows the notional amount, fair value, weighted-average receive-fixed and pay-fixed rates, expected maturity and average estimated durations of our open ALM derivatives at December 31, 2020 and 2019. These amounts do not include derivative hedges on our MSRs. During 2020, the fair value of receive-fixed interest rate swaps increased while pay-fixed interest swaps decreased, primarily driven by lower swap rates on hedges of U.S. dollar long-term debt.

Table 48 Asset and Liability Management Interest Rate and Foreign Exchange Contracts

	December 31, 2020								
		Expected Maturity							
(Dollars in millions, average estimated duration in years)	Fair Value	Total	2021	2022	2023	2024	2025	Thereafter	Average Estimated Duration
Receive-fixed interest rate swaps [1]	$ 14,885								8.08
Notional amount		$269,015	$ 11,050	$ 20,908	$ 30,654	$ 31,317	$ 32,898	$142,188	
Weighted-average fixed-rate		1.54 %	3.25 %	0.91 %	1.48 %	1.17 %	1.07 %	1.69 %	
Pay-fixed interest rate swaps [1]	(5,502)								6.52
Notional amount		$252,698	$ 7,562	$ 21,667	$ 24,671	$ 24,406	$ 32,052	$142,340	
Weighted-average fixed-rate		0.89 %	0.57 %	0.10 %	1.28 %	0.86 %	0.68 %	1.00 %	
Same-currency basis swaps [2]	(235)								
Notional amount		$223,659	$ 18,769	$ 12,245	$ 9,747	$ 22,737	$ 28,222	$131,939	
Foreign exchange basis swaps [1, 3, 4]	(1,014)								
Notional amount		112,465	27,424	16,038	8,066	3,819	4,446	52,672	
Foreign exchange contracts [1, 4, 5]	349								
Notional amount [6]		(42,490)	(69,299)	2,841	2,505	4,735	4,369	12,359	
Futures and forward rate contracts	47								
Notional amount		14,255	14,255	—	—	—	—	—	
Option products	—								
Notional amount		17	—	—	17	—	—	—	
Net ALM contracts	$ 8,530								

Table 48 Asset and Liability Management Interest Rate and Foreign Exchange Contracts (continued)

	December 31, 2019								
		Expected Maturity							
(Dollars in millions, average estimated duration in years)	Fair Value	Total	2020	2021	2022	2023	2024	Thereafter	Average Estimated Duration
Receive-fixed interest rate swaps [1]	$ 12,370								6.47
Notional amount		$215,123	$16,347	$14,642	$21,616	$36,356	$21,257	$104,905	
Weighted-average fixed-rate		2.68 %	2.68 %	3.17 %	2.48 %	2.36 %	2.55 %	2.79 %	
Pay-fixed interest rate swaps [1]	(2,669)								6.99
Notional amount		$69,586	$ 4,344	$ 2,117	$ —	$13,993	$ 8,194	$40,938	
Weighted-average fixed-rate		2.36 %	2.16 %	2.15 %	— %	2.52 %	2.26 %	2.35 %	
Same-currency basis swaps [2]	(290)								
Notional amount		$152,160	$18,857	$18,590	$ 4,306	$ 2,017	$14,567	$93,823	
Foreign exchange basis swaps [1, 3, 4]	(1,258)								
Notional amount		113,529	23,639	24,215	14,611	7,111	3,521	40,432	
Foreign exchange contracts [1, 4, 5]	414								
Notional amount [6]		(53,106)	(79,315)	4,539	2,674	2,340	4,432	12,224	
Option products	—								
Notional amount		15	—	—	—	15	—	—	
Net ALM contracts	$ 8,567								

(1) Does not include basis adjustments on either fixed-rate debt issued by the Corporation or AFS debt securities, which are hedged using derivatives designated as fair value hedging instruments, that substantially offset the fair values of these derivatives.

(2) At December 31, 2020 and 2019, the notional amount of same-currency basis swaps included $223.7 billion and $152.2 billion in both foreign currency and U.S. dollar-denominated basis swaps in which both sides of the swap are in the same currency.

(3) Foreign exchange basis swaps consisted of cross-currency variable interest rate swaps used separately or in conjunction with receive-fixed interest rate swaps.

(4) Does not include foreign currency translation adjustments on certain non-U.S. debt issued by the Corporation that substantially offset the fair values of these derivatives.

(5) The notional amount of foreign exchange contracts of $(42.5) billion at December 31, 2020 was comprised of $34.2 billion in foreign currency-denominated and cross-currency receive-fixed swaps, $(74.3) billion in net foreign currency forward rate contracts, $(3.1) billion in foreign currency-denominated interest rate swaps and $711 million in net foreign currency futures contracts. Foreign exchange contracts of $(53.1) billion at December 31, 2019 were comprised of $29.0 billion in foreign currency-denominated and cross-currency receive-fixed swaps, $(82.4) billion in net foreign currency forward rate contracts, $(313) million in foreign currency-denominated interest rate swaps and $644 million in foreign currency futures contracts.

(6) Reflects the net of long and short positions. Amounts shown as negative reflect a net short position.

Mortgage Banking Risk Management

We originate, fund and service mortgage loans, which subject us to credit, liquidity and interest rate risks, among others. We determine whether loans will be held for investment or held for sale at the time of commitment and manage credit and liquidity risks by selling or securitizing a portion of the loans we originate.

Interest rate risk and market risk can be substantial in the mortgage business. Changes in interest rates and other market factors impact the volume of mortgage originations. Changes in interest rates also impact the value of interest rate lock commitments (IRLCs) and the related residential first mortgage loans held-for-sale (LHFS) between the date of the IRLC and the date the loans are sold to the secondary market. An increase in mortgage interest rates typically leads to a decrease in the value of these instruments. Conversely, when there is an increase in interest rates, the value of the MSRs will increase driven by lower prepayment expectations. Because the interest rate risks of these hedged items offset, we combine them into one overall hedged item with one combined economic hedge portfolio consisting of derivative contracts and securities.

During 2020, 2019 and 2018, we recorded gains of $321 million, $291 million and $244 million related to the change in fair value of the MSRs, IRLCs and LHFS, net of gains and losses on the hedge portfolio. For more information on MSRs, see *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements.

Compliance and Operational Risk Management

Compliance risk is the risk of legal or regulatory sanctions, material financial loss or damage to the reputation of the Corporation arising from the failure of the Corporation to comply with the requirements of applicable laws, rules, regulations and our internal policies and procedures (collectively, applicable laws, rules and regulations).

Operational risk is the risk of loss resulting from inadequate or failed processes, people and systems or from external events. Operational risk may occur anywhere in the Corporation, including third-party business processes, and is not limited to operations functions. Effects may extend beyond financial losses and may result in reputational risk impacts. Operational risk includes legal risk. Additionally, operational risk is a component in the calculation of total RWA used in the Basel 3 capital calculation. For more information on Basel 3 calculations, see Capital Management on page 73.

FLUs and control functions are first and foremost responsible for managing all aspects of their businesses, including their compliance and operational risk. FLUs and control functions are required to understand their business processes and related risks and controls, including third-party dependencies, the related regulatory requirements, and monitor and report on the effectiveness of the control environment. In order to actively monitor and assess the performance of their processes and controls, they must conduct comprehensive quality assurance activities and identify issues and risks to remediate control gaps and weaknesses. FLUs and control functions must also adhere to compliance and operational risk appetite limits to meet strategic, capital and financial planning objectives. Finally, FLUs and control functions are responsible for the proactive identification, management and escalation of compliance and operational risks across the Corporation.

Global Compliance and Operational Risk teams independently assess compliance and operational risk, monitor business activities and processes and evaluate FLUs and control functions for adherence to applicable laws, rules and regulations, including identifying issues and risks, determining and developing tests to be conducted by the Enterprise Independent Testing unit, and reporting on the state of the control environment. Enterprise Independent Testing, an independent testing function within IRM, works with Global Compliance and Operational Risk, the FLUs and control functions in the identification of testing needs and test design, and is accountable for test execution, reporting and analysis of results.

Corporate Audit provides independent assessment and validation through testing of key compliance and operational risk processes and controls across the Corporation.

The Corporation's Global Compliance Enterprise Policy and Operational Risk Management – Enterprise Policy set the requirements for reporting compliance and operational risk information to executive management as well as the Board or appropriate Board-level committees in support of Global Compliance and Operational Risk's responsibilities for conducting independent oversight of our compliance and operational risk management activities. The Board provides oversight of compliance risk through its Audit Committee and the ERC, and operational risk through the ERC.

A key operational risk facing the Corporation is information security, which includes cybersecurity. Cybersecurity risk represents, among other things, exposure to failures or interruptions of service or breaches of security, including as a result of malicious technological attacks, that impact the confidentiality, availability or integrity of our, or third parties' (including their downstream service providers, the financial services industry and financial data aggregators) operations, systems or data, including sensitive corporate and customer information. The Corporation manages information security risk in accordance with internal policies which govern our comprehensive information security program designed to protect the Corporation by enabling preventative, detective and responsive measures to combat information and cybersecurity risks. The Board and the ERC provide cybersecurity and information security risk oversight for the Corporation, and our Global Information Security Team manages the day-to-day implementation of our information security program.

Reputational Risk Management

Reputational risk is the risk that negative perceptions of the Corporation's conduct or business practices may adversely impact its profitability or operations. Reputational risk may result from many of the Corporation's activities, including those related to the management of our strategic, operational, compliance and credit risks.

The Corporation manages reputational risk through established policies and controls in its businesses and risk management processes to mitigate reputational risks in a timely manner and through proactive monitoring and identification of potential reputational risk events. If reputational risk events occur, we focus on remediating the underlying issue and taking action to minimize damage to the Corporation's reputation. The Corporation has processes and procedures in place to respond to events that give rise to reputational risk, including educating individuals and organizations that influence public opinion, implementing external communication strategies to mitigate the risk, and informing key stakeholders of potential reputational risks. The Corporation's organization and governance structure provides oversight of reputational risks, and reputational risk reporting is provided regularly and directly to management and the ERC, which provides primary oversight of reputational risk. In addition, each FLU has a committee, which includes representatives from Compliance, Legal and Risk, that is responsible for the oversight of reputational risk. Such committees' oversight includes providing approval for business activities that present elevated levels of reputational risks.

Climate Risk Management

Climate-related risks are divided into two major categories: (1) risks related to the transition to a low-carbon economy, which may entail extensive policy, legal, technology and market changes, and (2) risks related to the physical impacts of climate change, driven by extreme weather events, such as hurricanes and floods, as well as chronic longer-term shifts, such as temperature increases and sea level rises. These changes and events can have broad impacts on operations, supply chains, distribution networks, customers, and markets and are otherwise referred to, respectively, as transition risk and physical risk. The financial impacts of transition risk can lead to and amplify credit risk. Physical risk can also lead to increased credit risk by diminishing borrowers' repayment capacity or collateral values.

As climate risk is interconnected with all key risk types, we have developed and continue to enhance processes to embed climate risk considerations into our Risk Framework and risk management programs established for strategic, credit, market, liquidity, compliance, operational and reputational risks. A key element of how we manage climate risk is the Risk Identification process through which climate and other risks are identified across all FLUs and control functions, prioritized in our risk inventory and evaluated to determine estimated severity and likelihood of occurrence. Once identified, climate risks are assessed for potential impacts and incorporated into the design of macroeconomic scenarios to generate loss forecasts and assess how climate-related impacts could affect us and our clients.

Our governance framework establishes oversight of climate risk practices and strategies by the Board, supported by its Corporate Governance, ESG, and Sustainability Committee, the ERC and the Global Environmental, Social and Governance Committee, a management-level committee comprised of senior leaders across every major FLU and control function. The Climate Risk Steering Council oversees our climate risk management practices, shapes our approach to managing climate-related risks in line with our Risk Framework and meets monthly. In 2020, the climate risk management effort was bolstered through the appointment of a Global Climate Risk Executive who reports to the CRO, and establishment of a new division within our Global Risk organization to drive execution of the climate risk management program with the support of FLUs, Technology & Operations and Risk partners. For additional information about climate risk, see the Bank of America website (the content of which is not incorporated by reference into this Annual Report on Form 10-K).

Complex Accounting Estimates

Our significant accounting principles, as described in *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements, are essential in understanding the MD&A. Many of our significant accounting principles require complex judgments to estimate the values of assets and liabilities. We have procedures and processes in place to facilitate making these judgments.

The more judgmental estimates are summarized in the following discussion. We have identified and described the development of the variables most important in the estimation processes that involve mathematical models to derive the estimates. In many cases, there are numerous alternative judgments that could be used in the process of determining the inputs to the models. Where alternatives exist, we have used the factors that we believe represent the most reasonable value in developing the inputs. Actual performance that differs from our estimates of the key variables could materially impact our results of operations. Separate from the possible future impact to our results of operations from input and model variables, the value of our lending portfolio and market-sensitive assets and liabilities may change subsequent to the balance sheet date, often significantly, due to the nature and magnitude of future credit and market conditions. Such credit and market conditions may change quickly and in unforeseen ways and the resulting volatility could have a significant, negative effect on future operating results. These fluctuations would not be indicative of deficiencies in our models or inputs.

Allowance for Credit Losses

On January 1, 2020, the Corporation adopted the new accounting standard that requires the measurement of the allowance for credit losses, which includes the allowance for loan and lease losses and the reserve for unfunded lending commitments, to be based on management's best estimate of lifetime ECL inherent in the Corporation's relevant financial assets.

The Corporation's estimate of lifetime ECL includes the use of quantitative models that incorporate forward-looking macroeconomic scenarios that are applied over the contractual life of the loan portfolios, adjusted for expected prepayments and borrower-controlled extension options. These macroeconomic scenarios include variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to, unemployment rates, real estate prices, gross domestic product and corporate bond spreads. As any one economic outlook is inherently uncertain, the Corporation leverages multiple scenarios. The scenarios that are chosen each quarter and the amount of weighting given to each scenario depend on a variety of factors including recent economic events, leading economic indicators, views of internal and third-party economists and industry trends.

The Corporation also includes qualitative reserves to cover losses that are expected but, in the Corporation's assessment, may not be adequately reflected in the economic assumptions described above. For example, factors the Corporation considers include changes in lending policies and procedures, business conditions, the nature and size of the portfolio, portfolio concentrations, the volume and severity of past due loans and nonaccrual loans, the effect of external factors such as competition and legal and regulatory requirements, among others. Further, the Corporation considers the inherent uncertainty in quantitative models that are built on historical data.

The allowance for credit losses can also be impacted by unanticipated changes in asset quality of the portfolio, such as increases in risk rating downgrades in our commercial portfolio, deterioration in borrower delinquencies or credit scores in our credit card portfolio or increases in LTVs in our consumer real estate portfolio. In addition, while we have incorporated our estimated impact of COVID-19 into our allowance for credit losses, the ultimate impact of the pandemic is still unknown, including how long economic activities will be impacted and what effect the unprecedented levels of government fiscal and monetary actions will have on the economy and our credit losses.

As described above, the process to determine the allowance for credit losses requires numerous estimates and assumptions, some of which require a high degree of judgment and are often interrelated. Changes in the estimates and assumptions can result in significant changes in the allowance for credit losses. Our process for determining the allowance for credit losses is further discussed in *Note 1 – Summary of Significant Accounting Principles* and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

Fair Value of Financial Instruments

Under applicable accounting standards, we are required to maximize the use of observable inputs and minimize the use of unobservable inputs in measuring fair value. We classify fair value measurements of financial instruments and MSRs based on the three-level fair value hierarchy in the accounting standards.

The fair values of assets and liabilities may include adjustments, such as market liquidity and credit quality, where appropriate. Valuations of products using models or other techniques are sensitive to assumptions used for the significant inputs. Where market data is available, the inputs used for valuation reflect that information as of our valuation date. Inputs to valuation models are considered unobservable if they are supported by little or no market activity. In periods of extreme volatility, lessened liquidity or in illiquid markets, there may be more variability in market pricing or a lack of market data to use in the valuation process. In keeping with the prudent application of estimates and management judgment in determining the fair value of assets and liabilities, we have in place various processes and controls that include: a model validation policy that requires review and approval of quantitative models used for deal pricing, financial statement fair value determination and risk quantification; a trading product valuation policy that requires verification of all traded product valuations; and a periodic review and substantiation of daily profit and loss reporting for all traded products. Primarily through validation controls, we utilize both broker and pricing service inputs which can and do include both market-observable and internally-modeled values and/or valuation inputs. Our reliance on this information is affected by our understanding of how the broker and/or pricing service develops its data with a higher degree of reliance applied to those that are more directly observable and lesser reliance applied to those developed through their own internal modeling. For example, broker quotes in less active markets may only be indicative and therefore less reliable. These processes and controls are performed independently of the business. For more information, see *Note 20 – Fair Value Measurements* and *Note 21 – Fair Value Option* to the Consolidated Financial Statements.

Level 3 Assets and Liabilities

Financial assets and liabilities, and MSRs, where values are based on valuation techniques that require inputs that are both unobservable and are significant to the overall fair value measurement are classified as Level 3 under the fair value hierarchy established in applicable accounting standards. The fair value of these Level 3 financial assets and liabilities and MSRs is determined using pricing models, discounted cash flow methodologies or similar techniques for which the determination of fair value requires significant management judgment or estimation.

Level 3 financial instruments may be hedged with derivatives classified as Level 1 or 2; therefore, gains or losses associated with Level 3 financial instruments may be offset by gains or losses associated with financial instruments classified in other levels of the fair value hierarchy. The Level 3 gains and losses recorded in earnings did not have a significant impact on our liquidity or capital. We conduct a review of our fair value hierarchy classifications on a quarterly basis. Transfers into or out of Level 3 are made if the significant inputs used in the financial models measuring the fair values of the assets and liabilities became unobservable or observable, respectively, in the current marketplace. For more information on transfers into and out of Level 3 during 2020, 2019 and 2018, see *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements.

Accrued Income Taxes and Deferred Tax Assets

Accrued income taxes, reported as a component of either other assets or accrued expenses and other liabilities on the Consolidated Balance Sheet, represent the net amount of current income taxes we expect to pay to or receive from various taxing jurisdictions attributable to our operations to date. We currently file income tax returns in more than 100 jurisdictions and consider many factors, including statutory, judicial and regulatory guidance, in estimating the appropriate accrued income taxes for each jurisdiction.

Net deferred tax assets, reported as a component of other assets on the Consolidated Balance Sheet, represent the net decrease in taxes expected to be paid in the future because of net operating loss (NOL) and tax credit carryforwards and because of future reversals of temporary differences in the bases of assets and liabilities as measured by tax laws and their bases as reported in the financial statements. NOL and tax credit carryforwards result in reductions to future tax liabilities, and many of these attributes can expire if not utilized within certain periods. We consider the need for valuation allowances to reduce net deferred tax assets to the amounts that we estimate are more likely than not to be realized.

Consistent with the applicable accounting guidance, we monitor relevant tax authorities and change our estimates of accrued income taxes and/or net deferred tax assets due to changes in income tax laws and their interpretation by the courts and regulatory authorities. These revisions of our estimates, which also may result from our income tax planning and from the resolution of income tax audit matters, may be material to our operating results for any given period.

See *Note 19 – Income Taxes* to the Consolidated Financial Statements for a table of significant tax attributes and additional information. For more information, see Item 1A. Risk Factors of our 2020 Annual Report on Form 10-K.

Goodwill and Intangible Assets

The nature of and accounting for goodwill and intangible assets are discussed in *Note 1 – Summary of Significant Accounting Principles*, and *Note 7 – Goodwill and Intangible Assets* to the Consolidated Financial Statements.

We completed our annual goodwill impairment test as of June 30, 2020. In performing that test, we compared the fair value of each reporting unit to its estimated carrying value as measured by allocated equity. We estimated the fair value of each reporting unit based on the income approach (which utilizes the present value of cash flows to estimate fair value) and the market multiplier approach (which utilizes observable market prices and metrics of peer companies to estimate fair value).

Our discounted cash flows were generally based on the Corporation's three-year internal forecasts with a long-term growth rate of 3.68 percent. Our estimated cash flows considered the current challenging global industry and market conditions related to the pandemic, including the low interest rate environment. The cash flows were discounted using rates that ranged from 9 percent to 12 percent, which were derived from a capital asset pricing model that incorporates the risk and uncertainty in the cash flow forecasts, the financial markets and industries similar to each of the reporting units.

Under the market multiplier approach, we estimated the fair value of the individual reporting units utilizing various market multiples, primarily various pricing multiples, from comparable publicly-traded companies in industries similar to the reporting unit and then factored in a control premium based upon observed comparable premiums paid for change-in-control transactions for financial institutions.

Based on the results of the test, we determined that each reporting unit's estimated fair value exceeded its respective carrying value and that the goodwill assigned to each reporting unit was not impaired. The fair values of the reporting units as a percentage of their carrying values ranged from 109 percent to 213 percent. It currently remains difficult to estimate the future economic impacts related to the pandemic. If economic and market conditions (both in the U.S. and internationally) deteriorate, our reporting units could be negatively impacted, which could change our key assumptions and related estimates and may result in a future impairment charge.

Certain Contingent Liabilities

For more information on the complex judgments associated with certain contingent liabilities, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements.

Non-GAAP Reconciliations

Tables 49 and 50 provide reconciliations of certain non-GAAP financial measures to GAAP financial measures.

Table 49 Five-year Reconciliations to GAAP Financial Measures [1]

(Dollars in millions, shares in thousands)	2020	2019	2018	2017	2016
Reconciliation of average shareholders' equity to average tangible shareholders' equity and average tangible common shareholders' equity					
Shareholders' equity	**$ 267,309**	$ 267,889	$ 264,748	$ 271,289	$ 265,843
Goodwill	**(68,951)**	(68,951)	(68,951)	(69,286)	(69,750)
Intangible assets (excluding MSRs)	**(1,862)**	(1,721)	(2,058)	(2,652)	(3,382)
Related deferred tax liabilities	**821**	773	906	1,463	1,644
Tangible shareholders' equity	**$ 197,317**	$ 197,990	$ 194,645	$ 200,814	$ 194,355
Preferred stock	**(23,624)**	(23,036)	(22,949)	(24,188)	(24,656)
Tangible common shareholders' equity	**$ 173,693**	$ 174,954	$ 171,696	$ 176,626	$ 169,699
Reconciliation of year-end shareholders' equity to year-end tangible shareholders' equity and year-end tangible common shareholders' equity					
Shareholders' equity	**$ 272,924**	$ 264,810	$ 265,325	$ 267,146	$ 266,195
Goodwill	**(68,951)**	(68,951)	(68,951)	(68,951)	(69,744)
Intangible assets (excluding MSRs)	**(2,151)**	(1,661)	(1,774)	(2,312)	(2,989)
Related deferred tax liabilities	**920**	713	858	943	1,545
Tangible shareholders' equity	**$ 202,742**	$ 194,911	$ 195,458	$ 196,826	$ 195,007
Preferred stock	**(24,510)**	(23,401)	(22,326)	(22,323)	(25,220)
Tangible common shareholders' equity	**$ 178,232**	$ 171,510	$ 173,132	$ 174,503	$ 169,787
Reconciliation of year-end assets to year-end tangible assets					
Assets	**$ 2,819,627**	$2,434,079	$2,354,507	$2,281,234	$2,188,067
Goodwill	**(68,951)**	(68,951)	(68,951)	(68,951)	(69,744)
Intangible assets (excluding MSRs)	**(2,151)**	(1,661)	(1,774)	(2,312)	(2,989)
Related deferred tax liabilities	**920**	713	858	943	1,545
Tangible assets	**$ 2,749,445**	$2,364,180	$2,284,640	$2,210,914	$2,116,879

[1] Presents reconciliations of non-GAAP financial measures to GAAP financial measures. For more information on non-GAAP financial measures and ratios we use in assessing the results of the Corporation, see Supplemental Financial Data on page 54.

Table 50 Quarterly Reconciliations to GAAP Financial Measures [1]

	2020 Quarters				2019 Quarters			
(Dollars in millions)	**Fourth**	Third	Second	First	Fourth	Third	Second	First
Reconciliation of average shareholders' equity to average tangible shareholders' equity and average tangible common shareholders' equity								
Shareholders' equity	**$ 271,020**	$ 267,323	$ 266,316	$ 264,534	$ 266,900	$ 270,430	$ 267,975	$ 266,217
Goodwill	**(68,951)**	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)
Intangible assets (excluding MSRs)	**(2,173)**	(1,976)	(1,640)	(1,655)	(1,678)	(1,707)	(1,736)	(1,763)
Related deferred tax liabilities	**910**	855	790	728	730	752	770	841
Tangible shareholders' equity	**$ 200,806**	$ 197,251	$ 196,515	$ 194,656	$ 197,001	$ 200,524	$ 198,058	$ 196,344
Preferred stock	**(24,180)**	(23,427)	(23,427)	(23,456)	(23,461)	(23,800)	(22,537)	(22,326)
Tangible common shareholders' equity	**$ 176,626**	$ 173,824	$ 173,088	$ 171,200	$ 173,540	$ 176,724	$ 175,521	$ 174,018
Reconciliation of period-end shareholders' equity to period-end tangible shareholders' equity and period-end tangible common shareholders' equity								
Shareholders' equity	**$ 272,924**	$ 268,850	$ 265,637	$ 264,918	$ 264,810	$ 268,387	$ 271,408	$ 267,010
Goodwill	**(68,951)**	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)
Intangible assets (excluding MSRs)	**(2,151)**	(2,185)	(1,630)	(1,646)	(1,661)	(1,690)	(1,718)	(1,747)
Related deferred tax liabilities	**920**	910	789	790	713	734	756	773
Tangible shareholders' equity	**$ 202,742**	$ 198,624	$ 195,845	$ 195,111	$ 194,911	$ 198,480	$ 201,495	$ 197,085
Preferred stock	**(24,510)**	(23,427)	(23,427)	(23,427)	(23,401)	(23,606)	(24,689)	(22,326)
Tangible common shareholders' equity	**$ 178,232**	$ 175,197	$ 172,418	$ 171,684	$ 171,510	$ 174,874	$ 176,806	$ 174,759
Reconciliation of period-end assets to period-end tangible assets								
Assets	**$ 2,819,627**	$2,738,452	$2,741,688	$2,619,954	$2,434,079	$2,426,330	$2,395,892	$2,377,164
Goodwill	**(68,951)**	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)	(68,951)
Intangible assets (excluding MSRs)	**(2,151)**	(2,185)	(1,630)	(1,646)	(1,661)	(1,690)	(1,718)	(1,747)
Related deferred tax liabilities	**920**	910	789	790	713	734	756	773
Tangible assets	**$ 2,749,445**	$2,668,226	$2,671,896	$2,550,147	$2,364,180	$2,356,423	$2,325,979	$2,307,239

[1] Presents reconciliations of non-GAAP financial measures to GAAP financial measures. For more information on non-GAAP financial measures and ratios we use in assessing the results of the Corporation, see Supplemental Financial Data on page 54.

Statistical Tables
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Table I Outstanding Loans and Leases

	December 31				
(Dollars in millions)	**2020**	2019	2018	2017	2016
Consumer					
Residential mortgage	**$ 223,555**	$ 236,169	$ 208,557	$ 203,811	$ 191,797
Home equity	**34,311**	40,208	48,286	57,744	66,443
Credit card	**78,708**	97,608	98,338	96,285	92,278
Non-U.S. credit card	**—**	—	—	—	9,214
Direct/Indirect consumer [1]	**91,363**	90,998	91,166	96,342	95,962
Other consumer [2]	**124**	192	202	166	626
Total consumer loans excluding loans accounted for under the fair value option	**428,061**	465,175	446,549	454,348	456,320
Consumer loans accounted for under the fair value option [3]	**735**	594	682	928	1,051
Total consumer	**428,796**	465,769	447,231	455,276	457,371
Commercial					
U.S. commercial	**288,728**	307,048	299,277	284,836	270,372
Non-U.S. commercial	**90,460**	104,966	98,776	97,792	89,397
Commercial real estate [4]	**60,364**	62,689	60,845	58,298	57,355
Commercial lease financing	**17,098**	19,880	22,534	22,116	22,375
	456,650	494,583	481,432	463,042	439,499
U.S. small business commercial [5]	**36,469**	15,333	14,565	13,649	12,993
Total commercial loans excluding loans accounted for under the fair value option	**493,119**	509,916	495,997	476,691	452,492
Commercial loans accounted for under the fair value option [3]	**5,946**	7,741	3,667	4,782	6,034
Total commercial	**499,065**	517,657	499,664	481,473	458,526
Less: Loans of business held for sale [6]	**—**	—	—	—	(9,214)
Total loans and leases	**$ 927,861**	$ 983,426	$ 946,895	$ 936,749	$ 906,683

(1) Includes primarily auto and specialty lending loans and leases of $46.4 billion, $50.4 billion, $50.1 billion, $52.4 billion and $50.7 billion, U.S. securities-based lending loans of $41.1 billion, $36.7 billion, $37.0 billion, $39.8 billion and $40.1 billion and non-U.S. consumer loans of $3.0 billion, $2.8 billion, $2.9 billion, $3.0 billion and $3.0 billion at December 31, 2020, 2019, 2018, 2017 and 2016, respectively.

(2) Substantially all of other consumer at December 31, 2020, 2019, 2018 and 2017 is consumer overdrafts. Other consumer at December 31, 2016 also includes consumer finance loans of $465 million.

(3) Consumer loans accounted for under the fair value option include residential mortgage loans of $298 million, $257 million, $336 million, $567 million and $710 million, and home equity loans of $437 million, $337 million, $346 million, $361 million and $341 million at December 31, 2020, 2019, 2018, 2017 and 2016, respectively. Commercial loans accounted for under the fair value option include U.S. commercial loans of $2.9 billion, $4.7 billion, $2.5 billion, $2.6 billion and $2.9 billion, and non-U.S. commercial loans of $3.0 billion, $3.1 billion, $1.1 billion, $2.2 billion and $3.1 billion at December 31, 2020, 2019, 2018, 2017 and 2016, respectively.

(4) Includes U.S. commercial real estate loans of $57.2 billion, $59.0 billion, $56.6 billion, $54.8 billion and $54.3 billion, and non-U.S. commercial real estate loans of $3.2 billion, $3.7 billion, $4.2 billion, $3.5 billion and $3.1 billion at December 31, 2020, 2019, 2018, 2017 and 2016, respectively.

(5) Includes card-related products.

(6) Represents non-U.S. credit card loans, which were included in assets of business held for sale on the Consolidated Balance Sheet.

Table II Nonperforming Loans, Leases and Foreclosed Properties (1)

(Dollars in millions)	December 31 2020	2019	2018	2017	2016
Consumer					
Residential mortgage	$ **2,005**	$ 1,470	$ 1,893	$ 2,476	$ 3,056
Home equity	**649**	536	1,893	2,644	2,918
Direct/Indirect consumer	**71**	47	56	46	28
Other consumer	**—**	—	—	—	2
Total consumer (2)	**2,725**	2,053	3,842	5,166	6,004
Commercial					
U.S. commercial	**1,243**	1,094	794	814	1,256
Non-U.S. commercial	**418**	43	80	299	279
Commercial real estate	**404**	280	156	112	72
Commercial lease financing	**87**	32	18	24	36
	2,152	1,449	1,048	1,249	1,643
U.S. small business commercial	**75**	50	54	55	60
Total commercial (3)	**2,227**	1,499	1,102	1,304	1,703
Total nonperforming loans and leases	**4,952**	3,552	4,944	6,470	7,707
Foreclosed properties	**164**	285	300	288	377
Total nonperforming loans, leases and foreclosed properties	$ **5,116**	$ 3,837	$ 5,244	$ 6,758	$ 8,084

(1) Balances exclude foreclosed properties insured by certain government-guaranteed loans, principally FHA-insured loans, that entered foreclosure of $119 million, $260 million, $488 million, $801 million and $1.2 billion at December 31, 2020, 2019, 2018, 2017 and 2016, respectively.
(2) In 2020, $372 million in interest income was estimated to be contractually due on $2.7 billion of consumer loans and leases classified as nonperforming at December 31, 2020, as presented in the table above, plus $4.4 billion of TDRs classified as performing at December 31, 2020. Approximately $254 million of the estimated $372 million in contractual interest was received and included in interest income for 2020.
(3) In 2020, $115 million in interest income was estimated to be contractually due on $2.2 billion of commercial loans and leases classified as nonperforming at December 31, 2020, as presented in the table above, plus $1.0 billion of TDRs classified as performing at December 31, 2020. Approximately $71 million of the estimated $115 million in contractual interest was received and included in interest income for 2020.

Table III Accruing Loans and Leases Past Due 90 Days or More (1)

(Dollars in millions)	December 31 2020	2019	2018	2017	2016
Consumer					
Residential mortgage (2)	$ **762**	$ 1,088	$ 1,884	$ 3,230	$ 4,793
Credit card	**903**	1,042	994	900	782
Non-U.S. credit card	**—**	—	—	—	66
Direct/Indirect consumer	**33**	33	38	40	34
Other consumer	**—**	—	—	—	4
Total consumer	**1,698**	2,163	2,916	4,170	5,679
Commercial					
U.S. commercial	**228**	106	197	144	106
Non-U.S. commercial	**10**	8	—	3	5
Commercial real estate	**6**	19	4	4	7
Commercial lease financing	**25**	20	29	19	19
	269	153	230	170	137
U.S. small business commercial	**115**	97	84	75	71
Total commercial	**384**	250	314	245	208
Total accruing loans and leases past due 90 days or more	$ **2,082**	$ 2,413	$ 3,230	$ 4,415	$ 5,887

(1) Our policy is to classify consumer real estate-secured loans as nonperforming at 90 days past due, except for the fully-insured loan portfolio and loans accounted for under the fair value option.
(2) Balances are fully-insured loans.

Table IV Selected Loan Maturity Data [1, 2]

(Dollars in millions)	Due in One Year or Less	Due After One Year Through Five Years	Due After Five Years	Total
	December 31, 2020			
U.S. commercial	$ 82,577	$ 198,898	$ 46,642	**$ 328,117**
U.S. commercial real estate	14,073	37,552	5,552	**57,177**
Non-U.S. and other [3]	33,196	54,488	8,989	**96,673**
Total selected loans	**$ 129,846**	**$ 290,938**	**$ 61,183**	**$ 481,967**
Percent of total	27 %	60 %	13 %	**100 %**
Sensitivity of selected loans to changes in interest rates for loans due after one year:				
Fixed interest rates		$ 46,911	$ 32,280	
Floating or adjustable interest rates		244,027	28,903	
Total		**$ 290,938**	**$ 61,183**	

(1) Loan maturities are based on the remaining maturities under contractual terms.
(2) Includes loans accounted for under the fair value option.
(3) Loan maturities include non-U.S. commercial and commercial real estate loans.

Table V Allowance for Credit Losses [1]

(Dollars in millions)	**2020**	2019	2018	2017	2016
Allowance for loan and lease losses, January 1	**$ 12,358**	$ 9,601	$ 10,393	$ 11,237	$ 12,234
Loans and leases charged off					
Residential mortgage	**(40)**	(93)	(207)	(188)	(403)
Home equity	**(58)**	(429)	(483)	(582)	(752)
Credit card	**(2,967)**	(3,535)	(3,345)	(2,968)	(2,691)
Non-U.S. credit card [2]	**—**	—	—	(103)	(238)
Direct/Indirect consumer	**(372)**	(518)	(495)	(491)	(392)
Other consumer	**(307)**	(249)	(197)	(212)	(232)
Total consumer charge-offs	**(3,744)**	(4,824)	(4,727)	(4,544)	(4,708)
U.S. commercial [3]	**(1,163)**	(650)	(575)	(589)	(567)
Non-U.S. commercial	**(168)**	(115)	(82)	(446)	(133)
Commercial real estate	**(275)**	(31)	(10)	(24)	(10)
Commercial lease financing	**(69)**	(26)	(8)	(16)	(30)
Total commercial charge-offs	**(1,675)**	(822)	(675)	(1,075)	(740)
Total loans and leases charged off	**(5,419)**	(5,646)	(5,402)	(5,619)	(5,448)
Recoveries of loans and leases previously charged off					
Residential mortgage	**70**	140	179	288	272
Home equity	**131**	787	485	369	347
Credit card	**618**	587	508	455	422
Non-U.S. credit card [2]	**—**	—	—	28	63
Direct/Indirect consumer	**250**	309	300	277	258
Other consumer	**23**	15	15	49	27
Total consumer recoveries	**1,092**	1,838	1,487	1,466	1,389
U.S. commercial [4]	**178**	122	120	142	175
Non-U.S. commercial	**13**	31	14	6	13
Commercial real estate	**5**	2	9	15	41
Commercial lease financing	**10**	5	9	11	9
Total commercial recoveries	**206**	160	152	174	238
Total recoveries of loans and leases previously charged off	**1,298**	1,998	1,639	1,640	1,627
Net charge-offs	**(4,121)**	(3,648)	(3,763)	(3,979)	(3,821)
Provision for loan and lease losses	**10,565**	3,574	3,262	3,381	3,581
Other [5]	**—**	(111)	(291)	(246)	(514)
Total allowance for loan and lease losses, December 31	**18,802**	9,416	9,601	10,393	11,480
Less: Allowance included in assets of business held for sale [6]	**—**	—	—	—	(243)
Allowance for loan and lease losses, December 31	**18,802**	9,416	9,601	10,393	11,237
Reserve for unfunded lending commitments, January 1	**1,123**	797	777	762	646
Provision for unfunded lending commitments	**755**	16	20	15	16
Other [5]	**—**	—	—	—	100
Reserve for unfunded lending commitments, December 31	**1,878**	813	797	777	762
Allowance for credit losses, December 31	**$ 20,680**	$ 10,229	$ 10,398	$ 11,170	$ 11,999

(1) On January 1, 2020, the Corporation adopted the CECL accounting standard, which increased the allowance for loan and lease losses by $2.9 billion and the reserve for unfunded lending commitments by $310 million. For more information, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.
(2) Represents amounts related to the non-U.S. credit card loan portfolio, which was sold in 2017.
(3) Includes U.S. small business commercial charge-offs of $321 million, $320 million, $287 million, $258 million and $253 million in 2020, 2019, 2018, 2017 and 2016, respectively.
(4) Includes U.S. small business commercial recoveries of $54 million, $48 million, $47 million, $43 million and $45 million in 2020, 2019, 2018, 2017 and 2016, respectively.
(5) Primarily represents write-offs of purchased credit-impaired loans for years prior to 2020, the net impact of portfolio sales, consolidations and deconsolidations, foreign currency translation adjustments, transfers to held for sale and certain other reclassifications.
(6) Represents allowance related to the non-U.S. credit card loan portfolio, which was sold in 2017.

Table V Allowance for Credit Losses (continued)

(Dollars in millions)	2020	2019	2018	2017	2016
Loan and allowance ratios [7]**:**					
Loans and leases outstanding at December 31 [8]	**$921,180**	$975,091	$942,546	$931,039	$908,812
Allowance for loan and lease losses as a percentage of total loans and leases outstanding at December 31 [8]	**2.04 %**	0.97 %	1.02 %	1.12 %	1.26 %
Consumer allowance for loan and lease losses as a percentage of total consumer loans and leases outstanding at December 31 [9]	**2.35**	0.98	1.08	1.18	1.36
Commercial allowance for loan and lease losses as a percentage of total commercial loans and leases outstanding at December 31 [10]	**1.77**	0.96	0.97	1.05	1.16
Average loans and leases outstanding [8]	**$974,281**	$951,583	$927,531	$911,988	$892,255
Net charge-offs as a percentage of average loans and leases outstanding [8]	**0.42 %**	0.38 %	0.41 %	0.44 %	0.43 %
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases at December 31	**380**	265	194	161	149
Ratio of the allowance for loan and lease losses at December 31 to net charge-offs	**4.56**	2.58	2.55	2.61	3.00
Amounts included in allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at December 31 [11]	**$ 9,854**	$ 4,151	$ 4,031	$ 3,971	$ 3,951
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases, excluding the allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at December 31 [11]	**181 %**	148 %	113 %	99 %	98 %

(7) Loan and allowance ratios for 2016 include $243 million of non-U.S. credit card allowance for loan and lease losses and $9.2 billion of ending non-U.S. credit card loans, which were sold in 2017.

(8) Outstanding loan and lease balances and ratios do not include loans accounted for under the fair value option of $6.7 billion, $8.3 billion, $4.3 billion, $5.7 billion and $7.1 billion at December 31, 2020, 2019, 2018, 2017 and 2016, respectively. Average loans accounted for under the fair value option were $8.2 billion, $6.8 billion, $5.5 billion, $6.7 billion and $8.2 billion in 2020, 2019, 2018, 2017 and 2016, respectively.

(9) Excludes consumer loans accounted for under the fair value option of $735 million, $594 million, $682 million, $928 million and $1.1 billion at December 31, 2020, 2019, 2018, 2017 and 2016, respectively.

(10) Excludes commercial loans accounted for under the fair value option of $5.9 billion, $7.7 billion, $3.7 billion, $4.8 billion and $6.0 billion at December 31, 2020, 2019, 2018, 2017 and 2016, respectively.

(11) Primarily includes amounts related to credit card and unsecured consumer lending portfolios in *Consumer Banking* and, in 2017 and 2016, the non-U.S. credit card portfolio in *All Other*.

Table VI Allocation of the Allowance for Credit Losses by Product Type [1]

	December 31									
	2020		2019		2018		2017		2016	
(Dollars in millions)	**Amount**	**Percent of Total**	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
Allowance for loan and lease losses										
Residential mortgage	**$ 459**	**2.44 %**	$ 325	3.45 %	$ 422	4.40 %	$ 701	6.74 %	$ 1,012	8.82 %
Home equity	**399**	**2.12**	221	2.35	506	5.27	1,019	9.80	1,738	15.14
Credit card	**8,420**	**44.79**	3,710	39.39	3,597	37.47	3,368	32.41	2,934	25.56
Non-U.S. credit card	**—**	**—**	—	—	—	—	—	—	243	2.12
Direct/Indirect consumer	**752**	**4.00**	234	2.49	248	2.58	264	2.54	244	2.13
Other consumer	**41**	**0.22**	52	0.55	29	0.30	31	0.30	51	0.44
Total consumer	**10,071**	**53.57**	4,542	48.23	4,802	50.02	5,383	51.79	6,222	54.21
U.S. commercial [2]	**5,043**	**26.82**	3,015	32.02	3,010	31.35	3,113	29.95	3,326	28.97
Non-U.S. commercial	**1,241**	**6.60**	658	6.99	677	7.05	803	7.73	874	7.61
Commercial real estate	**2,285**	**12.15**	1,042	11.07	958	9.98	935	9.00	920	8.01
Commercial lease financing	**162**	**0.86**	159	1.69	154	1.60	159	1.53	138	1.20
Total commercial	**8,731**	**46.43**	4,874	51.77	4,799	49.98	5,010	48.21	5,258	45.79
Total allowance for loan and lease losses	**18,802**	**100.00 %**	9,416	100.00 %	9,601	100.00 %	10,393	100.00 %	11,480	100.00 %
Less: Allowance included in assets of business held for sale [3]	**—**		—		—		—		(243)	
Allowance for loan and lease losses	**18,802**		9,416		9,601		10,393		11,237	
Reserve for unfunded lending commitments	**1,878**		813		797		777		762	
Allowance for credit losses	**$ 20,680**		$ 10,229		$ 10,398		$ 11,170		$ 11,999	

(1) On January 1, 2020, the Corporation adopted the CECL accounting standard. For more information, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements.

(2) Includes allowance for loan and lease losses for U.S. small business commercial loans of $1.5 billion, $523 million, $474 million, $439 million and $416 million at December 31, 2020, 2019, 2018, 2017 and 2016, respectively.

(3) Represents allowance for loan and lease losses related to the non-U.S. credit card loan portfolio, which was sold in 2017.

Financial Statements and Notes
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Report of Management on Internal Control Over Financial Reporting

Bank of America Corporation and Subsidiaries

The management of Bank of America Corporation is responsible for establishing and maintaining adequate internal control over financial reporting.

The Corporation's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. The Corporation's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Corporation are being made only in accordance with authorizations of management and directors of the Corporation; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Corporation's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2020 based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control – Integrated Framework (2013)*. Based on that assessment, management concluded that, as of December 31, 2020, the Corporation's internal control over financial reporting is effective.

The Corporation's internal control over financial reporting as of December 31, 2020 has been audited by PricewaterhouseCoopers, LLP, an independent registered public accounting firm, as stated in their accompanying report which expresses an unqualified opinion on the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2020.

Brian T. Moynihan
Chairman, Chief Executive Officer and President

Paul M. Donofrio
Chief Financial Officer

Report of Independent Registered Public Accounting Firm

Bank of America Corporation and Subsidiaries

To the Board of Directors and Shareholders of Bank of America Corporation:

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Bank of America Corporation and its subsidiaries (the "Corporation") as of December 31, 2020 and 2019, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2020, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Corporation's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Corporation changed the manner in which it accounts for credit losses on certain financial instruments in 2020.

Basis for Opinions

The Corporation's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express opinions on the Corporation's consolidated financial statements and on the Corporation's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Corporation in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Allowance for Loan and Lease Losses - Commercial and Consumer Card Loans

As described in Notes 1 and 5 to the consolidated financial statements, the allowance for loan and lease losses represents management's estimate of the expected credit losses in the Corporation's loan and lease portfolio, excluding loans and unfunded lending commitments accounted for under the fair value option. As of December 31, 2020, the allowance for loan and lease losses was $18.8 billion on total loans and leases of

$921.2 billion, which excludes loans accounted for under the fair value option. For commercial and consumer card loans, the expected credit loss is estimated using quantitative methods that consider a variety of factors such as historical loss experience, the current credit quality of the portfolio as well as an economic outlook over the life of the loan. In its loss forecasting framework, the Corporation incorporates forward looking information through the use of macroeconomic scenarios applied over the forecasted life of the assets. These macroeconomic scenarios include variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to, unemployment rates, real estate prices, gross domestic product levels and corporate bond spreads. The scenarios that are chosen and the amount of weighting given to each scenario depend on a variety of factors including recent economic events, leading economic indicators, views of internal as well as third-party economists and industry trends. Also included in the allowance for loan losses are qualitative reserves to cover losses that are expected but, in the Corporation's assessment, may not be adequately reflected in the quantitative methods or the economic assumptions. Factors that the Corporation considers include changes in lending policies and procedures, business conditions, the nature and size of the portfolio, portfolio concentrations, the volume and severity of past due loans and nonaccrual loans, the effect of external factors such as competition, and legal and regulatory requirements, among others. Further, the Corporation considers the inherent uncertainty in quantitative models that are built on historical data.

The principal considerations for our determination that performing procedures relating to the allowance for loan and lease losses for the commercial and consumer card portfolios is a critical audit matter are (i) the significant judgment and estimation by management in developing lifetime economic forecast scenarios, related weightings to each scenario and certain qualitative reserves, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and in evaluating audit evidence obtained, and (ii) the audit effort involved professionals with specialized skill and knowledge to assist in evaluating certain audit evidence.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the allowance for loan and lease losses, including controls over the evaluation and approval of models, forecast scenarios and related weightings, and qualitative reserves. These procedures also included, among others, testing management’s process for estimating the allowance for loan losses, including (i) evaluating the appropriateness of the loss forecast models and methodology, (ii) evaluating the reasonableness of certain macroeconomic variables, (iii) evaluating the reasonableness of management’s development, selection and weighting of economic forecast scenarios used in the loss forecast models, (iv) testing the completeness and accuracy of data used in the estimate, and (v) evaluating certain qualitative reserves made to the model output results to determine the overall allowance for loan losses. The procedures also included the involvement of professionals with specialized skill and knowledge to assist in evaluating the appropriateness of certain loss forecast models, the reasonableness of economic forecast scenarios and related weightings and the reasonableness of certain qualitative reserves.

Valuation of Certain Level 3 Financial Instruments

As described in Notes 1 and 20 to the consolidated financial statements, the Corporation carries certain financial instruments at fair value, which includes $10.0 billion of assets and $7.4 billion of liabilities classified as Level 3 fair value measurements on a recurring basis and $1.7 billion of assets classified as Level 3 fair value measurements on a nonrecurring basis, for which the determination of fair value requires significant management judgment or estimation. The Corporation determines the fair value of Level 3 financial instruments using pricing models, discounted cash flow methodologies, or similar techniques that require inputs that are both unobservable and are significant to the overall fair value measurement. Unobservable inputs, such as volatility or price, may be determined using quantitative-based extrapolations or other internal methodologies which incorporate management estimates and available market information.

The principal considerations for our determination that performing procedures relating to the valuation of certain Level 3 financial instruments is a critical audit matter are the significant judgment and estimation used by management to determine the fair value of these financial instruments, which in turn led to a high degree of auditor judgment and effort in performing procedures, including the involvement of professionals with specialized skill and knowledge to assist in evaluating certain audit evidence.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of financial instruments, including controls related to valuation models, significant unobservable inputs, and data. These procedures also included, among others, the involvement of professionals with specialized skill and knowledge to assist in developing an independent estimate of fair value for a sample of these certain financial instruments and comparison of management’s estimate to the independently developed estimate of fair value. Developing the independent estimate involved testing the completeness and accuracy of data provided by management and evaluating the reasonableness of management’s assumptions used to develop the significant unobservable inputs.

PricewaterhouseCoopers LLP

Charlotte, North Carolina
February 24, 2021

We have served as the Corporation’s auditor since 1958.

Consolidated Statement of Income

(In millions, except per share information)	2020	2019	2018
Net interest income			
Interest income	$ 51,585	$ 71,236	$ 66,769
Interest expense	8,225	22,345	18,607
Net interest income	43,360	48,891	48,162
Noninterest income			
Fees and commissions	34,551	33,015	33,078
Market making and similar activities	8,355	9,034	9,008
Other income	(738)	304	772
Total noninterest income	42,168	42,353	42,858
Total revenue, net of interest expense	85,528	91,244	91,020
Provision for credit losses	11,320	3,590	3,282
Noninterest expense			
Compensation and benefits	32,725	31,977	31,880
Occupancy and equipment	7,141	6,588	6,380
Information processing and communications	5,222	4,646	4,555
Product delivery and transaction related	3,433	2,762	2,857
Marketing	1,701	1,934	1,674
Professional fees	1,694	1,597	1,699
Other general operating	3,297	5,396	4,109
Total noninterest expense	55,213	54,900	53,154
Income before income taxes	18,995	32,754	34,584
Income tax expense	1,101	5,324	6,437
Net income	$ 17,894	$ 27,430	$ 28,147
Preferred stock dividends	1,421	1,432	1,451
Net income applicable to common shareholders	$ 16,473	$ 25,998	$ 26,696
Per common share information			
Earnings	$ 1.88	$ 2.77	$ 2.64
Diluted earnings	1.87	2.75	2.61
Average common shares issued and outstanding	8,753.2	9,390.5	10,096.5
Average diluted common shares issued and outstanding	8,796.9	9,442.9	10,236.9

Consolidated Statement of Comprehensive Income

(Dollars in millions)	2020	2019	2018
Net income	$ 17,894	$ 27,430	$ 28,147
Other comprehensive income (loss), net-of-tax:			
Net change in debt securities	4,799	5,875	(3,953)
Net change in debit valuation adjustments	(498)	(963)	749
Net change in derivatives	826	616	(53)
Employee benefit plan adjustments	(98)	136	(405)
Net change in foreign currency translation adjustments	(52)	(86)	(254)
Other comprehensive income (loss)	4,977	5,578	(3,916)
Comprehensive income	$ 22,871	$ 33,008	$ 24,231

See accompanying Notes to Consolidated Financial Statements.

Consolidated Balance Sheet

(Dollars in millions)	December 31 2020	2019
Assets		
Cash and due from banks	$ 36,430	$ 30,152
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	344,033	131,408
Cash and cash equivalents	380,463	161,560
Time deposits placed and other short-term investments	6,546	7,107
Federal funds sold and securities borrowed or purchased under agreements to resell (includes **$108,856** and $50,364 measured at fair value)	304,058	274,597
Trading account assets (includes **$91,510** and $90,946 pledged as collateral)	198,854	229,826
Derivative assets	47,179	40,485
Debt securities:		
Carried at fair value	246,601	256,467
Held-to-maturity, at cost (fair value – **$448,180** and $219,821)	438,249	215,730
Total debt securities	684,850	472,197
Loans and leases (includes **$6,681** and $8,335 measured at fair value)	927,861	983,426
Allowance for loan and lease losses	(18,802)	(9,416)
Loans and leases, net of allowance	909,059	974,010
Premises and equipment, net	11,000	10,561
Goodwill	68,951	68,951
Loans held-for-sale (includes **$1,585** and $3,709 measured at fair value)	9,243	9,158
Customer and other receivables	64,221	55,937
Other assets (includes **$15,718** and $15,518 measured at fair value)	135,203	129,690
Total assets	$ 2,819,627	$ 2,434,079
Liabilities		
Deposits in U.S. offices:		
Noninterest-bearing	$ 650,674	$ 403,305
Interest-bearing (includes **$481** and $508 measured at fair value)	1,038,341	940,731
Deposits in non-U.S. offices:		
Noninterest-bearing	17,698	13,719
Interest-bearing	88,767	77,048
Total deposits	1,795,480	1,434,803
Federal funds purchased and securities loaned or sold under agreements to repurchase (includes **$135,391** and $16,008 measured at fair value)	170,323	165,109
Trading account liabilities	71,320	83,270
Derivative liabilities	45,526	38,229
Short-term borrowings (includes **$5,874** and $3,941 measured at fair value)	19,321	24,204
Accrued expenses and other liabilities (includes **$16,311** and $15,434 measured at fair value and **$1,878** and $813 of reserve for unfunded lending commitments)	181,799	182,798
Long-term debt (includes **$32,200** and $34,975 measured at fair value)	262,934	240,856
Total liabilities	2,546,703	2,169,269
Commitments and contingencies *(Note 6 – Securitizations and Other Variable Interest Entities* and *Note 12 – Commitments and Contingencies)*		
Shareholders' equity		
Preferred stock, $0.01 par value; authorized – **100,000,000** shares; issued and outstanding – **3,931,440** and 3,887,440 shares	24,510	23,401
Common stock and additional paid-in capital, $0.01 par value; authorized – **12,800,000,000** shares; issued and outstanding – **8,650,814,105** and 8,836,148,954 shares	85,982	91,723
Retained earnings	164,088	156,319
Accumulated other comprehensive income (loss)	(1,656)	(6,633)
Total shareholders' equity	272,924	264,810
Total liabilities and shareholders' equity	$ 2,819,627	$ 2,434,079

Assets of consolidated variable interest entities included in total assets above (isolated to settle the liabilities of the variable interest entities)		
Trading account assets	$ 5,225	$ 5,811
Loans and leases	23,636	38,837
Allowance for loan and lease losses	(1,693)	(807)
Loans and leases, net of allowance	21,943	38,030
All other assets	1,387	540
Total assets of consolidated variable interest entities	$ 28,555	$ 44,381
Liabilities of consolidated variable interest entities included in total liabilities above		
Short-term borrowings (includes **$22** and $0 of non-recourse short-term borrowings)	$ 454	$ 2,175
Long-term debt (includes **$7,053** and $8,717 of non-recourse debt)	7,053	8,718
All other liabilities (includes **$16** and $19 of non-recourse liabilities)	16	22
Total liabilities of consolidated variable interest entities	$ 7,523	$ 10,915

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Changes in Shareholders' Equity

(In millions)	Preferred Stock	Common Stock and Additional Paid-in Capital Shares	Common Stock and Additional Paid-in Capital Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, December 31, 2017	$ 22,323	10,287.3	$ 138,089	$ 113,816	$ (7,082)	$ 267,146
Cumulative adjustment for adoption of hedge accounting standard				(32)	57	25
Adoption of accounting standard related to certain tax effects stranded in accumulated other comprehensive income (loss)				1,270	(1,270)	—
Net income				28,147		28,147
Net change in debt securities					(3,953)	(3,953)
Net change in debit valuation adjustments					749	749
Net change in derivatives					(53)	(53)
Employee benefit plan adjustments					(405)	(405)
Net change in foreign currency translation adjustments					(254)	(254)
Dividends declared:						
Common				(5,424)		(5,424)
Preferred				(1,451)		(1,451)
Issuance of preferred stock	4,515					4,515
Redemption of preferred stock	(4,512)					(4,512)
Common stock issued under employee plans, net, and other		58.2	901	(12)		889
Common stock repurchased		(676.2)	(20,094)			(20,094)
Balance, December 31, 2018	$ 22,326	9,669.3	$ 118,896	$ 136,314	$ (12,211)	$ 265,325
Cumulative adjustment for adoption of lease accounting standard				165		165
Net income				27,430		27,430
Net change in debt securities					5,875	5,875
Net change in debit valuation adjustments					(963)	(963)
Net change in derivatives					616	616
Employee benefit plan adjustments					136	136
Net change in foreign currency translation adjustments					(86)	(86)
Dividends declared:						
Common				(6,146)		(6,146)
Preferred				(1,432)		(1,432)
Issuance of preferred stock	3,643					3,643
Redemption of preferred stock	(2,568)					(2,568)
Common stock issued under employee plans, net, and other		123.3	971	(12)		959
Common stock repurchased		(956.5)	(28,144)			(28,144)
Balance, December 31, 2019	$ 23,401	8,836.1	$ 91,723	$ 156,319	$ (6,633)	$ 264,810
Cumulative adjustment for adoption of credit loss accounting standard				(2,406)		(2,406)
Net income				17,894		17,894
Net change in debt securities					4,799	4,799
Net change in debit valuation adjustments					(498)	(498)
Net change in derivatives					826	826
Employee benefit plan adjustments					(98)	(98)
Net change in foreign currency translation adjustments					(52)	(52)
Dividends declared:						
Common				(6,289)		(6,289)
Preferred				(1,421)		(1,421)
Issuance of preferred stock	2,181					2,181
Redemption of preferred stock	(1,072)					(1,072)
Common stock issued under employee plans, net, and other		41.7	1,284	(9)		1,275
Common stock repurchased		(227.0)	(7,025)			(7,025)
Balance, December 31, 2020	$ 24,510	8,650.8	$ 85,982	$ 164,088	$ (1,656)	$ 272,924

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Cash Flows

(Dollars in millions)	2020	2019	2018
Operating activities			
Net income	$ 17,894	$ 27,430	$ 28,147
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	11,320	3,590	3,282
Gains on sales of debt securities	(411)	(217)	(154)
Depreciation and amortization	1,843	1,729	2,063
Net amortization of premium/discount on debt securities	4,101	2,066	1,824
Deferred income taxes	(1,737)	2,435	3,041
Stock-based compensation	2,031	1,974	1,729
Impairment of equity method investment	—	2,072	—
Loans held-for-sale:			
Originations and purchases	(19,657)	(28,874)	(28,071)
Proceeds from sales and paydowns of loans originally classified as held for sale and instruments from related securitization activities	19,049	30,191	28,972
Net change in:			
Trading and derivative assets/liabilities	16,942	7,920	(23,673)
Other assets	(12,883)	(11,113)	11,920
Accrued expenses and other liabilities	(4,385)	16,363	13,010
Other operating activities, net	3,886	6,211	(2,570)
Net cash provided by operating activities	37,993	61,777	39,520
Investing activities			
Net change in:			
Time deposits placed and other short-term investments	561	387	3,659
Federal funds sold and securities borrowed or purchased under agreements to resell	(29,461)	(13,466)	(48,384)
Debt securities carried at fair value:			
Proceeds from sales	77,524	52,006	5,117
Proceeds from paydowns and maturities	91,084	79,114	78,513
Purchases	(194,877)	(152,782)	(76,640)
Held-to-maturity debt securities:			
Proceeds from paydowns and maturities	93,835	34,770	18,789
Purchases	(257,535)	(37,115)	(35,980)
Loans and leases:			
Proceeds from sales of loans originally classified as held for investment and instruments from related securitization activities	13,351	12,201	21,365
Purchases	(5,229)	(5,963)	(4,629)
Other changes in loans and leases, net	36,571	(46,808)	(31,292)
Other investing activities, net	(3,489)	(2,974)	(1,986)
Net cash used in investing activities	(177,665)	(80,630)	(71,468)
Financing activities			
Net change in:			
Deposits	360,677	53,327	71,931
Federal funds purchased and securities loaned or sold under agreements to repurchase	5,214	(21,879)	10,070
Short-term borrowings	(4,893)	4,004	(12,478)
Long-term debt:			
Proceeds from issuance	57,013	52,420	64,278
Retirement	(47,948)	(50,794)	(53,046)
Preferred stock:			
Proceeds from issuance	2,181	3,643	4,515
Redemption	(1,072)	(2,568)	(4,512)
Common stock repurchased	(7,025)	(28,144)	(20,094)
Cash dividends paid	(7,727)	(5,934)	(6,895)
Other financing activities, net	(601)	(698)	(651)
Net cash provided by financing activities	355,819	3,377	53,118
Effect of exchange rate changes on cash and cash equivalents	2,756	(368)	(1,200)
Net increase (decrease) in cash and cash equivalents	218,903	(15,844)	19,970
Cash and cash equivalents at January 1	161,560	177,404	157,434
Cash and cash equivalents at December 31	$ 380,463	$ 161,560	$ 177,404
Supplemental cash flow disclosures			
Interest paid	$ 8,662	$ 22,196	$ 19,087
Income taxes paid, net	2,894	4,359	2,470

See accompanying Notes to Consolidated Financial Statements.

NOTE 1 Summary of Significant Accounting Principles

Bank of America Corporation, a bank holding company and a financial holding company, provides a diverse range of financial services and products throughout the U.S. and in certain international markets. The term "the Corporation" as used herein may refer to Bank of America Corporation, individually, Bank of America Corporation and its subsidiaries, or certain of Bank of America Corporation's subsidiaries or affiliates.

Principles of Consolidation and Basis of Presentation

The Consolidated Financial Statements include the accounts of the Corporation and its majority-owned subsidiaries and those variable interest entities (VIEs) where the Corporation is the primary beneficiary. Intercompany accounts and transactions have been eliminated. Results of operations of acquired companies are included from the dates of acquisition, and for VIEs, from the dates that the Corporation became the primary beneficiary. Assets held in an agency or fiduciary capacity are not included in the Consolidated Financial Statements. The Corporation accounts for investments in companies for which it owns a voting interest and for which it has the ability to exercise significant influence over operating and financing decisions using the equity method of accounting. These investments are included in other assets. Equity method investments are subject to impairment testing, and the Corporation's proportionate share of income or loss is included in other income.

The preparation of the Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts and disclosures. Actual results could materially differ from those estimates and assumptions. Certain prior-period amounts have been reclassified to conform to current period presentation.

New Accounting Standards

Accounting for Financial Instruments – Credit Losses

On January 1, 2020, the Corporation adopted the new accounting standard that requires the measurement of the allowance for credit losses to be based on management's best estimate of lifetime expected credit losses (ECL) inherent in the Corporation's relevant financial assets. Upon adoption of the standard on January 1, 2020, the Corporation recorded a $3.3 billion, or 32 percent, increase to the allowance for credit losses. After adjusting for deferred taxes and other adoption effects, a $2.4 billion decrease was recorded in retained earnings through a cumulative-effect adjustment. Prior to January 1, 2020, the allowance for credit losses was determined based on management's estimate of probable incurred losses.

Reference Rate Reform

The Financial Accounting Standards Board (FASB) issued a new accounting standard in March 2020, which was subsequently amended in January 2021, related to contracts or hedging relationships that reference London Interbank Offered Rate (LIBOR) or other reference rates that are expected to be discontinued due to reference rate reform. The new standard provides for optional expedients and other guidance regarding the accounting related to modifications of contracts, hedging relationships and other transactions affected by reference rate reform. The Corporation has elected to retrospectively adopt the new standard as of January 1, 2020. The adoption did not have a material accounting impact on the Corporation's consolidated financial position or results of operations; however, it did ease the administrative burden in accounting for certain effects of reference rate reform.

Significant Accounting Principles

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, cash items in the process of collection, cash segregated under federal and other brokerage regulations, and amounts due from correspondent banks, the Federal Reserve Bank and certain non-U.S. central banks. Certain cash balances are restricted as to withdrawal or usage by legally binding contractual agreements or regulatory requirements.

Securities Financing Agreements

Securities borrowed or purchased under agreements to resell and securities loaned or sold under agreements to repurchase (securities financing agreements) are treated as collateralized financing transactions except in instances where the transaction is required to be accounted for as individual sale and purchase transactions. Generally, these agreements are recorded at acquisition or sale price plus accrued interest, except for securities financing agreements that the Corporation accounts for under the fair value option. Changes in the fair value of securities financing agreements that are accounted for under the fair value option are recorded in market making and similar activities in the Consolidated Statement of Income.

The Corporation's policy is to monitor the market value of the principal amount loaned under resale agreements and obtain collateral from or return collateral pledged to counterparties when appropriate. Securities financing agreements do not create material credit risk due to these collateral provisions; therefore, an allowance for loan losses is not necessary.

In transactions where the Corporation acts as the lender in a securities lending agreement and receives securities that can be pledged or sold as collateral, it recognizes an asset on the Consolidated Balance Sheet at fair value, representing the securities received, and a liability, representing the obligation to return those securities.

Collateral

The Corporation accepts securities and loans as collateral that it is permitted by contract or practice to sell or repledge. At December 31, 2020 and 2019, the fair value of this collateral was $812.4 billion and $693.0 billion, of which $758.5 billion and $593.8 billion were sold or repledged. The primary source of this collateral is securities borrowed or purchased under agreements to resell.

The Corporation also pledges company-owned securities and loans as collateral in transactions that include repurchase agreements, securities loaned, public and trust deposits, U.S. Treasury tax and loan notes, and short-term borrowings. This collateral, which in some cases can be sold or repledged by the counterparties to the transactions, is parenthetically disclosed on the Consolidated Balance Sheet.

In certain cases, the Corporation has transferred assets to consolidated VIEs where those restricted assets serve as collateral for the interests issued by the VIEs. These assets are included on the Consolidated Balance Sheet in Assets of Consolidated VIEs.

In addition, the Corporation obtains collateral in connection with its derivative contracts. Required collateral levels vary depending on the credit risk rating and the type of counterparty. Generally, the Corporation accepts collateral in the form of cash, U.S. Treasury securities and other marketable securities. Based on provisions contained in master netting agreements, the Corporation nets cash collateral received against derivative assets. The Corporation also pledges collateral on its own derivative positions which can be applied against derivative liabilities.

Trading Instruments

Financial instruments utilized in trading activities are carried at fair value. Fair value is generally based on quoted market prices for the same or similar assets and liabilities. If these market prices are not available, fair values are estimated based on dealer quotes, pricing models, discounted cash flow methodologies, or similar techniques where the determination of fair value may require significant management judgment or estimation. Realized gains and losses are recorded on a trade-date basis. Realized and unrealized gains and losses are recognized in market making and similar activities.

Derivatives and Hedging Activities

Derivatives are entered into on behalf of customers, for trading or to support risk management activities. Derivatives used in risk management activities include derivatives that are both designated in qualifying accounting hedge relationships and derivatives used to hedge market risks in relationships that are not designated in qualifying accounting hedge relationships (referred to as other risk management activities). The Corporation manages interest rate and foreign currency exchange rate sensitivity predominantly through the use of derivatives. Derivatives utilized by the Corporation include swaps, futures and forward settlement contracts, and option contracts.

All derivatives are recorded on the Consolidated Balance Sheet at fair value, taking into consideration the effects of legally enforceable master netting agreements that allow the Corporation to settle positive and negative positions and offset cash collateral held with the same counterparty on a net basis. For exchange-traded contracts, fair value is based on quoted market prices in active or inactive markets or is derived from observable market-based pricing parameters, similar to those applied to over-the-counter (OTC) derivatives. For non-exchange traded contracts, fair value is based on dealer quotes, pricing models, discounted cash flow methodologies or similar techniques for which the determination of fair value may require significant management judgment or estimation.

Valuations of derivative assets and liabilities reflect the value of the instrument including counterparty credit risk. These values also take into account the Corporation's own credit standing.

Trading Derivatives and Other Risk Management Activities

Derivatives held for trading purposes are included in derivative assets or derivative liabilities on the Consolidated Balance Sheet with changes in fair value included in market making and similar activities.

Derivatives used for other risk management activities are included in derivative assets or derivative liabilities. Derivatives used in other risk management activities have not been designated in qualifying accounting hedge relationships because they did not qualify or the risk that is being mitigated pertains to an item that is reported at fair value through earnings so that the effect of measuring the derivative instrument and the asset or liability to which the risk exposure pertains will offset in the Consolidated Statement of Income to the extent effective. The changes in the fair value of derivatives that serve to mitigate certain risks associated with mortgage servicing rights (MSRs), interest rate lock commitments (IRLCs) and first-lien mortgage loans held-for-sale (LHFS) that are originated by the Corporation are recorded in other income. Changes in the fair value of derivatives that serve to mitigate interest rate risk and foreign currency risk are included in market making and similar activities. Credit derivatives are also used by the Corporation to mitigate the risk associated with various credit exposures. The changes in the fair value of these derivatives are included in market making and similar activities and other income.

Derivatives Used For Hedge Accounting Purposes (Accounting Hedges)

For accounting hedges, the Corporation formally documents at inception all relationships between hedging instruments and hedged items, as well as the risk management objectives and strategies for undertaking various accounting hedges. Additionally, the Corporation primarily uses regression analysis at the inception of a hedge and for each reporting period thereafter to assess whether the derivative used in an accounting hedge transaction is expected to be and has been highly effective in offsetting changes in the fair value or cash flows of a hedged item or forecasted transaction. The Corporation discontinues hedge accounting when it is determined that a derivative is not expected to be or has ceased to be highly effective as a hedge, and then reflects changes in fair value of the derivative in earnings after termination of the hedge relationship.

Fair value hedges are used to protect against changes in the fair value of the Corporation's assets and liabilities that are attributable to interest rate or foreign exchange volatility. Changes in the fair value of derivatives designated as fair value hedges are recorded in earnings, together and in the same income statement line item with changes in the fair value of the related hedged item. If a derivative instrument in a fair value hedge is terminated or the hedge designation removed, the previous adjustments to the carrying value of the hedged asset or liability are subsequently accounted for in the same manner as other components of the carrying value of that asset or liability. For interest-earning assets and interest-bearing liabilities, such adjustments are amortized to earnings over the remaining life of the respective asset or liability.

Cash flow hedges are used primarily to minimize the variability in cash flows of assets and liabilities or forecasted transactions caused by interest rate or foreign exchange rate fluctuations. The Corporation also uses cash flow hedges to hedge the price risk associated with deferred compensation. Changes in the fair value of derivatives used in cash flow hedges are recorded in accumulated other comprehensive income (OCI) and are reclassified into the line item in the income statement in which the hedged item is recorded in the same period the hedged item affects earnings. Components of a derivative that are excluded in assessing hedge effectiveness are recorded in the same income statement line item as the hedged item.

Net investment hedges are used to manage the foreign exchange rate sensitivity arising from a net investment in a foreign operation. Changes in the spot prices of derivatives that are designated as net investment hedges of foreign operations are recorded as a component of accumulated OCI. The remaining components of these derivatives are excluded in assessing hedge effectiveness and are recorded in market making and similar activities.

Securities

Debt securities are reported on the Consolidated Balance Sheet at their trade date. Their classification is dependent on the purpose for which the securities were acquired. Debt securities purchased for use in the Corporation's trading activities are reported in trading account assets at fair value with unrealized gains and losses included in market making and similar activities. Substantially all other debt securities purchased are used in the Corporation's asset and liability management (ALM) activities and are reported on the Consolidated Balance Sheet as either debt securities carried at fair value or as held-to-maturity (HTM) debt securities. Debt securities carried at fair value are either available-for-sale (AFS) securities with unrealized gains and losses net-of-tax included in accumulated OCI or carried at fair value with unrealized gains and losses reported in market making and similar activities. HTM debt securities are debt securities that management has the intent and ability to hold to maturity and are reported at amortized cost.

The Corporation evaluates each AFS security where the value has declined below amortized cost. If the Corporation intends to sell or believes it is more likely than not that it will be required to sell the debt security, it is written down to fair value through earnings. For AFS debt securities the Corporation intends to hold, the Corporation evaluates the debt securities for ECL except for debt securities that are guaranteed by the U.S. Treasury, U.S. government agencies or sovereign entities of high credit quality where the Corporation applies a zero credit loss assumption. For the remaining AFS debt securities, the Corporation considers qualitative parameters such as internal and external credit ratings and the value of underlying collateral. If an AFS debt security fails any of the qualitative parameters, a discounted cash flow analysis is used by the Corporation to determine if a portion of the unrealized loss is a result of an expected credit loss. The Corporation will then recognize either credit loss expense or a reversal of credit loss expense in other income for the amount necessary to adjust the debt securities valuation allowance to its current estimate of excepted credit losses. Cash flows expected to be collected are estimated using all relevant information available such as remaining payment terms, prepayment speeds, the financial condition of the issuer, expected defaults and the value of the underlying collateral. If any of the decline in fair value is related to market factors, that amount is recognized in accumulated OCI. In certain instances, the credit loss may exceed the total decline in fair value, in which case, the allowance recorded is limited to the difference between the amortized cost and the fair value of the asset.

The Corporation separately evaluates its HTM debt securities for any credit losses, of which substantially all qualify for the zero loss assumption. For the remaining securities, the Corporation performs a discounted cash flow analysis to estimate any credit losses which are then recognized as part of the allowance for credit losses.

Interest on debt securities, including amortization of premiums and accretion of discounts, is included in interest income. Premiums and discounts are amortized or accreted to interest income at a constant effective yield over the contractual lives of the securities. Realized gains and losses from the sales of debt securities are determined using the specific identification method.

Equity securities with readily determinable fair values that are not held for trading purposes are carried at fair value with unrealized gains and losses included in other income. Equity securities that do not have readily determinable fair values are recorded at cost less impairment, if any, plus or minus qualifying observable price changes. These securities are reported in other assets.

Loans and Leases

Loans, with the exception of loans accounted for under the fair value option, are measured at historical cost and reported at their outstanding principal balances net of any unearned income, charge-offs, unamortized deferred fees and costs on originated loans, and for purchased loans, net of any unamortized premiums or discounts. Loan origination fees and certain direct origination costs are deferred and recognized as adjustments to interest income over the lives of the related loans. Unearned income, discounts and premiums are amortized to interest income using a level yield methodology. The Corporation elects to account for certain consumer and commercial loans under the fair value option with interest reported in interest income and changes in fair value reported in market making and similar activities or other income.

Under applicable accounting guidance, for reporting purposes, the loan and lease portfolio is categorized by portfolio segment and, within each portfolio segment, by class of financing receivables. A portfolio segment is defined as the level at which an entity develops and documents a systematic methodology to determine the allowance for credit losses, and a class of financing receivables is defined as the level of disaggregation of portfolio segments based on the initial measurement attribute, risk characteristics and methods for assessing risk. The Corporation's three portfolio segments are Consumer Real Estate, Credit Card and Other Consumer, and Commercial. The classes within the Consumer Real Estate portfolio segment are residential mortgage and home equity. The classes within the Credit Card and Other Consumer portfolio segment are credit card, direct/indirect consumer and other consumer. The classes within the Commercial portfolio segment are U.S. commercial, non-U.S. commercial, commercial real estate, commercial lease financing and U.S. small business commercial.

Leases

The Corporation provides equipment financing to its customers through a variety of lessor arrangements. Direct financing leases and sales-type leases are carried at the aggregate of lease payments receivable plus the estimated residual value of the leased property less unearned income, which is accreted to interest income over the lease terms using methods that approximate the interest method. Operating lease income is recognized on a straight-line basis. The Corporation's lease arrangements generally do not contain non-lease components.

Allowance for Credit Losses

The allowance for credit losses includes both the allowance for loan and lease losses and the reserve for unfunded lending commitments and represents management's estimate of the ECL in the Corporation's loan and lease portfolio, excluding loans and unfunded lending commitments accounted for under the fair value option. The ECL on funded consumer and commercial loans and leases is referred to as the allowance for loan and lease losses and is reported separately as a contra-asset to loans and leases on the Consolidated Balance Sheet. The ECL for unfunded lending commitments, including home equity lines of credit (HELOCs), standby letters of credit (SBLCs) and binding unfunded loan commitments is reported on the Consolidated Balance Sheet in accrued expenses and other liabilities. The provision for credit losses related to the loan and lease portfolio and unfunded lending commitments is reported in the Consolidated Statement of Income.

For loans and leases, the ECL is typically estimated using quantitative methods that consider a variety of factors such as historical loss experience, the current credit quality of the portfolio as well as an economic outlook over the life of the loan. The life of the loan for closed-ended products is based on the contractual maturity of the loan adjusted for any expected prepayments. The contractual maturity includes any extension options that are at the sole discretion of the borrower. For open-ended products (e.g., lines of credit), the ECL is determined based on the maximum repayment term associated with future draws from credit lines unless those lines of credit are unconditionally cancellable (e.g., credit cards) in which case the Corporation does not record any allowance.

In its loss forecasting framework, the Corporation incorporates forward-looking information through the use of macroeconomic scenarios applied over the forecasted life of the assets. These macroeconomic scenarios include variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to, unemployment rates, real estate prices, gross domestic product levels and corporate bond spreads. As any one economic outlook is inherently uncertain, the Corporation leverages multiple scenarios. The scenarios that are chosen each quarter and the weighting given to each scenario depend on a variety of factors including recent economic events, leading economic indicators, views of internal and third-party economists and industry trends.

The estimate of credit losses includes expected recoveries of amounts previously charged off (i.e., negative allowance). If a loan has been charged off, the expected cash flows on the loan are not limited by the current amortized cost balance. Instead, expected cash flows can be assumed up to the unpaid principal balance immediately prior to the charge-off.

The allowance for loan and lease losses for troubled debt restructurings (TDR) is measured based on the present value of projected future lifetime principal and interest cash flows discounted at the loan's original effective interest rate, or in cases where foreclosure is probable or the loan is collateral dependent, at the loan's collateral value or its observable market price, if available. The measurement of ECL for the renegotiated consumer credit card TDR portfolio is based on the present value of projected cash flows discounted using the average TDR portfolio contractual interest rate, excluding promotionally priced loans, in effect prior to restructuring. Projected cash flows for TDRs use the same economic outlook as discussed above. For purposes of computing this specific loss component of the allowance, larger impaired loans are evaluated individually and smaller impaired loans are evaluated as a pool.

Also included in the allowance for loan and lease losses are qualitative reserves to cover losses that are expected but, in the Corporation's assessment, may not be adequately reflected in the quantitative methods or the economic assumptions described above. For example, factors that the Corporation considers include changes in lending policies and procedures, business conditions, the nature and size of the portfolio, portfolio concentrations, the volume and severity of past due loans and nonaccrual loans, the effect of external factors such as competition, and legal and regulatory requirements, among others. Further, the Corporation considers the inherent uncertainty in quantitative models that are built on historical data.

With the exception of the Corporation's credit card portfolio, the Corporation does not include reserves for interest receivable in the measurement of the allowance for credit losses as the Corporation generally classifies consumer loans as nonperforming at 90 days past due and reverses interest income for these loans at that time. For credit card loans, the Corporation reserves for interest and fees as part of the allowance for loan and lease losses. Upon charge-off of a credit card loan, the Corporation reverses the interest and fee income against the income statement line item where it was originally recorded.

The Corporation has identified the following three portfolio segments and measures the allowance for credit losses using the following methods.

Consumer Real Estate

To estimate ECL for consumer loans secured by residential real estate, the Corporation estimates the number of loans that will default over the life of the existing portfolio, after factoring in estimated prepayments, using quantitative modeling methodologies. The attributes that are most significant in estimating the Corporation's ECL include refreshed loan-to-value (LTV) or, in the case of a subordinated lien, refreshed combined LTV (CLTV), borrower credit score, months since origination and geography, all of which are further broken down by present collection status (whether the loan is current, delinquent, in default, or in bankruptcy). The estimates are based on the Corporation's historical experience with the loan portfolio, adjusted to reflect the economic outlook. The outlook on the unemployment rate and consumer real estate prices are key factors that impact the frequency and severity of loss estimates. The Corporation does not reserve for credit losses on the unpaid principal balance of loans insured by the Federal Housing Administration (FHA) and long-term standby loans, as these loans are fully insured. The Corporation records a reserve for unfunded lending commitments for the ECL associated with the undrawn portion of the Corporation's HELOCs, which can only be canceled by the Corporation if certain criteria are met. The ECL associated with these unfunded lending commitments is calculated using the same models and methodologies noted above and incorporate utilization assumptions at time of default.

For loans that are more than 180 days past due and collateral-dependent TDRs, the Corporation bases the allowance on the estimated fair value of the underlying collateral as of the reporting date less costs to sell. The fair value of the collateral securing these loans is generally determined using an automated valuation model (AVM) that estimates the value of a property by reference to market data including sales of comparable properties and price trends specific to the Metropolitan Statistical Area in which the property being valued is located. In the event that an AVM value is not available, the Corporation utilizes publicized indices or if these methods provide less reliable valuations, the Corporation uses appraisals or broker price opinions to estimate the fair value of the collateral. While there is inherent imprecision in these valuations, the Corporation believes that they are representative of this portfolio in the aggregate.

For loans that are more than 180 days past due and collateral-dependent TDRs, with the exception of the Corporation's fully insured portfolio, the outstanding balance of loans that is in excess of the estimated property value after adjusting for costs to sell is charged off. If the estimated property value decreases in periods subsequent to the initial charge-off, the Corporation will record an additional charge-off; however, if the value increases in periods subsequent to the charge-off, the Corporation will adjust the allowance to account for the increase but not to a level above the cumulative charge-off amount.

Credit Cards and Other Consumer

Credit cards are revolving lines of credit without a defined maturity date. The estimated life of a credit card receivable is determined by estimating the amount and timing of expected future payments (e.g., borrowers making full payments, minimum payments or somewhere in between) that it will take for a receivable balance to pay off. The ECL on the future payments incorporates the spending behavior of a borrower through time using key borrower-specific factors and the economic outlook described above. The Corporation applies all expected payments in accordance with the Credit Card Accountability Responsibility and Disclosure Act of 2009 (i.e., paying down the highest interest rate bucket first). Then forecasted future payments are prioritized to pay off the oldest balance until it is brought to zero or an expected charge-off amount. Unemployment rate outlook, borrower credit score, delinquency status and historical payment behavior are all key inputs into the credit card receivable loss forecasting model. Future draws on the credit card lines are excluded from the ECL as they are unconditionally cancellable.

The ECL for the consumer vehicle lending portfolio is also determined using quantitative methods supplemented with qualitative analysis. The quantitative model estimates ECL giving consideration to key borrower and loan characteristics such as delinquency status, borrower credit score, LTV ratio, underlying collateral type and collateral value.

Commercial

The ECL on commercial loans is forecasted using models that estimate credit losses over the loan's contractual life at an individual loan level. The models use the contractual terms to forecast future principal cash flows while also considering expected prepayments. For open-ended commitments such as revolving lines of credit, changes in funded balance are captured by forecasting a borrower's draw and payment behavior over the remaining life of the commitment. For loans collateralized with commercial real estate and for which the underlying asset is the primary source of repayment, the loss forecasting models consider key loan and customer attributes such as LTV ratio, net operating income and debt service coverage, and captures variations in behavior according to property type and region. The outlook on the unemployment rate, gross domestic product, and forecasted real estate prices are utilized to determine indicators such as rent levels and vacancy rates, which impact the ECL estimate. For all other commercial loans and leases, the loss forecasting model determines the probabilities of transition to different credit risk ratings or default at each point over the life of the asset based on the borrower's current credit risk rating, industry sector, size of the exposure and the geographic market. The severity of loss is determined based on the type of collateral securing the exposure, the size of the exposure, the borrower's industry sector, any guarantors and the geographic market. Assumptions of expected loss are conditioned to the economic outlook, and the model considers key economic variables such as unemployment rate, gross domestic product, corporate bond spreads, real estate and other asset prices and equity market returns.

In addition to the allowance for loan and lease losses, the Corporation also estimates ECL related to unfunded lending commitments such as letters of credit, financial guarantees, unfunded bankers acceptances and binding loan commitments, excluding commitments accounted for under the fair value option. Reserves are estimated for the unfunded exposure using the same models and methodologies as the funded exposure and are reported as reserves for unfunded lending commitments.

Nonperforming Loans and Leases, Charge-offs and Delinquencies

Nonperforming loans and leases generally include loans and leases that have been placed on nonaccrual status. Loans accounted for under the fair value option and LHFS are not reported as nonperforming.

In accordance with the Corporation's policies, consumer real estate-secured loans, including residential mortgages and home equity loans, are generally placed on nonaccrual status and classified as nonperforming at 90 days past due unless repayment of the loan is insured by the FHA or through individually insured long-term standby agreements with Fannie Mae (FNMA) or Freddie Mac (FHLMC) (the fully-insured portfolio). Residential mortgage loans in the fully-insured portfolio are not placed on nonaccrual status and, therefore, are not reported as nonperforming. Junior-lien home equity loans are placed on nonaccrual status and classified as nonperforming when the underlying first-lien mortgage loan becomes 90 days past due even if the junior-lien loan is current. The outstanding balance of real estate-secured loans that is in excess of the estimated property value less costs to sell is charged off no later than the end of the month in which the loan becomes 180 days past due unless the loan is fully insured, or for loans in bankruptcy, within 60 days of receipt of notification of filing, with the remaining balance classified as nonperforming.

Consumer loans secured by personal property, credit card loans and other unsecured consumer loans are not placed on nonaccrual status prior to charge-off and, therefore, are not reported as nonperforming loans, except for certain secured consumer loans, including those that have been modified in a TDR. Personal property-secured loans (including auto loans) are charged off to collateral value no later than the end of the month in which the account becomes 120 days past due, or upon repossession of an auto or, for loans in bankruptcy, within 60 days of receipt of notification of filing. Credit card and other unsecured customer loans are charged off no later than the end of the month in which the account becomes 180 days past due, within 60 days after receipt of notification of death or bankruptcy, or upon confirmation of fraud.

Commercial loans and leases, excluding business card loans, that are past due 90 days or more as to principal or interest, or where reasonable doubt exists as to timely collection, including loans that are individually identified as being impaired, are generally placed on nonaccrual status and classified as nonperforming unless well-secured and in the process of collection.

Business card loans are charged off in the same manner as consumer credit card loans. Other commercial loans and leases are generally charged off when all or a portion of the principal amount is determined to be uncollectible.

The entire balance of a consumer loan or commercial loan or lease is contractually delinquent if the minimum payment is not received by the specified due date on the customer's billing statement. Interest and fees continue to accrue on past due loans and leases until the date the loan is placed on nonaccrual status, if applicable. Accrued interest receivable is reversed when loans and leases are placed on nonaccrual status. Interest collections on nonaccruing loans and leases for which the ultimate collectability of principal is uncertain are applied as principal reductions; otherwise, such collections are credited to income when received. Loans and leases may be restored to accrual status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected.

Troubled Debt Restructurings

Consumer and commercial loans and leases whose contractual terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties are classified as TDRs. Concessions could include a reduction in the interest rate to a rate that is below market on the loan, payment extensions, forgiveness of principal, forbearance or other actions designed to maximize collections. Loans that are carried at fair value and LHFS are not classified as TDRs.

Loans and leases whose contractual terms have been modified in a TDR and are current at the time of restructuring may remain on accrual status if there is demonstrated performance prior to the restructuring and payment in full under the restructured terms is expected. Otherwise, the loans are placed on nonaccrual status and reported as nonperforming, except for fully-insured consumer real estate loans, until there is sustained repayment performance for a reasonable period, generally six months. If accruing TDRs cease to perform in accordance with their modified contractual terms, they are placed on nonaccrual status and reported as nonperforming TDRs.

Secured consumer loans that have been discharged in Chapter 7 bankruptcy and have not been reaffirmed by the borrower are classified as TDRs at the time of discharge. Such loans are placed on nonaccrual status and written down to the estimated collateral value less costs to sell no later than at the time of discharge. If these loans are contractually current, interest collections are generally recorded in interest income on a cash basis. Consumer real estate-secured loans for which a binding offer to restructure has been extended are also classified as TDRs. Credit card and other unsecured consumer loans that have been renegotiated in a TDR generally remain on accrual status until the loan is either paid in full or charged off, which occurs no later than the end of the month in which the loan becomes 180 days past due or, for loans that have been placed on a fixed payment plan, 120 days past due.

A loan that had previously been modified in a TDR and is subsequently refinanced under current underwriting standards at a market rate with no concessionary terms is accounted for as a new loan and is no longer reported as a TDR.

COVID-19 Programs

The Corporation has implemented various consumer and commercial loan modification programs to provide its borrowers relief from the economic impacts of the COVID-19 pandemic (the pandemic). In accordance with the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), the Corporation has elected to not apply TDR classification to eligible COVID-19 related loan modifications that were performed after March 1, 2020 to loans that were current as of December 31, 2019. Accordingly, these restructurings are not classified as TDRs. The availability of this election expires upon the earlier of January 1, 2022 or 60 days after the national emergency related to COVID-19 terminates. In addition, for loans modified in response to the pandemic that do not meet the above criteria (e.g., current payment status at December 31, 2019), the Corporation is applying the guidance included in an interagency statement issued by the bank regulatory agencies. This guidance states that loan modifications performed in light of the pandemic, including loan payment deferrals that are up to six months in duration, that were granted to borrowers who were current as of the implementation date of a loan modification program or modifications granted under government mandated modification programs, are not TDRs. For loan modifications that include a payment deferral and are not TDRs, the borrowers' past due and nonaccrual status have not been impacted during the deferral period. The Corporation has continued to accrue interest during the deferral period using a constant effective yield method. For most mortgage, HELOC and commercial loan modifications, the contractual interest that accrued during the deferral period is payable at the maturity of the loan. The Corporation includes these amounts with the unpaid principal balance when computing its allowance for credit losses. Amounts that are subsequently deemed uncollectible are written off against the allowance for credit losses.

Loans Held-for-sale

Loans that the Corporation intends to sell in the foreseeable future, including residential mortgages, loan syndications, and to a lesser degree, commercial real estate, consumer finance and other loans, are reported as LHFS and are carried at the lower of aggregate cost or fair value. The Corporation accounts for certain LHFS, including residential mortgage LHFS, under the fair value option. Loan origination costs for LHFS carried at the lower of cost or fair value are capitalized as part of the carrying value of the loans and, upon the sale of a loan, are recognized as part of the gain or loss in noninterest income. LHFS that are on nonaccrual status and are reported as nonperforming, as defined in the policy herein, are reported separately from nonperforming loans and leases.

Premises and Equipment

Premises and equipment are carried at cost less accumulated depreciation and amortization. Depreciation and amortization are recognized using the straight-line method over the estimated useful lives of the assets. Estimated lives range up to 40 years for buildings, up to 12 years for furniture and equipment, and the shorter of lease term or estimated useful life for leasehold improvements.

Other Assets

For the Corporation’s financial assets that are measured at amortized cost and are not included in debt securities or loans and leases on the Consolidated Balance Sheet, the Corporation evaluates these assets for ECL using various techniques. For assets that are subject to collateral maintenance provisions, including federal funds sold and securities borrowed or purchased under agreements to resell, where the collateral consists of daily margining of liquid and marketable assets where the margining is expected to be maintained into the foreseeable future, the expected losses are assumed to be zero. For all other assets, the Corporation performs qualitative analyses, including consideration of historical losses and current economic conditions, to estimate any ECL which are then included in a valuation account that is recorded as a contra-asset against the amortized cost basis of the financial asset.

Lessee Arrangements

Substantially all of the Corporation's lessee arrangements are operating leases. Under these arrangements, the Corporation records right-of-use assets and lease liabilities at lease commencement. Right-of-use assets are reported in other assets on the Consolidated Balance Sheet, and the related lease liabilities are reported in accrued expenses and other liabilities. All leases are recorded on the Consolidated Balance Sheet except leases with an initial term less than 12 months for which the Corporation made the short-term lease election. Lease expense is recognized on a straight-line basis over the lease term and is recorded in occupancy and equipment expense in the Consolidated Statement of Income.

The Corporation made an accounting policy election not to separate lease and non-lease components of a contract that is or contains a lease for its real estate and equipment leases. As such, lease payments represent payments on both lease and non-lease components. At lease commencement, lease liabilities are recognized based on the present value of the remaining lease payments and discounted using the Corporation's incremental borrowing rate. Right-of-use assets initially equal the lease liability, adjusted for any lease payments made prior to lease commencement and for any lease incentives.

Goodwill and Intangible Assets

Goodwill is the purchase premium after adjusting for the fair value of net assets acquired. Goodwill is not amortized but is reviewed for potential impairment on an annual basis, or when events or circumstances indicate a potential impairment, at the reporting unit level. A reporting unit is a business segment or one level below a business segment.

The Corporation assesses the fair value of each reporting unit against its carrying value, including goodwill, as measured by allocated equity. For purposes of goodwill impairment testing, the Corporation utilizes allocated equity as a proxy for the carrying value of its reporting units. Allocated equity in the reporting units is comprised of allocated capital plus capital for the portion of goodwill and intangibles specifically assigned to the reporting unit.

In performing its goodwill impairment testing, the Corporation first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. Qualitative factors include, among other things, macroeconomic conditions, industry and market considerations, financial performance of the respective reporting unit and other relevant entity- and reporting-unit specific considerations.

If the Corporation concludes it is more likely than not that the fair value of a reporting unit is less than its carrying value, a quantitative assessment is performed. The Corporation has an unconditional option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the quantitative goodwill impairment test. The Corporation may resume performing the qualitative assessment in any subsequent period.

When performing the quantitative assessment, if the fair value of the reporting unit exceeds its carrying value, goodwill of the reporting unit would not be considered impaired. If the carrying value of the reporting unit exceeds its fair value, a goodwill impairment loss would be recognized for the amount by which the reporting unit's allocated equity exceeds its fair value. An impairment loss recognized cannot exceed the amount of goodwill assigned to a reporting unit. An impairment loss establishes a new basis in the goodwill, and subsequent reversals of goodwill impairment losses are not permitted under applicable accounting guidance.

For intangible assets subject to amortization, an impairment loss is recognized if the carrying value of the intangible asset is not recoverable and exceeds fair value. The carrying value of the intangible asset is considered not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use of the asset. Intangible assets deemed to have indefinite useful lives are not subject to amortization. An impairment loss is recognized if the carrying value of the intangible asset with an indefinite life exceeds its fair value.

Variable Interest Entities

A VIE is an entity that lacks equity investors or whose equity investors do not have a controlling financial interest in the entity through their equity investments. The Corporation consolidates a VIE if it has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and an obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. On a quarterly basis, the Corporation reassesses its involvement with the VIE and evaluates the impact of changes in governing documents and its financial interests in the VIE. The consolidation status of the VIEs with which the Corporation is involved may change as a result of such reassessments.

The Corporation primarily uses VIEs for its securitization activities, in which the Corporation transfers whole loans or debt securities into a trust or other vehicle. When the Corporation is the servicer of whole loans held in a securitization trust, including non-agency residential mortgages, home equity loans, credit cards, and other loans, the Corporation has the power to direct the most significant activities of the trust. The Corporation generally does not have the power to direct the most significant activities of a residential mortgage agency trust except in certain circumstances in which the Corporation holds substantially all of the issued securities and has the unilateral right to liquidate the trust. The power to direct the most significant activities of a commercial mortgage securitization trust is typically held by the special servicer or by the party holding specific subordinate securities which embody certain controlling rights. The Corporation consolidates a whole-loan securitization trust if it has the power to direct the most significant activities and also holds securities issued by the trust or has other contractual arrangements, other than standard representations and warranties, that could potentially be significant to the trust.

The Corporation may also transfer trading account securities and AFS securities into municipal bond or resecuritization trusts. The Corporation consolidates a municipal bond or resecuritization trust if it has control over the ongoing activities of the trust such as the remarketing of the trust's liabilities or, if there are no ongoing activities, sole discretion over the design of the trust, including the identification of securities to be transferred in and the structure of securities to be issued, and also retains securities or has liquidity or other commitments that could potentially be significant to the trust. The Corporation does not consolidate a municipal bond or resecuritization trust if one or a limited number of third-party investors share responsibility for the design of the trust or have control over the significant activities of the trust through liquidation or other substantive rights.

Other VIEs used by the Corporation include collateralized debt obligations (CDOs), investment vehicles created on behalf of customers and other investment vehicles. The Corporation does not routinely serve as collateral manager for CDOs and, therefore, does not typically have the power to direct the activities that most significantly impact the economic performance of a CDO. However, following an event of default, if the Corporation is a majority holder of senior securities issued by a CDO and acquires the power to manage its assets, the Corporation consolidates the CDO.

The Corporation consolidates a customer or other investment vehicle if it has control over the initial design of the vehicle or manages the assets in the vehicle and also absorbs potentially significant gains or losses through an investment in the vehicle, derivative contracts or other arrangements. The Corporation does not consolidate an investment vehicle if a single investor controlled the initial design of the vehicle or manages the assets in the vehicles or if the Corporation does not have a variable interest that could potentially be significant to the vehicle.

Retained interests in securitized assets are initially recorded at fair value. In addition, the Corporation may invest in debt securities issued by unconsolidated VIEs. Fair values of these debt securities, which are classified as trading account assets, debt securities carried at fair value or HTM securities, are based primarily on quoted market prices in active or inactive markets. Generally, quoted market prices for retained residual interests are not available; therefore, the Corporation estimates fair values based on the present value of the associated expected future cash flows.

Fair Value

The Corporation measures the fair values of its assets and liabilities, where applicable, in accordance with accounting guidance that requires an entity to base fair value on exit price. Under this guidance, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs in measuring fair value. Under applicable accounting standards, fair value measurements are categorized into one of three levels based on the inputs to the valuation technique with the highest priority given to unadjusted quoted prices in active markets and the lowest priority given to unobservable inputs. The Corporation categorizes its fair value measurements of financial instruments based on this three-level hierarchy.

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as certain U.S. Treasury securities that are highly liquid and are actively traded in OTC markets.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts where fair value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes U.S. government and agency mortgage-backed (MBS) and asset-backed securities (ABS), corporate debt securities, derivative contracts, certain loans and LHFS.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the overall fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments for which the determination of fair value requires significant management judgment or estimation. The fair value for such assets and liabilities is generally determined using pricing models, discounted cash flow methodologies or similar techniques that incorporate the assumptions a market participant would use in pricing the asset or liability. This category generally includes retained residual interests in securitizations, consumer MSRs, certain ABS, highly structured, complex or long-dated derivative contracts, certain loans and LHFS, IRLCs and certain CDOs where independent pricing information cannot be obtained for a significant portion of the underlying assets.

Income Taxes

There are two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period. Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. These gross deferred tax assets and liabilities represent decreases or increases in taxes expected to be paid in the future because of future reversals of temporary differences in the bases of assets and liabilities as measured by tax laws and their bases as reported in the financial statements. Deferred tax assets are also recognized for tax attributes such as net operating loss carryforwards and tax credit carryforwards. Valuation allowances are recorded to reduce deferred tax assets to the amounts management concludes are more likely than not to be realized.

Income tax benefits are recognized and measured based upon a two-step model: first, a tax position must be more likely than not to be sustained based solely on its technical merits in order to be recognized, and second, the benefit is measured as the largest dollar amount of that position that is more likely than not to be sustained upon settlement. The difference between the benefit recognized and the tax benefit claimed on a tax return is referred to as an unrecognized tax benefit. The Corporation records income tax-related interest and penalties, if applicable, within income tax expense.

Revenue Recognition

The following summarizes the Corporation’s revenue recognition accounting policies for certain noninterest income activities.

Card Income

Card income includes annual, late and over-limit fees as well as interchange, cash advances and other miscellaneous items from credit and debit card transactions and from processing card transactions for merchants. Card income is presented net of direct costs. Interchange fees are recognized upon settlement of the credit and debit card payment transactions and are generally determined on a percentage basis for credit cards and fixed rates for debit cards based on the corresponding payment network’s rates. Substantially all card fees are recognized at the transaction date, except for certain time-based fees such as annual fees, which are recognized over 12 months. Fees charged to cardholders and merchants that are estimated to be uncollectible are reserved in the allowance for loan and lease losses. Included in direct cost are rewards and credit card partner payments. Rewards paid to cardholders are related to points earned by the cardholder that can be redeemed for a broad range of rewards including cash, travel and gift cards. The points to be redeemed are estimated based on past redemption behavior, card product type, account transaction activity and other historical card performance. The liability is reduced as the points are redeemed. The Corporation also makes payments to credit card partners. The payments are based on revenue-sharing agreements that are generally driven by cardholder transactions and partner sales volumes. As part of the revenue-sharing agreements, the credit card partner provides the Corporation exclusive rights to market to the credit card partner's members or customers on behalf of the Corporation.

Service Charges

Service charges include deposit and lending-related fees. Deposit-related fees consist of fees earned on consumer and commercial deposit activities and are generally recognized when the transactions occur or as the service is performed. Consumer fees are earned on consumer deposit accounts for account maintenance and various transaction-based services, such as ATM transactions, wire transfer activities, check and money order processing and insufficient funds/overdraft transactions. Commercial deposit-related fees are from the Corporation's Global Transaction Services business and consist of commercial deposit and treasury management services, including account maintenance and other services, such as payroll, sweep account and other cash management services. Lending-related fees generally represent transactional fees earned from certain loan commitments, financial guarantees and SBLCs.

Investment and Brokerage Services

Investment and brokerage services consist of asset management and brokerage fees. Asset management fees are earned from the management of client assets under advisory agreements or the full discretion of the Corporation's financial advisors (collectively referred to as assets under management (AUM)). Asset management fees are earned as a percentage of the client's AUM and generally range from 50 basis points (bps) to 150 bps of the AUM. In cases where a third party is used to obtain a client's investment allocation, the fee remitted to the third party is recorded net and is not reflected in the transaction price, as the Corporation is an agent for those services.

Brokerage fees include income earned from transaction-based services that are performed as part of investment management services and are based on a fixed price per unit or as a percentage of the total transaction amount. Brokerage fees also include distribution fees and sales commissions that are primarily in the *Global Wealth & Investment Management* (*GWIM*) segment and are earned over time. In addition, primarily in the *Global Markets* segment, brokerage fees are earned when the Corporation fills customer orders to buy or sell various financial products or when it acknowledges, affirms, settles and clears transactions and/or submits trade information to the appropriate clearing broker. Certain customers pay brokerage, clearing and/or exchange fees imposed by relevant regulatory bodies or exchanges in order to execute or clear trades. These fees are recorded net and are not reflected in the transaction price, as the Corporation is an agent for those services.

Investment Banking Income

Investment banking income includes underwriting income and financial advisory services income. Underwriting consists of fees earned for the placement of a customer's debt or equity securities. The revenue is generally earned based on a percentage of the fixed number of shares or principal placed. Once the number of shares or notes is determined and the service is completed, the underwriting fees are recognized. The Corporation incurs certain out-of-pocket expenses, such as legal costs, in performing these services. These expenses are recovered through the revenue the Corporation earns from the customer and are included in operating expenses. Syndication fees represent fees earned as the agent or lead lender responsible for structuring, arranging and administering a loan syndication.

Financial advisory services consist of fees earned for assisting clients with transactions related to mergers and acquisitions and financial restructurings. Revenue varies depending on the size of the transaction and scope of services performed and is generally contingent on successful completion of the transaction. Revenue is typically recognized once the transaction is completed and all services have been rendered. Additionally, the Corporation may earn a fixed fee in merger and acquisition transactions to provide a fairness opinion, with the fees recognized when the opinion is delivered to the client.

Other Revenue Measurement and Recognition Policies

The Corporation did not disclose the value of any open performance obligations at December 31, 2020, as its contracts with customers generally have a fixed term that is less than one year, an open term with a cancellation period that is less than one year, or provisions that allow the Corporation to recognize revenue at the amount it has the right to invoice.

Earnings Per Common Share

Earnings per common share (EPS) is computed by dividing net income allocated to common shareholders by the weighted-average common shares outstanding, excluding unvested common shares subject to repurchase or cancellation. Net income allocated to common shareholders is net income adjusted for preferred stock dividends including dividends declared, accretion of discounts on preferred stock including accelerated accretion when preferred stock is repaid early, and cumulative dividends related to the current dividend period that have not been declared as of period end, less income allocated to participating securities. Diluted EPS is computed by dividing income allocated to common shareholders plus dividends on dilutive convertible preferred stock and preferred stock that can be tendered to exercise warrants, by the weighted-average common shares outstanding plus amounts representing the dilutive effect of stock options outstanding, restricted stock, restricted stock units (RSUs), outstanding warrants and the dilution resulting from the conversion of convertible preferred stock, if applicable.

Foreign Currency Translation

Assets, liabilities and operations of foreign branches and subsidiaries are recorded based on the functional currency of each entity. When the functional currency of a foreign operation is the local currency, the assets, liabilities and operations are translated, for consolidation purposes, from the local currency to the U.S. dollar reporting currency at period-end rates for assets and liabilities and generally at average rates for results of operations. The resulting unrealized gains and losses are reported as a component of accumulated OCI, net-of-tax. When the foreign entity's functional currency is the U.S. dollar, the resulting remeasurement gains or losses on foreign currency-denominated assets or liabilities are included in earnings.

Paycheck Protection Program

The Corporation is participating in the Paycheck Protection Program (PPP), which is a loan program that originated from the CARES Act and was subsequently expanded by the Paycheck Protection Program and Health Care Enhancement Act. The PPP is designed to provide U.S. small businesses with cash-flow assistance through loans fully guaranteed by the Small

Business Administration (SBA). If the borrower meets certain criteria and uses the proceeds towards certain eligible expenses, the borrower's obligation to repay the loan can be forgiven up to the full principal amount of the loan and any accrued interest. Upon borrower forgiveness, the SBA pays the Corporation for the principal and accrued interest owed on the loan. If the full principal of the loan is not forgiven, the loan will operate according to the original loan terms with the 100 percent SBA guaranty remaining. As of December 31, 2020, the Corporation had approximately 332,000 PPP loans with a carrying value of $22.7 billion. As compensation for originating the loans, the Corporation received lender processing fees from the SBA, which are capitalized, along with the loan origination costs, and will be amortized over the loans' contractual lives and recognized as interest income. Upon forgiveness of a loan and repayment by the SBA, any unrecognized net capitalized fees and costs related to the loan will be recognized as interest income in that period.

NOTE 2 Net Interest Income and Noninterest Income

The table below presents the Corporation's net interest income and noninterest income disaggregated by revenue source for 2020, 2019 and 2018. For more information, see *Note 1 – Summary of Significant Accounting Principles.* For a disaggregation of noninterest income by business segment and *All Other*, see *Note 23 – Business Segment Information*.

(Dollars in millions)	2020	2019	2018
Net interest income			
Interest income			
Loans and leases	**$ 34,029**	$ 43,086	$ 40,811
Debt securities	**9,790**	11,806	11,724
Federal funds sold and securities borrowed or purchased under agreements to resell	**903**	4,843	3,176
Trading account assets	**4,128**	5,196	4,811
Other interest income	**2,735**	6,305	6,247
Total interest income	**51,585**	71,236	66,769
Interest expense			
Deposits	**1,943**	7,188	4,495
Short-term borrowings	**987**	7,208	5,839
Trading account liabilities	**974**	1,249	1,358
Long-term debt	**4,321**	6,700	6,915
Total interest expense	**8,225**	22,345	18,607
Net interest income	**$ 43,360**	$ 48,891	$ 48,162
Noninterest income			
Fees and commissions			
Card income			
Interchange fees [1]	**$ 3,954**	$ 3,834	$ 3,866
Other card income	**1,702**	1,963	1,958
Total card income	**5,656**	5,797	5,824
Service charges			
Deposit-related fees	**5,991**	6,588	6,667
Lending-related fees	**1,150**	1,086	1,100
Total service charges	**7,141**	7,674	7,767
Investment and brokerage services			
Asset management fees	**10,708**	10,241	10,189
Brokerage fees	**3,866**	3,661	3,971
Total investment and brokerage services	**14,574**	13,902	14,160
Investment banking fees			
Underwriting income	**4,698**	2,998	2,722
Syndication fees	**861**	1,184	1,347
Financial advisory services	**1,621**	1,460	1,258
Total investment banking fees	**7,180**	5,642	5,327
Total fees and commissions	**34,551**	33,015	33,078
Market making and similar activities	**8,355**	9,034	9,008
Other income (loss)	**(738)**	304	772
Total noninterest income	**$ 42,168**	$ 42,353	$ 42,858

[1] Gross interchange fees were $9.2 billion, $10.0 billion and $9.5 billion for 2020, 2019 and 2018, respectively, and are presented net of $5.5 billion, $6.2 billion and $5.6 billion of expenses for rewards and partner payments as well as certain other card costs for the same periods.

NOTE 3 Derivatives

Derivative Balances

Derivatives are entered into on behalf of customers, for trading or to support risk management activities. Derivatives used in risk management activities include derivatives that may or may not be designated in qualifying hedge accounting relationships. Derivatives that are not designated in qualifying hedge accounting relationships are referred to as other risk management derivatives. For more information on the Corporation's derivatives and hedging activities, see *Note 1 – Summary of Significant Accounting Principles.* The following tables present derivative instruments included on the Consolidated Balance Sheet in derivative assets and liabilities at December 31, 2020 and 2019. Balances are presented on a gross basis, prior to the application of counterparty and cash collateral netting. Total derivative assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements and have been reduced by cash collateral received or paid.

	December 31, 2020						
		Gross Derivative Assets			Gross Derivative Liabilities		
(Dollars in billions)	Contract/ Notional [1]	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total
Interest rate contracts							
Swaps	$ 13,242.8	$ 199.9	$ 10.9	$ 210.8	$ 209.3	$ 1.3	$ 210.6
Futures and forwards	3,222.2	3.5	0.1	3.6	3.6	—	3.6
Written options	1,530.5	—	—	—	40.5	—	40.5
Purchased options	1,545.8	45.3	—	45.3	—	—	—
Foreign exchange contracts							
Swaps	1,475.8	37.1	0.3	37.4	39.7	0.6	40.3
Spot, futures and forwards	3,710.7	53.4	—	53.4	54.5	0.5	55.0
Written options	289.6	—	—	—	4.8	—	4.8
Purchased options	279.3	5.0	—	5.0	—	—	—
Equity contracts							
Swaps	320.2	13.3	—	13.3	14.5	—	14.5
Futures and forwards	106.2	0.3	—	0.3	1.4	—	1.4
Written options	599.1	—	—	—	48.8	—	48.8
Purchased options	541.2	52.6	—	52.6	—	—	—
Commodity contracts							
Swaps	36.4	1.9	—	1.9	4.4	—	4.4
Futures and forwards	63.6	2.0	—	2.0	1.0	—	1.0
Written options	24.6	—	—	—	1.4	—	1.4
Purchased options	24.7	1.5	—	1.5	—	—	—
Credit derivatives [2]							
Purchased credit derivatives:							
Credit default swaps	322.7	2.3	—	2.3	4.4	—	4.4
Total return swaps/options	63.6	0.2	—	0.2	1.0	—	1.0
Written credit derivatives:							
Credit default swaps	301.5	4.4	—	4.4	1.9	—	1.9
Total return swaps/options	68.6	0.6	—	0.6	0.4	—	0.4
Gross derivative assets/liabilities		$ 423.3	$ 11.3	$ 434.6	$ 431.6	$ 2.4	$ 434.0
Less: Legally enforceable master netting agreements				(344.9)			(344.9)
Less: Cash collateral received/paid				(42.5)			(43.6)
Total derivative assets/liabilities				$ 47.2			$ 45.5

(1) Represents the total contract/notional amount of derivative assets and liabilities outstanding.
(2) The net derivative asset (liability) and notional amount of written credit derivatives for which the Corporation held purchased credit derivatives with identical underlying referenced names were $2.2 billion and $269.8 billion at December 31, 2020.

		December 31, 2019					
		Gross Derivative Assets			Gross Derivative Liabilities		
(Dollars in billions)	Contract/ Notional [(1)]	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total
Interest rate contracts							
Swaps	$ 15,074.4	$ 162.0	$ 9.7	$ 171.7	$ 168.5	$ 0.4	$ 168.9
Futures and forwards	3,279.8	1.0	—	1.0	1.0	—	1.0
Written options	1,767.7	—	—	—	32.5	—	32.5
Purchased options	1,673.6	37.4	—	37.4	—	—	—
Foreign exchange contracts							
Swaps	1,657.7	30.3	0.7	31.0	31.7	0.9	32.6
Spot, futures and forwards	3,792.7	35.9	0.1	36.0	38.7	0.3	39.0
Written options	274.3	—	—	—	3.8	—	3.8
Purchased options	261.6	4.0	—	4.0	—	—	—
Equity contracts							
Swaps	315.0	6.5	—	6.5	8.1	—	8.1
Futures and forwards	125.1	0.3	—	0.3	1.1	—	1.1
Written options	731.1	—	—	—	34.6	—	34.6
Purchased options	668.6	42.4	—	42.4	—	—	—
Commodity contracts							
Swaps	42.0	2.1	—	2.1	4.4	—	4.4
Futures and forwards	61.3	1.7	—	1.7	0.4	—	0.4
Written options	33.2	—	—	—	1.4	—	1.4
Purchased options	37.9	1.4	—	1.4	—	—	—
Credit derivatives [(2)]							
Purchased credit derivatives:							
Credit default swaps	321.6	2.7	—	2.7	5.6	—	5.6
Total return swaps/options	86.6	0.4	—	0.4	1.3	—	1.3
Written credit derivatives:							
Credit default swaps	300.2	5.4	—	5.4	2.0	—	2.0
Total return swaps/options	86.2	0.8	—	0.8	0.4	—	0.4
Gross derivative assets/liabilities		$ 334.3	$ 10.5	$ 344.8	$ 335.5	$ 1.6	$ 337.1
Less: Legally enforceable master netting agreements				(270.4)			(270.4)
Less: Cash collateral received/paid				(33.9)			(28.5)
Total derivative assets/liabilities				$ 40.5			$ 38.2

(1) Represents the total contract/notional amount of derivative assets and liabilities outstanding.
(2) The net derivative asset (liability) and notional amount of written credit derivatives for which the Corporation held purchased credit derivatives with identical underlying referenced names were $2.8 billion and $309.7 billion at December 31, 2019.

Offsetting of Derivatives

The Corporation enters into International Swaps and Derivatives Association, Inc. (ISDA) master netting agreements or similar agreements with substantially all of the Corporation's derivative counterparties. Where legally enforceable, these master netting agreements give the Corporation, in the event of default by the counterparty, the right to liquidate securities held as collateral and to offset receivables and payables with the same counterparty. For purposes of the Consolidated Balance Sheet, the Corporation offsets derivative assets and liabilities and cash collateral held with the same counterparty where it has such a legally enforceable master netting agreement.

The following table presents derivative instruments included in derivative assets and liabilities on the Consolidated Balance Sheet at December 31, 2020 and 2019 by primary risk (e.g., interest rate risk) and the platform, where applicable, on which these derivatives are transacted. Balances are presented on a gross basis, prior to the application of counterparty and cash collateral netting. Total gross derivative assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements which include reducing the balance for counterparty netting and cash collateral received or paid.

For more information on offsetting of securities financing agreements, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash*.

Offsetting of Derivatives [1]

(Dollars in billions)	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
	December 31, 2020		December 31, 2019	
Interest rate contracts				
Over-the-counter	$ **247.7**	$ **243.5**	$ 203.1	$ 196.6
Exchange-traded	**—**	**—**	0.1	0.1
Over-the-counter cleared	**10.2**	**9.1**	6.0	5.3
Foreign exchange contracts				
Over-the-counter	**92.2**	**96.5**	69.2	73.1
Over-the-counter cleared	**1.4**	**1.3**	0.5	0.5
Equity contracts				
Over-the-counter	**31.3**	**28.3**	21.3	17.8
Exchange-traded	**32.3**	**31.0**	26.4	22.8
Commodity contracts				
Over-the-counter	**3.5**	**5.0**	2.8	4.2
Exchange-traded	**0.7**	**0.7**	0.8	0.8
Over-the-counter cleared	**—**	**—**	—	0.1
Credit derivatives				
Over-the-counter	**5.2**	**5.6**	6.4	6.6
Over-the-counter cleared	**2.2**	**1.9**	2.5	2.2
Total gross derivative assets/liabilities, before netting				
Over-the-counter	**379.9**	**378.9**	302.8	298.3
Exchange-traded	**33.0**	**31.7**	27.3	23.7
Over-the-counter cleared	**13.8**	**12.3**	9.0	8.1
Less: Legally enforceable master netting agreements and cash collateral received/paid				
Over-the-counter	**(345.7)**	**(347.2)**	(274.7)	(269.3)
Exchange-traded	**(29.5)**	**(29.5)**	(21.5)	(21.5)
Over-the-counter cleared	**(12.2)**	**(11.8)**	(8.1)	(8.1)
Derivative assets/liabilities, after netting	**39.3**	**34.4**	34.8	31.2
Other gross derivative assets/liabilities [2]	**7.9**	**11.1**	5.7	7.0
Total derivative assets/liabilities	**47.2**	**45.5**	40.5	38.2
Less: Financial instruments collateral [3]	**(16.1)**	**(16.6)**	(14.6)	(16.1)
Total net derivative assets/liabilities	$ **31.1**	$ **28.9**	$ 25.9	$ 22.1

(1) OTC derivatives include bilateral transactions between the Corporation and a particular counterparty. OTC-cleared derivatives include bilateral transactions between the Corporation and a counterparty where the transaction is cleared through a clearinghouse. Exchange-traded derivatives include listed options transacted on an exchange.
(2) Consists of derivatives entered into under master netting agreements where the enforceability of these agreements is uncertain under bankruptcy laws in some countries or industries.
(3) Amounts are limited to the derivative asset/liability balance and, accordingly, do not include excess collateral received/pledged. Financial instruments collateral includes securities collateral received or pledged and cash securities held and posted at third-party custodians that are not offset on the Consolidated Balance Sheet but shown as a reduction to derive net derivative assets and liabilities.

ALM and Risk Management Derivatives

The Corporation's ALM and risk management activities include the use of derivatives to mitigate risk to the Corporation including derivatives designated in qualifying hedge accounting relationships and derivatives used in other risk management activities. Interest rate, foreign exchange, equity, commodity and credit contracts are utilized in the Corporation's ALM and risk management activities.

The Corporation maintains an overall interest rate risk management strategy that incorporates the use of interest rate contracts, which are generally non-leveraged generic interest rate and basis swaps, options, futures and forwards, to minimize significant fluctuations in earnings caused by interest rate volatility. The Corporation's goal is to manage interest rate sensitivity and volatility so that movements in interest rates do not significantly adversely affect earnings or capital. As a result of interest rate fluctuations, hedged fixed-rate assets and liabilities appreciate or depreciate in fair value. Gains or losses on the derivative instruments that are linked to the hedged fixed-rate assets and liabilities are expected to substantially offset this unrealized appreciation or depreciation.

Market risk, including interest rate risk, can be substantial in the mortgage business. Market risk in the mortgage business is the risk that values of mortgage assets or revenues will be adversely affected by changes in market conditions such as interest rate movements. To mitigate the interest rate risk in mortgage banking production income, the Corporation utilizes forward loan sale commitments and other derivative instruments, including purchased options, and certain debt securities. The Corporation also utilizes derivatives such as interest rate options, interest rate swaps, forward settlement contracts and eurodollar futures to hedge certain market risks of MSRs.

The Corporation uses foreign exchange contracts to manage the foreign exchange risk associated with certain foreign currency-denominated assets and liabilities, as well as the Corporation's investments in non-U.S. subsidiaries. Exposure to loss on these contracts will increase or decrease over their respective lives as currency exchange and interest rates fluctuate.

The Corporation purchases credit derivatives to manage credit risk related to certain funded and unfunded credit exposures. Credit derivatives include credit default swaps (CDS), total return swaps and swaptions. These derivatives are recorded on the Consolidated Balance Sheet at fair value with changes in fair value recorded in other income.

Derivatives Designated as Accounting Hedges

The Corporation uses various types of interest rate and foreign exchange derivative contracts to protect against changes in the fair value of its assets and liabilities due to fluctuations in interest rates and exchange rates (fair value hedges). The Corporation also uses these types of contracts to protect against changes in the cash flows of its assets and liabilities, and other forecasted transactions (cash flow hedges). The Corporation hedges its net investment in consolidated non-U.S. operations determined to have functional currencies other than the U.S. dollar using forward exchange contracts and cross-currency basis swaps, and by issuing foreign currency-denominated debt (net investment hedges).

Fair Value Hedges

The following table summarizes information related to fair value hedges for 2020, 2019 and 2018.

Gains and Losses on Derivatives Designated as Fair Value Hedges

	Derivative			Hedged Item		
(Dollars in millions)	**2020**	2019	2018	**2020**	2019	2018
Interest rate risk on long-term debt [1]	**$ 7,091**	$ 6,113	$ (1,538)	**$ (7,220)**	$ (6,110)	$ 1,429
Interest rate and foreign currency risk on long-term debt [2]	**783**	119	(1,187)	**(783)**	(101)	1,079
Interest rate risk on available-for-sale securities [3]	**(44)**	(102)	(52)	**49**	98	50
Total	**$ 7,830**	$ 6,130	$ (2,777)	**$ (7,954)**	$ (6,113)	$ 2,558

(1) Amounts are recorded in interest expense in the Consolidated Statement of Income.
(2) In 2020, 2019 and 2018, the derivative amount includes gains (losses) of $701 million, $73 million and $(116) million in interest expense, $73 million, $28 million and $(992) million in market making and similar activities, and $9 million, $18 million and $(79) million in accumulated OCI, respectively. Line item totals are in the Consolidated Statement of Income and on the Consolidated Balance Sheet.
(3) Amounts are recorded in interest income in the Consolidated Statement of Income.

The table below summarizes the carrying value of hedged assets and liabilities that are designated and qualifying in fair value hedging relationships along with the cumulative amount of fair value hedging adjustments included in the carrying value that have been recorded in the current hedging relationships. These fair value hedging adjustments are open basis adjustments that are not subject to amortization as long as the hedging relationship remains designated.

Designated Fair Value Hedged Assets (Liabilities)

	Carrying Value	**Cumulative Fair Value Adjustments [1]**	Carrying Value	Cumulative Fair Value Adjustments [1]
(Dollars in millions)	**December 31, 2020**		December 31, 2019	
Long-term debt [2]	**$ (150,556)**	**$ (8,910)**	$ (162,389)	$ (8,685)
Available-for-sale debt securities [2, 3, 4]	**116,252**	**114**	1,654	64
Trading account assets [5]	**427**	**15**	—	—

(1) For assets, increase (decrease) to carrying value and for liabilities, (increase) decrease to carrying value.
(2) At December 31, 2020 and 2019, the cumulative fair value adjustments remaining on long-term debt and AFS debt securities from discontinued hedging relationships resulted in an (increase) decrease in the related liability of $(3.7) billion and $1.3 billion and an increase (decrease) in the related asset of $(69) million and $8 million, which are being amortized over the remaining contractual life of the de-designated hedged items.
(3) These amounts include the amortized cost basis of the prepayable financial assets used to designate hedging relationships in which the hedged item is the last layer expected to be remaining at the end of the hedging relationship (i.e. last-of-layer hedging relationship). At December 31, 2020, the amortized cost of the closed portfolios used in these hedging relationships was $34.6 billion, of which $7.0 billion was designated in the last-of-layer hedging relationship. The cumulative basis adjustments associated with these hedging relationships were not significant.
(4) Carrying value represents amortized cost.
(5) Represents hedging activities related to precious metals inventory.

Cash Flow and Net Investment Hedges

The following table summarizes certain information related to cash flow hedges and net investment hedges for 2020, 2019 and 2018. Of the $426 million after-tax net gain ($566 million pretax) on derivatives in accumulated OCI at December 31, 2020, gains of $190 million after-tax ($254 million pretax) related to both open and terminated hedges are expected to be reclassified into earnings in the next 12 months. These net gains reclassified into earnings are expected to primarily increase net interest income related to the respective hedged items. For terminated cash flow hedges, the time period over which the majority of the forecasted transactions are hedged is approximately 3 years, with a maximum length of time for certain forecasted transactions of 16 years.

Gains and Losses on Derivatives Designated as Cash Flow and Net Investment Hedges

	Gains (Losses) Recognized in Accumulated OCI on Derivatives			Gains (Losses) in Income Reclassified from Accumulated OCI		
(Dollars in millions, amounts pretax)	**2020**	2019	2018	**2020**	2019	2018
Cash flow hedges						
Interest rate risk on variable-rate assets [1]	**$ 763**	$ 671	$ (159)	**$ (7)**	$ (104)	$ (165)
Price risk on forecasted MBS purchases [1]	**241**	—	—	**9**	—	—
Price risk on certain compensation plans [2]	**85**	34	4	**12**	(2)	27
Total	**$ 1,089**	$ 705	$ (155)	**$ 14**	$ (106)	$ (138)
Net investment hedges						
Foreign exchange risk [3]	**$ (834)**	$ 22	$ 989	**$ 4**	$ 366	$ 411

(1) Amounts reclassified from accumulated OCI are recorded in interest income in the Consolidated Statement of Income.
(2) Amounts reclassified from accumulated OCI are recorded in compensation and benefits expense in the Consolidated Statement of Income.
(3) Amounts reclassified from accumulated OCI are recorded in other income in the Consolidated Statement of Income. Amounts excluded from effectiveness testing and recognized in market making and similar activities were gains (losses) of $(11) million, $154 million and $47 million in 2020, 2019 and 2018, respectively.

Other Risk Management Derivatives

Other risk management derivatives are used by the Corporation to reduce certain risk exposures by economically hedging various assets and liabilities. The following table presents gains (losses) on these derivatives for 2020, 2019 and 2018. These gains (losses) are largely offset by the income or expense recorded on the hedged item.

Gains and Losses on Other Risk Management Derivatives

(Dollars in millions)	**2020**	2019	2018
Interest rate risk on mortgage activities [1, 2]	**$ 446**	$ 315	$ (107)
Credit risk on loans [2]	**(68)**	(58)	9
Interest rate and foreign currency risk on ALM activities [3]	**(2,971)**	1,112	3,278
Price risk on certain compensation plans [4]	**700**	943	(495)

(1) Primarily related to hedges of interest rate risk on MSRs and IRLCs to originate mortgage loans that will be held for sale. The net gains on IRLCs, which are not included in the table but are considered derivative instruments, were $165 million, $73 million and $47 million in 2020, 2019 and 2018.
(2) Gains (losses) on these derivatives are recorded in other income.
(3) Gains (losses) on these derivatives are recorded in market making and similar activities.
(4) Gains (losses) on these derivatives are recorded in compensation and benefits expense.

Transfers of Financial Assets with Risk Retained through Derivatives

The Corporation enters into certain transactions involving the transfer of financial assets that are accounted for as sales where substantially all of the economic exposure to the transferred financial assets is retained through derivatives (e.g., interest rate and/or credit), but the Corporation does not retain control over the assets transferred. At both December 31, 2020 and 2019, the Corporation had transferred $5.2 billion of non-U.S. government-guaranteed mortgage-backed securities to a third-party trust and retained economic exposure to the transferred assets through derivative contracts. In connection with these transfers, the Corporation received gross cash proceeds of $5.2 billion as of both transfer dates. At December 31, 2020 and 2019, the fair value of the transferred securities was $5.5 billion and $5.3 billion.

Sales and Trading Revenue

The Corporation enters into trading derivatives to facilitate client transactions and to manage risk exposures arising from trading account assets and liabilities. It is the Corporation's policy to include these derivative instruments in its trading activities, which include derivatives and non-derivative cash instruments. The resulting risk from these derivatives is managed on a portfolio basis as part of the Corporation's *Global Markets* business segment. The related sales and trading revenue generated within *Global Markets* is recorded in various income statement line items, including market making and similar activities and net interest income as well as other revenue categories.

Sales and trading revenue includes changes in the fair value and realized gains and losses on the sales of trading and other assets, net interest income, and fees primarily from commissions on equity securities. Revenue is generated by the difference in the client price for an instrument and the price at which the trading desk can execute the trade in the dealer market. For equity securities, commissions related to purchases and sales are recorded in the "Other" column in the Sales and Trading Revenue table. Changes in the fair value of these securities are included in market making and similar activities. For debt securities, revenue, with the exception of interest associated with the debt securities, is typically included in market making and similar activities. Unlike commissions for equity securities, the initial revenue related to broker-dealer services for debt securities is typically included in the pricing of the instrument rather than being charged through separate fee arrangements. Therefore, this revenue is recorded in market making and similar activities as part of the initial mark to fair value. For derivatives, the majority of revenue is included in market making and similar activities. In transactions where the Corporation acts as agent, which include exchange-traded futures and options, fees are recorded in other income.

The following table, which includes both derivatives and non-derivative cash instruments, identifies the amounts in the respective income statement line items attributable to the Corporation's sales and trading revenue in *Global Markets*, categorized by primary risk, for 2020, 2019 and 2018. This table includes debit valuation adjustment (DVA) and funding valuation adjustment (FVA) gains (losses). *Global Markets* results in *Note 23 – Business Segment Information* are presented on a fully taxable-equivalent (FTE) basis. The table below is not presented on an FTE basis.

Sales and Trading Revenue

(Dollars in millions)	**Market making and similar activities**	**Net Interest Income**	**Other [1]**	**Total**
	2020			
Interest rate risk	**$ 2,211**	**$ 2,400**	**$ 231**	**$ 4,842**
Foreign exchange risk	**1,482**	**(20)**	**3**	**1,465**
Equity risk	**3,656**	**(77)**	**1,801**	**5,380**
Credit risk	**812**	**1,638**	**328**	**2,778**
Other risk	**308**	**4**	**44**	**356**
Total sales and trading revenue	**$ 8,469**	**$ 3,945**	**$ 2,407**	**$ 14,821**
	2019			
Interest rate risk	$ 1,000	$ 1,817	$ 113	$ 2,930
Foreign exchange risk	1,288	62	57	1,407
Equity risk	3,563	(634)	1,569	4,498
Credit risk	1,091	1,807	519	3,417
Other risk	120	70	53	243
Total sales and trading revenue	$ 7,062	$ 3,122	$ 2,311	$ 12,495
	2018			
Interest rate risk	$ 810	$ 1,651	$ 245	$ 2,706
Foreign exchange risk	1,504	31	22	1,557
Equity risk	3,870	(657)	1,643	4,856
Credit risk	1,034	1,886	600	3,520
Other risk	40	197	49	286
Total sales and trading revenue	$ 7,258	$ 3,108	$ 2,559	$ 12,925

(1) Represents amounts in investment and brokerage services and other income that are recorded in *Global Markets* and included in the definition of sales and trading revenue. Includes investment and brokerage services revenue of $1.9 billion, $1.7 billion and $1.7 billion in 2020, 2019 and 2018, respectively.

Credit Derivatives

The Corporation enters into credit derivatives primarily to facilitate client transactions and to manage credit risk exposures. Credit derivatives derive value based on an underlying third-party referenced obligation or a portfolio of referenced obligations and generally require the Corporation, as the seller of credit protection, to make payments to a buyer upon the occurrence of a predefined credit event. Such credit events generally include bankruptcy of the referenced credit entity and failure to pay under the obligation, as well as acceleration of indebtedness and payment repudiation or moratorium. For credit derivatives based on a portfolio of referenced credits or credit indices, the Corporation may not be required to make payment until a specified amount of loss has occurred and/or may only be required to make payment up to a specified amount.

Credit derivatives are classified as investment and non-investment grade based on the credit quality of the underlying referenced obligation. The Corporation considers ratings of BBB- or higher as investment grade. Non-investment grade includes non-rated credit derivative instruments. The Corporation discloses internal categorizations of investment grade and non-investment grade consistent with how risk is managed for these instruments.

Credit derivative instruments where the Corporation is the seller of credit protection and their expiration at December 31, 2020 and 2019 are summarized in the following table.

Credit Derivative Instruments

(Dollars in millions)	Less than One Year	One to Three Years	Three to Five Years	Over Five Years	Total
	December 31, 2020				
	Carrying Value				
Credit default swaps:					
Investment grade	$ —	$ 1	$ 35	$ 94	$ 130
Non-investment grade	26	233	364	1,163	1,786
Total	26	234	399	1,257	1,916
Total return swaps/options:					
Investment grade	21	4	—	—	25
Non-investment grade	345	—	—	—	345
Total	366	4	—	—	370
Total credit derivatives	$ 392	$ 238	$ 399	$ 1,257	$ 2,286
Credit-related notes:					
Investment grade	$ —	$ —	$ —	$ 572	$ 572
Non-investment grade	64	2	10	947	1,023
Total credit-related notes	$ 64	$ 2	$ 10	$ 1,519	$ 1,595
	Maximum Payout/Notional				
Credit default swaps:					
Investment grade	$ 33,474	$ 75,731	$ 87,218	$ 16,822	$ 213,245
Non-investment grade	13,664	28,770	35,978	9,852	88,264
Total	47,138	104,501	123,196	26,674	301,509
Total return swaps/options:					
Investment grade	30,961	1,061	77	—	32,099
Non-investment grade	36,128	364	27	5	36,524
Total	67,089	1,425	104	5	68,623
Total credit derivatives	$ 114,227	$ 105,926	$ 123,300	$ 26,679	$ 370,132
	December 31, 2019				
	Carrying Value				
Credit default swaps:					
Investment grade	$ —	$ 5	$ 60	$ 164	$ 229
Non-investment grade	70	292	561	808	1,731
Total	70	297	621	972	1,960
Total return swaps/options:					
Investment grade	35	—	—	—	35
Non-investment grade	344	—	—	—	344
Total	379	—	—	—	379
Total credit derivatives	$ 449	$ 297	$ 621	$ 972	$ 2,339
Credit-related notes:					
Investment grade	$ —	$ 3	$ 1	$ 639	$ 643
Non-investment grade	6	2	1	1,125	1,134
Total credit-related notes	$ 6	$ 5	$ 2	$ 1,764	$ 1,777
	Maximum Payout/Notional				
Credit default swaps:					
Investment grade	$ 55,827	$ 67,838	$ 71,320	$ 17,708	$ 212,693
Non-investment grade	19,049	26,521	29,618	12,337	87,525
Total	74,876	94,359	100,938	30,045	300,218
Total return swaps/options:					
Investment grade	56,488	—	62	76	56,626
Non-investment grade	28,707	657	104	60	29,528
Total	85,195	657	166	136	86,154
Total credit derivatives	$ 160,071	$ 95,016	$ 101,104	$ 30,181	$ 386,372

The notional amount represents the maximum amount payable by the Corporation for most credit derivatives. However, the Corporation does not monitor its exposure to credit derivatives based solely on the notional amount because this measure does not take into consideration the probability of occurrence. As such, the notional amount is not a reliable indicator of the Corporation's exposure to these contracts. Instead, a risk framework is used to define risk tolerances and establish limits so that certain credit risk-related losses occur within acceptable, predefined limits.

Credit-related notes in the table above include investments in securities issued by CDO, collateralized loan obligation (CLO) and credit-linked note vehicles. These instruments are primarily classified as trading securities. The carrying value of these instruments equals the Corporation's maximum exposure to loss. The Corporation is not obligated to make any payments to the entities under the terms of the securities owned.

Credit-related Contingent Features and Collateral

The Corporation executes the majority of its derivative contracts in the OTC market with large, international financial institutions, including broker-dealers and, to a lesser degree, with a variety of non-financial companies. A significant majority of the derivative transactions are executed on a daily margin basis. Therefore, events such as a credit rating downgrade (depending on the ultimate rating level) or a breach of credit covenants would typically require an increase in the amount of collateral required of the counterparty, where applicable, and/or allow the Corporation to take additional protective measures such as early termination of all trades. Further, as previously discussed on page 135, the Corporation enters into legally enforceable master netting agreements that reduce risk by permitting closeout and netting of transactions with the same counterparty upon the occurrence of certain events.

Certain of the Corporation's derivative contracts contain credit risk-related contingent features, primarily in the form of ISDA master netting agreements and credit support documentation that enhance the creditworthiness of these instruments compared to other obligations of the respective counterparty with whom the Corporation has transacted. These contingent features may be for the benefit of the Corporation as well as its counterparties with respect to changes in the Corporation's creditworthiness and the mark-to-market exposure under the derivative transactions. At December 31, 2020 and 2019, the Corporation held cash and securities collateral of $96.5 billion and $84.3 billion and posted cash and securities collateral of $88.6 billion and $69.1 billion in the normal course of business under derivative agreements, excluding cross-product margining agreements where clients are permitted to margin on a net basis for both derivative and secured financing arrangements.

In connection with certain OTC derivative contracts and other trading agreements, the Corporation can be required to provide additional collateral or to terminate transactions with certain counterparties in the event of a downgrade of the senior debt ratings of the Corporation or certain subsidiaries. The amount of additional collateral required depends on the contract and is usually a fixed incremental amount and/or the market value of the exposure.

At December 31, 2020, the amount of collateral, calculated based on the terms of the contracts, that the Corporation and certain subsidiaries could be required to post to counterparties but had not yet posted to counterparties was $2.6 billion, including $1.2 billion for Bank of America, National Association (BANA).

Some counterparties are currently able to unilaterally terminate certain contracts, or the Corporation or certain subsidiaries may be required to take other action such as find a suitable replacement or obtain a guarantee. At December 31, 2020 and 2019, the liability recorded for these derivative contracts was not significant.

The following table presents the amount of additional collateral that would have been contractually required by derivative contracts and other trading agreements at December 31, 2020 if the rating agencies had downgraded their long-term senior debt ratings for the Corporation or certain subsidiaries by one incremental notch and by an additional second incremental notch.

Additional Collateral Required to be Posted Upon Downgrade at December 31, 2020

(Dollars in millions)	One incremental notch	Second incremental notch
Bank of America Corporation	$ 300	$ 735
Bank of America, N.A. and subsidiaries [1]	61	570

[1] Included in Bank of America Corporation collateral requirements in this table.

The following table presents the derivative liabilities that would be subject to unilateral termination by counterparties and the amounts of collateral that would have been contractually required at December 31, 2020 if the long-term senior debt ratings for the Corporation or certain subsidiaries had been lower by one incremental notch and by an additional second incremental notch.

Derivative Liabilities Subject to Unilateral Termination Upon Downgrade at December 31, 2020

(Dollars in millions)	One incremental notch	Second incremental notch
Derivative liabilities	$ 45	$ 1,035
Collateral posted	23	544

Valuation Adjustments on Derivatives

The Corporation records credit risk valuation adjustments on derivatives in order to properly reflect the credit quality of the counterparties and its own credit quality. The Corporation calculates valuation adjustments on derivatives based on a modeled expected exposure that incorporates current market risk factors. The exposure also takes into consideration credit mitigants such as enforceable master netting agreements and collateral. CDS spread data is used to estimate the default probabilities and severities that are applied to the exposures. Where no observable credit default data is available for counterparties, the Corporation uses proxies and other market data to estimate default probabilities and severity.

The table below presents credit valuation adjustment (CVA), DVA and FVA gains (losses) on derivatives (excluding the effect of any related hedge activities), which are recorded in market making and similar activities, for 2020, 2019 and 2018. CVA gains reduce the cumulative CVA thereby increasing the derivative assets balance. DVA gains increase the cumulative DVA thereby decreasing the derivative liabilities balance. CVA and DVA losses have the opposite impact. FVA gains related to derivative assets reduce the cumulative FVA thereby increasing the derivative assets balance. FVA gains related to derivative liabilities increase the cumulative FVA thereby decreasing the derivative liabilities balance. FVA losses have the opposite impact.

Valuation Adjustments Gains (Losses) on Derivatives [1]

(Dollars in millions)	**2020**	2019	2018
Derivative assets (CVA)	**$ (118)**	$ 72	$ 77
Derivative assets/liabilities (FVA)	**(24)**	(2)	(15)
Derivative liabilities (DVA)	**24**	(147)	(19)

[1] At December 31, 2020, 2019 and 2018, cumulative CVA reduced the derivative assets balance by $646 million, $528 million and $600 million, cumulative FVA reduced the net derivatives balance by $177 million, $153 million and $151 million, and cumulative DVA reduced the derivative liabilities balance by $309 million, $285 million and $432 million, respectively.

NOTE 4 Securities

The table below presents the amortized cost, gross unrealized gains and losses, and fair value of AFS debt securities, other debt securities carried at fair value and HTM debt securities at December 31, 2020 and 2019.

Debt Securities

(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	December 31, 2020			
Available-for-sale debt securities				
Mortgage-backed securities:				
Agency	$ 59,518	$ 2,370	$ (39)	$ 61,849
Agency-collateralized mortgage obligations	5,112	161	(13)	5,260
Commercial	15,470	1,025	(4)	16,491
Non-agency residential [(1)]	899	127	(17)	1,009
Total mortgage-backed securities	80,999	3,683	(73)	84,609
U.S. Treasury and agency securities	114,157	2,236	(13)	116,380
Non-U.S. securities	14,009	15	(7)	14,017
Other taxable securities, substantially all asset-backed securities	2,656	61	(6)	2,711
Total taxable securities	211,821	5,995	(99)	217,717
Tax-exempt securities	16,417	389	(32)	16,774
Total available-for-sale debt securities [(3)]	228,238	6,384	(131)	234,491
Other debt securities carried at fair value [(2)]	11,720	429	(39)	12,110
Total debt securities carried at fair value	239,958	6,813	(170)	246,601
Held-to-maturity debt securities, substantially all U.S. agency mortgage-backed securities [(3)]	438,279	10,095	(194)	448,180
Total debt securities [(3,4)]	$ 678,237	$ 16,908	$ (364)	$ 694,781
	December 31, 2019			
Available-for-sale debt securities				
Mortgage-backed securities:				
Agency	$ 121,698	$ 1,013	$ (183)	$ 122,528
Agency-collateralized mortgage obligations	4,587	78	(24)	4,641
Commercial	14,797	249	(25)	15,021
Non-agency residential [(1)]	948	138	(9)	1,077
Total mortgage-backed securities	142,030	1,478	(241)	143,267
U.S. Treasury and agency securities	67,700	1,023	(195)	68,528
Non-U.S. securities	11,987	6	(2)	11,991
Other taxable securities, substantially all asset-backed securities	3,874	67	—	3,941
Total taxable securities	225,591	2,574	(438)	227,727
Tax-exempt securities	17,716	202	(6)	17,912
Total available-for-sale debt securities	243,307	2,776	(444)	245,639
Other debt securities carried at fair value [(2)]	10,596	255	(23)	10,828
Total debt securities carried at fair value	253,903	3,031	(467)	256,467
Held-to-maturity debt securities, substantially all U.S. agency mortgage-backed securities	215,730	4,433	(342)	219,821
Total debt securities [(3, 4)]	$ 469,633	$ 7,464	$ (809)	$ 476,288

(1) At December 31, 2020 and 2019, the underlying collateral type included approximately 37 percent and 49 percent prime, two percent and six percent Alt-A and 61 percent and 45 percent subprime.
(2) Primarily includes non-U.S. securities used to satisfy certain international regulatory requirements. Any changes in value are reported in market making and similar activities. For detail on the components, see *Note 20 – Fair Value Measurements*.
(3) Includes securities pledged as collateral of $65.5 billion and $67.0 billion at December 31, 2020 and 2019.
(4) The Corporation held debt securities from FNMA and FHLMC that each exceeded 10 percent of shareholders' equity, with an amortized cost of $260.1 billion and $118.1 billion, and a fair value of $267.5 billion and $120.7 billion at December 31, 2020, and an amortized cost of $157.2 billion and $54.1 billion, and a fair value of $160.6 billion and $55.1 billion at December 31, 2019.

At December 31, 2020, the accumulated net unrealized gain on AFS debt securities, excluding the amount related to debt securities previously transferred to held to maturity, included in accumulated OCI was $4.7 billion, net of the related income tax expense of $1.6 billion. The Corporation had nonperforming AFS debt securities of $20 million and $9 million at December 31, 2020 and 2019.

Effective January 1, 2020, the Corporation adopted the new accounting standard for credit losses that requires evaluation of AFS and HTM debt securities for any expected losses with recognition of an allowance for credit losses, when applicable. For more information, see *Note 1 – Summary of Significant Accounting Principles*. At December 31, 2020, the Corporation had $200.0 billion in AFS debt securities, which were primarily U.S. agency and U.S. Treasury securities that have a zero credit loss assumption. For the remaining $34.5 billion in AFS debt securities, the amount of ECL was insignificant. Substantially all of the Corporation's HTM debt securities are U.S. agency and U.S. Treasury securities and have a zero credit loss assumption.

At December 31, 2020 and 2019, the Corporation held equity securities at an aggregate fair value of $769 million and $891 million and other equity securities, as valued under the measurement alternative, at a carrying value of $240 million and $183 million, both of which are included in other assets. At December 31, 2020 and 2019, the Corporation also held money market investments at a fair value of $1.6 billion and $1.0 billion, which are included in time deposits placed and other short-term investments.

The gross realized gains and losses on sales of AFS debt securities for 2020, 2019 and 2018 are presented in the table below.

Gains and Losses on Sales of AFS Debt Securities

(Dollars in millions)	2020	2019	2018
Gross gains	$ 423	$ 336	$ 169
Gross losses	(12)	(119)	(15)
Net gains on sales of AFS debt securities	$ 411	$ 217	$ 154
Income tax expense attributable to realized net gains on sales of AFS debt securities	$ 103	$ 54	$ 37

The table below presents the fair value and the associated gross unrealized losses on AFS debt securities and whether these securities have had gross unrealized losses for less than 12 months or for 12 months or longer at December 31, 2020 and 2019.

Total AFS Debt Securities in a Continuous Unrealized Loss Position

	Less than Twelve Months		Twelve Months or Longer		Total	
(Dollars in millions)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	December 31, 2020					
Continuously unrealized loss-positioned AFS debt securities						
Mortgage-backed securities:						
Agency	$ 2,841	$ (39)	$ 2	$ —	$ 2,843	$ (39)
Agency-collateralized mortgage obligations	187	(2)	364	(11)	551	(13)
Commercial	566	(4)	9	—	575	(4)
Non-agency residential	342	(9)	56	(8)	398	(17)
Total mortgage-backed securities	3,936	(54)	431	(19)	4,367	(73)
U.S. Treasury and agency securities	8,282	(9)	498	(4)	8,780	(13)
Non-U.S. securities	1,861	(6)	135	(1)	1,996	(7)
Other taxable securities, substantially all asset-backed securities	576	(2)	396	(4)	972	(6)
Total taxable securities	14,655	(71)	1,460	(28)	16,115	(99)
Tax-exempt securities	4,108	(29)	617	(3)	4,725	(32)
Total AFS debt securities in a continuous unrealized loss position	$ 18,763	$ (100)	$ 2,077	$ (31)	$ 20,840	$ (131)
	December 31, 2019					
Continuously unrealized loss-positioned AFS debt securities						
Mortgage-backed securities:						
Agency	$ 17,641	$ (41)	$ 17,238	$ (142)	$ 34,879	$ (183)
Agency-collateralized mortgage obligations	255	(1)	925	(23)	1,180	(24)
Commercial	2,180	(22)	442	(3)	2,622	(25)
Non-agency residential	122	(6)	22	(3)	144	(9)
Total mortgage-backed securities	20,198	(70)	18,627	(171)	38,825	(241)
U.S. Treasury and agency securities	12,836	(71)	18,866	(124)	31,702	(195)
Non-U.S. securities	851	—	837	(2)	1,688	(2)
Other taxable securities, substantially all asset-backed securities	938	—	222	—	1,160	—
Total taxable securities	34,823	(141)	38,552	(297)	73,375	(438)
Tax-exempt securities	4,286	(5)	190	(1)	4,476	(6)
Total AFS debt securities in a continuous unrealized loss position	$ 39,109	$ (146)	$ 38,742	$ (298)	$ 77,851	$ (444)

The remaining contractual maturity distribution and yields of the Corporation's debt securities carried at fair value and HTM debt securities at December 31, 2020 are summarized in the table below. Actual duration and yields may differ as prepayments on the loans underlying the mortgages or other ABS are passed through to the Corporation.

Maturities of Debt Securities Carried at Fair Value and Held-to-maturity Debt Securities

	Due in One Year or Less		Due after One Year through Five Years		Due after Five Years through Ten Years		Due after Ten Years		Total	
(Dollars in millions)	Amount	Yield [(1)]	Amount	Yield [(1)]	Amount	Yield [(1)]	Amount	Yield [(1)]	Amount	Yield [(1)]
Amortized cost of debt securities carried at fair value										
Mortgage-backed securities:										
Agency	$ —	— %	$ 7	5.69 %	$ 56	4.44 %	$ 59,455	3.36 %	$ 59,518	3.36 %
Agency-collateralized mortgage obligations	—	—	—	—	24	2.57	5,088	2.94	5,112	2.94
Commercial	26	3.04	6,669	2.52	7,711	2.32	1,077	2.64	15,483	2.43
Non-agency residential	—	—	—	—	1	—	1,620	6.77	1,621	6.77
Total mortgage-backed securities	26	3.04	6,676	2.52	7,792	2.34	67,240	3.40	81,734	3.23
U.S. Treasury and agency securities	10,020	1.26	29,533	1.85	74,665	0.74	32	2.55	114,250	1.07
Non-U.S. securities	22,862	0.31	926	1.81	581	1.09	532	1.79	24,901	0.42
Other taxable securities, substantially all asset-backed securities	699	1.15	1,336	2.46	366	2.26	255	1.60	2,656	2.00
Total taxable securities	33,607	0.61	38,471	1.99	83,404	0.89	68,059	3.38	223,541	1.80
Tax-exempt securities	872	0.87	8,430	1.27	4,397	1.66	2,718	1.41	16,417	1.38
Total amortized cost of debt securities carried at fair value	**$ 34,479**	**0.62**	**$ 46,901**	**1.86**	**$ 87,801**	**0.93**	**$ 70,777**	**3.30**	**$ 239,958**	**1.77**
Amortized cost of HTM debt securities [(2)]	**$ 15**	**3.78**	**$ 66**	**2.73**	**$ 17,133**	**1.86**	**$ 421,065**	**2.40**	**$ 438,279**	**2.38**
Debt securities carried at fair value										
Mortgage-backed securities:										
Agency	$ —		$ 7		$ 61		$ 61,781		$ 61,849	
Agency-collateralized mortgage obligations	—		—		24		5,236		5,260	
Commercial	26		7,077		8,242		1,160		16,505	
Non-agency residential	—		—		7		1,776		1,783	
Total mortgage-backed securities	26		7,084		8,334		69,953		85,397	
U.S. Treasury and agency securities	10,056		30,873		75,511		33		116,473	
Non-U.S. securities	23,187		940		582		534		25,243	
Other taxable securities, substantially all asset-backed securities	702		1,369		379		264		2,714	
Total taxable securities	33,971		40,266		84,806		70,784		229,827	
Tax-exempt securities	874		8,554		4,566		2,780		16,774	
Total debt securities carried at fair value	**$ 34,845**		**$ 48,820**		**$ 89,372**		**$ 73,564**		**$ 246,601**	
Fair value of HTM debt securities [(2)]	**$ 14**		**$ 69**		**$ 17,139**		**$ 430,958**		**$ 448,180**	

(1) The weighted-average yield is computed based on a constant effective interest rate over the contractual life of each security. The average yield considers the contractual coupon and the amortization of premiums and accretion of discounts, excluding the effect of related hedging derivatives.

(2) Substantially all U.S. agency MBS.

NOTE 5 Outstanding Loans and Leases and Allowance for Credit Losses

The following tables present total outstanding loans and leases and an aging analysis for the Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments, by class of financing receivables, at December 31, 2020 and 2019.

(Dollars in millions)	30-59 Days Past Due [1]	60-89 Days Past Due [1]	90 Days or More Past Due [1]	Total Past Due 30 Days or More	Total Current or Less Than 30 Days Past Due [1]	Loans Accounted for Under the Fair Value Option	Total Outstandings
	December 31, 2020						
Consumer real estate							
Core portfolio							
Residential mortgage	$ 1,157	$ 175	$ 786	$ 2,118	$ 213,155		$ 215,273
Home equity	126	61	269	456	29,872		30,328
Non-core portfolio							
Residential mortgage	273	122	913	1,308	6,974		8,282
Home equity	28	17	76	121	3,862		3,983
Credit card and other consumer							
Credit card	445	341	903	1,689	77,019		78,708
Direct/Indirect consumer [2]	209	67	37	313	91,050		91,363
Other consumer	—	—	—	—	124		124
Total consumer	2,238	783	2,984	6,005	422,056		428,061
Consumer loans accounted for under the fair value option [3]						$ 735	735
Total consumer loans and leases	2,238	783	2,984	6,005	422,056	735	428,796
Commercial							
U.S. commercial	561	214	512	1,287	287,441		288,728
Non-U.S. commercial	61	44	11	116	90,344		90,460
Commercial real estate [4]	128	113	226	467	59,897		60,364
Commercial lease financing	86	20	57	163	16,935		17,098
U.S. small business commercial [5]	84	56	123	263	36,206		36,469
Total commercial	920	447	929	2,296	490,823		493,119
Commercial loans accounted for under the fair value option [3]						5,946	5,946
Total commercial loans and leases	920	447	929	2,296	490,823	5,946	499,065
Total loans and leases [6]	$ 3,158	$ 1,230	$ 3,913	$ 8,301	$ 912,879	$ 6,681	$ 927,861
Percentage of outstandings	0.34 %	0.13 %	0.42 %	0.89 %	98.39 %	0.72 %	100.00 %

(1) Consumer real estate loans 30-59 days past due includes fully-insured loans of $225 million and nonperforming loans of $126 million. Consumer real estate loans 60-89 days past due includes fully-insured loans of $103 million and nonperforming loans of $95 million. Consumer real estate loans 90 days or more past due includes fully-insured loans of $762 million. Consumer real estate loans current or less than 30 days past due includes $1.2 billion and direct/indirect consumer includes $66 million of nonperforming loans. For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles*.

(2) Total outstandings primarily includes auto and specialty lending loans and leases of $46.4 billion, U.S. securities-based lending loans of $41.1 billion and non-U.S. consumer loans of $3.0 billion.

(3) Consumer loans accounted for under the fair value option includes residential mortgage loans of $298 million and home equity loans of $437 million. Commercial loans accounted for under the fair value option includes U.S. commercial loans of $2.9 billion and non-U.S. commercial loans of $3.0 billion. For more information, see *Note 20 – Fair Value Measurements* and *Note 21 – Fair Value Option*.

(4) Total outstandings includes U.S. commercial real estate loans of $57.2 billion and non-U.S. commercial real estate loans of $3.2 billion.

(5) Includes PPP loans.

(6) Total outstandings includes loans and leases pledged as collateral of $15.5 billion. The Corporation also pledged $153.1 billion of loans with no related outstanding borrowings to secure potential borrowing capacity with the Federal Reserve Bank and Federal Home Loan Bank.

(Dollars in millions)	30-59 Days Past Due [1]	60-89 Days Past Due [1]	90 Days or More Past Due [1]	Total Past Due 30 Days or More	Total Current or Less Than 30 Days Past Due [1]	Loans Accounted for Under the Fair Value Option	Total Outstandings
	December 31, 2019						
Consumer real estate							
Core portfolio							
Residential mortgage	$ 1,378	$ 261	$ 565	$ 2,204	$ 223,566		$ 225,770
Home equity	135	70	198	403	34,823		35,226
Non-core portfolio							
Residential mortgage	458	209	1,263	1,930	8,469		10,399
Home equity	34	16	72	122	4,860		4,982
Credit card and other consumer							
Credit card	564	429	1,042	2,035	95,573		97,608
Direct/Indirect consumer [2]	297	85	35	417	90,581		90,998
Other consumer	—	—	—	—	192		192
Total consumer	2,866	1,070	3,175	7,111	458,064		465,175
Consumer loans accounted for under the fair value option [3]						$ 594	594
Total consumer loans and leases	2,866	1,070	3,175	7,111	458,064	594	465,769
Commercial							
U.S. commercial	788	279	371	1,438	305,610		307,048
Non-U.S. commercial	35	23	8	66	104,900		104,966
Commercial real estate [4]	144	19	119	282	62,407		62,689
Commercial lease financing	100	56	39	195	19,685		19,880
U.S. small business commercial	119	56	107	282	15,051		15,333
Total commercial	1,186	433	644	2,263	507,653		509,916
Commercial loans accounted for under the fair value option [3]						7,741	7,741
Total commercial loans and leases	1,186	433	644	2,263	507,653	7,741	517,657
Total loans and leases [5]	$ 4,052	$ 1,503	$ 3,819	$ 9,374	$ 965,717	$ 8,335	$ 983,426
Percentage of outstandings	0.41 %	0.15 %	0.39 %	0.95 %	98.20 %	0.85 %	100.00 %

[1] Consumer real estate loans 30-59 days past due includes fully-insured loans of $517 million and nonperforming loans of $139 million. Consumer real estate loans 60-89 days past due includes fully-insured loans of $206 million and nonperforming loans of $114 million. Consumer real estate loans 90 days or more past due includes fully-insured loans of $1.1 billion. Consumer real estate loans current or less than 30 days past due includes $856 million and direct/indirect consumer includes $45 million of nonperforming loans.

[2] Total outstandings primarily includes auto and specialty lending loans and leases of $50.4 billion, U.S. securities-based lending loans of $36.7 billion and non-U.S. consumer loans of $2.8 billion.

[3] Consumer loans accounted for under the fair value option includes residential mortgage loans of $257 million and home equity loans of $337 million. Commercial loans accounted for under the fair value option includes U.S. commercial loans of $4.7 billion and non-U.S. commercial loans of $3.1 billion. For more information, see *Note 20 – Fair Value Measurements* and *Note 21 – Fair Value Option*.

[4] Total outstandings includes U.S. commercial real estate loans of $59.0 billion and non-U.S. commercial real estate loans of $3.7 billion.

[5] Total outstandings includes loans and leases pledged as collateral of $25.9 billion. The Corporation also pledged $168.2 billion of loans with no related outstanding borrowings to secure potential borrowing capacity with the Federal Reserve Bank and Federal Home Loan Bank.

The Corporation categorizes consumer real estate loans as core and non-core based on loan and customer characteristics such as origination date, product type, LTV, Fair Isaac Corporation (FICO) score and delinquency status consistent with its current consumer and mortgage servicing strategy. Generally, loans that were originated after January 1, 2010, qualified under government-sponsored enterprise (GSE) underwriting guidelines, or otherwise met the Corporation's underwriting guidelines in place in 2015 are characterized as core loans. All other loans are generally characterized as non-core loans and represent runoff portfolios.

The Corporation has entered into long-term credit protection agreements with FNMA and FHLMC on loans totaling $9.0 billion and $7.5 billion at December 31, 2020 and 2019, providing full credit protection on residential mortgage loans that become severely delinquent. All of these loans are individually insured, and therefore the Corporation does not record an allowance for credit losses related to these loans.

Nonperforming Loans and Leases

Commercial nonperforming loans increased to $2.2 billion at December 31, 2020 from $1.5 billion at December 31, 2019 with broad-based increases across multiple industries. Consumer nonperforming loans increased to $2.7 billion at December 31, 2020 from $2.1 billion at December 31, 2019 driven by deferral activity, as well as the inclusion of $144 million of certain loans that were previously classified as purchased credit-impaired loans and accounted for under a pool basis.

The table below presents the Corporation's nonperforming loans and leases including nonperforming TDRs, and loans accruing past due 90 days or more at December 31, 2020 and 2019. Nonperforming LHFS are excluded from nonperforming loans and leases as they are recorded at either fair value or the lower of cost or fair value. For information on the Corporation's interest accrual policies, delinquency status for loan modifications related to the pandemic and the criteria for classification as nonperforming, see *Note 1 – Summary of Significant Accounting Principles.*

Credit Quality

(Dollars in millions)	Nonperforming Loans and Leases		Accruing Past Due 90 Days or More [1]	
	December 31			
	2020	2019	**2020**	2019
Residential mortgage [2]	**$ 2,005**	$ 1,470	**$ 762**	$ 1,088
With no related allowance [3]	**1,378**	n/a	**—**	—
Home equity [2]	**649**	536	**—**	—
With no related allowance [3]	**347**	n/a	**—**	—
Credit Card	**n/a**	n/a	**903**	1,042
Direct/indirect consumer	**71**	47	**33**	33
Total consumer	**2,725**	2,053	**1,698**	2,163
U.S. commercial	**1,243**	1,094	**228**	106
Non-U.S. commercial	**418**	43	**10**	8
Commercial real estate	**404**	280	**6**	19
Commercial lease financing	**87**	32	**25**	20
U.S. small business commercial	**75**	50	**115**	97
Total commercial	**2,227**	1,499	**384**	250
Total nonperforming loans	**$ 4,952**	$ 3,552	**$ 2,082**	$ 2,413
Percentage of outstanding loans and leases	**0.54 %**	0.36 %	**0.23 %**	0.25 %

(1) For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles*.

(2) Residential mortgage loans accruing past due 90 days or more are fully-insured loans. At December 31, 2020 and 2019 residential mortgage includes $537 million and $740 million of loans on which interest had been curtailed by the FHA, and therefore were no longer accruing interest, although principal was still insured, and $225 million and $348 million of loans on which interest was still accruing.

(3) Primarily relates to loans for which the estimated fair value of the underlying collateral less any costs to sell is greater than the amortized cost of the loans as of the reporting date.

n/a = not applicable

Included in the December 31, 2020 nonperforming loans are $127 million and $17 million of residential mortgage and home equity loans that prior to the January 1, 2020 adoption of the new credit loss standard were not included in nonperforming loans, as they were previously classified as purchased credit-impaired loans and accounted for under a pool basis.

Credit Quality Indicators

The Corporation monitors credit quality within its Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments based on primary credit quality indicators. For more information on the portfolio segments, see *Note 1 – Summary of Significant Accounting Principles*. Within the Consumer Real Estate portfolio segment, the primary credit quality indicators are refreshed LTV and refreshed FICO score. Refreshed LTV measures the carrying value of the loan as a percentage of the value of the property securing the loan, refreshed quarterly. Home equity loans are evaluated using CLTV, which measures the carrying value of the Corporation's loan and available line of credit combined with any outstanding senior liens against the property as a percentage of the value of the property securing the loan, refreshed quarterly. FICO score measures the creditworthiness of the borrower based on the financial obligations of the borrower and the borrower's credit history. FICO scores are typically refreshed quarterly or more frequently. Certain borrowers (e.g., borrowers that have had debts discharged in a bankruptcy proceeding) may not have their FICO scores updated. FICO scores are also a primary credit quality indicator for the Credit Card and Other Consumer portfolio segment and the business card portfolio within U.S. small business commercial. Within the Commercial portfolio segment, loans are evaluated using the internal classifications of pass rated or reservable criticized as the primary credit quality indicators. The term reservable criticized refers to those commercial loans that are internally classified or listed by the Corporation as Special Mention, Substandard or Doubtful, which are asset quality categories defined by regulatory authorities. These assets have an elevated level of risk and may have a high probability of default or total loss. Pass rated refers to all loans not considered reservable criticized. In addition to these primary credit quality indicators, the Corporation uses other credit quality indicators for certain types of loans.

The following tables present certain credit quality indicators for the Corporation's Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments by class of financing receivables and year of origination for term loan balances at December 31, 2020, including revolving loans that converted to term loans without an additional credit decision after origination or through a TDR.

Residential Mortgage – Credit Quality Indicators By Vintage

(Dollars in millions)	Total as of December 31, 2020	Term Loans by Origination Year 2020	2019	2018	2017	2016	Prior
Total Residential Mortgage							
Refreshed LTV							
Less than or equal to 90 percent	**$ 207,389**	$ 68,907	$ 43,771	$ 14,658	$ 21,589	$ 22,967	$ 35,497
Greater than 90 percent but less than or equal to 100 percent	**3,138**	1,970	684	128	70	96	190
Greater than 100 percent	**1,210**	702	174	47	39	37	211
Fully-insured loans	**11,818**	3,826	2,014	370	342	1,970	3,296
Total Residential Mortgage	**$ 223,555**	$ 75,405	$ 46,643	$ 15,203	$ 22,040	$ 25,070	$ 39,194
Total Residential Mortgage							
Refreshed FICO score							
Less than 620	**$ 2,717**	$ 823	$ 177	$ 139	$ 170	$ 150	$ 1,258
Greater than or equal to 620 and less than 680	**5,462**	1,804	666	468	385	368	1,771
Greater than or equal to 680 and less than 740	**25,349**	8,533	4,679	1,972	2,427	2,307	5,431
Greater than or equal to 740	**178,209**	60,419	39,107	12,254	18,716	20,275	27,438
Fully-insured loans	**11,818**	3,826	2,014	370	342	1,970	3,296
Total Residential Mortgage	**$ 223,555**	$ 75,405	$ 46,643	$ 15,203	$ 22,040	$ 25,070	$ 39,194

Home Equity - Credit Quality Indicators

(Dollars in millions)	Total	Home Equity Loans and Reverse Mortgages [1]	Revolving Loans	Revolving Loans Converted to Term Loans
	December 31, 2020			
Total Home Equity				
Refreshed LTV				
Less than or equal to 90 percent	**$ 33,447**	**$ 1,919**	**$ 22,639**	**$ 8,889**
Greater than 90 percent but less than or equal to 100 percent	**351**	**126**	**94**	**131**
Greater than 100 percent	**513**	**172**	**118**	**223**
Total Home Equity	**$ 34,311**	**$ 2,217**	**$ 22,851**	**$ 9,243**
Total Home Equity				
Refreshed FICO score				
Less than 620	**$ 1,082**	**$ 250**	**$ 244**	**$ 588**
Greater than or equal to 620 and less than 680	**1,798**	**263**	**568**	**967**
Greater than or equal to 680 and less than 740	**5,762**	**556**	**2,905**	**2,301**
Greater than or equal to 740	**25,669**	**1,148**	**19,134**	**5,387**
Total Home Equity	**$ 34,311**	**$ 2,217**	**$ 22,851**	**$ 9,243**

(1) Includes reverse mortgages of $1.3 billion and home equity loans of $885 million which are no longer originated.

Credit Card and Direct/Indirect Consumer – Credit Quality Indicators By Vintage

	Direct/Indirect		Term Loans by Origination Year						Credit Card		
(Dollars in millions)	Total Direct/Indirect as of December 31, 2020	Revolving Loans	2020	2019	2018	2017	2016	Prior	Total Credit Card as of December 31, 2020	Revolving Loans	Revolving Loans Converted to Term Loans [3]
Refreshed FICO score											
Less than 620	**$ 959**	$ 19	$ 111	$ 200	$ 175	$ 243	$ 148	$ 63	**$ 4,018**	$ 3,832	$ 186
Greater than or equal to 620 and less than 680	**2,143**	20	653	559	329	301	176	105	**9,419**	9,201	218
Greater than or equal to 680 and less than 740	**7,431**	80	2,848	2,015	1,033	739	400	316	**27,585**	27,392	193
Greater than or equal to 740	**36,064**	120	12,540	10,588	5,869	3,495	1,781	1,671	**37,686**	37,642	44
Other internal credit metrics [1, 2]	**44,766**	44,098	74	115	84	67	52	276	**—**	—	—
Total credit card and other consumer	**$ 91,363**	$ 44,337	$ 16,226	$ 13,477	$ 7,490	$ 4,845	$ 2,557	$ 2,431	**$ 78,708**	$ 78,067	$ 641

(1) Other internal credit metrics may include delinquency status, geography or other factors.
(2) Direct/indirect consumer includes $44.1 billion of securities-based lending which is typically supported by highly liquid collateral with market value greater than or equal to the outstanding loan balance and therefore has minimal credit risk at December 31, 2020.
(3) Represents TDRs that were modified into term loans.

Commercial – Credit Quality Indicators By Vintage [1, 2]

(Dollars in millions)	Total as of December 31, 2020	Term Loans – Amortized Cost Basis by Origination Year: 2020	2019	2018	2017	2016	Prior	Revolving Loans
U.S. Commercial								
Risk ratings								
Pass rated	$ 268,812	$ 33,456	$ 33,305	$ 17,363	$ 14,102	$ 7,420	$ 21,784	$ 141,382
Reservable criticized	19,916	2,524	2,542	2,689	854	698	1,402	9,207
Total U.S. Commercial	$ 288,728	$ 35,980	$ 35,847	$ 20,052	$ 14,956	$ 8,118	$ 23,186	$ 150,589
Non-U.S. Commercial								
Risk ratings								
Pass rated	$ 85,914	$ 16,301	$ 11,396	$ 7,451	$ 5,037	$ 1,674	$ 2,194	$ 41,861
Reservable criticized	4,546	914	572	492	436	138	259	1,735
Total Non-U.S. Commercial	$ 90,460	$ 17,215	$ 11,968	$ 7,943	$ 5,473	$ 1,812	$ 2,453	$ 43,596
Commercial Real Estate								
Risk ratings								
Pass rated	$ 50,260	$ 8,429	$ 14,126	$ 8,228	$ 4,599	$ 3,299	$ 6,542	$ 5,037
Reservable criticized	10,104	933	2,558	2,115	1,582	606	1,436	874
Total Commercial Real Estate	$ 60,364	$ 9,362	$ 16,684	$ 10,343	$ 6,181	$ 3,905	$ 7,978	$ 5,911
Commercial Lease Financing								
Risk ratings								
Pass rated	$ 16,384	$ 3,083	$ 3,242	$ 2,956	$ 2,532	$ 1,703	$ 2,868	$ —
Reservable criticized	714	117	117	132	81	88	179	—
Total Commercial Lease Financing	$ 17,098	$ 3,200	$ 3,359	$ 3,088	$ 2,613	$ 1,791	$ 3,047	$ —
U.S. Small Business Commercial [3]								
Risk ratings								
Pass rated	$ 28,786	$ 24,539	$ 1,121	$ 837	$ 735	$ 527	$ 855	$ 172
Reservable criticized	1,148	76	239	210	175	113	322	13
Total U.S. Small Business Commercial	$ 29,934	$ 24,615	$ 1,360	$ 1,047	$ 910	$ 640	$ 1,177	$ 185
Total [1, 2]	$ 486,584	$ 90,372	$ 69,218	$ 42,473	$ 30,133	$ 16,266	$ 37,841	$ 200,281

(1) Excludes $5.9 billion of loans accounted for under the fair value option at December 31, 2020.
(2) Includes $58 million of loans that converted from revolving to term loans.
(3) Excludes U.S. Small Business Card loans of $6.5 billion. Refreshed FICO scores for this portfolio are $265 million for less than 620; $582 million for greater than or equal to 620 and less than 680; $1.7 billion for greater than or equal to 680 and less than 740; and $3.9 billion greater than or equal to 740.

Due to the economic impact of COVID-19, commercial asset quality weakened during 2020. Commercial reservable criticized utilized exposure increased to $38.7 billion at December 31, 2020 from $11.5 billion (to 7.31 percent from 2.09 percent of total commercial reservable utilized exposure) at December 31, 2019 with increases spread across multiple industries, including travel and entertainment.

Troubled Debt Restructurings

The Corporation has been entering into loan modifications with borrowers in response to the pandemic, most of which are not classified as TDRs, and therefore are not included in the discussion below. For more information on the criteria for classifying loans as TDRs, see *Note 1 – Summary of Significant Accounting Principles*.

Consumer Real Estate

Modifications of consumer real estate loans are classified as TDRs when the borrower is experiencing financial difficulties and a concession has been granted. Concessions may include reductions in interest rates, capitalization of past due amounts, principal and/or interest forbearance, payment extensions, principal and/or interest forgiveness, or combinations thereof. Prior to permanently modifying a loan, the Corporation may enter into trial modifications with certain borrowers under both government and proprietary programs. Trial modifications generally represent a three- to four-month period during which the borrower makes monthly payments under the anticipated modified payment terms. Upon successful completion of the trial period, the Corporation and the borrower enter into a permanent modification. Binding trial modifications are classified as TDRs when the trial offer is made and continue to be classified as TDRs regardless of whether the borrower enters into a permanent modification.

Consumer real estate loans of $372 million that have been discharged in Chapter 7 bankruptcy with no change in repayment terms and not reaffirmed by the borrower were included in TDRs at December 31, 2020, of which $102 million were classified as nonperforming and $68 million were loans fully insured.

Consumer real estate TDRs are measured primarily based on the net present value of the estimated cash flows discounted at the loan's original effective interest rate. If the carrying value of a TDR exceeds this amount, a specific allowance is recorded as a component of the allowance for loan and lease losses. Alternatively, consumer real estate TDRs that are considered to be dependent solely on the collateral for repayment (e.g., due to the lack of income verification) are measured based on the estimated fair value of the collateral, and a charge-off is recorded if the carrying value exceeds the fair value of the collateral. Consumer real estate loans that reach 180 days past due prior to modification are charged off to their net realizable value, less costs to sell, before they are modified as TDRs in accordance with established policy. Subsequent declines in the fair value of the collateral after a loan has reached 180 days past due are recorded as charge-offs. Fully-insured loans are protected against principal loss, and therefore, the Corporation does not record an allowance for loan and lease losses on the outstanding principal balance, even after they have been modified in a TDR.

At December 31, 2020 and 2019, remaining commitments to lend additional funds to debtors whose terms have been modified in a consumer real estate TDR were not significant. Consumer real estate foreclosed properties totaled $123 million and $229 million at December 31, 2020 and 2019. The carrying value of consumer real estate loans, including fully-insured loans, for which formal foreclosure proceedings were in process at December 31, 2020 was $1.2 billion. Although the Corporation has paused formal loan foreclosure proceedings and foreclosure sales for occupied properties, during 2020, the Corporation reclassified $182 million of consumer real estate loans completed or which were in process prior to the pause in foreclosures, to foreclosed properties or, for properties acquired upon foreclosure of certain government-guaranteed loans (principally FHA-insured loans), to other assets. The reclassifications represent non-cash investing activities and, accordingly, are not reflected in the Consolidated Statement of Cash Flows.

The table below presents the December 31, 2020, 2019 and 2018 unpaid principal balance, carrying value, and average pre- and post-modification interest rates of consumer real estate loans that were modified in TDRs during 2020, 2019 and 2018. The following Consumer Real Estate portfolio segment tables include loans that were initially classified as TDRs during the period and also loans that had previously been classified as TDRs and were modified again during the period.

Consumer Real Estate – TDRs Entered into During 2020, 2019 and 2018 [(1)]

(Dollars in millions)	Unpaid Principal Balance	Carrying Value	Pre-Modification Interest Rate	Post-Modification Interest Rate [(2)]
	December 31, 2020			
Residential mortgage	**$ 732**	**$ 646**	**3.66 %**	**3.59 %**
Home equity	**87**	**69**	**3.67**	**3.61**
Total	**$ 819**	**$ 715**	**3.66**	**3.59**
	December 31, 2019			
Residential mortgage	$ 464	$ 377	4.19 %	4.13 %
Home equity	141	101	5.04	4.31
Total	$ 605	$ 478	4.39	4.17
	December 31, 2018			
Residential mortgage	$ 774	$ 641	4.33 %	4.21 %
Home equity	489	358	4.46	3.74
Total	$ 1,263	$ 999	4.38	4.03

(1) For more information on the Corporation's loan modification programs offered in response to the pandemic, most of which are not TDRs, see *Note 1 – Summary of Significant Accounting Principles*.
(2) The post-modification interest rate reflects the interest rate applicable only to permanently completed modifications, which exclude loans that are in a trial modification period.

The table below presents the December 31, 2020, 2019 and 2018 carrying value for consumer real estate loans that were modified in a TDR during 2020, 2019 and 2018, by type of modification.

Consumer Real Estate – Modification Programs [(1)]

	TDRs Entered into During		
(Dollars in millions)	**2020**	2019	2018
Modifications under government programs	**$ 13**	$ 35	$ 61
Modifications under proprietary programs	**570**	174	523
Loans discharged in Chapter 7 bankruptcy [(2)]	**53**	68	130
Trial modifications	**79**	201	285
Total modifications	**$ 715**	$ 478	$ 999

(1) For more information on the Corporation's loan modification programs offered in response to the pandemic, most of which are not TDRs, see *Note 1 – Summary of Significant Accounting Principles*.
(2) Includes loans discharged in Chapter 7 bankruptcy with no change in repayment terms that are classified as TDRs.

The table below presents the carrying value of consumer real estate loans that entered into payment default during 2020, 2019 and 2018 that were modified in a TDR during the 12 months preceding payment default. A payment default for consumer real estate TDRs is recognized when a borrower has missed three monthly payments (not necessarily consecutively) since modification.

Consumer Real Estate – TDRs Entering Payment Default that were Modified During the Preceding 12 Months [(1)]

(Dollars in millions)	**2020**	2019	2018
Modifications under government programs	**$ 16**	$ 26	$ 39
Modifications under proprietary programs	**51**	88	158
Loans discharged in Chapter 7 bankruptcy [(2)]	**19**	30	64
Trial modifications [(3)]	**54**	57	107
Total modifications	**$ 140**	$ 201	$ 368

(1) For more information on the Corporation's loan modification programs offered in response to the pandemic, most of which are not TDRs, see *Note 1 – Summary of Significant Accounting Principles*.
(2) Includes loans discharged in Chapter 7 bankruptcy with no change in repayment terms that are classified as TDRs.
(3) Includes trial modification offers to which the customer did not respond.

Credit Card and Other Consumer

The Corporation seeks to assist customers that are experiencing financial difficulty by modifying loans while ensuring compliance with federal and local laws and guidelines. Credit card and other consumer loan modifications generally involve reducing the interest rate on the account, placing the customer on a fixed payment plan not exceeding 60 months and canceling the customer's available line of credit, all of which are considered TDRs. The Corporation makes loan modifications directly with borrowers for debt held only by the Corporation (internal programs). Additionally, the Corporation makes loan modifications for borrowers working with third-party renegotiation agencies that provide solutions to customers' entire unsecured debt structures (external programs). The Corporation classifies other secured consumer loans that have been discharged in Chapter 7 bankruptcy as TDRs, which are written down to collateral value and placed on nonaccrual status no later than the time of discharge.

The table below provides information on the Corporation's Credit Card and Other Consumer TDR portfolio including the December 31, 2020, 2019 and 2018 unpaid principal balance, carrying value, and average pre- and post-modification interest rates of loans that were modified in TDRs during 2020, 2019 and 2018.

Credit Card and Other Consumer – TDRs Entered into During 2020, 2019 and 2018 [1]

(Dollars in millions)	Unpaid Principal Balance	Carrying Value [2]	Pre-Modification Interest Rate	Post-Modification Interest Rate
	December 31, 2020			
Credit card	$ 269	$ 277	18.16 %	5.63 %
Direct/Indirect consumer	52	37	5.83	5.83
Total	**$ 321**	**$ 314**	**16.70**	**5.65**
	December 31, 2019			
Credit card	$ 340	$ 355	19.18 %	5.35 %
Direct/Indirect consumer	40	21	5.23	5.21
Total	$ 380	$ 376	18.42	5.34
	December 31, 2018			
Credit card	$ 278	$ 292	19.49 %	5.24 %
Direct/Indirect consumer	42	23	5.10	4.95
Total	$ 320	$ 315	18.45	5.22

[1] For more information on the Corporation's loan modification programs offered in response to the pandemic, most of which are not TDRs, see *Note 1 – Summary of Significant Accounting Principles.*
[2] Includes accrued interest and fees.

The table below presents the December 31, 2020, 2019 and 2018 carrying value for Credit Card and Other Consumer loans that were modified in a TDR during 2020, 2019 and 2018, by program type.

Credit Card and Other Consumer – TDRs by Program Type at December 31 [1]

(Dollars in millions)	2020	2019	2018
Internal programs	$ 225	$ 247	$ 199
External programs	73	108	93
Other	16	21	23
Total	**$ 314**	$ 376	$ 315

[1] Includes accrued interest and fees. For more information on the Corporation's loan modification programs offered in response to the pandemic, most of which are not TDRs, see *Note 1 – Summary of Significant Accounting Principles.*

Credit card and other consumer loans are deemed to be in payment default during the quarter in which a borrower misses the second of two consecutive payments. Payment defaults are one of the factors considered when projecting future cash flows in the calculation of the allowance for loan and lease losses for credit card and other consumer. Based on historical experience, the Corporation estimates that 13 percent of new credit card TDRs and 19 percent of new direct/indirect consumer TDRs may be in payment default within 12 months after modification.

Commercial Loans

Modifications of loans to commercial borrowers that are experiencing financial difficulty are designed to reduce the Corporation's loss exposure while providing the borrower with an opportunity to work through financial difficulties, often to avoid foreclosure or bankruptcy. Each modification is unique and reflects the individual circumstances of the borrower. Modifications that result in a TDR may include extensions of maturity at a concessionary (below market) rate of interest, payment forbearances or other actions designed to benefit the borrower while mitigating the Corporation's risk exposure. Reductions in interest rates are rare. Instead, the interest rates are typically increased, although the increased rate may not represent a market rate of interest. Infrequently, concessions may also include principal forgiveness in connection with foreclosure, short sale or other settlement agreements leading to termination or sale of the loan.

At the time of restructuring, the loans are remeasured to reflect the impact, if any, on projected cash flows resulting from the modified terms. If a portion of the loan is deemed to be uncollectible, a charge-off may be recorded at the time of restructuring. Alternatively, a charge-off may have already been recorded in a previous period such that no charge-off is required at the time of modification. For more information on modifications for the U.S. small business commercial portfolio, see Credit Card and Other Consumer in this Note.

At December 31, 2020 and 2019, the Corporation had $1.7 billion and $2.2 billion of commercial TDRs with remaining commitments to lend additional funds to debtors of $402 million and $445 million. The balance of commercial TDRs in payment default was $218 million and $207 million at December 31, 2020 and 2019.

Loans Held-for-sale

The Corporation had LHFS of $9.2 billion at both December 31, 2020 and 2019. Cash and non-cash proceeds from sales and paydowns of loans originally classified as LHFS were $20.1 billion, $30.6 billion and $29.2 billion for 2020, 2019 and 2018, respectively. Cash used for originations and purchases of LHFS totaled approximately $19.7 billion, $28.9 billion and $28.1 billion for 2020, 2019 and 2018, respectively.

Accrued Interest Receivable

Accrued interest receivable for loans and leases and loans held-for-sale at December 31, 2020 and 2019 was $2.4 billion and $2.6 billion and is reported in customer and other receivables on the Consolidated Balance Sheet.

Outstanding credit card loan balances include unpaid principal, interest and fees. Credit card loans are not classified as nonperforming but are charged off no later than the end of the month in which the account becomes 180 days past due, within 60 days after receipt of notification of death or bankruptcy, or upon confirmation of fraud. During 2020, the Corporation reversed $512 million of interest and fee income against the income statement line item in which it was originally recorded upon charge-off of the principal balance of the loan.

For the outstanding residential mortgage, home equity, direct/indirect consumer and commercial loan balances classified as nonperforming during 2020, the Corporation reversed $44 million of interest and fee income at the time the loans were classified as nonperforming against the income statement line item in which it was originally recorded. For more information on the Corporation's nonperforming loan policies, see *Note 1 – Summary of Significant Accounting Principles*.

Allowance for Credit Losses

On January 1, 2020, the Corporation adopted the new accounting standard that requires the measurement of the allowance for credit losses to be based on management’s best estimate of lifetime ECL inherent in the Corporation’s relevant financial assets. Upon adoption of the new accounting standard, the Corporation recorded a $3.3 billion, or 32 percent, increase in the allowance for credit losses on January 1, 2020, which was comprised of a net increase of $2.9 billion in the allowance for loan and lease losses and a $310 million increase in the reserve for unfunded lending commitments. The net increase in the allowance for loan and lease losses was primarily driven by a $3.1 billion increase in credit card as the Corporation now reserves for the life of these receivables. The increase in the reserve for unfunded lending commitments included $119 million in the consumer portfolio for the undrawn portion of HELOCs and $191 million in the commercial portfolio. For more information on the Corporation's credit loss accounting policies including the allowance for credit losses see *Note 1 – Summary of Significant Accounting Principles*.

The allowance for credit losses is estimated using quantitative and qualitative methods that consider a variety of factors, such as historical loss experience, the current credit quality of the portfolio and an economic outlook over the life of the loan. Qualitative reserves cover losses that are expected but, in the Corporation's assessment, may not be adequately reflected in the quantitative methods or the economic assumptions. The Corporation incorporates forward-looking information through the use of several macroeconomic scenarios in determining the weighted economic outlook over the forecasted life of the assets. These scenarios include key macroeconomic variables such as gross domestic product, unemployment rate, real estate prices and corporate bond spreads. The scenarios that are chosen each quarter and the weighting given to each scenario depend on a variety of factors including recent economic events, leading economic indicators, internal and third-party economist views, and industry trends.

As of January 1, 2020, to determine the allowance for credit losses, the Corporation used a series of economic outlooks that resulted in an economic outlook that was weighted towards the potential of a recession with some expectation of tail risk similar to the severely adverse scenario used in stress testing. Various economic outlooks were also used in the December 31, 2020 estimate for allowance for credit losses that included consensus estimates, multiple downside scenarios which assumed a significantly longer period until economic recovery, a tail risk scenario similar to the severely adverse scenario used in stress testing and an upside scenario to reflect the potential for continued improvement in the consensus outlooks. The weighted economic outlook assumes that the U.S. unemployment rate at the end of 2021 would be relatively consistent with the level as of December 2020, slightly above 6.5 percent. Additionally, in this economic outlook, U.S. gross domestic product returns to pre-pandemic levels in the early part of 2022. The allowance for credit losses considers the impact of enacted government stimulus, including the COVID-19 Emergency Relief Act of 2020, and continues to factor in the unprecedented nature of the current health crisis.

The Corporation also factored into its allowance for credit losses an estimated impact from higher-risk segments that included leveraged loans and industries such as travel and entertainment, which have been adversely impacted by the effects of COVID-19, as well as the energy sector. The Corporation also holds additional reserves for borrowers who requested deferrals that take into account their credit characteristics and payment behavior subsequent to deferral.

The allowance for credit losses at December 31, 2020 was $20.7 billion, an increase of $7.2 billion compared to January 1, 2020. The increase in the allowance for credit losses was driven by the deterioration in the economic outlook resulting from the impact of COVID-19. The increase in the allowance for credit losses was comprised of a net increase of $6.4 billion in the allowance for loan and lease losses and a $755 million increase in the reserve for unfunded lending commitments. The increase in the allowance for loan and lease losses was attributed to $418 million in the consumer real estate portfolio, $1.8 billion in the credit card and other consumer portfolio, and $4.2 billion in the commercial portfolio.

Outstanding loans and leases excluding loans accounted for under the fair value option decreased $53.9 billion in 2020, driven by consumer loans, which decreased $37.1 billion primarily due to a decline in credit card loans from reduced retail spending and higher payments.

The changes in the allowance for credit losses, including net charge-offs and provision for loan and lease losses, are detailed in the table below.

(Dollars in millions)	Consumer Real Estate	Credit Card and Other Consumer	Commercial	Total
	2020			
Allowance for loan and lease losses, January 1	**$ 440**	**$ 7,430**	**$ 4,488**	**$ 12,358**
Loans and leases charged off	**(98)**	**(3,646)**	**(1,675)**	**(5,419)**
Recoveries of loans and leases previously charged off	**201**	**891**	**206**	**1,298**
Net charge-offs	**103**	**(2,755)**	**(1,469)**	**(4,121)**
Provision for loan and lease losses	**307**	**4,538**	**5,720**	**10,565**
Other [1]	**8**	**—**	**(8)**	**—**
Allowance for loan and lease losses, December 31	**858**	**9,213**	**8,731**	**18,802**
Reserve for unfunded lending commitments, January 1	**119**	**—**	**1,004**	**1,123**
Provision for unfunded lending commitments	**18**	**—**	**737**	**755**
Reserve for unfunded lending commitments, December 31	**137**	**—**	**1,741**	**1,878**
Allowance for credit losses, December 31	**$ 995**	**$ 9,213**	**$ 10,472**	**$ 20,680**
	2019			
Allowance for loan and lease losses, January 1	$ 928	$ 3,874	$ 4,799	$ 9,601
Loans and leases charged off	(522)	(4,302)	(822)	(5,646)
Recoveries of loans and leases previously charged off	927	911	160	1,998
Net charge-offs	405	(3,391)	(662)	(3,648)
Provision for loan and lease losses	(680)	3,512	742	3,574
Other [1]	(107)	1	(5)	(111)
Allowance for loan and lease losses, December 31	546	3,996	4,874	9,416
Reserve for unfunded lending commitments, January 1	—	—	797	797
Provision for unfunded lending commitments	—	—	16	16
Reserve for unfunded lending commitments, December 31	—	—	813	813
Allowance for credit losses, December 31	$ 546	$ 3,996	$ 5,687	$ 10,229
	2018			
Allowance for loan and lease losses, January 1	$ 1,720	$ 3,663	$ 5,010	$ 10,393
Loans and leases charged off	(690)	(4,037)	(675)	(5,402)
Recoveries of loans and leases previously charged off	664	823	152	1,639
Net charge-offs	(26)	(3,214)	(523)	(3,763)
Provision for loan and lease losses	(492)	3,441	313	3,262
Other [1]	(274)	(16)	(1)	(291)
Allowance for loan and lease losses, December 31	928	3,874	4,799	9,601
Reserve for unfunded lending commitments, January 1	—	—	777	777
Provision for unfunded lending commitments	—	—	20	20
Reserve for unfunded lending commitments, December 31	—	—	797	797
Allowance for credit losses, December 31	$ 928	$ 3,874	$ 5,596	$ 10,398

(1) Primarily represents write-offs of purchased credit-impaired loans in 2019, and the net impact of portfolio sales, transfers to held-for-sale and transfers to foreclosed properties.

NOTE 6 Securitizations and Other Variable Interest Entities

The Corporation utilizes VIEs in the ordinary course of business to support its own and its customers' financing and investing needs. The Corporation routinely securitizes loans and debt securities using VIEs as a source of funding for the Corporation and as a means of transferring the economic risk of the loans or debt securities to third parties. The assets are transferred into a trust or other securitization vehicle such that the assets are legally isolated from the creditors of the Corporation and are not available to satisfy its obligations. These assets can only be used to settle obligations of the trust or other securitization vehicle. The Corporation also administers, structures or invests in other VIEs including CDOs, investment vehicles and other entities. For more information on the Corporation's use of VIEs, see *Note 1 – Summary of Significant Accounting Principles.*

The tables in this Note present the assets and liabilities of consolidated and unconsolidated VIEs at December 31, 2020 and 2019 in situations where the Corporation has continuing involvement with transferred assets or if the Corporation otherwise has a variable interest in the VIE. The tables also present the Corporation's maximum loss exposure at December 31, 2020 and 2019 resulting from its involvement with consolidated VIEs and unconsolidated VIEs in which the Corporation holds a variable interest. The Corporation's maximum loss exposure is based on the unlikely event that all of the assets in the VIEs become worthless and incorporates not only potential losses associated with assets recorded on the Consolidated Balance Sheet but also potential losses associated with off-balance sheet commitments, such as unfunded liquidity commitments and other contractual arrangements. The Corporation's maximum loss exposure does not include losses previously recognized through write-downs of assets.

The Corporation invests in ABS issued by third-party VIEs with which it has no other form of involvement and enters into certain commercial lending arrangements that may also incorporate the use of VIEs, for example to hold collateral. These securities and loans are included in *Note 4 – Securities* or *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses.* In addition, the Corporation has used VIEs in connection with its funding activities.

The Corporation did not provide financial support to consolidated or unconsolidated VIEs during 2020, 2019 and 2018 that it was not previously contractually required to provide, nor does it intend to do so.

The Corporation had liquidity commitments, including written put options and collateral value guarantees, with certain unconsolidated VIEs of $929 million and $1.1 billion at December 31, 2020 and 2019.

First-lien Mortgage Securitizations

As part of its mortgage banking activities, the Corporation securitizes a portion of the first-lien residential mortgage loans it originates or purchases from third parties, generally in the form of residential mortgage-backed securities (RMBS) guaranteed by government-sponsored enterprises, FNMA and FHLMC (collectively the GSEs), or the Government National Mortgage Association (GNMA) primarily in the case of FHA-insured and U.S. Department of Veterans Affairs (VA)-guaranteed mortgage loans. Securitization usually occurs in conjunction with or shortly after origination or purchase, and the Corporation may also securitize loans held in its residential mortgage portfolio. In addition, the Corporation may, from time to time, securitize commercial mortgages it originates or purchases from other entities. The Corporation typically services the loans it securitizes. Further, the Corporation may retain beneficial interests in the securitization trusts including senior and subordinate securities and equity tranches issued by the trusts. Except as described in *Note 12 – Commitments and Contingencies*, the Corporation does not provide guarantees or recourse to the securitization trusts other than standard representations and warranties.

The table below summarizes select information related to first-lien mortgage securitizations for 2020, 2019 and 2018.

First-lien Mortgage Securitizations

	Residential Mortgage - Agency			Commercial Mortgage		
(Dollars in millions)	**2020**	2019	2018	**2020**	2019	2018
Proceeds from loan sales [1]	**$ 15,823**	$ 6,858	$ 5,801	**$ 5,084**	$ 8,661	$ 6,991
Gains on securitizations [2]	**728**	27	62	**61**	103	101
Repurchases from securitization trusts [3]	**436**	881	1,485	**—**	—	—

[1] The Corporation transfers residential mortgage loans to securitizations sponsored primarily by the GSEs or GNMA in the normal course of business and primarily receives RMBS in exchange. Substantially all of these securities are classified as Level 2 within the fair value hierarchy and are typically sold shortly after receipt.

[2] A majority of the first-lien residential mortgage loans securitized are initially classified as LHFS and accounted for under the fair value option. Gains recognized on these LHFS prior to securitization, which totaled $160 million, $64 million and $71 million net of hedges, during 2020, 2019 and 2018, respectively, are not included in the table above.

[3] The Corporation may have the option to repurchase delinquent loans out of securitization trusts, which reduces the amount of servicing advances it is required to make. The Corporation may also repurchase loans from securitization trusts to perform modifications. Repurchased loans include FHA-insured mortgages collateralizing GNMA securities.

The Corporation recognizes consumer MSRs from the sale or securitization of consumer real estate loans. The unpaid principal balance of loans serviced for investors, including residential mortgage and home equity loans, totaled $160.4 billion and $192.1 billion at December 31, 2020 and 2019. Servicing fee and ancillary fee income on serviced loans was $474 million, $585 million and $710 million during 2020, 2019 and 2018, respectively. Servicing advances on serviced loans, including loans serviced for others and loans held for investment, were $2.2 billion and $2.4 billion at December 31, 2020 and 2019. For more information on MSRs, see *Note 20 – Fair Value Measurements*.

During 2020, the Corporation completed the sale of $9.3 billion of consumer real estate loans through GNMA loan securitizations. As part of the securitizations, the Corporation retained $8.4 billion of MBS, which are classified as debt securities carried at fair value on the Consolidated Balance Sheet. Total gains on loan sales of $704 million were recorded in other income in the Consolidated Statement of Income.

The following table summarizes select information related to first-lien mortgage securitization trusts in which the Corporation held a variable interest at December 31, 2020 and 2019.

First-lien Mortgage VIEs

(Dollars in millions)	Residential Mortgage								Commercial Mortgage	
			Non-agency							
	Agency		Prime		Subprime		Alt-A			
	December 31									
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Unconsolidated VIEs										
Maximum loss exposure [(1)]	**$ 13,477**	$ 12,554	**$ 250**	$ 340	**$ 1,031**	$ 1,622	**$ 46**	$ 98	**$ 1,169**	$ 1,036
On-balance sheet assets										
Senior securities:										
Trading account assets	**$ 152**	$ 627	**$ 2**	$ 5	**$ 8**	$ 54	**$ 12**	$ 24	**$ 60**	$ 65
Debt securities carried at fair value	**7,588**	6,392	**103**	193	**676**	1,178	**33**	72	**—**	—
Held-to-maturity securities	**5,737**	5,535	**—**	—	**—**	—	**—**	—	**925**	809
All other assets	**—**	—	**6**	2	**26**	49	**1**	2	**50**	38
Total retained positions	**$ 13,477**	$ 12,554	**$ 111**	$ 200	**$ 710**	$ 1,281	**$ 46**	$ 98	**$ 1,035**	$ 912
Principal balance outstanding [(2)]	**$ 133,497**	$ 160,226	**$ 6,081**	$ 7,268	**$ 6,691**	$ 8,594	**$ 16,554**	$ 19,878	**$ 59,268**	$ 60,129
Consolidated VIEs										
Maximum loss exposure [(1)]	**$ 1,328**	$ 10,857	**$ 66**	$ 5	**$ 53**	$ 44	**$ —**	$ —	**$ —**	$ —
On-balance sheet assets										
Trading account assets	**$ 1,328**	$ 780	**$ 350**	$ 116	**$ 260**	$ 149	**$ —**	$ —	**$ —**	$ —
Loans and leases, net	**—**	9,917	**—**	—	**—**	—	**—**	—	**—**	—
All other assets	**—**	161	**—**	—	**—**	—	**—**	—	**—**	—
Total assets	**$ 1,328**	$ 10,858	**$ 350**	$ 116	**$ 260**	$ 149	**$ —**	$ —	**$ —**	$ —
Total liabilities	**$ —**	$ 4	**$ 284**	$ 111	**$ 207**	$ 105	**$ —**	$ —	**$ —**	$ —

(1) Maximum loss exposure includes obligations under loss-sharing reinsurance and other arrangements for non-agency residential mortgage and commercial mortgage securitizations, but excludes the reserve for representations and warranties obligations and corporate guarantees and also excludes servicing advances and other servicing rights and obligations. For more information, see *Note 12 – Commitments and Contingencies* and *Note 20 – Fair Value Measurements*.

(2) Principal balance outstanding includes loans where the Corporation was the transferor to securitization VIEs with which it has continuing involvement, which may include servicing the loans.

Other Asset-backed Securitizations

The following table summarizes select information related to home equity, credit card and other asset-backed VIEs in which the Corporation held a variable interest at December 31, 2020 and 2019.

Home Equity Loan, Credit Card and Other Asset-backed VIEs

(Dollars in millions)	Home Equity [(1)]		Credit Card [(2)]		Resecuritization Trusts		Municipal Bond Trusts	
	December 31							
	2020	2019	2020	2019	2020	2019	2020	2019
Unconsolidated VIEs								
Maximum loss exposure	**$ 206**	$ 412	**$ —**	$ —	**$ 8,543**	$ 7,526	**$ 3,507**	$ 3,701
On-balance sheet assets								
Securities [(3)]:								
Trading account assets	**$ —**	$ —	**$ —**	$ —	**$ 948**	$ 2,188	**$ —**	$ —
Debt securities carried at fair value	**2**	11	**—**	—	**2,727**	1,126	**—**	—
Held-to-maturity securities	**—**	—	**—**	—	**4,868**	4,212	**—**	—
Total retained positions	**$ 2**	$ 11	**$ —**	$ —	**$ 8,543**	$ 7,526	**$ —**	$ —
Total assets of VIEs	**$ 609**	$ 1,023	**$ —**	$ —	**$ 17,250**	$ 21,234	**$ 4,042**	$ 4,395
Consolidated VIEs								
Maximum loss exposure	**$ 58**	$ 64	**$ 14,606**	$ 17,915	**$ 217**	$ 54	**$ 1,030**	$ 2,656
On-balance sheet assets								
Trading account assets	**$ —**	$ —	**$ —**	$ —	**$ 217**	$ 73	**$ 990**	$ 2,480
Loans and leases	**218**	122	**21,310**	26,985	**—**	—	**—**	—
Allowance for loan and lease losses	**14**	(2)	**(1,704)**	(800)	**—**	—	**—**	—
All other assets	**4**	3	**1,289**	119	**—**	—	**40**	176
Total assets	**$ 236**	$ 123	**$ 20,895**	$ 26,304	**$ 217**	$ 73	**$ 1,030**	$ 2,656
On-balance sheet liabilities								
Short-term borrowings	**$ —**	$ —	**$ —**	$ —	**$ —**	$ —	**$ 432**	$ 2,175
Long-term debt	**178**	64	**6,273**	8,372	**—**	19	**—**	—
All other liabilities	**—**	—	**16**	17	**—**	—	**—**	—
Total liabilities	**$ 178**	$ 64	**$ 6,289**	$ 8,389	**$ —**	$ 19	**$ 432**	$ 2,175

(1) For unconsolidated home equity loan VIEs, the maximum loss exposure includes outstanding trust certificates issued by trusts in rapid amortization, net of recorded reserves. For both consolidated and unconsolidated home equity loan VIEs, the maximum loss exposure excludes the reserve for representations and warranties obligations and corporate guarantees. For more information, see *Note 12 – Commitments and Contingencies*.

(2) At December 31, 2020 and 2019, loans and leases in the consolidated credit card trust included $7.6 billion and $10.5 billion of seller's interest.

(3) The retained senior securities were valued using quoted market prices or observable market inputs (Level 2 of the fair value hierarchy).

Home Equity Loans

The Corporation retains interests, primarily senior securities, in home equity securitization trusts to which it transferred home equity loans. In addition, the Corporation may be obligated to provide subordinate funding to the trusts during a rapid amortization event. This obligation is included in the maximum loss exposure in the table above. The charges that will ultimately be recorded as a result of the rapid amortization events depend on the undrawn portion of the HELOCs, performance of the loans, the amount of subsequent draws and the timing of related cash flows.

Credit Card Securitizations

The Corporation securitizes originated and purchased credit card loans. The Corporation's continuing involvement with the securitization trust includes servicing the receivables, retaining an undivided interest (seller's interest) in the receivables, and holding certain retained interests including subordinate interests in accrued interest and fees on the securitized receivables and cash reserve accounts.

During 2020, 2019 and 2018, the Corporation issued new senior debt securities to third-party investors from the credit card securitization trust of $1.0 billion, $1.3 billion and $4.0 billion, respectively.

At December 31, 2020 and 2019, the Corporation held subordinate securities issued by the credit card securitization trust with a notional principal amount of $6.8 billion and $7.4 billion. These securities serve as a form of credit enhancement to the senior debt securities and have a stated interest rate of zero percent. During 2020, 2019 and 2018, the credit card securitization trust issued $161 million, $202 million and $650 million, respectively, of these subordinate securities.

Resecuritization Trusts

The Corporation transfers securities, typically MBS, into resecuritization VIEs generally at the request of customers seeking securities with specific characteristics. Generally, there are no significant ongoing activities performed in a resecuritization trust, and no single investor has the unilateral ability to liquidate the trust.

The Corporation resecuritized $39.0 billion, $24.4 billion and $22.8 billion of securities during 2020, 2019 and 2018, respectively. Securities transferred into resecuritization VIEs were measured at fair value with changes in fair value recorded in market making and similar activities prior to the resecuritization and, accordingly, no gain or loss on sale was recorded. Securities received from the resecuritization VIEs were recognized at their fair value of $6.1 billion, $5.2 billion and $4.1 billion during 2020, 2019 and 2018, respectively. In 2019 and 2018, substantially all of the securities were classified as trading account assets. All of the securities received as resecuritization proceeds during 2020 were classified as trading account assets. Of the securities received as resecuritizations proceeds during 2020, $2.4 billion, $2.1 billion and $1.7 billion were classified as trading account assets, debt securities carried at fair value and HTM securities, respectively. Substantially all of the trading account securities and debt securities carried at fair value were categorized as Level 2 within the fair value hierarchy.

Municipal Bond Trusts

The Corporation administers municipal bond trusts that hold highly-rated, long-term, fixed-rate municipal bonds. The trusts obtain financing by issuing floating-rate trust certificates that reprice on a weekly or other short-term basis to third-party investors.

The Corporation's liquidity commitments to unconsolidated municipal bond trusts, including those for which the Corporation was transferor, totaled $3.5 billion and $3.7 billion at December 31, 2020 and 2019. The weighted-average remaining life of bonds held in the trusts at December 31, 2020 was 6.8 years. There were no significant write-downs or downgrades of assets or issuers during 2020, 2019 and 2018.

Other Variable Interest Entities

The table below summarizes select information related to other VIEs in which the Corporation held a variable interest at December 31, 2020 and 2019.

Other VIEs

(Dollars in millions)	Consolidated	Unconsolidated	Total	Consolidated	Unconsolidated	Total
	December 31, 2020			December 31, 2019		
Maximum loss exposure [1]	**$ 4,106**	**$ 23,870**	**$ 27,976**	$ 4,055	$ 21,069	$ 25,124
On-balance sheet assets						
Trading account assets [1]	**$ 2,080**	**$ 623**	**$ 2,703**	$ 2,213	$ 549	$ 2,762
Debt securities carried at fair value [1]	**—**	**9**	**9**	—	10	10
Loans and leases [1]	**2,108**	**184**	**2,292**	1,810	533	2,343
Allowance for loan and lease losses [1]	**(3)**	**(3)**	**(6)**	(2)	—	(2)
All other assets [1]	**54**	**22,553**	**22,607**	81	19,354	19,435
Total [1]	**$ 4,239**	**$ 23,366**	**$ 27,605**	$ 4,102	$ 20,446	$ 24,548
On-balance sheet liabilities						
Short-term borrowings	**$ 22**	**$ —**	**$ 22**	$ —	$ —	$ —
Long-term debt	**111**	**—**	**111**	46	—	46
All other liabilities [1]	**—**	**5,658**	**5,658**	2	4,896	4,898
Total [1]	**$ 133**	**$ 5,658**	**$ 5,791**	$ 48	$ 4,896	$ 4,944
Total assets of VIEs [1]	**$ 4,239**	**$ 77,984**	**$ 82,223**	$ 4,102	$ 70,120	$ 74,222

(1) Prior-period amounts have been revised to remove certain entities that are no longer considered VIEs.

Customer VIEs

Customer VIEs include credit-linked, equity-linked and commodity-linked note VIEs, repackaging VIEs and asset acquisition VIEs, which are typically created on behalf of customers who wish to obtain market or credit exposure to a specific company, index, commodity or financial instrument.

The Corporation's maximum loss exposure to consolidated and unconsolidated customer VIEs totaled $2.3 billion and $2.2 billion at December 31, 2020 and 2019, including the notional amount of derivatives to which the Corporation is a counterparty, net of losses previously recorded, and the Corporation's investment, if any, in securities issued by the VIEs.

Collateralized Debt Obligation VIEs

The Corporation receives fees for structuring CDO VIEs, which hold diversified pools of fixed-income securities, typically corporate debt or ABS, which the CDO VIEs fund by issuing multiple tranches of debt and equity securities. CDOs are generally managed by third-party portfolio managers. The Corporation typically transfers assets to these CDOs, holds securities issued by the CDOs and may be a derivative counterparty to the CDOs. The Corporation's maximum loss exposure to consolidated and unconsolidated CDOs totaled $298 million and $304 million at December 31, 2020 and 2019.

Investment VIEs

The Corporation sponsors, invests in or provides financing, which may be in connection with the sale of assets, to a variety of investment VIEs that hold loans, real estate, debt securities or other financial instruments and are designed to provide the desired investment profile to investors or the Corporation. At December 31, 2020 and 2019, the Corporation's consolidated investment VIEs had total assets of $494 million and $104 million. The Corporation also held investments in unconsolidated VIEs with total assets of $5.4 billion and $5.1 billion at December 31, 2020 and 2019. The Corporation's maximum loss exposure associated with both consolidated and unconsolidated investment VIEs totaled $1.5 billion and $1.6 billion at December 31, 2020 and 2019 comprised primarily of on-balance sheet assets less non-recourse liabilities.

Leveraged Lease Trusts

The Corporation's net investment in consolidated leveraged lease trusts totaled $1.7 billion at both December 31, 2020 and 2019. The trusts hold long-lived equipment such as rail cars, power generation and distribution equipment, and commercial aircraft. The Corporation structures the trusts and holds a significant residual interest. The net investment represents the Corporation's maximum loss exposure to the trusts in the unlikely event that the leveraged lease investments become worthless. Debt issued by the leveraged lease trusts is non-recourse to the Corporation.

Tax Credit VIEs

The Corporation holds investments in unconsolidated limited partnerships and similar entities that construct, own and operate affordable housing, wind and solar projects. An unrelated third party is typically the general partner or managing member and has control over the significant activities of the VIE. The Corporation earns a return primarily through the receipt of tax credits allocated to the projects. The maximum loss exposure included in the Other VIEs table was $22.0 billion and $18.9 billion at December 31, 2020 and 2019. The Corporation's risk of loss is generally mitigated by policies requiring that the project qualify for the expected tax credits prior to making its investment.

The Corporation's investments in affordable housing partnerships, which are reported in other assets on the Consolidated Balance Sheet, totaled $11.2 billion and $10.0 billion, including unfunded commitments to provide capital contributions of $5.0 billion and $4.3 billion at December 31, 2020 and 2019. The unfunded commitments are expected to be paid over the next five years. During 2020, 2019 and 2018, the Corporation recognized tax credits and other tax benefits from investments in affordable housing partnerships of $1.2 billion, $1.0 billion and $981 million and reported pretax losses in other income of $1.0 billion, $882 million and $798 million, respectively. Tax credits are recognized as part of the Corporation's annual effective tax rate used to determine tax expense in a given quarter. Accordingly, the portion of a year's expected tax benefits recognized in any given quarter may differ from 25 percent. The Corporation may from time to time be asked to invest additional amounts to support a troubled affordable housing project. Such additional investments have not been and are not expected to be significant.

NOTE 7 Goodwill and Intangible Assets

Goodwill

The table below presents goodwill balances by business segment and *All Other* at December 31, 2020 and 2019. The reporting units utilized for goodwill impairment testing are the operating segments or one level below.

Goodwill

	December 31	
(Dollars in millions)	**2020**	2019
Consumer Banking	**$ 30,123**	$ 30,123
Global Wealth & Investment Management	**9,677**	9,677
Global Banking	**23,923**	23,923
Global Markets	**5,182**	5,182
All Other	**46**	46
Total goodwill	**$ 68,951**	$ 68,951

During 2020, the Corporation completed its annual goodwill impairment test as of June 30, 2020 using a quantitative assessment for all applicable reporting units. Based on the results of the annual goodwill impairment test, the Corporation determined there was no impairment. For more information on the use of quantitative assessments, see *Note 1 – Summary of Significant Accounting Principles.*

Intangible Assets

At December 31, 2020 and 2019, the net carrying value of intangible assets was $2.2 billion and $1.7 billion. During 2020, the Corporation recognized a $585 million intangible asset, which is being amortized over a 10-year life, related to the merchant contracts that were distributed to the Corporation from its merchant servicing joint venture. For more information, see *Note 12 – Commitments and Contingencies*.

At both December 31, 2020 and 2019, intangible assets included $1.6 billion of intangible assets associated with trade names, substantially all of which had an indefinite life and, accordingly, are not being amortized. Amortization of intangibles expense was $95 million, $112 million and $538 million for 2020, 2019 and 2018.

NOTE 8 Leases

The Corporation enters into both lessor and lessee arrangements. For more information on lease accounting, see *Note 1 – Summary of Significant Accounting Principles* and on lease financing receivables, see *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses*.

Lessor Arrangements

The Corporation's lessor arrangements primarily consist of operating, sales-type and direct financing leases for equipment. Lease agreements may include options to renew and for the lessee to purchase the leased equipment at the end of the lease term.

The following table presents the net investment in sales-type and direct financing leases at December 31, 2020 and 2019.

Net Investment [1]

(Dollars in millions)	December 31 2020	2019
Lease receivables	$ 17,627	$ 19,312
Unguaranteed residuals	2,303	2,550
Total net investment in sales-type and direct financing leases	$ 19,930	$ 21,862

(1) In certain cases, the Corporation obtains third-party residual value insurance to reduce its residual asset risk. The carrying value of residual assets with third-party residual value insurance for at least a portion of the asset value was \$6.9 billion and \$5.8 billion at December 31, 2020 and 2019.

The following table presents lease income at December 31, 2020 and 2019.

Lease Income

(Dollars in millions)	December 31 2020	2019
Sales-type and direct financing leases	$ 707	$ 797
Operating leases	931	891
Total lease income	$ 1,638	$ 1,688

Lessee Arrangements

The Corporation's lessee arrangements predominantly consist of operating leases for premises and equipment; the Corporation's financing leases are not significant.

Lease terms may contain renewal and extension options and early termination features. Generally, these options do not impact the lease term because the Corporation is not reasonably certain that it will exercise the options.

The following table provides information on the right-of-use assets, lease liabilities and weighted-average discount rates and lease terms at December 31, 2020 and 2019.

Lessee Arrangements

(Dollars in millions)	December 31 2020	2019
Right-of-use asset	$ 10,000	$ 9,735
Lease liabilities	10,474	10,093
Weighted-average discount rate used to calculate present value of future minimum lease payments	3.38 %	3.68 %
Weighted-average lease term (in years)	8.4	8.2
Lease Cost and Supplemental Information:		
Operating lease cost	$ 2,149	$ 2,085
Variable lease cost [1]	474	498
Total lease cost [2]	$ 2,623	$ 2,583
Right-of-use assets obtained in exchange for new operating lease liabilities [3]	$ 851	$ 931
Operating cash flows from operating leases [4]	2,039	2,009

(1) Primarily consists of payments for common area maintenance and property taxes.
(2) Amounts are recorded in occupancy and equipment expense in the Consolidated Statement of Income.
(3) Represents non-cash activity and, accordingly, is not reflected in the Consolidated Statement of Cash Flows.
(4) Represents cash paid for amounts included in the measurements of lease liabilities.

Maturity Analysis

The maturities of lessor and lessee arrangements outstanding at December 31, 2020 are presented in the table below based on undiscounted cash flows.

Maturities of Lessor and Lessee Arrangements

	Lessor		Lessee [1]
(Dollars in millions)	Operating Leases	Sales-type and Direct Financing Leases [2]	Operating Leases
	December 31, 2020		
2021	$ 843	$ 5,424	$ 1,927
2022	748	4,934	1,715
2023	630	3,637	1,454
2024	479	2,089	1,308
2025	339	1,143	1,087
Thereafter	886	1,668	4,609
Total undiscounted cash flows	$ 3,925	18,895	12,100
Less: Net present value adjustment		1,268	1,626
Total [3]		$ 17,627	$ 10,474

(1) Excludes \$885 million in commitments under lessee arrangements that have not yet commenced with lease terms that will begin in 2021.
(2) Includes \$12.7 billion in commercial lease financing receivables and \$4.9 billion in direct/indirect consumer lease financing receivables.
(3) Represents lease receivables for lessor arrangements and lease liabilities for lessee arrangements.

NOTE 9 Deposits

The table below presents information about the Corporation's time deposits of \$100,000 or more at December 31, 2020 and 2019. The Corporation also had aggregate time deposits of \$10.7 billion and \$15.8 billion in denominations that met or exceeded the Federal Deposit Insurance Corporation (FDIC) insurance limit at December 31, 2020 and 2019.

Time Deposits of $100,000 or More

	December 31, 2020				December 31 2019
(Dollars in millions)	Three Months or Less	Over Three Months to Twelve Months	Thereafter	Total	Total
U.S. certificates of deposit and other time deposits	$ 12,485	$ 10,668	$ 1,445	$ 24,598	$ 39,739
Non-U.S. certificates of deposit and other time deposits	8,568	1,925	1,432	11,925	13,034

The scheduled contractual maturities for total time deposits at December 31, 2020 are presented in the table below.

Contractual Maturities of Total Time Deposits

(Dollars in millions)	U.S.	Non-U.S.	Total
Due in 2021	$ 40,052	$ 10,609	**$ 50,661**
Due in 2022	2,604	167	**2,771**
Due in 2023	431	4	**435**
Due in 2024	222	5	**227**
Due in 2025	186	13	**199**
Thereafter	276	1,287	**1,563**
Total time deposits	$ 43,771	$ 12,085	**$ 55,856**

NOTE 10 Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash

The table below presents federal funds sold or purchased, securities financing agreements (which include securities borrowed or purchased under agreements to resell and securities loaned or sold under agreements to repurchase) and short-term borrowings. The Corporation elects to account for certain securities financing agreements and short-term borrowings under the fair value option. For more information on the fair value option, see *Note 21 – Fair Value Option*.

	Amount	Rate	Amount	Rate
(Dollars in millions)	**2020**		2019	
Federal funds sold and securities borrowed or purchased under agreements to resell				
Average during year	**$ 309,945**	**0.29 %**	$ 279,610	1.73 %
Maximum month-end balance during year	**451,179**	**n/a**	281,684	n/a
Federal funds purchased and securities loaned or sold under agreements to repurchase				
Average during year	**$ 192,479**	**0.69 %**	$ 201,797	2.31 %
Maximum month-end balance during year	**206,493**	**n/a**	203,063	n/a
Short-term borrowings				
Average during year	**22,486**	**0.54**	24,301	2.42
Maximum month-end balance during year	**30,118**	**n/a**	36,538	n/a

n/a = not applicable

Bank of America, N.A. maintains a global program to offer up to a maximum of $75.0 billion outstanding at any one time, of bank notes with fixed or floating rates and maturities of at least seven days from the date of issue. Short-term bank notes outstanding under this program totaled $3.9 billion and $11.7 billion at December 31, 2020 and 2019. These short-term bank notes, along with Federal Home Loan Bank advances, U.S. Treasury tax and loan notes, and term federal funds purchased, are included in short-term borrowings on the Consolidated Balance Sheet.

Offsetting of Securities Financing Agreements

The Corporation enters into securities financing agreements to accommodate customers (also referred to as “matched-book transactions”), obtain securities to cover short positions and finance inventory positions. Substantially all of the Corporation’s securities financing activities are transacted under legally enforceable master repurchase agreements or legally enforceable master securities lending agreements that give the Corporation, in the event of default by the counterparty, the right to liquidate securities held and to offset receivables and payables with the same counterparty. The Corporation offsets securities financing transactions with the same counterparty on the Consolidated Balance Sheet where it has such a legally enforceable master netting agreement and the transactions have the same maturity date.

The Securities Financing Agreements table presents securities financing agreements included on the Consolidated Balance Sheet in federal funds sold and securities borrowed or purchased under agreements to resell, and in federal funds purchased and securities loaned or sold under agreements to repurchase at December 31, 2020 and 2019. Balances are presented on a gross basis, prior to the application of counterparty netting. Gross assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements. For more information on the offsetting of derivatives, see *Note 3 – Derivatives*.

Securities Financing Agreements

(Dollars in millions)	Gross Assets/ Liabilities [1]	Amounts Offset	Net Balance Sheet Amount	Financial Instruments [2]	Net Assets/ Liabilities
	December 31, 2020				
Securities borrowed or purchased under agreements to resell [3]	**$ 492,387**	**$ (188,329)**	**$ 304,058**	**$ (272,351)**	**$ 31,707**
Securities loaned or sold under agreements to repurchase	**$ 358,652**	**$ (188,329)**	**$ 170,323**	**$ (158,867)**	**$ 11,456**
Other [4]	**16,210**	**—**	**16,210**	**(16,210)**	**—**
Total	**$ 374,862**	**$ (188,329)**	**$ 186,533**	**$ (175,077)**	**$ 11,456**
	December 31, 2019				
Securities borrowed or purchased under agreements to resell [3]	$ 434,257	$ (159,660)	$ 274,597	$ (244,486)	$ 30,111
Securities loaned or sold under agreements to repurchase	$ 324,769	$ (159,660)	$ 165,109	$ (141,482)	$ 23,627
Other [4]	15,346	—	15,346	(15,346)	—
Total	$ 340,115	$ (159,660)	$ 180,455	$ (156,828)	$ 23,627

(1) Includes activity where uncertainty exists as to the enforceability of certain master netting agreements under bankruptcy laws in some countries or industries.
(2) Includes securities collateral received or pledged under repurchase or securities lending agreements where there is a legally enforceable master netting agreement. These amounts are not offset on the Consolidated Balance Sheet, but are shown as a reduction to derive a net asset or liability. Securities collateral received or pledged where the legal enforceability of the master netting agreements is uncertain is excluded from the table.
(3) Excludes repurchase activity of $14.7 billion and $12.9 billion reported in loans and leases on the Consolidated Balance Sheet at December 31, 2020 and 2019.
(4) Balance is reported in accrued expenses and other liabilities on the Consolidated Balance Sheet and relates to transactions where the Corporation acts as the lender in a securities lending agreement and receives securities that can be pledged as collateral or sold. In these transactions, the Corporation recognizes an asset at fair value, representing the securities received, and a liability, representing the obligation to return those securities.

Repurchase Agreements and Securities Loaned Transactions Accounted for as Secured Borrowings

The following tables present securities sold under agreements to repurchase and securities loaned by remaining contractual term to maturity and class of collateral pledged. Included in "Other" are transactions where the Corporation acts as the lender in a securities lending agreement and receives securities that can be pledged as collateral or sold. Certain agreements contain a right to substitute collateral and/or terminate the agreement prior to maturity at the option of the Corporation or the counterparty. Such agreements are included in the table below based on the remaining contractual term to maturity.

Remaining Contractual Maturity

(Dollars in millions)	Overnight and Continuous	30 Days or Less	After 30 Days Through 90 Days	Greater than 90 Days [1]	Total
	December 31, 2020				
Securities sold under agreements to repurchase	**$ 158,400**	**$ 122,448**	**$ 32,149**	**$ 22,684**	**$ 335,681**
Securities loaned	**19,140**	**271**	**1,029**	**2,531**	**22,971**
Other	**16,210**	**—**	**—**	**—**	**16,210**
Total	**$ 193,750**	**$ 122,719**	**$ 33,178**	**$ 25,215**	**$ 374,862**
	December 31, 2019				
Securities sold under agreements to repurchase	$ 129,455	$ 122,685	$ 25,322	$ 21,922	$ 299,384
Securities loaned	18,766	3,329	1,241	2,049	25,385
Other	15,346	—	—	—	15,346
Total	$ 163,567	$ 126,014	$ 26,563	$ 23,971	$ 340,115

(1) No agreements have maturities greater than three years.

Class of Collateral Pledged

(Dollars in millions)	Securities Sold Under Agreements to Repurchase	Securities Loaned	Other	Total
	December 31, 2020			
U.S. government and agency securities	**$ 195,167**	**$ 5**	**$ —**	**$ 195,172**
Corporate securities, trading loans and other	**8,633**	**1,628**	**1,217**	**11,478**
Equity securities	**14,752**	**21,125**	**14,931**	**50,808**
Non-U.S. sovereign debt	**113,142**	**213**	**62**	**113,417**
Mortgage trading loans and ABS	**3,987**	**—**	**—**	**3,987**
Total	**$ 335,681**	**$ 22,971**	**$ 16,210**	**$ 374,862**
	December 31, 2019			
U.S. government and agency securities	$ 173,533	$ 1	$ —	$ 173,534
Corporate securities, trading loans and other	10,467	2,014	258	12,739
Equity securities	14,933	20,026	15,024	49,983
Non-U.S. sovereign debt	96,576	3,344	64	99,984
Mortgage trading loans and ABS	3,875	—	—	3,875
Total	$ 299,384	$ 25,385	$ 15,346	$ 340,115

Under repurchase agreements, the Corporation is required to post collateral with a market value equal to or in excess of the principal amount borrowed. For securities loaned transactions, the Corporation receives collateral in the form of cash, letters of credit or other securities. To determine whether the market value of the underlying collateral remains sufficient, collateral is generally valued daily, and the Corporation may be required to deposit additional collateral or may receive or return collateral pledged when appropriate. Repurchase agreements and securities loaned transactions are generally either overnight, continuous (i.e., no stated term) or short-term. The Corporation manages liquidity risks related to these agreements by sourcing funding from a diverse group of counterparties, providing a range of securities collateral and pursuing longer durations, when appropriate.

Restricted Cash

At December 31, 2020 and 2019, the Corporation held restricted cash included within cash and cash equivalents on the Consolidated Balance Sheet of $7.0 billion and $24.4 billion, predominantly related to cash held on deposit with the Federal Reserve Bank and non-U.S. central banks to meet reserve requirements and cash segregated in compliance with securities regulations.

NOTE 11 Long-term Debt

Long-term debt consists of borrowings having an original maturity of one year or more. The table below presents the balance of long-term debt at December 31, 2020 and 2019, and the related contractual rates and maturity dates as of December 31, 2020.

(Dollars in millions)	Weighted-average Rate	Interest Rates	Maturity Dates	December 31 2020	December 31 2019
Notes issued by Bank of America Corporation [1]					
Senior notes:					
Fixed	**3.05 %**	**0.25 - 8.05 %**	**2021 - 2051**	**$ 174,385**	$ 140,265
Floating	**0.74**	**0.09 - 4.96**	**2021 - 2044**	**16,788**	19,552
Senior structured notes				**17,033**	16,941
Subordinated notes:					
Fixed	**4.89**	**2.94 - 8.57**	**2021 - 2045**	**23,337**	21,632
Floating	**1.15**	**0.88 - 1.41**	**2022 - 2026**	**799**	782
Junior subordinated notes:					
Fixed	**6.71**	**6.45 - 8.05**	**2027 - 2066**	**738**	736
Floating	**1.03**	**1.03**	**2056**	**1**	1
Total notes issued by Bank of America Corporation				**233,081**	199,909
Notes issued by Bank of America, N.A.					
Senior notes:					
Fixed	**3.34**	**3.34**	**2023**	**511**	508
Floating	**0.33**	**0.28 - 0.49**	**2021 - 2041**	**2,323**	6,519
Subordinated notes	**6.00**	**6.00**	**2036**	**1,883**	1,744
Advances from Federal Home Loan Banks:					
Fixed	**0.99**	**0.01 - 7.72**	**2021 - 2034**	**599**	112
Floating				**—**	2,500
Securitizations and other BANA VIEs [2]				**6,296**	8,373
Other				**683**	402
Total notes issued by Bank of America, N.A.				**12,295**	20,158
Other debt					
Structured liabilities				**16,792**	20,442
Nonbank VIEs [2]				**757**	347
Other				**9**	—
Total notes issued by nonbank and other entities				**17,558**	20,789
Total long-term debt				**$ 262,934**	$ 240,856

(1) Includes total loss-absorbing capacity compliant debt.
(2) Represents liabilities of consolidated VIEs included in total long-term debt on the Consolidated Balance Sheet.

During 2020, the Corporation issued $56.9 billion of long-term debt consisting of $43.8 billion of notes issued by Bank of America Corporation, $4.8 billion of notes issued by Bank of America, N.A. and $8.3 billion of other debt. During 2019, the Corporation issued $52.5 billion of long-term debt consisting of $29.3 billion of notes issued by Bank of America Corporation, $10.9 billion of notes issued by Bank of America, N.A. and $12.3 billion of other debt.

During 2020, the Corporation had total long-term debt maturities and redemptions in the aggregate of $47.1 billion consisting of $22.6 billion for Bank of America Corporation, $11.5 billion for Bank of America, N.A. and $13.0 billion of other debt. During 2019, the Corporation had total long-term debt maturities and redemptions in the aggregate of $50.6 billion consisting of $21.1 billion for Bank of America Corporation, $19.9 billion for Bank of America, N.A. and $9.6 billion of other debt.

Bank of America Corporation and Bank of America, N.A. maintain various U.S. and non-U.S. debt programs to offer both senior and subordinated notes. The notes may be denominated in U.S. dollars or foreign currencies. At December 31, 2020 and 2019, the amount of foreign currency-denominated debt translated into U.S. dollars included in total long-term debt was $54.6 billion and $49.6 billion. Foreign currency contracts may be used to convert certain foreign currency-denominated debt into U.S. dollars.

At December 31, 2020, long-term debt of consolidated VIEs in the table above included debt from credit card, residential mortgage, home equity and other VIEs of $6.3 billion, $491 million, $178 million and $111 million, respectively. Long-term debt of VIEs is collateralized by the assets of the VIEs. For more information, see *Note 6 – Securitizations and Other Variable Interest Entities.*

The weighted-average effective interest rates for total long-term debt (excluding senior structured notes), total fixed-rate debt and total floating-rate debt were 3.02 percent, 3.29 percent and 0.71 percent, respectively, at December 31, 2020, and 3.26 percent, 3.55 percent and 1.92 percent, respectively, at December 31, 2019. The Corporation's ALM activities maintain an overall interest rate risk management strategy that incorporates the use of interest rate contracts to manage fluctuations in earnings caused by interest rate volatility. The Corporation's goal is to manage interest rate sensitivity so that movements in interest rates do not have a significantly adverse effect on earnings and capital. The weighted-average rates are the contractual interest rates on the debt and do not reflect the impacts of derivative transactions.

Debt outstanding of $4.8 billion at December 31, 2020 was issued by BofA Finance LLC, a consolidated finance subsidiary of Bank of America Corporation, the parent company, and is fully and unconditionally guaranteed by the parent company.

The table below shows the carrying value for aggregate annual contractual maturities of long-term debt as of December 31, 2020. Included in the table are certain structured notes issued by the Corporation that contain provisions whereby the borrowings are redeemable at the option of the holder (put options) at specified dates prior to maturity. Other structured notes have coupon or repayment terms linked to the performance of debt or equity securities, indices, currencies or commodities, and the maturity may be accelerated based on the value of a referenced index or security. In both cases, the Corporation or a subsidiary may be required to settle the obligation for cash or other securities prior to the contractual maturity date. These borrowings are reflected in the table as maturing at their contractual maturity date.

Long-term Debt by Maturity

(Dollars in millions)	2021	2022	2023	2024	2025	Thereafter	Total
Bank of America Corporation							
Senior notes	$ 8,888	$ 15,380	$ 23,872	$ 21,407	$ 15,723	$ 105,903	**$ 191,173**
Senior structured notes	469	2,034	597	190	549	13,194	**17,033**
Subordinated notes	371	393	—	3,351	5,537	14,484	**24,136**
Junior subordinated notes	—	—	—	—	—	739	**739**
Total Bank of America Corporation	9,728	17,807	24,469	24,948	21,809	134,320	**233,081**
Bank of America, N.A.							
Senior notes	1,340	975	511	—	—	8	**2,834**
Subordinated notes	—	—	—	—	—	1,883	**1,883**
Advances from Federal Home Loan Banks	502	3	1	—	18	75	**599**
Securitizations and other Bank VIEs [(1)]	4,056	1,241	977	—	—	22	**6,296**
Other	112	16	189	—	279	87	**683**
Total Bank of America, N.A.	6,010	2,235	1,678	—	297	2,075	**12,295**
Other debt							
Structured Liabilities	4,613	2,414	2,221	655	859	6,030	**16,792**
Nonbank VIEs [(1)]	1	—	—	—	—	756	**757**
Other	—	—	—	—	—	9	**9**
Total other debt	4,614	2,414	2,221	655	859	6,795	**17,558**
Total long-term debt	**$ 20,352**	**$ 22,456**	**$ 28,368**	**$ 25,603**	**$ 22,965**	**$ 143,190**	**$ 262,934**

(1) Represents liabilities of consolidated VIEs included in total long-term debt on the Consolidated Balance Sheet.

NOTE 12 Commitments and Contingencies

In the normal course of business, the Corporation enters into a number of off-balance sheet commitments. These commitments expose the Corporation to varying degrees of credit and market risk and are subject to the same credit and market risk limitation reviews as those instruments recorded on the Consolidated Balance Sheet.

Credit Extension Commitments

The Corporation enters into commitments to extend credit such as loan commitments, SBLCs and commercial letters of credit to meet the financing needs of its customers. The following table includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.5 billion and $10.6 billion at December 31, 2020 and 2019. The carrying value of these commitments at December 31, 2020 and 2019, excluding commitments accounted for under the fair value option, was $1.9 billion and $829 million, which primarily related to the reserve for unfunded lending commitments. The carrying value of these commitments is classified in accrued expenses and other liabilities on the Consolidated Balance Sheet.

Legally binding commitments to extend credit generally have specified rates and maturities. Certain of these commitments have adverse change clauses that help to protect the Corporation against deterioration in the borrower's ability to pay.

The table below includes the notional amount of commitments of $4.0 billion and $4.4 billion at December 31, 2020 and 2019 that are accounted for under the fair value option. However, the table excludes cumulative net fair value of $99 million and $90 million at December 31, 2020 and 2019 on these commitments, which is classified in accrued expenses and other liabilities. For more information regarding the Corporation's loan commitments accounted for under the fair value option, see *Note 21 – Fair Value Option.*

Credit Extension Commitments

(Dollars in millions)	Expire in One Year or Less	Expire After One Year Through Three Years	Expire After Three Years Through Five Years	Expire After Five Years	Total
			December 31, 2020		
Notional amount of credit extension commitments					
Loan commitments [1]	**$ 109,406**	**$ 171,887**	**$ 139,508**	**$ 16,091**	**$ 436,892**
Home equity lines of credit	**710**	**2,992**	**8,738**	**29,892**	**42,332**
Standby letters of credit and financial guarantees [2]	**19,962**	**12,038**	**2,397**	**1,257**	**35,654**
Letters of credit [3]	**886**	**197**	**25**	**27**	**1,135**
Legally binding commitments	**130,964**	**187,114**	**150,668**	**47,267**	**516,013**
Credit card lines [4]	**384,955**	**—**	**—**	**—**	**384,955**
Total credit extension commitments	**$ 515,919**	**$ 187,114**	**$ 150,668**	**$ 47,267**	**$ 900,968**
			December 31, 2019		
Notional amount of credit extension commitments					
Loan commitments [1]	$ 97,454	$ 148,000	$ 173,699	$ 24,487	$ 443,640
Home equity lines of credit	1,137	1,948	6,351	34,134	43,570
Standby letters of credit and financial guarantees [2]	21,311	11,512	3,712	408	36,943
Letters of credit [3]	1,156	254	65	25	1,500
Legally binding commitments	121,058	161,714	183,827	59,054	525,653
Credit card lines [4]	376,067	—	—	—	376,067
Total credit extension commitments	$ 497,125	$ 161,714	$ 183,827	$ 59,054	$ 901,720

(1) At December 31, 2020 and 2019, $4.8 billion and $5.1 billion of these loan commitments were held in the form of a security.
(2) The notional amounts of SBLCs and financial guarantees classified as investment grade and non-investment grade based on the credit quality of the underlying reference name within the instrument were $25.0 billion and $10.2 billion at December 31, 2020, and $27.9 billion and $8.6 billion at December 31, 2019. Amounts in the table include consumer SBLCs of $500 million and $413 million at December 31, 2020 and 2019.
(3) At December 31, 2020 and 2019, included are letters of credit of $1.8 billion and $1.4 billion related to certain liquidity commitments of VIEs. For more information, see *Note 6 – Securitizations and Other Variable Interest Entities*.
(4) Includes business card unused lines of credit.

Other Commitments

At December 31, 2020 and 2019, the Corporation had commitments to purchase loans (e.g., residential mortgage and commercial real estate) of $93 million and $86 million, which upon settlement will be included in trading account assets, loans or LHFS, and commitments to purchase commercial loans of $645 million and $1.1 billion, which upon settlement will be included in trading account assets.

At December 31, 2020 and 2019, the Corporation had commitments to purchase commodities, primarily liquefied natural gas, of $582 million and $830 million, which upon settlement will be included in trading account assets.

At December 31, 2020 and 2019, the Corporation had commitments to enter into resale and forward-dated resale and securities borrowing agreements of $66.5 billion and $97.2 billion, and commitments to enter into forward-dated repurchase and securities lending agreements of $32.1 billion and $24.9 billion. These commitments generally expire within the next 12 months.

At December 31, 2020 and 2019, the Corporation had a commitment to originate or purchase up to $3.9 billion and $3.3 billion on a rolling 12-month basis, of auto loans and leases from a strategic partner. This commitment extends through November 2022 and can be terminated with 12 months prior notice.

Other Guarantees

Bank-owned Life Insurance Book Value Protection

The Corporation sells products that offer book value protection to insurance carriers who offer group life insurance policies to corporations, primarily banks. At December 31, 2020 and 2019, the notional amount of these guarantees totaled $7.1 billion and $7.3 billion. At both December 31, 2020 and 2019, the Corporation's maximum exposure related to these guarantees totaled $1.1 billion, with estimated maturity dates between 2033 and 2039.

Indemnifications

In the ordinary course of business, the Corporation enters into various agreements that contain indemnifications, such as tax indemnifications, whereupon payment may become due if certain external events occur, such as a change in tax law. The indemnification clauses are often standard contractual terms and were entered into in the normal course of business based on an assessment that the risk of loss would be remote. These agreements typically contain an early termination clause that permits the Corporation to exit the agreement upon these events. The maximum potential future payment under indemnification agreements is difficult to assess for several reasons, including the occurrence of an external event, the inability to predict future changes in tax and other laws, the difficulty in determining how such laws would apply to parties in contracts, the absence of exposure limits contained in standard contract language and the timing of any early termination clauses. Historically, any payments made under these guarantees have been de minimis. The Corporation has assessed the probability of making such payments in the future as remote.

Merchant Services

Prior to July 1, 2020, a significant portion of the Corporation's merchant processing activity was performed by a joint venture in which the Corporation held a 49 percent ownership interest. On July 29, 2019, the Corporation gave notice to the joint venture partner of the termination of the joint venture upon the conclusion of its current term on June 30, 2020. Effective July 1, 2020, the Corporation received its share of the joint venture's merchant contracts and began performing merchant processing services for these merchants. While merchants bear responsibility for any credit or debit card charges properly reversed by the cardholder, the Corporation, in its role as merchant acquirer, may be held liable for any reversed charges that cannot be collected from the merchants due to, among other things, merchant fraud or insolvency.

The Corporation, as a card network member bank, also sponsors other merchant acquirers, principally its former joint venture partner with respect to merchant contracts distributed to that partner upon the termination of the joint venture. If charges are properly reversed after a purchase and cannot be collected from either the merchants or merchant acquirers, the Corporation may be held liable for these reversed charges. The ability to reverse a charge is primarily governed by the applicable regulatory and card network rules, which include, but are not limited to, the type of charge, type of payment used and time limits. For the six-months ended December 31, 2020, the Corporation processed an aggregate purchase volume of $339.2 billion. The Corporation's risk in this area primarily relates to circumstances where a cardholder has purchased goods or services for future delivery. The Corporation mitigates this risk by requiring cash deposits, guarantees, letters of credit or other types of collateral from certain merchants. The Corporation's reserves for contingent losses and the losses incurred related to the merchant processing activity were not significant. The Corporation continues to monitor its exposure in this area due to the potential economic impacts of COVID-19.

Exchange and Clearing House Member Guarantees

The Corporation is a member of various securities and derivative exchanges and clearinghouses, both in the U.S. and other countries. As a member, the Corporation may be required to pay a pro-rata share of the losses incurred by some of these organizations as a result of another member default and under other loss scenarios. The Corporation's potential obligations may be limited to its membership interests in such exchanges and clearinghouses, to the amount (or multiple) of the Corporation's contribution to the guarantee fund or, in limited instances, to the full pro-rata share of the residual losses after applying the guarantee fund. The Corporation's maximum potential exposure under these membership agreements is difficult to estimate; however, the Corporation has assessed the probability of making any such payments as remote.

Prime Brokerage and Securities Clearing Services

In connection with its prime brokerage and clearing businesses, the Corporation performs securities clearance and settlement services with other brokerage firms and clearinghouses on behalf of its clients. Under these arrangements, the Corporation stands ready to meet the obligations of its clients with respect to securities transactions. The Corporation's obligations in this respect are secured by the assets in the clients' accounts and the accounts of their customers as well as by any proceeds received from the transactions cleared and settled by the Corporation on behalf of clients or their customers. The Corporation's maximum potential exposure under these arrangements is difficult to estimate; however, the potential for the Corporation to incur material losses pursuant to these arrangements is remote.

Fixed Income Clearing Corporation Sponsored Member Repo Program

The Corporation acts as a sponsoring member in a repo program whereby the Corporation clears certain eligible resale and repurchase agreements through the Government Securities Division of the Fixed Income Clearing Corporation on behalf of clients that are sponsored members in accordance with the Fixed Income Clearing Corporation's rules. As part of this program, the Corporation guarantees the payment and performance of its sponsored members to the Fixed Income Clearing Corporation. The Corporation's guarantee obligation is secured by a security interest in cash or high-quality securities collateral placed by clients with the clearinghouse and therefore, the potential for the Corporation to incur significant losses under this arrangement is remote. The Corporation's maximum potential exposure, without taking into consideration the related collateral, was $22.5 billion and $9.3 billion at December 31, 2020 and 2019.

Other Guarantees

The Corporation has entered into additional guarantee agreements and commitments, including sold risk participation swaps, liquidity facilities, lease-end obligation agreements, partial credit guarantees on certain leases, real estate joint venture guarantees, divested business commitments and sold put options that require gross settlement. The maximum potential future payments under these agreements are approximately $8.8 billion and $8.7 billion at December 31, 2020 and 2019. The estimated maturity dates of these obligations extend up to 2049. The Corporation has made no material payments under these guarantees. For more information on maximum potential future payments under VIE-related liquidity commitments, see *Note 6 – Securitizations and Other Variable Interest Entities*.

In the normal course of business, the Corporation periodically guarantees the obligations of its affiliates in a variety of transactions including ISDA-related transactions and non-ISDA related transactions such as commodities trading, repurchase agreements, prime brokerage agreements and other transactions.

Guarantees of Certain Long-term Debt

The Corporation, as the parent company, fully and unconditionally guarantees the securities issued by BofA Finance LLC, a consolidated finance subsidiary of the Corporation, and effectively provides for the full and unconditional guarantee of trust securities issued by certain statutory trust companies that are 100 percent owned finance subsidiaries of the Corporation.

Representations and Warranties Obligations and Corporate Guarantees

The Corporation securitizes first-lien residential mortgage loans generally in the form of RMBS guaranteed by the GSEs or by GNMA in the case of FHA-insured, VA-guaranteed and Rural Housing Service-guaranteed mortgage loans, and sells pools of first-lien residential mortgage loans in the form of whole loans. In addition, in prior years, legacy companies and certain subsidiaries sold pools of first-lien residential mortgage loans and home equity loans as private-label securitizations or in the form of whole loans. In connection with these transactions, the Corporation or certain of its subsidiaries or legacy companies make and have made various representations and warranties. Breaches of these representations and warranties have resulted in and may continue to result in the requirement to repurchase mortgage loans or to otherwise make whole or provide indemnification or other remedies to sponsors, investors, securitization trusts, guarantors, insurers or other parties (collectively, repurchases).

Unresolved Repurchase Claims

Unresolved representations and warranties repurchase claims represent the notional amount of repurchase claims made by counterparties, typically the outstanding principal balance or the unpaid principal balance at the time of default. In the case of first-lien mortgages, the claim amount is often significantly greater than the expected loss amount due to the benefit of collateral and, in some cases, mortgage insurance or mortgage guarantee payments.

The notional amount of unresolved repurchase claims at December 31, 2020 and 2019 was $8.5 billion and $10.7 billion. These balances included $2.9 billion and $3.7 billion at December 31, 2020 and 2019 of claims related to loans in specific private-label securitization groups or tranches where the Corporation owns substantially all of the outstanding securities or will otherwise realize the benefit of any repurchase claims paid.

During 2020, the Corporation received $89 million in new repurchase claims that were not time-barred. During 2020, $2.4 billion in claims were resolved, including $168 million of claims that were deemed time-barred.

Reserve and Related Provision

The reserve for representations and warranties obligations and corporate guarantees was $1.3 billion and $1.8 billion at December 31, 2020 and 2019 and is included in accrued expenses and other liabilities on the Consolidated Balance Sheet and the related provision is included in other income in the Consolidated Statement of Income. The representations and warranties reserve represents the Corporation’s best estimate of probable incurred losses, is based on its experience in previous negotiations, and is subject to judgment, a variety of assumptions, and known or unknown uncertainties. Future representations and warranties losses may occur in excess of the amounts recorded for these exposures; however, the Corporation does not expect such amounts to be material to the Corporation's financial condition and liquidity. See Litigation and Regulatory Matters below for the Corporation's combined range of possible loss in excess of the reserve for representations and warranties and the accrued liability for litigation.

Litigation and Regulatory Matters

In the ordinary course of business, the Corporation and its subsidiaries are routinely defendants in or parties to many pending and threatened legal, regulatory and governmental actions and proceedings. In view of the inherent difficulty of predicting the outcome of such matters, particularly where the claimants seek very large or indeterminate damages or where the matters present novel legal theories or involve a large number of parties, the Corporation generally cannot predict the eventual outcome of the pending matters, timing of the ultimate resolution of these matters, or eventual loss, fines or penalties related to each pending matter.

As a matter develops, the Corporation, in conjunction with any outside counsel handling the matter, evaluates whether such matter presents a loss contingency that is probable and estimable, and, for the matters disclosed in this Note, whether a loss in excess of any accrued liability is reasonably possible in future periods. Once the loss contingency is deemed to be both probable and estimable, the Corporation will establish an accrued liability and record a corresponding amount of litigation-related expense. The Corporation continues to monitor the matter for further developments that could affect the amount of the accrued liability that has been previously established. Excluding expenses of internal and external legal service providers, litigation-related expense of $823 million and $681 million was recognized in 2020 and 2019.

For the matters disclosed in this Note for which a loss in future periods is reasonably possible and estimable (whether in excess of an accrued liability or where there is no accrued liability) and for representations and warranties exposures, the Corporation’s estimated range of possible loss is $0 to $1.3 billion in excess of the accrued liability, if any, as of December 31, 2020.

The accrued liability and estimated range of possible loss are based upon currently available information and subject to significant judgment, a variety of assumptions and known and unknown uncertainties. The matters underlying the accrued liability and estimated range of possible loss are unpredictable and may change from time to time, and actual losses may vary significantly from the current estimate and accrual. The estimated range of possible loss does not represent the Corporation’s maximum loss exposure.

Information is provided below regarding the nature of the litigation and associated claimed damages. Based on current knowledge, and taking into account accrued liabilities, management does not believe that loss contingencies arising from pending matters, including the matters described herein, will have a material adverse effect on the consolidated financial condition or liquidity of the Corporation. However, in light of the significant judgment, variety of assumptions and uncertainties involved in these matters, some of which are beyond the Corporation’s control, and the very large or indeterminate damages sought in some of these matters, an adverse outcome in one or more of these matters could be material to the Corporation’s business or results of operations for any particular reporting period, or cause significant reputational harm.

Ambac Bond Insurance Litigation

Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation (together, Ambac) have filed four separate lawsuits against the Corporation and its subsidiaries relating to bond insurance policies Ambac provided on certain securitized pools of HELOCs, first-lien subprime home equity loans, fixed-rate second-lien mortgage loans and negative amortization pay option adjustable-rate mortgage loans. Ambac alleges that they have paid or will pay claims as a result of defaults in the underlying loans and asserts that the defendants misrepresented the characteristics of the underlying loans and/or breached certain contractual representations and warranties regarding the underwriting and servicing of the loans. In those actions where the Corporation is named as a defendant, Ambac contends the Corporation is liable on various successor and vicarious liability theories. These actions are at various procedural stages with material developments provided below.

Ambac v. Countrywide I

The Corporation, and several Countrywide entities are named as defendants in an action filed on September 28, 2010 in New York Supreme Court. Ambac asserts claims for fraudulent inducement as well as breach of contract and seeks damages in excess of $2.2 billion, plus punitive damages.

On May 16, 2017, the First Department issued its decisions on the parties' cross-appeals of the trial court's October 22, 2015 summary judgment rulings. Ambac appealed the First Department's rulings requiring Ambac to prove all of the elements of its fraudulent inducement claim, including justifiable reliance and loss causation; restricting Ambac's sole remedy for its breach of contract claims to the repurchase protocol of cure, repurchase or substitution of any materially defective loan; and dismissing Ambac's claim for reimbursements of attorneys' fees. On June 27, 2018, the New York Court of Appeals affirmed the First Department rulings that Ambac appealed.

On December 4, 2020, the New York Supreme Court dismissed Ambac's fraudulent inducement claim. Ambac appealed the dismissal.

Ambac v. Countrywide II

On December 30, 2014, Ambac filed a complaint in New York Supreme Court against the same defendants, claiming fraudulent inducement against Countrywide, and successor and vicarious liability against the Corporation. Ambac seeks damages in excess of $600 million, plus punitive damages.

Ambac v. Countrywide IV

On July 21, 2015, Ambac filed an action in New York Supreme Court against Countrywide asserting the same claims for fraudulent inducement that Ambac asserted in the now-dismissed Ambac v. Countrywide III. The complaint seeks damages in excess of $350 million, plus punitive damages. On December 8, 2020, the New York Supreme Court dismissed Ambac's complaint. Ambac appealed the dismissal.

Ambac v. First Franklin

On April 16, 2012, Ambac filed an action against BANA, First Franklin and various Merrill Lynch entities, including Merrill Lynch, Pierce, Fenner & Smith Incorporated, in New York Supreme Court relating to guaranty insurance Ambac provided on a First Franklin securitization sponsored by Merrill Lynch. The complaint alleges fraudulent inducement and breach of contract, including breach of contract claims against BANA based upon its servicing of the loans in the securitization. Ambac seeks as damages hundreds of millions of dollars that Ambac alleges it has paid or will pay in claims.

Deposit Insurance Assessment

On January 9, 2017, the FDIC filed suit against BANA in the U.S. District Court for the District of Columbia alleging failure to pay a December 15, 2016 invoice for additional deposit insurance assessments and interest in the amount of $542 million for the quarters ending June 30, 2013 through December 31, 2014. On April 7, 2017, the FDIC amended its complaint to add a claim for additional deposit insurance and interest in the amount of $583 million for the quarters ending March 31, 2012 through March 31, 2013. The FDIC asserts these claims based on BANA's alleged underreporting of counterparty exposures that resulted in underpayment of assessments for those quarters and its Enforcement Section is also conducting a parallel investigation related to the same alleged reporting error. BANA disagrees with the FDIC's interpretation of the regulations as they existed during the relevant time period and is defending itself against the FDIC's claims. Pending final resolution, BANA has pledged security satisfactory to the FDIC related to the disputed additional assessment amounts. On March 27, 2018, the U.S. District Court for the District of Columbia denied BANA's partial motion to dismiss certain of the FDIC's claims.

LIBOR, Other Reference Rates, Foreign Exchange (FX) and Bond Trading Matters

Government authorities in the U.S. and various international jurisdictions continue to conduct investigations of, to make inquiries of, and to pursue proceedings against, the Corporation and its subsidiaries regarding FX and other reference rates as well as government, sovereign, supranational and agency bonds in connection with conduct and systems and controls. The Corporation is cooperating with these inquiries and investigations, and responding to the proceedings.

LIBOR

The Corporation, BANA and certain Merrill Lynch entities have been named as defendants along with most of the other LIBOR panel banks in a number of individual and putative class actions by persons alleging they sustained losses on U.S. dollar LIBOR-based financial instruments as a result of collusion or manipulation by defendants regarding the setting of U.S. dollar LIBOR. Plaintiffs assert a variety of claims, including antitrust, Commodity Exchange Act, Racketeer Influenced and Corrupt Organizations (RICO), Securities Exchange Act of 1934, common law fraud and breach of contract claims, and seek compensatory, treble and punitive damages, and injunctive relief. All but one of the cases naming the Corporation and its affiliates relating to U.S. dollar LIBOR are pending in the U.S. District Court for the Southern District of New York.

The District Court has dismissed all RICO claims, and dismissed all manipulation claims against Bank of America entities based on alleged trader conduct. The District Court has also substantially limited the scope of antitrust, Commodity Exchange Act and various other claims, including by dismissing in their entirety certain individual and putative class plaintiffs' antitrust claims for lack of standing and/or personal jurisdiction. Plaintiffs whose antitrust claims were dismissed by the District Court are pursuing appeals in the Second Circuit. Certain individual and putative class actions remain pending against the Corporation, BANA and certain Merrill Lynch entities.

On February 28, 2018, the District Court granted certification of a class of persons that purchased OTC swaps and notes that referenced U.S. dollar LIBOR from one of the U.S. dollar LIBOR panel banks, limited to claims under Section 1 of the Sherman Act. The U.S. Court of Appeals for the Second Circuit subsequently denied a petition filed by the defendants for interlocutory appeal of that ruling.

U.S. Bank - Harborview and SURF/OWNIT Repurchase Litigation

Beginning in 2011, U.S. Bank, National Association (U.S. Bank), as trustee for the HarborView Mortgage Loan Trust 2005-10 and various SURF/OWNIT RMBS trusts filed complaints against the Corporation, Countrywide entities, Merrill Lynch entities and other affiliates in New York Supreme Court alleging breaches of representations and warranties. The defendants and certain certificate-holders in the trusts agreed to settle the respective matters in amounts not material to the Corporation, subject to acceptance by U.S. Bank. The litigations have been stayed pending finalization of the settlements.

NOTE 13 Shareholders' Equity

Common Stock

Declared Quarterly Cash Dividends on Common Stock [1]

Declaration Date	Record Date	Payment Date	Dividend Per Share
January 19, 2021	March 5, 2021	March 26, 2021	$ 0.18
October 21, 2020	December 4, 2020	December 24, 2020	0.18
July 22, 2020	September 4, 2020	September 25, 2020	0.18
April 22, 2020	June 5, 2020	June 26, 2020	0.18
January 29, 2020	March 6, 2020	March 27, 2020	0.18

(1) In 2020, and through February 24, 2021.

The cash dividends paid per share of common stock were $0.72 $0.66 and $0.54 for 2020, 2019 and 2018, respectively.

The following table summarizes common stock repurchases during 2020, 2019 and 2018.

Common Stock Repurchase Summary

(in millions)	2020	2019	2018
Total share repurchases, including CCAR capital plan repurchases	227	956	676
Purchase price of shares repurchased and retired			
CCAR capital plan repurchases	$ 7,025	$ 25,644	$ 16,754
Other authorized repurchases	—	2,500	3,340
Total shares repurchased	$ 7,025	$ 28,144	$ 20,094

During 2020, the Board of Governors of the Federal Reserve System (Federal Reserve) announced that due to economic uncertainty resulting from COVID-19, all large banks would be required to suspend share repurchase programs in the third and fourth quarters of 2020, except for repurchases to offset shares awarded under equity-based compensation plans, and to limit dividends to existing rates that do not exceed the average of the last four quarters' net income.

The Federal Reserve's directives regarding share repurchases aligned with the Corporation's decision to voluntarily suspend repurchases during the first half of 2020. The suspension of the Corporation's repurchases did not include repurchases to offset shares awarded under its equity-based compensation plans.

During 2020, the Corporation repurchased and retired 227 million shares of common stock, which reduced shareholders' equity by $7.0 billion.

During 2020, in connection with employee stock plans, the Corporation issued 66 million shares of its common stock and, to satisfy tax withholding obligations, repurchased 26 million shares of its common stock. At December 31, 2020, the Corporation had reserved 513 million unissued shares of common stock for future issuances under employee stock plans, convertible notes and preferred stock.

Preferred Stock

The cash dividends declared on preferred stock were $1.4 billion, $1.4 billion and $1.5 billion for 2020, 2019 and 2018, respectively.

On January 24, 2020, the Corporation issued 44,000 shares of Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series MM for $1.1 billion. Dividends are paid semi-annually during the fixed-rate period, then quarterly during the floating-rate period. The Series MM preferred stock has a liquidation preference of $25,000 per share and is subject to certain restrictions in the event the Corporation fails to declare and pay full dividends.

On October 29, 2020, the Corporation issued 44,000 shares of 4.375% Non-Cumulative Preferred Stock, Series NN for $1.1 billion, with quarterly dividend payments commencing in February 2021. The Series NN preferred stock has a liquidation preference of $25,000 per share and is subject to certain restrictions in the event the Corporation fails to declare and pay full dividends.

On January 28, 2021, the Corporation issued 36,000 shares of 4.125% Non-Cumulative Preferred Stock, Series PP for $915 million, with quarterly dividends commencing in May 2021. The Series PP preferred stock has a liquidation preference of $25,000 per share and is subject to certain restrictions in the event the Corporation fails to declare and pay full dividends.

In 2020, the Corporation fully redeemed Series Y preferred stock for $1.1 billion. Additionally, on January 29, 2021, the Corporation fully redeemed Series CC preferred stock for $1.1 billion.

All series of preferred stock in the Preferred Stock Summary table have a par value of $0.01 per share, are not subject to the operation of a sinking fund, have no participation rights, and with the exception of the Series L Preferred Stock, are not convertible. The holders of the Series B Preferred Stock and Series 1 through 5 Preferred Stock have general voting rights and vote together with the common stock. The holders of the other series included in the table have no general voting rights. All outstanding series of preferred stock of the Corporation have preference over the Corporation's common stock with respect to the payment of dividends and distribution of the Corporation's assets in the event of a liquidation or dissolution. With the exception of the Series B, F, G and T Preferred Stock, if any dividend payable on these series is in arrears for three or more semi-annual or six or more quarterly dividend periods, as applicable (whether consecutive or not), the holders of these series and any other class or series of preferred stock ranking equally as to payment of dividends and upon which equivalent voting rights have been conferred and are exercisable (voting as a single class) will be entitled to vote for the election of two additional directors. These voting rights terminate when the Corporation has paid in full dividends on these series for at least two semi-annual or four quarterly dividend periods, as applicable, following the dividend arrearage.

The 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L (Series L Preferred Stock) does not have early redemption/call rights. Each share of the Series L Preferred Stock may be converted at any time, at the option of the holder, into 20 shares of the Corporation's common stock plus cash in lieu of fractional shares. The Corporation may cause some or all of the Series L Preferred Stock, at its option, at any time or from time to time, to be converted into shares of common stock at the then-applicable conversion rate if, for 20 trading days during any period of 30 consecutive trading days, the closing price of common stock exceeds 130 percent of the then-applicable conversion price of the Series L Preferred Stock. If a conversion of Series L Preferred Stock occurs at the option of the holder, subsequent to a dividend record date but prior to the dividend payment date, the Corporation will still pay any accrued dividends payable.

The table below presents a summary of perpetual preferred stock outstanding at December 31, 2020.

Preferred Stock Summary

(Dollars in millions, except as noted)

Series	Description	Initial Issuance Date	Total Shares Outstanding	Liquidation Preference per Share (in dollars)	Carrying Value	Per Annum Dividend Rate	Dividend per Share (in dollars)	Annual Dividend	Redemption Period [1]
Series B	7% Cumulative Redeemable	June 1997	7,110	$ 100	$ 1	7.00 %	$ 7	$ —	n/a
Series E [2]	Floating Rate Non-Cumulative	November 2006	12,691	25,000	317	3-mo. LIBOR + 35 bps [3]	1.02	13	On or after November 15, 2011
Series F	Floating Rate Non-Cumulative	March 2012	1,409	100,000	141	3-mo. LIBOR + 40 bps [3]	4,066.67	6	On or after March 15, 2012
Series G	Adjustable Rate Non-Cumulative	March 2012	4,926	100,000	493	3-mo. LIBOR + 40 bps [3]	4,066.67	20	On or after March 15, 2012
Series L	7.25% Non-Cumulative Perpetual Convertible	January 2008	3,080,182	1,000	3,080	7.25 %	72.50	223	n/a
Series T	6% Non-cumulative	September 2011	354	100,000	35	6.00 %	6,000.00	2	After May 7, 2019
Series U [4]	Fixed-to-Floating Rate Non-Cumulative	May 2013	40,000	25,000	1,000	5.2% to, but excluding, 6/1/23; 3-mo. LIBOR + 313.5 bps thereafter	52.00	52	On or after June 1, 2023
Series X [4]	Fixed-to-Floating Rate Non-Cumulative	September 2014	80,000	25,000	2,000	6.250% to, but excluding, 9/5/24; 3-mo. LIBOR + 370.5 bps thereafter	62.50	125	On or after September 5, 2024
Series Z [4]	Fixed-to-Floating Rate Non-Cumulative	October 2014	56,000	25,000	1,400	6.500% to, but excluding, 10/23/24; 3-mo. LIBOR + 417.4 bps thereafter	65.00	91	On or after October 23, 2024
Series AA [4]	Fixed-to-Floating Rate Non-Cumulative	March 2015	76,000	25,000	1,900	6.100% to, but excluding, 3/17/25; 3-mo. LIBOR + 389.8 bps thereafter	61.00	116	On or after March 17, 2025
Series CC [2]	6.200% Non-Cumulative	January 2016	44,000	25,000	1,100	6.200 %	1.55	68	On or after January 29, 2021
Series DD [4]	Fixed-to-Floating Rate Non-Cumulative	March 2016	40,000	25,000	1,000	6.300% to, but excluding, 3/10/26; 3-mo. LIBOR + 455.3 bps thereafter	63.00	63	On or after March 10, 2026
Series EE [2]	6.000% Non-Cumulative	April 2016	36,000	25,000	900	6.000 %	1.50	54	On or after April 25, 2021
Series FF [4]	Fixed-to-Floating Rate Non-Cumulative	March 2018	94,000	25,000	2,350	5.875% to, but excluding, 3/15/28; 3-mo. LIBOR + 293.1 bps thereafter	58.75	138	On or after March 15, 2028
Series GG [2]	6.000% Non-Cumulative	May 2018	54,000	25,000	1,350	6.000 %	1.50	81	On or after May 16, 2023
Series HH [2]	5.875% Non-Cumulative	July 2018	34,160	25,000	854	5.875 %	1.47	50	On or after July 24, 2023
Series JJ [4]	Fixed-to-Floating Rate Non-Cumulative	June 2019	40,000	25,000	1,000	5.125% to, but excluding, 6/20/24; 3-mo. LIBOR + 329.2 bps thereafter	51.25	51	On or after June 20, 2024
Series KK [2]	5.375% Non-Cumulative	June 2019	55,900	25,000	1,398	5.375 %	1.34	75	On or after June 25, 2024
Series LL [2]	5.000% Non-Cumulative	September 2019	52,400	25,000	1,310	5.000 %	1.25	66	On or after September 17, 2024
Series MM [4]	Fixed-to-Floating Rate Non-Cumulative	January 2020	44,000	25,000	1,100	4.300 %	43.48	48	On or after January 28, 2025
Series NN [2]	4.375% Non-Cumulative	October 2020	44,000	25,000	1,100	4.375 %	0.29	13	On or after November 3, 2025
Series 1 [5]	Floating Rate Non-Cumulative	November 2004	3,275	30,000	98	3-mo. LIBOR + 75 bps [6]	0.75	3	On or after November 28, 2009
Series 2 [5]	Floating Rate Non-Cumulative	March 2005	9,967	30,000	299	3-mo. LIBOR + 65 bps [6]	0.76	10	On or after November 28, 2009
Series 4 [5]	Floating Rate Non-Cumulative	November 2005	7,010	30,000	210	3-mo. LIBOR + 75 bps [3]	1.02	9	On or after November 28, 2010
Series 5 [5]	Floating Rate Non-Cumulative	March 2007	14,056	30,000	422	3-mo. LIBOR + 50 bps [3]	1.02	17	On or after May 21, 2012
Issuance costs and certain adjustments					(348)				
Total			**3,931,440**		**$ 24,510**				

(1) The Corporation may redeem series of preferred stock on or after the redemption date, in whole or in part, at its option, at the liquidation preference plus declared and unpaid dividends. Series B and Series L Preferred Stock do not have early redemption/call rights.

(2) Ownership is held in the form of depositary shares, each representing a 1/1,000th interest in a share of preferred stock, paying a quarterly cash dividend, if and when declared.

(3) Subject to 4.00% minimum rate per annum.

(4) Ownership is held in the form of depositary shares, each representing a 1/25th interest in a share of preferred stock, paying a semi-annual cash dividend, if and when declared, until the first redemption date at which time, it adjusts to a quarterly cash dividend, if and when declared, thereafter.

(5) Ownership is held in the form of depositary shares, each representing a 1/1,200th interest in a share of preferred stock, paying a quarterly cash dividend, if and when declared.

(6) Subject to 3.00% minimum rate per annum.

n/a = not applicable

NOTE 14 Accumulated Other Comprehensive Income (Loss)

The table below presents the changes in accumulated OCI after-tax for 2020, 2019 and 2018.

(Dollars in millions)	Debt Securities	Debit Valuation Adjustments	Derivatives	Employee Benefit Plans	Foreign Currency	Total
Balance, December 31, 2017	$ (1,206)	$ (1,060)	$ (831)	$ (3,192)	$ (793)	$ (7,082)
Accounting change related to certain tax effects	(393)	(220)	(189)	(707)	239	(1,270)
Cumulative adjustment for hedge accounting change	—	—	57	—	—	57
Net change	(3,953)	749	(53)	(405)	(254)	(3,916)
Balance, December 31, 2018	$ (5,552)	$ (531)	$ (1,016)	$ (4,304)	$ (808)	$ (12,211)
Net change	5,875	(963)	616	136	(86)	5,578
Balance, December 31, 2019	$ 323	$ (1,494)	$ (400)	$ (4,168)	$ (894)	$ (6,633)
Net change	**4,799**	**(498)**	**826**	**(98)**	**(52)**	**4,977**
Balance, December 31, 2020	**$ 5,122**	**$ (1,992)**	**$ 426**	**$ (4,266)**	**$ (946)**	**$ (1,656)**

The table below presents the net change in fair value recorded in accumulated OCI, net realized gains and losses reclassified into earnings and other changes for each component of OCI pre- and after-tax for 2020, 2019 and 2018.

(Dollars in millions)	Pretax	Tax effect	After-tax	Pretax	Tax effect	After-tax	Pretax	Tax effect	After-tax
		2020			2019			2018	
Debt securities:									
Net increase (decrease) in fair value	**$ 6,819**	**$ (1,712)**	**$ 5,107**	$ 8,020	$ (2,000)	$ 6,020	$ (5,189)	$ 1,329	$ (3,860)
Net realized (gains) reclassified into earnings [1]	**(411)**	**103**	**(308)**	(193)	48	(145)	(123)	30	(93)
Net change	**6,408**	**(1,609)**	**4,799**	7,827	(1,952)	5,875	(5,312)	1,359	(3,953)
Debit valuation adjustments:									
Net increase (decrease) in fair value	**(669)**	**156**	**(513)**	(1,276)	289	(987)	952	(224)	728
Net realized losses reclassified into earnings [1]	**19**	**(4)**	**15**	18	6	24	26	(5)	21
Net change	**(650)**	**152**	**(498)**	(1,258)	295	(963)	978	(229)	749
Derivatives:									
Net increase (decrease) in fair value	**1,098**	**(268)**	**830**	692	(156)	536	(232)	74	(158)
Reclassifications into earnings:									
Net interest income	**6**	**(1)**	**5**	104	(26)	78	165	(40)	125
Compensation and benefits expense	**(12)**	**3**	**(9)**	2	—	2	(27)	7	(20)
Net realized (gains) losses reclassified into earnings	**(6)**	**2**	**(4)**	106	(26)	80	138	(33)	105
Net change	**1,092**	**(266)**	**826**	798	(182)	616	(94)	41	(53)
Employee benefit plans:									
Net increase (decrease) in fair value	**(381)**	**80**	**(301)**	41	(21)	20	(703)	164	(539)
Net actuarial losses and other reclassified into earnings [2]	**261**	**(63)**	**198**	150	(36)	114	171	(46)	125
Settlements, curtailments and other	**5**	**—**	**5**	3	(1)	2	11	(2)	9
Net change	**(115)**	**17**	**(98)**	194	(58)	136	(521)	116	(405)
Foreign currency:									
Net (decrease) in fair value	**(251)**	**199**	**(52)**	(13)	(52)	(65)	(8)	(195)	(203)
Net realized (gains) reclassified into earnings [1]	**(1)**	**1**	**—**	(110)	89	(21)	(149)	98	(51)
Net change	**(252)**	**200**	**(52)**	(123)	37	(86)	(157)	(97)	(254)
Total other comprehensive income (loss)	**$ 6,483**	**$ (1,506)**	**$ 4,977**	$ 7,438	$ (1,860)	$ 5,578	$ (5,106)	$ 1,190	$ (3,916)

(1) Reclassifications of pretax debt securities, DVA and foreign currency (gains) losses are recorded in other income in the Consolidated Statement of Income.
(2) Reclassifications of pretax employee benefit plan costs are recorded in other general operating expense in the Consolidated Statement of Income.

NOTE 15 Earnings Per Common Share

The calculation of EPS and diluted EPS for 2020, 2019 and 2018 is presented below. For more information on the calculation of EPS, see *Note 1 – Summary of Significant Accounting Principles*.

(In millions, except per share information)	**2020**	2019	2018
Earnings per common share			
Net income	**$ 17,894**	$ 27,430	$ 28,147
Preferred stock dividends	**(1,421)**	(1,432)	(1,451)
Net income applicable to common shareholders	**$ 16,473**	$ 25,998	$ 26,696
Average common shares issued and outstanding	**8,753.2**	9,390.5	10,096.5
Earnings per common share	**$ 1.88**	$ 2.77	$ 2.64
Diluted earnings per common share			
Net income applicable to common shareholders	**$ 16,473**	$ 25,998	$ 26,696
Average common shares issued and outstanding	**8,753.2**	9,390.5	10,096.5
Dilutive potential common shares [1]	**43.7**	52.4	140.4
Total diluted average common shares issued and outstanding	**8,796.9**	9,442.9	10,236.9
Diluted earnings per common share	**$ 1.87**	$ 2.75	$ 2.61

(1) Includes incremental dilutive shares from RSUs, restricted stock and warrants.

For 2020, 2019 and 2018, 62 million average dilutive potential common shares associated with the Series L preferred stock were not included in the diluted share count because the result would have been antidilutive under the "if-converted" method. For 2018, average options to purchase four million shares of common stock were outstanding but not included in the computation of EPS because the result would have been antidilutive under the treasury stock method. For 2019 and 2018, average warrants to purchase three million and 136 million shares of common stock, respectively, were included in the diluted EPS calculation under the treasury stock method. Substantially all of these warrants were exercised on or before their expiration date of January 16, 2019.

NOTE 16 Regulatory Requirements and Restrictions

The Federal Reserve, Office of the Comptroller of the Currency (OCC) and FDIC (collectively, U.S. banking regulators) jointly establish regulatory capital adequacy rules, including Basel 3, for U.S. banking organizations. As a financial holding company, the Corporation is subject to capital adequacy rules issued by the Federal Reserve. The Corporation's banking entity affiliates are subject to capital adequacy rules issued by the OCC.

The Corporation and its primary banking entity affiliate, BANA, are Advanced approaches institutions under Basel 3. As Advanced approaches institutions, the Corporation and its banking entity affiliates are required to report regulatory risk-based capital ratios and risk-weighted assets under both the Standardized and Advanced approaches. The approach that yields the lower ratio is used to assess capital adequacy, including under the Prompt Corrective Action (PCA) framework.

The Corporation is required to maintain a minimum supplementary leverage ratio (SLR) of 3.0 percent plus a leverage buffer of 2.0 percent in order to avoid certain restrictions on capital distributions and discretionary bonus payments. The Corporation's insured depository institution subsidiaries are required to maintain a minimum 6.0 percent SLR to be considered well capitalized under the PCA framework.

The following table presents capital ratios and related information in accordance with Basel 3 Standardized and Advanced approaches as measured at December 31, 2020 and 2019 for the Corporation and BANA.

Regulatory Capital under Basel 3

	Bank of America Corporation			Bank of America, N.A.		
	Standardized Approach [1, 2]	Advanced Approaches [1]	Regulatory Minimum [3]	Standardized Approach [1, 2]	Advanced Approaches [1]	Regulatory Minimum [4]
(Dollars in millions, except as noted)	**December 31, 2020**					
Risk-based capital metrics:						
Common equity tier 1 capital	**$ 176,660**	**$ 176,660**		**$ 164,593**	**$ 164,593**	
Tier 1 capital	**200,096**	**200,096**		**164,593**	**164,593**	
Total capital [5]	**237,936**	**227,685**		**181,370**	**170,922**	
Risk-weighted assets (in billions)	**1,480**	**1,371**		**1,221**	**1,014**	
Common equity tier 1 capital ratio	**11.9 %**	**12.9 %**	**9.5 %**	**13.5 %**	**16.2 %**	**7.0 %**
Tier 1 capital ratio	**13.5**	**14.6**	**11.0**	**13.5**	**16.2**	**8.5**
Total capital ratio	**16.1**	**16.6**	**13.0**	**14.9**	**16.9**	**10.5**
Leverage-based metrics:						
Adjusted quarterly average assets (in billions) [6]	**$ 2,719**	**$ 2,719**		**$ 2,143**	**$ 2,143**	
Tier 1 leverage ratio	**7.4 %**	**7.4 %**	**4.0**	**7.7 %**	**7.7 %**	**5.0**
Supplementary leverage exposure (in billions) [7]		**$ 2,786**			**$ 2,525**	
Supplementary leverage ratio		**7.2 %**	**5.0**		**6.5 %**	**6.0**
	December 31, 2019					
Risk-based capital metrics:						
Common equity tier 1 capital	$ 166,760	$ 166,760		$ 154,626	$ 154,626	
Tier 1 capital	188,492	188,492		154,626	154,626	
Total capital [5]	221,230	213,098		166,567	158,665	
Risk-weighted assets (in billions)	1,493	1,447		1,241	991	
Common equity tier 1 capital ratio	11.2 %	11.5 %	9.5 %	12.5 %	15.6 %	7.0 %
Tier 1 capital ratio	12.6	13.0	11.0	12.5	15.6	8.5
Total capital ratio	14.8	14.7	13.0	13.4	16.0	10.5
Leverage-based metrics:						
Adjusted quarterly average assets (in billions) [6]	$ 2,374	$ 2,374		$ 1,780	$ 1,780	
Tier 1 leverage ratio	7.9 %	7.9 %	4.0	8.7 %	8.7 %	5.0
Supplementary leverage exposure (in billions)		$ 2,946			$ 2,177	
Supplementary leverage ratio		6.4 %	5.0		7.1 %	6.0

(1) As of December 31, 2020, capital ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.

(2) Derivative exposure amounts are calculated using the standardized approach for measuring counterparty credit risk at December 31, 2020 and the current exposure method at December 31, 2019.

(3) The capital conservation buffer and global systemically important bank surcharge were 2.5 percent at both December 31, 2020 and 2019. At December 31, 2020, the Corporation's stress capital buffer of 2.5 percent was applied in place of the capital conservation buffer under the Standardized approach. The countercyclical capital buffer for both periods was zero. The SLR minimum includes a leverage buffer of 2.0 percent.

(4) Risk-based capital regulatory minimums at December 31, 2020 and 2019 are the minimum ratios under Basel 3, including a capital conservation buffer of 2.5 percent. The regulatory minimums for the leverage ratios as of both period ends are the percent required to be considered well capitalized under the PCA framework.

(5) Total capital under the Advanced approaches differs from the Standardized approach due to differences in the amount permitted in Tier 2 capital related to the qualifying allowance for credit losses.

(6) Reflects total average assets adjusted for certain Tier 1 capital deductions.

(7) Supplementary leverage exposure for the Corporation at December 31, 2020 reflects the temporary exclusion of U.S. Treasury securities and deposits at Federal Reserve Banks.

The capital adequacy rules issued by the U.S. banking regulators require institutions to meet the established minimums outlined in the table above. Failure to meet the minimum requirements can lead to certain mandatory and discretionary actions by regulators that could have a material adverse impact on the Corporation's financial position. At December 31, 2020 and 2019, the Corporation and its banking entity affiliates were well capitalized.

In response to the uncertainty arising from the pandemic, the Federal Reserve required all large banks to suspend share repurchase programs during the second half of 2020, except for repurchases to offset shares awarded under equity-based compensation plans, and to limit common stock dividends to existing rates that did not exceed the average of the last four quarters' net income. In December 2020, the Federal Reserve announced that beginning in the first quarter of 2021, large banks would be permitted to pay common stock dividends at existing rates and to repurchase shares in an amount that, when combined with dividends paid, does not exceed the average of net income over the last four quarters. For more information, see *Note 13 – Shareholders' Equity*.

Other Regulatory Matters

The Federal Reserve requires the Corporation's bank subsidiaries to maintain reserve requirements based on a percentage of certain deposit liabilities. The average daily reserve balance requirements, in excess of vault cash, maintained by the Corporation with the Federal Reserve Bank were $3.8 billion for 2020, reflecting the Federal Reserve's reduction of the reserve requirement to zero in the first quarter due to COVID-19, and $14.6 billion for 2019. At December 31, 2020 and 2019, the Corporation had cash and cash equivalents in the amount of $4.9 billion and $6.3 billion, and securities with a fair value of $16.8 billion and $14.7 billion that were segregated in compliance with securities regulations. Cash held on deposit with the Federal Reserve Bank to meet reserve requirements and cash and cash equivalents segregated in compliance with securities regulations are components of restricted cash. For more information, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash*. In addition, at December 31, 2020 and 2019, the Corporation had cash deposited with clearing organizations of $10.9 billion and $7.6 billion primarily recorded in other assets on the Consolidated Balance Sheet.

Bank Subsidiary Distributions

The primary sources of funds for cash distributions by the Corporation to its shareholders are capital distributions received from its bank subsidiaries, BANA and Bank of America California, N.A. In 2020, the Corporation received dividends of $10.3 billion from BANA and $62 million from Bank of America California, N.A.

The amount of dividends that a subsidiary bank may declare in a calendar year without OCC approval is the subsidiary bank's net profits for that year combined with its retained net profits for the preceding two years. Retained net profits, as defined by the OCC, consist of net income less dividends declared during the period. In 2021, BANA can declare and pay dividends of approximately $10.3 billion to the Corporation plus an additional amount equal to its retained net profits for 2021 up to the date of any such dividend declaration. Bank of America California, N.A. can pay dividends of $198 million in 2021 plus an additional amount equal to its retained net profits for 2021 up to the date of any such dividend declaration.

NOTE 17 Employee Benefit Plans

Pension and Postretirement Plans

The Corporation sponsors a qualified noncontributory trusteed pension plan (Qualified Pension Plan), a number of noncontributory nonqualified pension plans, and postretirement health and life plans that cover eligible employees. Non-U.S. pension plans sponsored by the Corporation vary based on the country and local practices.

The Qualified Pension Plan has a balance guarantee feature for account balances with participant-selected investments, applied at the time a benefit payment is made from the plan that effectively provides principal protection for participant balances transferred and certain compensation credits. The Corporation is responsible for funding any shortfall on the guarantee feature.

Benefits earned under the Qualified Pension Plan have been frozen. Thereafter, the cash balance accounts continue to earn investment credits or interest credits in accordance with the terms of the plan document.

The Corporation has an annuity contract that guarantees the payment of benefits vested under a terminated U.S. pension plan (Other Pension Plan). The Corporation, under a supplemental agreement, may be responsible for or benefit from actual experience and investment performance of the annuity assets. The Corporation made no contribution under this agreement in 2020 or 2019. Contributions may be required in the future under this agreement.

The Corporation's noncontributory, nonqualified pension plans are unfunded and provide supplemental defined pension benefits to certain eligible employees.

In addition to retirement pension benefits, certain benefits-eligible employees may become eligible to continue participation as retirees in health care and/or life insurance plans sponsored by the Corporation. These plans are referred to as the Postretirement Health and Life Plans.

The Pension and Postretirement Plans table summarizes the changes in the fair value of plan assets, changes in the projected benefit obligation (PBO), the funded status of both the accumulated benefit obligation (ABO) and the PBO, and the weighted-average assumptions used to determine benefit obligations for the pension plans and postretirement plans at December 31, 2020 and 2019. The estimate of the Corporation's PBO associated with these plans considers various actuarial assumptions, including assumptions for mortality rates and discount rates. The discount rate assumptions are derived from a cash flow matching technique that utilizes rates that are based on Aa-rated corporate bonds with cash flows that match estimated benefit payments of each of the plans. The decreases in the weighted-average discount rates in 2020 and 2019 resulted in increases to the PBO of approximately $1.9 billion and $2.2 billion at December 31, 2020 and 2019. Significant gains and losses related to changes in the PBO for 2020 and 2019 primarily resulted from changes in the discount rate.

Pension and Postretirement Plans [1]

(Dollars in millions)	Qualified Pension Plan 2020	Qualified Pension Plan 2019	Non-U.S. Pension Plans 2020	Non-U.S. Pension Plans 2019	Nonqualified and Other Pension Plans 2020	Nonqualified and Other Pension Plans 2019	Postretirement Health and Life Plans 2020	Postretirement Health and Life Plans 2019
Fair value, January 1	**$ 20,275**	$ 18,178	**$ 2,696**	$ 2,461	**$ 2,666**	$ 2,584	**$ 199**	$ 252
Actual return on plan assets	**2,468**	3,187	**379**	273	**285**	228	**1**	5
Company contributions	**—**	—	**23**	20	**86**	91	**6**	24
Plan participant contributions	**—**	—	**1**	1	**—**	—	**110**	103
Settlements and curtailments	**—**	—	**(61)**	(42)	**—**	—	**—**	—
Benefits paid	**(967)**	(1,090)	**(57)**	(108)	**(248)**	(237)	**(174)**	(185)
Federal subsidy on benefits paid	**n/a**	n/a	**n/a**	n/a	**n/a**	n/a	**1**	—
Foreign currency exchange rate changes	**n/a**	n/a	**97**	91	**n/a**	n/a	**n/a**	n/a
Fair value, December 31	**$ 21,776**	$ 20,275	**$ 3,078**	$ 2,696	**$ 2,789**	$ 2,666	**$ 143**	$ 199
Change in projected benefit obligation								
Projected benefit obligation, January 1	**$ 15,361**	$ 14,144	**$ 2,887**	$ 2,589	**$ 2,919**	$ 2,779	**$ 989**	$ 928
Service cost	**—**	—	**20**	17	**1**	1	**5**	5
Interest cost	**500**	593	**49**	65	**90**	113	**32**	38
Plan participant contributions	**—**	—	**1**	1	**—**	—	**110**	103
Plan amendments	**—**	—	**3**	2	**—**	—	**—**	—
Settlements and curtailments	**—**	—	**(61)**	(42)	**—**	—	**—**	—
Actuarial loss	**1,533**	1,714	**396**	288	**243**	263	**43**	99
Benefits paid	**(967)**	(1,090)	**(57)**	(108)	**(248)**	(237)	**(173)**	(185)
Federal subsidy on benefits paid	**n/a**	n/a	**n/a**	n/a	**n/a**	n/a	**1**	—
Foreign currency exchange rate changes	**n/a**	n/a	**102**	75	**n/a**	n/a	**—**	1
Projected benefit obligation, December 31	**$ 16,427**	$ 15,361	**$ 3,340**	$ 2,887	**$ 3,005**	$ 2,919	**$ 1,007**	$ 989
Amounts recognized on Consolidated Balance Sheet								
Other assets	**$ 5,349**	$ 4,914	**$ 428**	$ 364	**$ 812**	$ 733	**$ —**	$ —
Accrued expenses and other liabilities	**—**	—	**(690)**	(555)	**(1,028)**	(986)	**(864)**	(790)
Net amount recognized, December 31	**$ 5,349**	$ 4,914	**$ (262)**	$ (191)	**$ (216)**	$ (253)	**$ (864)**	$ (790)
Funded status, December 31								
Accumulated benefit obligation	**$ 16,427**	$ 15,361	**$ 3,253**	$ 2,841	**$ 3,005**	$ 2,919	**n/a**	n/a
Overfunded (unfunded) status of ABO	**5,349**	4,914	**(175)**	(145)	**(216)**	(253)	**n/a**	n/a
Provision for future salaries	**—**	—	**87**	46	**—**	—	**n/a**	n/a
Projected benefit obligation	**16,427**	15,361	**3,340**	2,887	**3,005**	2,919	**$ 1,007**	$ 989
Weighted-average assumptions, December 31								
Discount rate	**2.57 %**	3.32 %	**1.37 %**	1.81 %	**2.33 %**	3.20 %	**2.48 %**	3.27 %
Rate of compensation increase	**n/a**	n/a	**4.11**	4.10	**4.00**	4.00	**n/a**	n/a
Interest-crediting rate	**5.02 %**	5.06 %	**1.58**	1.53	**4.49**	4.52	**n/a**	n/a

(1) The measurement date for all of the above plans was December 31 of each year reported.
n/a = not applicable

The Corporation's estimate of its contributions to be made to the Non-U.S. Pension Plans, Nonqualified and Other Pension Plans, and Postretirement Health and Life Plans in 2021 is $29 million, $93 million and $14 million, respectively. The Corporation does not expect to make a contribution to the Qualified Pension Plan in 2021. It is the policy of the Corporation to fund no less than the minimum funding amount required by the Employee Retirement Income Security Act of 1974 (ERISA).

Pension Plans with ABO and PBO in excess of plan assets as of December 31, 2020 and 2019 are presented in the table below. For these plans, funding strategies vary due to legal requirements and local practices.

Plans with ABO and PBO in Excess of Plan Assets

(Dollars in millions)	Non-U.S. Pension Plans 2020	Non-U.S. Pension Plans 2019	Nonqualified and Other Pension Plans 2020	Nonqualified and Other Pension Plans 2019
PBO	**$ 900**	$ 744	**$ 1,028**	$ 988
ABO	**841**	720	**1,028**	988
Fair value of plan assets	**211**	191	**1**	1

Components of Net Periodic Benefit Cost

(Dollars in millions)	Qualified Pension Plan 2020	Qualified Pension Plan 2019	Qualified Pension Plan 2018	Non-U.S. Pension Plans 2020	Non-U.S. Pension Plans 2019	Non-U.S. Pension Plans 2018
Components of net periodic benefit cost (income)						
Service cost	**$ —**	$ —	$ —	**$ 20**	$ 17	$ 19
Interest cost	**500**	593	563	**49**	65	65
Expected return on plan assets	**(1,154)**	(1,088)	(1,136)	**(66)**	(99)	(126)
Amortization of net actuarial loss	**173**	135	147	**9**	6	10
Other	**—**	—	—	**8**	4	12
Net periodic benefit cost (income)	**$ (481)**	$ (360)	$ (426)	**$ 20**	$ (7)	$ (20)
Weighted-average assumptions used to determine net cost for years ended December 31						
Discount rate	**3.32 %**	4.32 %	3.68 %	**1.81 %**	2.60 %	2.39 %
Expected return on plan assets	**6.00**	6.00	6.00	**2.57**	4.13	4.37
Rate of compensation increase	**n/a**	n/a	n/a	**4.10**	4.49	4.31

(Dollars in millions)	Nonqualified and Other Pension Plans 2020	Nonqualified and Other Pension Plans 2019	Nonqualified and Other Pension Plans 2018	Postretirement Health and Life Plans 2020	Postretirement Health and Life Plans 2019	Postretirement Health and Life Plans 2018
Components of net periodic benefit cost (income)						
Service cost	**$ 1**	$ 1	$ 1	**$ 5**	$ 5	$ 6
Interest cost	**90**	113	105	**32**	38	36
Expected return on plan assets	**(71)**	(95)	(84)	**(4)**	(5)	(6)
Amortization of net actuarial loss (gain)	**50**	34	43	**29**	(24)	(27)
Other	**—**	—	—	**(2)**	(2)	(3)
Net periodic benefit cost (income)	**$ 70**	$ 53	$ 65	**$ 60**	$ 12	$ 6
Weighted-average assumptions used to determine net cost for years ended December 31						
Discount rate	**3.20 %**	4.26 %	3.58 %	**3.27 %**	4.25 %	3.58 %
Expected return on plan assets	**2.77**	3.73	3.19	**2.00**	2.00	2.00
Rate of compensation increase	**4.00**	4.00	4.00	**n/a**	n/a	n/a

n/a = not applicable

The asset valuation method used to calculate the expected return on plan assets component of net periodic benefit cost for the Qualified Pension Plan recognizes 60 percent of the prior year's market gains or losses at the next measurement date with the remaining 40 percent spread equally over the subsequent four years.

Gains and losses for all benefit plans except postretirement health care are recognized in accordance with the standard amortization provisions of the applicable accounting guidance. Net periodic postretirement health and life expense was determined using the "projected unit credit" actuarial method. For the Postretirement Health and Life Plans, 50 percent of the unrecognized gain or loss at the beginning of the year (or at subsequent remeasurement) is recognized on a level basis during the year.

Assumed health care cost trend rates affect the postretirement benefit obligation and benefit cost reported for the Postretirement Health and Life Plans. The assumed health care cost trend rate used to measure the expected cost of benefits covered by the Postretirement Health and Life Plans is 6.25 percent for 2021, reducing in steps to 5.00 percent in 2026 and later years.

The Corporation's net periodic benefit cost (income) recognized for the plans is sensitive to the discount rate and expected return on plan assets. For the Qualified Pension Plan, Non-U.S. Pension Plans, Nonqualified and Other Pension Plans, and Postretirement Health and Life Plans, a 25 bp decline in discount rates and expected return on assets would not have had a significant impact on the net periodic benefit cost for 2020.

Pretax Amounts included in Accumulated OCI and OCI

(Dollars in millions)	Qualified Pension Plan 2020	Qualified Pension Plan 2019	Non-U.S. Pension Plans 2020	Non-U.S. Pension Plans 2019	Nonqualified and Other Pension Plans 2020	Nonqualified and Other Pension Plans 2019	Postretirement Health and Life Plans 2020	Postretirement Health and Life Plans 2019	Total 2020	Total 2019
Net actuarial loss (gain)	**$ 3,912**	$ 3,865	**$ 628**	$ 559	**$ 987**	$ 1,008	**$ 66**	$ 48	**$ 5,593**	$ 5,480
Prior service cost (credits)	**—**	—	**18**	18	**—**	—	**(4)**	(6)	**14**	12
Amounts recognized in accumulated OCI	**$ 3,912**	$ 3,865	**$ 646**	$ 577	**$ 987**	$ 1,008	**$ 62**	$ 42	**$ 5,607**	$ 5,492
Current year actuarial loss (gain)	**$ 219**	$ (385)	**$ 79**	$ 110	**$ 29**	$ 130	**$ 47**	$ 99	**$ 374**	$ (46)
Amortization of actuarial gain (loss) and prior service cost	**(173)**	(135)	**(12)**	(7)	**(50)**	(34)	**(27)**	26	**(262)**	(150)
Current year prior service cost (credit)	**—**	—	**3**	2	**—**	—	**—**	—	**3**	2
Amounts recognized in OCI	**$ 46**	$ (520)	**$ 70**	$ 105	**$ (21)**	$ 96	**$ 20**	$ 125	**$ 115**	$ (194)

Plan Assets

The Qualified Pension Plan has been established as a retirement vehicle for participants, and trusts have been established to secure benefits promised under the Qualified Pension Plan. The Corporation's policy is to invest the trust assets in a prudent manner for the exclusive purpose of providing benefits to participants and defraying reasonable expenses of administration. The Corporation's investment strategy is designed to provide a total return that, over the long term, increases the ratio of assets to liabilities. The strategy attempts to maximize the investment return on assets at a level of risk deemed appropriate by the Corporation while complying with ERISA and any applicable regulations and laws. The investment strategy utilizes asset allocation as a principal determinant for establishing the risk/return profile of the assets. Asset allocation ranges are established, periodically reviewed and adjusted as funding levels and liability characteristics change. Active and passive investment managers are employed to help enhance the risk/return profile of the assets. An additional aspect of the investment strategy used to minimize risk (part of the asset allocation plan) includes matching the exposure of participant-selected investment measures.

The assets of the Non-U.S. Pension Plans are primarily attributable to a U.K. pension plan. This U.K. pension plan's assets are invested prudently so that the benefits promised to members are provided with consideration given to the nature and the duration of the plans' liabilities. The selected asset allocation strategy is designed to achieve a higher return than the lowest risk strategy.

The expected rate of return on plan assets assumption was developed through analysis of historical market returns, historical asset class volatility and correlations, current market conditions, anticipated future asset allocations, the funds' past experience and expectations on potential future market returns. The expected return on plan assets assumption is determined using the calculated market-related value for the Qualified Pension Plan and the Other Pension Plan and the fair value for the Non-U.S. Pension Plans and Postretirement Health and Life Plans. The expected return on plan assets assumption represents a long-term average view of the performance of the assets in the Qualified Pension Plan, the Non-U.S. Pension Plans, the Other Pension Plan, and Postretirement Health and Life Plans, a return that may or may not be achieved during any one calendar year. The Other Pension Plan is invested solely in an annuity contract, which is primarily invested in fixed-income securities structured such that asset maturities match the duration of the plan's obligations.

The target allocations for 2021 by asset category for the Qualified Pension Plan, Non-U.S. Pension Plans, and Nonqualified and Other Pension Plans are presented in the following table. Equity securities for the Qualified Pension Plan include common stock of the Corporation in the amounts of $274 million (1.26 percent of total plan assets) and $315 million (1.55 percent of total plan assets) at December 31, 2020 and 2019.

2021 Target Allocation

	Percentage		
Asset Category	**Qualified Pension Plan**	**Non-U.S. Pension Plans**	**Nonqualified and Other Pension Plans**
Equity securities	15 - 50%	0 - 25%	0 - 5%
Debt securities	45 - 80%	40 - 70%	95 - 100%
Real estate	0 - 10%	0 - 15%	0 - 5%
Other	0 - 5%	10 - 40%	0 - 5%

Fair Value Measurements

For more information on fair value measurements, including descriptions of Level 1, 2 and 3 of the fair value hierarchy and the valuation methods employed by the Corporation, see *Note 1 – Summary of Significant Accounting Principles* and *Note 20 – Fair Value Measurements*. Combined plan investment assets measured at fair value by level and in total at December 31, 2020 and 2019 are summarized in the Fair Value Measurements table.

Fair Value Measurements

(Dollars in millions)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	December 31, 2020				December 31, 2019			
Cash and short-term investments								
Money market and interest-bearing cash	$ 1,380	$ —	$ —	$ 1,380	$ 1,426	$ —	$ —	$ 1,426
Cash and cash equivalent commingled/mutual funds	—	383	—	383	—	250	—	250
Fixed income								
U.S. government and agency securities	4,590	1,238	7	5,835	4,403	890	8	5,301
Corporate debt securities	—	5,021	—	5,021	—	3,676	—	3,676
Asset-backed securities	—	1,967	—	1,967	—	2,684	—	2,684
Non-U.S. debt securities	1,021	1,122	—	2,143	748	1,015	—	1,763
Fixed income commingled/mutual funds	1,224	1,319	—	2,543	804	1,439	—	2,243
Equity								
Common and preferred equity securities	4,438	—	—	4,438	4,655	—	—	4,655
Equity commingled/mutual funds	134	1,542	—	1,676	147	1,355	—	1,502
Public real estate investment trusts	73	—	—	73	91	—	—	91
Real estate								
Real estate commingled/mutual funds	—	20	943	963	—	18	927	945
Limited partnerships	—	184	83	267	—	173	90	263
Other investments [(1)]	5	401	691	1,097	11	390	636	1,037
Total plan investment assets, at fair value	$ 12,865	$ 13,197	$ 1,724	$ 27,786	$ 12,285	$ 11,890	$ 1,661	$ 25,836

(1) Other investments include commodity and balanced funds of $246 million and $233 million, insurance annuity contracts of $664 million and $614 million and other various investments of $187 million and $190 million at December 31, 2020 and 2019.

The Level 3 Fair Value Measurements table presents a reconciliation of all plan investment assets measured at fair value using significant unobservable inputs (Level 3) during 2020, 2019 and 2018.

Level 3 Fair Value Measurements

(Dollars in millions)	Balance January 1	Actual Return on Plan Assets Still Held at the Reporting Date	Purchases, Sales and Settlements	Balance December 31
	2020			
Fixed income				
U.S. government and agency securities	$ 8	$ —	$ (1)	$ 7
Real estate				
Real estate commingled/mutual funds	927	(4)	20	943
Limited partnerships	90	2	(9)	83
Other investments	636	6	49	691
Total	$ 1,661	$ 4	$ 59	$ 1,724
	2019			
Fixed income				
U.S. government and agency securities	$ 9	$ —	$ (1)	$ 8
Real estate				
Private real estate	5	—	(5)	—
Real estate commingled/mutual funds	885	33	9	927
Limited partnerships	82	—	8	90
Other investments	588	6	42	636
Total	$ 1,569	$ 39	$ 53	$ 1,661
	2018			
Fixed income				
U.S. government and agency securities	$ 9	$ —	$ —	$ 9
Real estate				
Private real estate	93	(7)	(81)	5
Real estate commingled/mutual funds	831	52	2	885
Limited partnerships	85	(12)	9	82
Other investments	74	—	514	588
Total	$ 1,092	$ 33	$ 444	$ 1,569

Projected Benefit Payments

Benefit payments projected to be made from the Qualified Pension Plan, Non-U.S. Pension Plans, Nonqualified and Other Pension Plans, and Postretirement Health and Life Plans are presented in the table below.

Projected Benefit Payments

(Dollars in millions)	Qualified Pension Plan [1]	Non-U.S. Pension Plans [2]	Nonqualified and Other Pension Plans [2]	Postretirement Health and Life Plans [3]
2021	$ 856	$ 127	$ 244	$ 79
2022	943	134	245	76
2023	939	143	229	74
2024	943	135	224	70
2025	934	140	221	67
2026 - 2030	4,474	675	977	290

[1] Benefit payments expected to be made from the plan's assets.
[2] Benefit payments expected to be made from a combination of the plans' and the Corporation's assets.
[3] Benefit payments (net of retiree contributions) expected to be made from a combination of the plans' and the Corporation's assets.

Defined Contribution Plans

The Corporation maintains qualified and non-qualified defined contribution retirement plans. The Corporation recorded expense of $1.2 billion, $1.0 billion and $1.0 billion in 2020, 2019 and 2018 related to the qualified defined contribution plans. At both December 31, 2020 and 2019, 189 million shares of the Corporation's common stock were held by these plans. Payments to the plans for dividends on common stock were $138 million, $133 million and $115 million in 2020, 2019 and 2018, respectively.

Certain non-U.S. employees are covered under defined contribution pension plans that are separately administered in accordance with local laws.

NOTE 18 Stock-based Compensation Plans

The Corporation administers a number of equity compensation plans, with awards being granted predominantly from the Bank of America Key Employee Equity Plan (KEEP). Under this plan, 600 million shares of the Corporation's common stock are authorized to be used for grants of awards.

During 2020 and 2019, the Corporation granted 86 million and 94 million RSU awards to certain employees under the KEEP. These RSUs were authorized to settle predominantly in shares of common stock of the Corporation. Certain RSUs will be settled in cash or contain settlement provisions that subject these awards to variable accounting whereby compensation expense is adjusted to fair value based on changes in the share price of the Corporation's common stock up to the settlement date. Of the RSUs granted in 2020 and 2019, 61 million and 71 million will vest predominantly over three years with most vesting occurring in one-third increments on each of the first three anniversaries of the grant date provided that the employee remains continuously employed with the Corporation during that time, and will be expensed ratably over the vesting period, net of estimated forfeitures, for non-retirement eligible employees based on the grant-date fair value of the shares. For RSUs granted to employees who are retirement eligible, the awards are deemed authorized as of the beginning of the year preceding the grant date when the incentive award plans are generally approved. As a result, the estimated value is expensed ratably over the year preceding the grant date. Additionally, 25 million and 23 million of the RSUs granted in 2020 and 2019 will vest predominantly over four years with most vesting occurring in one-fourth increments on each of the first four anniversaries of the grant date provided that the employee remains continuously employed with the Corporation during that time, and will be expensed ratably over the vesting period, net of estimated forfeitures, based on the grant-date fair value of the shares.

The compensation cost for the stock-based plans was $2.1 billion, $2.1 billion and $1.8 billion, and the related income tax benefit was $505 million, $511 million and $433 million for 2020, 2019 and 2018, respectively. At December 31, 2020, there was an estimated $2.0 billion of total unrecognized compensation cost related to certain share-based compensation awards that is expected to be recognized over a period of up to four years, with a weighted-average period of 2.2 years.

Restricted Stock and Restricted Stock Units

The total fair value of restricted stock and restricted stock units vested in 2020, 2019 and 2018 was $2.3 billion, $2.6 billion and $2.3 billion, respectively. The table below presents the status at December 31, 2020 of the share-settled restricted stock and restricted stock units and changes during 2020.

Stock-settled Restricted Stock and Restricted Stock Units

	Shares/Units	Weighted-average Grant Date Fair Value
Outstanding at January 1, 2020	157,909,315	$ 27.93
Granted	83,604,782	33.01
Vested	(68,578,284)	27.38
Canceled	(4,982,584)	30.88
Outstanding at December 31, 2020	**167,953,229**	**30.60**

Cash-settled Restricted Units

At December 31, 2020, approximately two million cash-settled restricted units remain outstanding. In 2020, 2019 and 2018, the amount of cash paid to settle the RSUs that vested was $81 million, $84 million and $1.3 billion, respectively.

NOTE 19 Income Taxes

The components of income tax expense for 2020, 2019 and 2018 are presented in the table below.

Income Tax Expense

(Dollars in millions)	2020	2019	2018
Current income tax expense			
U.S. federal	**$ 1,092**	$ 1,136	$ 816
U.S. state and local	**1,076**	901	1,377
Non-U.S.	**670**	852	1,203
Total current expense	**2,838**	2,889	3,396
Deferred income tax expense			
U.S. federal	**(799)**	2,001	2,579
U.S. state and local	**(233)**	223	240
Non-U.S.	**(705)**	211	222
Total deferred expense	**(1,737)**	2,435	3,041
Total income tax expense	**$ 1,101**	$ 5,324	$ 6,437

Total income tax expense does not reflect the tax effects of items that are included in OCI each period. For more information, see *Note 14 – Accumulated Other Comprehensive Income (Loss)*. Other tax effects included in OCI each period resulted in an expense of $1.5 billion and $1.9 billion in 2020 and 2019 and a benefit of $1.2 billion in 2018.

Income tax expense for 2020, 2019 and 2018 varied from the amount computed by applying the statutory income tax rate to income before income taxes. The Corporation's federal statutory tax rate was 21 percent for 2020, 2019 and 2018. A reconciliation of the expected U.S. federal income tax expense, calculated by applying the federal statutory tax rate, to the Corporation's actual income tax expense, and the effective tax rates for 2020, 2019 and 2018 are presented in the table below.

Reconciliation of Income Tax Expense

(Dollars in millions)	2020 Amount	2020 Percent	2019 Amount	2019 Percent	2018 Amount	2018 Percent
Expected U.S. federal income tax expense	**$ 3,989**	**21.0 %**	$ 6,878	21.0 %	$ 7,263	21.0 %
Increase (decrease) in taxes resulting from:						
State tax expense, net of federal benefit	**728**	**3.8**	1,283	3.9	1,367	4.0
Affordable housing/energy/other credits	**(2,869)**	**(15.1)**	(2,365)	(7.2)	(1,888)	(5.5)
Tax law changes	**(699)**	**(3.7)**	—	—	—	—
Tax-exempt income, including dividends	**(346)**	**(1.8)**	(433)	(1.3)	(413)	(1.2)
Share-based compensation	**(129)**	**(0.7)**	(225)	(0.7)	(257)	(0.7)
Changes in prior-period UTBs, including interest	**(41)**	**(0.2)**	(613)	(1.9)	144	0.4
Nondeductible expenses	**324**	**1.7**	290	0.9	302	0.9
Rate differential on non-U.S. earnings	**218**	**1.1**	504	1.5	98	0.3
Other	**(74)**	**(0.3)**	5	0.1	(179)	(0.6)
Total income tax expense (benefit)	**$ 1,101**	**5.8 %**	$ 5,324	16.3 %	$ 6,437	18.6 %

The reconciliation of the beginning unrecognized tax benefits (UTB) balance to the ending balance is presented in the following table.

Reconciliation of the Change in Unrecognized Tax Benefits

(Dollars in millions)	2020	2019	2018
Balance, January 1	**$ 1,175**	$ 2,197	$ 1,773
Increases related to positions taken during the current year	**238**	238	395
Increases related to positions taken during prior years [(1)]	**99**	401	406
Decreases related to positions taken during prior years [(1)]	**(172)**	(1,102)	(371)
Settlements	**—**	(541)	(6)
Expiration of statute of limitations	**—**	(18)	—
Balance, December 31	**$ 1,340**	$ 1,175	$ 2,197

(1) The sum of the positions taken during prior years differs from the $(41) million, $(613) million and $144 million in the Reconciliation of Income Tax Expense table due to temporary items, state items and jurisdictional offsets, as well as the inclusion of interest in the Reconciliation of Income Tax Expense table.

At December 31, 2020, 2019 and 2018, the balance of the Corporation's UTBs which would, if recognized, affect the Corporation's effective tax rate was $976 million, $814 million and $1.6 billion, respectively. Included in the UTB balance are some items the recognition of which would not affect the effective tax rate, such as the tax effect of certain temporary differences, the portion of gross state UTBs that would be offset by the tax benefit of the associated federal deduction and the portion of gross non-U.S. UTBs that would be offset by tax reductions in other jurisdictions.

It is reasonably possible that the UTB balance may decrease by as much as $166 million during the next 12 months, since resolved items will be removed from the balance whether their resolution results in payment or recognition.

The Corporation recognized interest expense of $9 million in 2020, an interest benefit of $19 million in 2019 and interest expense of $43 million in 2018. At December 31, 2020 and 2019, the Corporation's accrual for interest and penalties that related to income taxes, net of taxes and remittances, was $130 million and $147 million.

The Corporation files income tax returns in more than 100 state and non-U.S. jurisdictions each year. The IRS and other tax authorities in countries and states in which the Corporation has significant business operations examine tax returns periodically (continuously in some jurisdictions). The following table summarizes the status of examinations by major jurisdiction for the Corporation and various subsidiaries at December 31, 2020.

Tax Examination Status

	Years under Examination [(1)]	Status at December 31 2020
United States	2017-2020	Field Examination
California	2012-2017	Field Examination
New York	2016-2018	Field Examination
United Kingdom [(2)]	2018	Field Examination

(1) All tax years subsequent to the years shown remain subject to examination.
(2) Field examination for tax year 2019 to begin in 2021.

Significant components of the Corporation's net deferred tax assets and liabilities at December 31, 2020 and 2019 are presented in the following table.

Deferred Tax Assets and Liabilities

(Dollars in millions)	December 31 2020	2019
Deferred tax assets		
Net operating loss carryforwards	**$ 7,717**	$ 7,417
Allowance for credit losses	**4,701**	2,354
Security, loan and debt valuations	**2,571**	1,860
Lease liability	**2,400**	2,321
Employee compensation and retirement benefits	**1,582**	1,622
Accrued expenses	**1,481**	1,719
Credit carryforwards	**484**	183
Other	**1,412**	1,203
Gross deferred tax assets	**22,348**	18,679
Valuation allowance	**(2,346)**	(1,989)
Total deferred tax assets, net of valuation allowance	**20,002**	16,690
Deferred tax liabilities		
Equipment lease financing	**3,101**	2,933
Right-to-use asset	**2,296**	2,246
Fixed assets	**1,957**	1,505
ESG-related tax credit investments	**1,930**	1,577
Available-for-sale securities	**1,701**	100
Other	**1,570**	1,885
Gross deferred tax liabilities	**12,555**	10,246
Net deferred tax assets	**$ 7,447**	$ 6,444

On January 1, 2020, the Corporation adopted the CECL accounting standard. The transition adjustment included a tax benefit of $760 million in retained earnings, which increased deferred tax assets by a corresponding amount.

The table below summarizes the deferred tax assets and related valuation allowances recognized for the net operating loss (NOL) and tax credit carryforwards at December 31, 2020.

Net Operating Loss and Tax Credit Carryforward Deferred Tax Assets

(Dollars in millions)	Deferred Tax Asset	Valuation Allowance	Net Deferred Tax Asset	First Year Expiring
Net operating losses - U.S.	$ 36	$ —	**$ 36**	After 2028
Net operating losses - U.K. [(1)]	5,896	—	**5,896**	None
Net operating losses - other non-U.S.	506	(441)	**65**	Various
Net operating losses - U.S. states [(2)]	1,279	(579)	**700**	Various
Foreign tax credits	484	(484)	**—**	After 2028

(1) Represents U.K. broker-dealer net operating losses that may be carried forward indefinitely.
(2) The net operating losses and related valuation allowances for U.S. states before considering the benefit of federal deductions were $1.6 billion and $733 million.

Management concluded that no valuation allowance was necessary to reduce the deferred tax assets related to the U.K. NOL carryforwards and U.S. federal and certain state NOL carryforwards since estimated future taxable income will be sufficient to utilize these assets prior to their expiration. The majority of the Corporation's U.K. net deferred tax assets, which consist primarily of NOLs, are expected to be realized by certain subsidiaries over an extended number of years. Management's conclusion is supported by financial results, profit forecasts for the relevant entities and the indefinite period to carry forward NOLs. However, a material change in those estimates could lead management to reassess such valuation allowance conclusions.

At December 31, 2020, U.S. federal income taxes had not been provided on approximately $5.0 billion of temporary differences associated with investments in non-U.S. subsidiaries that are essentially permanent in duration. If the Corporation were to record the associated deferred tax liability, the amount would be approximately $1.0 billion.

NOTE 20 Fair Value Measurements

Under applicable accounting standards, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Corporation determines the fair values of its financial instruments under applicable accounting standards that require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. The Corporation categorizes its financial instruments into three levels based on the established fair value hierarchy and conducts a review of fair value hierarchy classifications on a quarterly basis. Transfers into or out of fair value hierarchy classifications are made if the significant inputs used in the financial models measuring the fair values of the assets and liabilities become unobservable or observable in the current marketplace. For more information regarding the fair value hierarchy and how the Corporation measures fair value, see *Note 1 – Summary of Significant Accounting Principles*. The Corporation accounts for certain financial instruments under the fair value option. For more information, see *Note 21 – Fair Value Option*.

Valuation Techniques

The following sections outline the valuation methodologies for the Corporation's assets and liabilities. While the Corporation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

During 2020, there were no significant changes to valuation approaches or techniques that had, or are expected to have, a material impact on the Corporation's consolidated financial position or results of operations.

Trading Account Assets and Liabilities and Debt Securities

The fair values of trading account assets and liabilities are primarily based on actively traded markets where prices are based on either direct market quotes or observed transactions. The fair values of debt securities are generally based on quoted market prices or market prices for similar assets. Liquidity is a significant factor in the determination of the fair values of trading account assets and liabilities and debt securities. Market price quotes may not be readily available for some positions such as positions within a market sector where trading activity has slowed significantly or ceased. Some of these instruments are valued using a discounted cash flow model, which estimates the fair value of the securities using internal credit risk, and interest rate and prepayment risk models that incorporate management's best estimate of current key assumptions such as default rates, loss severity and prepayment rates. Principal and interest cash flows are discounted using an observable discount rate for similar instruments with adjustments that management believes a market participant would consider in determining fair value for the specific security. Other instruments are valued using a net asset value approach which considers the value of the underlying securities. Underlying assets are valued using external pricing services, where available, or matrix pricing based on the vintages and ratings. Situations of illiquidity generally are triggered by the market's perception of credit uncertainty regarding a single company or a specific market sector. In these instances, fair value is determined based on limited available market information and other factors, principally from reviewing the issuer's financial statements and changes in credit ratings made by one or more rating agencies.

Derivative Assets and Liabilities

The fair values of derivative assets and liabilities traded in the OTC market are determined using quantitative models that utilize multiple market inputs including interest rates, prices and indices to generate continuous yield or pricing curves and volatility factors to value the position. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. When third-party pricing services are used, the methods and assumptions are reviewed by the Corporation. Estimation risk is greater for derivative asset and liability positions that are either option-based or have longer maturity dates where observable market inputs are less readily available, or are unobservable, in which case, quantitative-based extrapolations of rate, price or index scenarios are used in determining fair values. The fair values of derivative assets and liabilities include adjustments for market liquidity, counterparty credit quality and other instrument-specific factors, where appropriate. In addition, the Corporation incorporates within its fair value measurements of OTC derivatives a valuation adjustment to reflect the credit risk associated with the net position. Positions are netted by counterparty, and fair value for net long exposures is adjusted for counterparty credit risk while the fair value for net short exposures is adjusted for the Corporation's own credit risk. The Corporation also incorporates FVA within its fair value measurements to include funding costs on uncollateralized derivatives and derivatives where the Corporation is not permitted to use the collateral it receives. An estimate of severity of loss is also used in the determination of fair value, primarily based on market data.

Loans and Loan Commitments

The fair values of loans and loan commitments are based on market prices, where available, or discounted cash flow analyses using market-based credit spreads of comparable debt instruments or credit derivatives of the specific borrower or comparable borrowers. Results of discounted cash flow analyses may be adjusted, as appropriate, to reflect other market conditions or the perceived credit risk of the borrower.

Mortgage Servicing Rights

The fair values of MSRs are primarily determined using an option-adjusted spread valuation approach, which factors in prepayment risk to determine the fair value of MSRs. This approach consists of projecting servicing cash flows under multiple interest rate scenarios and discounting these cash flows using risk-adjusted discount rates.

Loans Held-for-sale

The fair values of LHFS are based on quoted market prices, where available, or are determined by discounting estimated cash flows using interest rates approximating the Corporation's current origination rates for similar loans adjusted to reflect the inherent credit risk. The borrower-specific credit risk is embedded within the quoted market prices or is implied by considering loan performance when selecting comparables.

Short-term Borrowings and Long-term Debt

The Corporation issues structured liabilities that have coupons or repayment terms linked to the performance of debt or equity securities, interest rates, indices, currencies or commodities. The fair values of these structured liabilities are estimated using quantitative models for the combined derivative and debt portions of the notes. These models incorporate observable and, in some instances, unobservable inputs including security prices, interest rate yield curves, option volatility, currency, commodity or equity rates and correlations among these inputs. The Corporation also considers the impact of its own credit spread in determining the discount rate used to value these liabilities. The credit spread is determined by reference to observable spreads in the secondary bond market.

Securities Financing Agreements

The fair values of certain reverse repurchase agreements, repurchase agreements and securities borrowed transactions are determined using quantitative models, including discounted cash flow models that require the use of multiple market inputs including interest rates and spreads to generate continuous yield or pricing curves, and volatility factors. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services.

Deposits

The fair values of deposits are determined using quantitative models, including discounted cash flow models that require the use of multiple market inputs including interest rates and spreads to generate continuous yield or pricing curves, and volatility factors. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. The Corporation considers the impact of its own credit spread in the valuation of these liabilities. The credit risk is determined by reference to observable credit spreads in the secondary cash market.

Asset-backed Secured Financings

The fair values of asset-backed secured financings are based on external broker bids, where available, or are determined by discounting estimated cash flows using interest rates approximating the Corporation's current origination rates for similar loans adjusted to reflect the inherent credit risk.

Recurring Fair Value

Assets and liabilities carried at fair value on a recurring basis at December 31, 2020 and 2019, including financial instruments that the Corporation accounts for under the fair value option, are summarized in the following tables.

	December 31, 2020				
	Fair Value Measurements				
(Dollars in millions)	Level 1	Level 2	Level 3	Netting Adjustments [1]	Assets/Liabilities at Fair Value
Assets					
Time deposits placed and other short-term investments	$ 1,649	$ —	$ —	$ —	$ 1,649
Federal funds sold and securities borrowed or purchased under agreements to resell	—	108,856	—	—	108,856
Trading account assets:					
U.S. Treasury and agency securities	45,219	3,051	—	—	48,270
Corporate securities, trading loans and other	—	22,817	1,359	—	24,176
Equity securities	36,372	31,372	227	—	67,971
Non-U.S. sovereign debt	5,753	20,884	354	—	26,991
Mortgage trading loans, MBS and ABS:					
U.S. government-sponsored agency guaranteed [2]	—	21,566	75	—	21,641
Mortgage trading loans, ABS and other MBS	—	8,440	1,365	—	9,805
Total trading account assets [3]	87,344	108,130	3,380	—	198,854
Derivative assets	15,624	416,175	2,751	(387,371)	47,179
AFS debt securities:					
U.S. Treasury and agency securities	115,266	1,114	—	—	116,380
Mortgage-backed securities:					
Agency	—	61,849	—	—	61,849
Agency-collateralized mortgage obligations	—	5,260	—	—	5,260
Non-agency residential	—	631	378	—	1,009
Commercial	—	16,491	—	—	16,491
Non-U.S. securities	—	13,999	18	—	14,017
Other taxable securities	—	2,640	71	—	2,711
Tax-exempt securities	—	16,598	176	—	16,774
Total AFS debt securities	115,266	118,582	643	—	234,491
Other debt securities carried at fair value:					
U.S. Treasury and agency securities	93	—	—	—	93
Non-agency residential MBS	—	506	267	—	773
Non-U.S. and other securities	2,619	8,625	—	—	11,244
Total other debt securities carried at fair value	2,712	9,131	267	—	12,110
Loans and leases	—	5,964	717	—	6,681
Loans held-for-sale	—	1,349	236	—	1,585
Other assets [4]	9,898	3,850	1,970	—	15,718
Total assets [5]	$ 232,493	$ 772,037	$ 9,964	$ (387,371)	$ 627,123
Liabilities					
Interest-bearing deposits in U.S. offices	$ —	$ 481	$ —	$ —	$ 481
Federal funds purchased and securities loaned or sold under agreements to repurchase	—	135,391	—	—	135,391
Trading account liabilities:					
U.S. Treasury and agency securities	9,425	139	—	—	9,564
Equity securities	38,189	4,235	—	—	42,424
Non-U.S. sovereign debt	5,853	8,043	—	—	13,896
Corporate securities and other	—	5,420	16	—	5,436
Total trading account liabilities	53,467	17,837	16	—	71,320
Derivative liabilities	14,907	412,881	6,219	(388,481)	45,526
Short-term borrowings	—	5,874	—	—	5,874
Accrued expenses and other liabilities	12,297	4,014	—	—	16,311
Long-term debt	—	31,036	1,164	—	32,200
Total liabilities [5]	$ 80,671	$ 607,514	$ 7,399	$ (388,481)	$ 307,103

(1) Amounts represent the impact of legally enforceable master netting agreements and also cash collateral held or placed with the same counterparties.
(2) Includes $22.2 billion of GSE obligations.
(3) Includes securities with a fair value of $16.8 billion that were segregated in compliance with securities regulations or deposited with clearing organizations. This amount is included in the parenthetical disclosure on the Consolidated Balance Sheet. Trading account assets also includes precious metal inventories of $576 million that are accounted for at the lower of cost or net realizable value, which is the current selling price less any costs to sell.
(4) Includes MSRs of $1.0 billion which are classified as Level 3 assets.
(5) Total recurring Level 3 assets were 0.35 percent of total consolidated assets, and total recurring Level 3 liabilities were 0.29 percent of total consolidated liabilities.

(Dollars in millions)	December 31, 2019 Fair Value Measurements Level 1	Level 2	Level 3	Netting Adjustments [1]	Assets/Liabilities at Fair Value
Assets					
Time deposits placed and other short-term investments	$ 1,000	$ —	$ —	$ —	$ 1,000
Federal funds sold and securities borrowed or purchased under agreements to resell	—	50,364	—	—	50,364
Trading account assets:					
U.S. Treasury and agency securities	49,517	4,157	—	—	53,674
Corporate securities, trading loans and other	—	25,226	1,507	—	26,733
Equity securities	53,597	32,619	239	—	86,455
Non-U.S. sovereign debt	3,965	23,854	482	—	28,301
Mortgage trading loans, MBS and ABS:					
U.S. government-sponsored agency guaranteed [2]	—	24,324	—	—	24,324
Mortgage trading loans, ABS and other MBS	—	8,786	1,553	—	10,339
Total trading account assets [3]	107,079	118,966	3,781	—	229,826
Derivative assets	14,079	328,442	2,226	(304,262)	40,485
AFS debt securities:					
U.S. Treasury and agency securities	67,332	1,196	—	—	68,528
Mortgage-backed securities:					
Agency	—	122,528	—	—	122,528
Agency-collateralized mortgage obligations	—	4,641	—	—	4,641
Non-agency residential	—	653	424	—	1,077
Commercial	—	15,021	—	—	15,021
Non-U.S. securities	—	11,989	2	—	11,991
Other taxable securities	—	3,876	65	—	3,941
Tax-exempt securities	—	17,804	108	—	17,912
Total AFS debt securities	67,332	177,708	599	—	245,639
Other debt securities carried at fair value:					
U.S. Treasury and agency securities	3	—	—	—	3
Agency MBS	—	3,003	—	—	3,003
Non-agency residential MBS	—	1,035	299	—	1,334
Non-U.S. and other securities	400	6,088	—	—	6,488
Total other debt securities carried at fair value	403	10,126	299	—	10,828
Loans and leases	—	7,642	693	—	8,335
Loans held-for-sale	—	3,334	375	—	3,709
Other assets [4]	11,782	1,376	2,360	—	15,518
Total assets [5]	$ 201,675	$ 697,958	$ 10,333	$ (304,262)	$ 605,704
Liabilities					
Interest-bearing deposits in U.S. offices	$ —	$ 508	$ —	$ —	$ 508
Federal funds purchased and securities loaned or sold under agreements to repurchase	—	16,008	—	—	16,008
Trading account liabilities:					
U.S. Treasury and agency securities	13,140	282	—	—	13,422
Equity securities	38,148	4,144	2	—	42,294
Non-U.S. sovereign debt	10,751	11,310	—	—	22,061
Corporate securities and other	—	5,478	15	—	5,493
Total trading account liabilities	62,039	21,214	17	—	83,270
Derivative liabilities	11,904	320,479	4,764	(298,918)	38,229
Short-term borrowings	—	3,941	—	—	3,941
Accrued expenses and other liabilities	13,927	1,507	—	—	15,434
Long-term debt	—	33,826	1,149	—	34,975
Total liabilities [5]	$ 87,870	$ 397,483	$ 5,930	$ (298,918)	$ 192,365

(1) Amounts represent the impact of legally enforceable master netting agreements and also cash collateral held or placed with the same counterparties.
(2) Includes $26.7 billion of GSE obligations.
(3) Includes securities with a fair value of $14.7 billion that were segregated in compliance with securities regulations or deposited with clearing organizations. This amount is included in the parenthetical disclosure on the Consolidated Balance Sheet.
(4) Includes MSRs of $1.5 billion which are classified as Level 3 assets.
(5) Total recurring Level 3 assets were 0.42 percent of total consolidated assets, and total recurring Level 3 liabilities were 0.27 percent of total consolidated liabilities.

The following tables present a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2020, 2019 and 2018, including net realized and unrealized gains (losses) included in earnings and accumulated OCI. Transfers into Level 3 occur primarily due to decreased price observability, and transfers out of Level 3 occur primarily due to increased price observability. Transfers occur on a regular basis for long-term debt instruments due to changes in the impact of unobservable inputs on the value of the embedded derivative in relation to the instrument as a whole.

Level 3 – Fair Value Measurements [1]

(Dollars in millions)	Balance January 1	Total Realized/ Unrealized Gains (Losses) in Net Income [2]	Gains (Losses) in OCI [3]	Gross Purchases	Gross Sales	Gross Issuances	Gross Settlements	Gross Transfers into Level 3	Gross Transfers out of Level 3	Balance December 31	Change in Unrealized Gains (Losses) in Net Income Related to Financial Instruments Still Held [2]
Year Ended December 31, 2020											
Trading account assets:											
Corporate securities, trading loans and other	**$ 1,507**	**$ (138)**	**$ (1)**	**$ 430**	**$ (242)**	**$ 10**	**$ (282)**	**$ 639**	**$ (564)**	**$ 1,359**	**$ (102)**
Equity securities	**239**	**(43)**	**—**	**78**	**(53)**	**—**	**(3)**	**58**	**(49)**	**227**	**(31)**
Non-U.S. sovereign debt	**482**	**45**	**(46)**	**76**	**(61)**	**—**	**(39)**	**150**	**(253)**	**354**	**47**
Mortgage trading loans, ABS and other MBS	**1,553**	**(120)**	**(3)**	**577**	**(746)**	**11**	**(96)**	**757**	**(493)**	**1,440**	**(92)**
Total trading account assets	**3,781**	**(256)**	**(50)**	**1,161**	**(1,102)**	**21**	**(420)**	**1,604**	**(1,359)**	**3,380**	**(178)**
Net derivative assets (liabilities) [4]	**(2,538)**	**(235)**	**—**	**120**	**(646)**	**—**	**(112)**	**(235)**	**178**	**(3,468)**	**(953)**
AFS debt securities:											
Non-agency residential MBS	**424**	**(2)**	**3**	**23**	**(54)**	**—**	**(44)**	**158**	**(130)**	**378**	**(2)**
Non-U.S. securities	**2**	**1**	**—**	**—**	**(1)**	**—**	**(1)**	**17**	**—**	**18**	**1**
Other taxable securities	**65**	**—**	**—**	**9**	**(4)**	**—**	**—**	**1**	**—**	**71**	**—**
Tax-exempt securities	**108**	**(21)**	**3**	**—**	**—**	**—**	**(169)**	**265**	**(10)**	**176**	**(20)**
Total AFS debt securities	**599**	**(22)**	**6**	**32**	**(59)**	**—**	**(214)**	**441**	**(140)**	**643**	**(21)**
Other debt securities carried at fair value – Non-agency residential MBS	**299**	**26**	**—**	**—**	**(180)**	**—**	**(24)**	**190**	**(44)**	**267**	**3**
Loans and leases [5,6]	**693**	**(4)**	**—**	**145**	**(76)**	**22**	**(161)**	**98**	**—**	**717**	**9**
Loans held-for-sale [5,6]	**375**	**26**	**(28)**	**—**	**(489)**	**691**	**(119)**	**93**	**(313)**	**236**	**(5)**
Other assets [6,7]	**2,360**	**(288)**	**3**	**178**	**(4)**	**224**	**(506)**	**5**	**(2)**	**1,970**	**(374)**
Trading account liabilities – Equity securities	**(2)**	**1**	**—**	**—**	**—**	**—**	**—**	**—**	**1**	**—**	**—**
Trading account liabilities – Corporate securities and other	**(15)**	**8**	**—**	**(7)**	**(3)**	**—**	**1**	**—**	**—**	**(16)**	**—**
Long-term debt [5]	**(1,149)**	**(46)**	**2**	**(104)**	**—**	**(47)**	**218**	**(52)**	**14**	**(1,164)**	**(5)**
Year Ended December 31, 2019											
Trading account assets:											
Corporate securities, trading loans and other	$ 1,558	$ 105	$ —	$ 534	$ (390)	$ 18	$ (578)	$ 699	$ (439)	$ 1,507	$ 29
Equity securities	276	(12)	—	38	(87)	—	(9)	79	(46)	239	(18)
Non-U.S. sovereign debt	465	46	(12)	1	—	—	(51)	39	(6)	482	47
Mortgage trading loans, ABS and other MBS	1,635	99	(2)	662	(899)	—	(175)	738	(505)	1,553	26
Total trading account assets	3,934	238	(14)	1,235	(1,376)	18	(813)	1,555	(996)	3,781	84
Net derivative assets (liabilities) [4,8]	(935)	(37)	—	298	(837)	—	(97)	147	(1,077)	(2,538)	228
AFS debt securities:											
Non-agency residential MBS	597	13	64	—	(73)	—	(40)	206	(343)	424	—
Non-U.S. securities	2	—	—	—	—	—	—	—	—	2	—
Other taxable securities	7	2	—	—	—	—	(5)	61	—	65	—
Tax-exempt securities	—	—	—	—	—	—	—	108	—	108	—
Total AFS debt securities	606	15	64	—	(73)	—	(45)	375	(343)	599	—
Other debt securities carried at fair value – Non-agency residential MBS	172	36	—	—	—	—	(17)	155	(47)	299	38
Loans and leases [5,6]	338	—	—	230	(35)	217	(57)	—	—	693	(1)
Loans held-for-sale [5,6]	542	48	(6)	12	(71)	36	(245)	59	—	375	22
Other assets [6,7]	2,932	(81)	19	—	(10)	179	(683)	5	(1)	2,360	(267)
Trading account liabilities – Equity securities	—	(2)	—	—	—	—	—	—	—	(2)	(2)
Trading account liabilities – Corporate securities and other	(18)	8	—	(1)	(3)	(1)	—	—	—	(15)	—
Long-term debt [5,8]	(817)	(59)	(64)	—	—	(40)	180	(350)	1	(1,149)	(55)

(1) Assets (liabilities). For assets, increase (decrease) to Level 3 and for liabilities, (increase) decrease to Level 3.
(2) Includes gains (losses) reported in earnings in the following income statement line items: Trading account assets/liabilities - predominantly market making and similar activities; Net derivative assets (liabilities) - market making and similar activities and other income; AFS debt securities - predominantly other income; Other debt securities carried at fair value - other income; Loans and leases - market making and similar activities and other income; Loans held-for-sale - other income; Other assets - primarily other income related to MSRs; Long-term debt - market making and similar activities.
(3) Includes unrealized gains (losses) in OCI on AFS debt securities, foreign currency translation adjustments and the impact of changes in the Corporation's credit spreads on long-term debt accounted for under the fair value option. Amounts include net unrealized gains (losses) of $(41) million and $3 million related to financial instruments still held at December 31, 2020 and 2019.
(4) Net derivative assets (liabilities) include derivative assets of $2.8 billion and $2.2 billion and derivative liabilities of $6.2 billion and $4.8 billion at December 31, 2020 and 2019.
(5) Amounts represent instruments that are accounted for under the fair value option.
(6) Issuances represent loan originations and MSRs recognized following securitizations or whole-loan sales.
(7) Settlements primarily represent the net change in fair value of the MSR asset due to the recognition of modeled cash flows and the passage of time.
(8) Transfers into long-term debt include a $1.4 billion transfer in of Level 3 derivative assets to reflect the Corporation's change to present bifurcated embedded derivatives with their respective host instruments.

Level 3 – Fair Value Measurements (1)

(Dollars in millions)	Balance January 1	Total Realized/ Unrealized Gains (Losses) in Net Income (2)	Gains (Losses) in OCI (3)	Gross Purchases	Gross Sales	Gross Issuances	Gross Settlements	Gross Transfers into Level 3	Gross Transfers out of Level 3	Balance December 31	Change in Unrealized Gains (Losses) in Net Income Related to Financial Instruments Still Held (2)
Year Ended December 31, 2018											
Trading account assets:											
Corporate securities, trading loans and other	$ 1,864	$ (32)	$ (1)	$ 436	$ (403)	$ 5	$ (568)	$ 804	$ (547)	$ 1,558	$ (117)
Equity securities	235	(17)	—	44	(11)	—	(4)	78	(49)	276	(22)
Non-U.S. sovereign debt	556	47	(44)	13	(57)	—	(30)	117	(137)	465	48
Mortgage trading loans, ABS and other MBS	1,498	148	3	585	(910)	—	(158)	705	(236)	1,635	97
Total trading account assets	4,153	146	(42)	1,078	(1,381)	5	(760)	1,704	(969)	3,934	6
Net derivative assets (liabilities) (4)	(1,714)	106	—	531	(1,179)	—	778	39	504	(935)	(116)
AFS debt securities:											
Non-agency residential MBS	—	27	(33)	—	(71)	—	(25)	774	(75)	597	—
Non-U.S. securities	25	—	(1)	—	(10)	—	(15)	3	—	2	—
Other taxable securities	509	1	(3)	—	(23)	—	(11)	60	(526)	7	—
Tax-exempt securities	469	—	—	—	—	—	(1)	1	(469)	—	—
Total AFS debt securities (5)	1,003	28	(37)	—	(104)	—	(52)	838	(1,070)	606	—
Other debt securities carried at fair value - Non-agency residential MBS	—	(18)	—	—	(8)	—	(34)	365	(133)	172	(18)
Loans and leases (6,7)	571	(16)	—	—	(134)	—	(83)	—	—	338	(9)
Loans held-for-sale (6)	690	44	(26)	71	—	1	(201)	23	(60)	542	31
Other assets (5,7,8)	2,425	414	(38)	2	(69)	96	(792)	929	(35)	2,932	149
Trading account liabilities – Corporate securities and other	(24)	11	—	9	(12)	(2)	—	—	—	(18)	(7)
Accrued expenses and other liabilities (6)	(8)	—	—	—	—	—	8	—	—	—	—
Long-term debt (6)	(1,863)	103	4	9	—	(141)	486	(262)	847	(817)	95

(1) Assets (liabilities). For assets, increase (decrease) to Level 3 and for liabilities, (increase) decrease to Level 3.
(2) Includes gains/losses reported in earnings in the following income statement line items: Trading account assets/liabilities - predominantly market making and similar activities; Net derivative assets (liabilities) - market making and similar activities and other income; Other debt securities carried at fair value - other income; Loans and leases - predominantly other income; Loans held-for-sale - other income; Other assets - primarily other income related to MSRs; Long-term debt - primarily market making and similar activities.
(3) Includes unrealized gains (losses) in OCI on AFS debt securities, foreign currency translation adjustments and the impact of changes in the Corporation's credit spreads on long-term debt accounted for under the fair value option. Amounts include net unrealized losses of $105 million related to financial instruments still held at December 31, 2018.
(4) Net derivative assets (liabilities) include derivative assets of $3.5 billion and derivative liabilities of $4.4 billion.
(5) Transfers out of AFS debt securities and into other assets primarily relate to the reclassifcation of certain securities.
(6) Amounts represent instruments that are accounted for under the fair value option.
(7) Issuances represent loan originations and MSRs recognized following securitizations or whole-loan sales.
(8) Settlements primarily represent the net change in fair value of the MSR asset due to the recognition of modeled cash flows and the passage of time.

The following tables present information about significant unobservable inputs related to the Corporation's material categories of Level 3 financial assets and liabilities at December 31, 2020 and 2019.

Quantitative Information about Level 3 Fair Value Measurements at December 31, 2020

(Dollars in millions)

Financial Instrument	Fair Value	Valuation Technique	Inputs: Significant Unobservable Inputs	Ranges of Inputs	Weighted Average [(1)]
Loans and Securities [(2)]					
Instruments backed by residential real estate assets	$ 1,543	Discounted cash flow, Market comparables	Yield	(3)% to 25%	6%
Trading account assets – Mortgage trading loans, ABS and other MBS	467		Prepayment speed	1% to 56% CPR	20% CPR
Loans and leases	431		Default rate	0% to 3% CDR	1% CDR
AFS debt securities – Non-agency residential	378		Price	$0 to $168	$110
Other debt securities carried at fair value – Non-agency residential	267		Loss severity	0% to 47%	18%
Instruments backed by commercial real estate assets	$ 407	Discounted cash flow	Yield	0% to 25%	4%
Trading account assets – Corporate securities, trading loans and other	262		Price	$0 to $100	$52
Trading account assets – Mortgage trading loans, ABS and other MBS	43				
AFS debt securities, primarily other taxable securities	89				
Loans held-for-sale	13				
Commercial loans, debt securities and other	$ 3,066	Discounted cash flow, Market comparables	Yield	0% to 26%	9%
Trading account assets – Corporate securities, trading loans and other	1,097		Prepayment speed	10% to 20%	14%
Trading account assets – Non-U.S. sovereign debt	354		Default rate	3% to 4%	4%
Trading account assets – Mortgage trading loans, ABS and other MBS	930		Loss severity	35% to 40%	38%
AFS debt securities – Tax-exempt securities	176		Price	$0 to $142	$66
Loans and leases	286		Long-dated equity volatilities	77%	n/a
Loans held-for-sale	223				
Other assets, primarily auction rate securities	$ 937	Discounted cash flow, Market comparables	Price	$10 to $97	$91
			Discount rate	8%	n/a
MSRs	$ 1,033	Discounted cash flow	Weighted-average life, fixed rate [(5)]	0 to 13 years	4 years
			Weighted-average life, variable rate [(5)]	0 to 10 years	3 years
			Option-adjusted spread, fixed rate	7% to 14%	9%
			Option-adjusted spread, variable rate	9% to 15%	12%
Structured liabilities					
Long-term debt	$ (1,164)	Discounted cash flow, Market comparables, Industry standard derivative pricing [(3)]	Yield	0% to 11%	9%
			Equity correlation	2% to 100%	64%
			Long-dated equity volatilities	7% to 64%	32%
			Price	$0 to $124	$86
			Natural gas forward price	$1/MMBtu to $4/MMBtu	$3 /MMBtu
Net derivative assets (liabilities)					
Credit derivatives	$ (112)	Discounted cash flow, Stochastic recovery correlation model	Yield	5%	n/a
			Upfront points	0 to 100 points	75 points
			Prepayment speed	15% to 100% CPR	22% CPR
			Default rate	2% CDR	n/a
			Credit correlation	21% to 64%	57%
			Price	$0 to $122	$69
Equity derivatives	$ (1,904)	Industry standard derivative pricing [(3)]	Equity correlation	2% to 100%	64%
			Long-dated equity volatilities	7% to 64%	32%
Commodity derivatives	$ (1,426)	Discounted cash flow, Industry standard derivative pricing [(3)]	Natural gas forward price	$1/MMBtu to $4/MMBtu	$3 /MMBtu
			Correlation	39% to 85%	73%
			Volatilities	23% to 70%	39%
Interest rate derivatives	$ (26)	Industry standard derivative pricing [(4)]	Correlation (IR/IR)	15% to 96%	34%
			Correlation (FX/IR)	0% to 46%	3%
			Long-dated inflation rates	(7)% to 84%	14%
			Long-dated inflation volatilities	0% to 1%	1%
			Interest rate volatilities	0% to 2%	1%
Total net derivative assets (liabilities)	$ (3,468)				

(1) For loans and securities, structured liabilities and net derivative assets (liabilities), the weighted average is calculated based upon the absolute fair value of the instruments.
(2) The categories are aggregated based upon product type which differs from financial statement classification. The following is a reconciliation to the line items in the table on page 179: Trading account assets – Corporate securities, trading loans and other of $1.4 billion, Trading account assets – Non-U.S. sovereign debt of $354 million, Trading account assets – Mortgage trading loans, ABS and other MBS of $1.4 billion, AFS debt securities of $643 million, Other debt securities carried at fair value - Non-agency residential of $267 million, Other assets, including MSRs, of $2.0 billion, Loans and leases of $717 million and LHFS of $236 million.
(3) Includes models such as Monte Carlo simulation and Black-Scholes.
(4) Includes models such as Monte Carlo simulation, Black-Scholes and other methods that model the joint dynamics of interest, inflation and foreign exchange rates.
(5) The weighted-average life is a product of changes in market rates of interest, prepayment rates and other model and cash flow assumptions.

CPR = Constant Prepayment Rate
CDR = Constant Default Rate
MMBtu = Million British thermal units
IR = Interest Rate
FX = Foreign Exchange
n/a = not applicable

Quantitative Information about Level 3 Fair Value Measurements at December 31, 2019

(Dollars in millions)

Financial Instrument	Fair Value	Valuation Technique	Inputs: Significant Unobservable Inputs	Inputs: Ranges of Inputs	Inputs: Weighted Average [1]
Loans and Securities [2]					
Instruments backed by residential real estate assets	**$ 1,407**	Discounted cash flow, Market comparables	Yield	0% to 25%	6%
Trading account assets – Mortgage trading loans, ABS and other MBS	332		Prepayment speed	1% to 27% CPR	17% CPR
Loans and leases	281		Default rate	0% to 3% CDR	1% CDR
Loans held-for-sale	4		Loss severity	0% to 47%	14%
AFS debt securities, primarily non-agency residential	491		Price	$0 to $160	$94
Other debt securities carried at fair value - Non-agency residential	299				
Instruments backed by commercial real estate assets	**$ 303**	Discounted cash flow	Yield	0% to 30%	14%
Trading account assets – Corporate securities, trading loans and other	201		Price	$0 to $100	$55
Trading account assets – Mortgage trading loans, ABS and other MBS	85				
Loans held-for-sale	17				
Commercial loans, debt securities and other	**$ 3,798**	Discounted cash flow, Market comparables	Yield	1% to 20%	6%
Trading account assets – Corporate securities, trading loans and other	1,306		Prepayment speed	10% to 20%	13%
Trading account assets – Non-U.S. sovereign debt	482		Default rate	3% to 4%	4%
Trading account assets – Mortgage trading loans, ABS and other MBS	1,136		Loss severity	35% to 40%	38%
AFS debt securities – Tax-exempt securities	108		Price	$0 to $142	$72
Loans and leases	412		Long-dated equity volatilities	35%	n/a
Loans held-for-sale	354				
Other assets, primarily auction rate securities	**$ 815**	Discounted cash flow, Market comparables	Price	$10 to $100	$96
MSRs	**$ 1,545**	Discounted cash flow	Weighted-average life, fixed rate [5]	0 to 14 years	5 years
			Weighted-average life, variable rate [5]	0 to 9 years	3 years
			Option-adjusted spread, fixed rate	7% to 14%	9%
			Option-adjusted spread, variable rate	9% to 15%	11%
Structured liabilities					
Long-term debt	**$ (1,149)**	Discounted cash flow, Market comparables, Industry standard derivative pricing [3]	Yield	2% to 6%	5%
			Equity correlation	9% to 100%	63%
			Long-dated equity volatilities	4% to 101%	32%
			Price	$0 to $116	$74
			Natural gas forward price	$1/MMBtu to $5/MMBtu	$3/MMBtu
Net derivative assets (liabilities)					
Credit derivatives	**$ 13**	Discounted cash flow, Stochastic recovery correlation model	Yield	5%	n/a
			Upfront points	0 to 100 points	63 points
			Prepayment speed	15% to 100% CPR	22% CPR
			Default rate	1% to 4% CDR	2% CDR
			Loss severity	35%	n/a
			Price	$0 to $104	$73
Equity derivatives	**$ (1,081)**	Industry standard derivative pricing [3]	Equity correlation	9% to 100%	63%
			Long-dated equity volatilities	4% to 101%	32%
Commodity derivatives	**$ (1,357)**	Discounted cash flow, Industry standard derivative pricing [3]	Natural gas forward price	$1/MMBtu to $5/MMBtu	$3/MMBtu
			Correlation	30% to 69%	68%
			Volatilities	14% to 54%	27%
Interest rate derivatives	**$ (113)**	Industry standard derivative pricing [4]	Correlation (IR/IR)	15% to 94%	52%
			Correlation (FX/IR)	0% to 46%	2%
			Long-dated inflation rates	(23)% to 56%	16%
			Long-dated inflation volatilities	0% to 1%	1%
Total net derivative assets (liabilities)	**$ (2,538)**				

(1) For loans and securities, structured liabilities and net derivative assets (liabilities), the weighted average is calculated based upon the absolute fair value of the instruments.

(2) The categories are aggregated based upon product type which differs from financial statement classification. The following is a reconciliation to the line items in the table on page 180: Trading account assets – Corporate securities, trading loans and other of $1.5 billion, Trading account assets – Non-U.S. sovereign debt of $482 million, Trading account assets – Mortgage trading loans, ABS and other MBS of $1.6 billion, AFS debt securities of $599 million, Other debt securities carried at fair value - Non-agency residential of $299 million, Other assets, including MSRs, of $2.4 billion, Loans and leases of $693 million and LHFS of $375 million.

(3) Includes models such as Monte Carlo simulation and Black-Scholes.

(4) Includes models such as Monte Carlo simulation, Black-Scholes and other methods that model the joint dynamics of interest, inflation and foreign exchange rates.

(5) The weighted-average life is a product of changes in market rates of interest, prepayment rates and other model and cash flow assumptions.

CPR = Constant Prepayment Rate
CDR = Constant Default Rate
MMBtu = Million British thermal units
IR = Interest Rate
FX = Foreign Exchange
n/a = not applicable

In the previous tables, instruments backed by residential and commercial real estate assets include RMBS, commercial MBS, whole loans and mortgage CDOs. Commercial loans, debt securities and other include corporate CLOs and CDOs, commercial loans and bonds, and securities backed by non-real estate assets. Structured liabilities primarily include equity-linked notes that are accounted for under the fair value option.

The Corporation uses multiple market approaches in valuing certain of its Level 3 financial instruments. For example, market comparables and discounted cash flows are used together. For a given product, such as corporate debt securities, market comparables may be used to estimate some of the unobservable inputs and then these inputs are incorporated into a discounted cash flow model. Therefore, the balances disclosed encompass both of these techniques.

The level of aggregation and diversity within the products disclosed in the tables result in certain ranges of inputs being wide and unevenly distributed across asset and liability categories.

Uncertainty of Fair Value Measurements from Unobservable Inputs

Loans and Securities

A significant increase in market yields, default rates, loss severities or duration would have resulted in a significantly lower fair value for long positions. Short positions would have been impacted in a directionally opposite way. The impact of changes in prepayment speeds would have resulted in differing impacts depending on the seniority of the instrument and, in the case of CLOs, whether prepayments can be reinvested. A significant increase in price would have resulted in a significantly higher fair value for long positions, and short positions would have been impacted in a directionally opposite way.

Structured Liabilities and Derivatives

For credit derivatives, a significant increase in market yield, upfront points (i.e., a single upfront payment made by a protection buyer at inception), credit spreads, default rates or loss severities would have resulted in a significantly lower fair value for protection sellers and higher fair value for protection buyers. The impact of changes in prepayment speeds would have resulted in differing impacts depending on the seniority of the instrument.

Structured credit derivatives are impacted by credit correlation. Default correlation is a parameter that describes the degree of dependence among credit default rates within a credit portfolio that underlies a credit derivative instrument. The sensitivity of this input on the fair value varies depending on the level of subordination of the tranche. For senior tranches that are net purchases of protection, a significant increase in default correlation would have resulted in a significantly higher fair value. Net short protection positions would have been impacted in a directionally opposite way.

For equity derivatives, commodity derivatives, interest rate derivatives and structured liabilities, a significant change in long-dated rates and volatilities and correlation inputs (i.e., the degree of correlation between an equity security and an index, between two different commodities, between two different interest rates, or between interest rates and foreign exchange rates) would have resulted in a significant impact to the fair value; however, the magnitude and direction of the impact depend on whether the Corporation is long or short the exposure. For structured liabilities, a significant increase in yield or decrease in price would have resulted in a significantly lower fair value.

Nonrecurring Fair Value

The Corporation holds certain assets that are measured at fair value only in certain situations (e.g., the impairment of an asset), and these measurements are referred to herein as nonrecurring. The amounts below represent assets still held as of the reporting date for which a nonrecurring fair value adjustment was recorded during 2020, 2019 and 2018.

Assets Measured at Fair Value on a Nonrecurring Basis

(Dollars in millions)	**December 31, 2020**		December 31, 2019	
	Level 2	**Level 3**	Level 2	Level 3
Assets				
Loans held-for-sale	**$ 1,020**	**$ 792**	$ 53	$ 102
Loans and leases [1]	**—**	**301**	—	257
Foreclosed properties [2, 3]	**—**	**17**	—	17
Other assets	**323**	**576**	178	646

	Gains (Losses)		
	2020	2019	2018
Assets			
Loans held-for-sale	**$ (79)**	$ (14)	$ (18)
Loans and leases [1]	**(73)**	(81)	(202)
Foreclosed properties	**(6)**	(9)	(24)
Other assets	**(98)**	(2,145)	(64)

(1) Includes $30 million, $36 million and $83 million of losses on loans that were written down to a collateral value of zero during 2020, 2019 and 2018, respectively.

(2) Amounts are included in other assets on the Consolidated Balance Sheet and represent the carrying value of foreclosed properties that were written down subsequent to their initial classification as foreclosed properties. Losses on foreclosed properties include losses recorded during the first 90 days after transfer of a loan to foreclosed properties.

(3) Excludes $119 million and $260 million of properties acquired upon foreclosure of certain government-guaranteed loans (principally FHA-insured loans) at December 31, 2020 and 2019.

The table below presents information about significant unobservable inputs utilized in the Corporation's nonrecurring Level 3 fair value measurements during 2020 and 2019.

Quantitative Information about Nonrecurring Level 3 Fair Value Measurements

Financial Instrument	Fair Value	Valuation Technique	Significant Unobservable Inputs	Ranges of Inputs	Weighted Average [1]
(Dollars in millions)			2020		
Loans held-for-sale	$ 792	Discounted cash flow	Price	$8 to $99	$95
Loans and leases [2]	301	Market comparables	OREO discount	13% to 59%	24%
			Costs to sell	8% to 26%	9%
Other assets [3]	576	Discounted cash flow	Revenue attrition	2% to 19%	7%
			Discount rate	11% to 14%	12%
			2019		
Loans held-for-sale	$ 102	Discounted cash flow	Price	$85 to $97	$88
Loans and leases [2]	257	Market comparables	OREO discount	13% to 59%	24%
			Costs to sell	8% to 26%	9%
Other assets [4]	640	Discounted cash flow	Customer attrition	0% to 19%	5%
			Cost to service	11% to 19%	15%

(1) The weighted average is calculated based upon the fair value of the loans.
(2) Represents residential mortgages where the loan has been written down to the fair value of the underlying collateral.
(3) The fair value of the intangible asset related to the merchant contracts received from the merchant services joint venture was measured using a discounted cash flow method for which the two key assumptions were the revenue attrition rate and the discount rate. For more information, see *Note 7 – Goodwill and Intangible Assets.*
(4) Reflects the measurement of the Corporation's merchant services equity method investment on which the Corporation recorded an impairment charge in 2019. The fair value of the merchant services joint venture was measured using a discounted cash flow method for which the two key assumptions were the customer attrition rate and the cost-to-service rate.

NOTE 21 Fair Value Option

Loans and Loan Commitments

The Corporation elects to account for certain loans and loan commitments that exceed the Corporation's single-name credit risk concentration guidelines under the fair value option. Lending commitments are actively managed and, as appropriate, credit risk for these lending relationships may be mitigated through the use of credit derivatives, with the Corporation's public side credit view and market perspectives determining the size and timing of the hedging activity. These credit derivatives do not meet the requirements for designation as accounting hedges and therefore are carried at fair value. The fair value option allows the Corporation to carry these loans and loan commitments at fair value, which is more consistent with management's view of the underlying economics and the manner in which they are managed. In addition, the fair value option allows the Corporation to reduce the accounting volatility that would otherwise result from the asymmetry created by accounting for the financial instruments at historical cost and the credit derivatives at fair value.

Loans Held-for-sale

The Corporation elects to account for residential mortgage LHFS, commercial mortgage LHFS and certain other LHFS under the fair value option. These loans are actively managed and monitored and, as appropriate, certain market risks of the loans may be mitigated through the use of derivatives. The Corporation has elected not to designate the derivatives as qualifying accounting hedges, and therefore, they are carried at fair value. The changes in fair value of the loans are largely offset by changes in the fair value of the derivatives. The fair value option allows the Corporation to reduce the accounting volatility that would otherwise result from the asymmetry created by accounting for the financial instruments at the lower of cost or fair value and the derivatives at fair value. The Corporation has not elected to account for certain other LHFS under the fair value option primarily because these loans are floating-rate loans that are not hedged using derivative instruments.

Loans Reported as Trading Account Assets

The Corporation elects to account for certain loans that are held for the purpose of trading and are risk-managed on a fair value basis under the fair value option.

Other Assets

The Corporation elects to account for certain long-term fixed-rate margin loans that are hedged with derivatives under the fair value option. Election of the fair value option allows the Corporation to reduce the accounting volatility that would otherwise result from the asymmetry created by accounting for the financial instruments at historical cost and the derivatives at fair value.

Securities Financing Agreements

The Corporation elects to account for certain securities financing agreements, including resale and repurchase agreements, under the fair value option. These elections include certain agreements collateralized by the U.S. government and its agencies, which are generally short-dated and have minimal interest rate risk.

Long-term Deposits

The Corporation elects to account for certain long-term fixed-rate and rate-linked deposits that are hedged with derivatives that do not qualify for hedge accounting. Election of the fair value option allows the Corporation to reduce the accounting volatility that would otherwise result from the asymmetry created by accounting for the financial instruments at historical cost and the derivatives at fair value. The Corporation has not elected to carry other long-term deposits at fair value because they are not hedged using derivatives.

Short-term Borrowings

The Corporation elects to account for certain short-term borrowings, primarily short-term structured liabilities, under the fair value option because this debt is risk-managed on a fair value basis.

The Corporation elects to account for certain asset-backed secured financings, which are also classified in short-term borrowings, under the fair value option. Election of the fair value option allows the Corporation to reduce the accounting volatility that would otherwise result from the asymmetry created by accounting for the asset-backed secured financings at historical cost and the corresponding mortgage LHFS securing these financings at fair value.

Long-term Debt

The Corporation elects to account for certain long-term debt, primarily structured liabilities, under the fair value option. This long-term debt is either risk-managed on a fair value basis or the related hedges do not qualify for hedge accounting.

Fair Value Option Elections

The following tables provide information about the fair value carrying amount and the contractual principal outstanding of assets and liabilities accounted for under the fair value option at December 31, 2020 and 2019, and information about where changes in the fair value of assets and liabilities accounted for under the fair value option are included in the Consolidated Statement of Income for 2020, 2019 and 2018.

Fair Value Option Elections

	December 31, 2020			December 31, 2019		
(Dollars in millions)	**Fair Value Carrying Amount**	**Contractual Principal Outstanding**	**Fair Value Carrying Amount Less Unpaid Principal**	Fair Value Carrying Amount	Contractual Principal Outstanding	Fair Value Carrying Amount Less Unpaid Principal
Federal funds sold and securities borrowed or purchased under agreements to resell	**$ 108,856**	**$ 108,811**	**$ 45**	$ 50,364	$ 50,318	$ 46
Loans reported as trading account assets [(1)]	**7,967**	**17,372**	**(9,405)**	6,989	14,703	(7,714)
Trading inventory – other	**22,790**	**n/a**	**n/a**	19,574	n/a	n/a
Consumer and commercial loans	**6,681**	**6,778**	**(97)**	8,335	8,372	(37)
Loans held-for-sale [(1)]	**1,585**	**2,521**	**(936)**	3,709	4,879	(1,170)
Other assets	**200**	**n/a**	**n/a**	4	n/a	n/a
Long-term deposits	**481**	**448**	**33**	508	496	12
Federal funds purchased and securities loaned or sold under agreements to repurchase	**135,391**	**135,390**	**1**	16,008	16,029	(21)
Short-term borrowings	**5,874**	**5,178**	**696**	3,941	3,930	11
Unfunded loan commitments	**99**	**n/a**	**n/a**	90	n/a	n/a
Long-term debt	**32,200**	**33,470**	**(1,270)**	34,975	35,730	(755)

(1) A significant portion of the loans reported as trading account assets and LHFS are distressed loans that were purchased at a deep discount to par, and the remainder are loans with a fair value near contractual principal outstanding.

n/a = not applicable

Gains (Losses) Relating to Assets and Liabilities Accounted for Under the Fair Value Option

(Dollars in millions)	Market making and similar activities	Other Income	Total
		2020	
Loans reported as trading account assets	**$ 107**	**$ —**	**$ 107**
Trading inventory – other [1]	**3,216**	**—**	**3,216**
Consumer and commercial loans	**22**	**(3)**	**19**
Loans held-for-sale [2]	**—**	**103**	**103**
Short-term borrowings	**(170)**	**—**	**(170)**
Unfunded loan commitments	**—**	**(65)**	**(65)**
Long-term debt [3]	**(2,175)**	**(53)**	**(2,228)**
Other [4]	**35**	**(22)**	**13**
Total	**$ 1,035**	**$ (40)**	**$ 995**
		2019	
Loans reported as trading account assets	$ 203	$ —	$ 203
Trading inventory – other [1]	5,795	—	5,795
Consumer and commercial loans	92	12	104
Loans held-for-sale [2]	—	98	98
Short-term borrowings	(24)	—	(24)
Unfunded loan commitments	—	79	79
Long-term debt [3]	(1,098)	(78)	(1,176)
Other [4]	9	(27)	(18)
Total	$ 4,977	$ 84	$ 5,061
		2018	
Loans reported as trading account assets	$ 8	$ —	$ 8
Trading inventory – other [1]	1,750	—	1,750
Consumer and commercial loans	(422)	(53)	(475)
Loans held-for-sale [2]	1	24	25
Short-term borrowings	2	—	2
Unfunded loan commitments	—	(49)	(49)
Long-term debt [3]	2,157	(93)	2,064
Other [4]	6	18	24
Total	$ 3,502	$ (153)	$ 3,349

(1) The gains in market making and similar activities are primarily offset by losses on trading liabilities that hedge these assets.
(2) Includes the value of IRLCs on funded loans, including those sold during the period.
(3) The net gains (losses) in market making and similar activities relate to the embedded derivatives in structured liabilities and are typically offset by (losses) gains on derivatives and securities that hedge these liabilities. For the cumulative impact of changes in the Corporation's own credit spreads and the amount recognized in accumulated OCI, see *Note 14 – Accumulated Other Comprehensive Income (Loss)*. For more information on how the Corporation's own credit spread is determined, see *Note 20 – Fair Value Measurements*.
(4) Includes gains (losses) on federal funds sold and securities borrowed or purchased under agreements to resell, long-term deposits and federal funds purchased and securities loaned or sold under agreements to repurchase.

Gains (Losses) Related to Borrower-specific Credit Risk for Assets and Liabilities Accounted for Under the Fair Value Option

(Dollars in millions)	2020	2019	2018
Loans reported as trading account assets	**$ (172)**	$ 43	$ 6
Consumer and commercial loans	**(19)**	15	(56)
Loans held-for-sale	**(105)**	57	(4)
Unfunded loan commitments	**(65)**	79	(94)

NOTE 22 Fair Value of Financial Instruments

Financial instruments are classified within the fair value hierarchy using the methodologies described in *Note 20 – Fair Value Measurements*. Certain loans, deposits, long-term debt, unfunded lending commitments and other financial instruments are accounted for under the fair value option. For more information, see *Note 21 – Fair Value Option.* The following disclosures include financial instruments that are not carried at fair value or only a portion of the ending balance is carried at fair value on the Consolidated Balance Sheet.

Short-term Financial Instruments

The carrying value of short-term financial instruments, including cash and cash equivalents, certain time deposits placed and other short-term investments, federal funds sold and purchased, certain resale and repurchase agreements and short-term borrowings, approximates the fair value of these instruments. These financial instruments generally expose the Corporation to limited credit risk and have no stated maturities or have short-term maturities and carry interest rates that approximate market. The Corporation accounts for certain resale and repurchase agreements under the fair value option.

Under the fair value hierarchy, cash and cash equivalents are classified as Level 1. Time deposits placed and other short-term investments, such as U.S. government securities and short-term commercial paper, are classified as Level 1 or Level 2. Federal funds sold and purchased are classified as Level 2. Resale and repurchase agreements are classified as Level 2 because they are generally short-dated and/or variable-rate instruments collateralized by U.S. government or agency securities. Short-term borrowings are classified as Level 2.

Fair Value of Financial Instruments

The carrying values and fair values by fair value hierarchy of certain financial instruments where only a portion of the ending balance was carried at fair value at December 31, 2020 and 2019 are presented in the following table.

Fair Value of Financial Instruments

	Carrying Value	Fair Value		
		Level 2	Level 3	Total
(Dollars in millions)	December 31, 2020			
Financial assets				
Loans	**$ 887,289**	**$ 49,372**	**$ 877,682**	**$ 927,054**
Loans held-for-sale	**9,243**	**7,864**	**1,379**	**9,243**
Financial liabilities				
Deposits (1)	**1,795,480**	**1,795,545**	**—**	**1,795,545**
Long-term debt	**262,934**	**271,315**	**1,164**	**272,479**
Commercial unfunded lending commitments (2)	**1,977**	**99**	**5,159**	**5,258**
	December 31, 2019			
Financial assets				
Loans	$ 950,093	$ 63,633	$ 914,597	$ 978,230
Loans held-for-sale	9,158	8,439	719	9,158
Financial liabilities				
Deposits (1)	1,434,803	1,434,809	—	1,434,809
Long-term debt	240,856	247,376	1,149	248,525
Commercial unfunded lending commitments (2)	903	90	4,777	4,867

(1) Includes demand deposits of $799.0 billion and $545.5 billion with no stated maturities at December 31, 2020 and 2019.

(2) The carrying value of commercial unfunded lending commitments is included in accrued expenses and other liabilities on the Consolidated Balance Sheet. The Corporation does not estimate the fair value of consumer unfunded lending commitments because, in many instances, the Corporation can reduce or cancel these commitments by providing notice to the borrower. For more information on commitments, see *Note 12 – Commitments and Contingencies*.

NOTE 23 Business Segment Information

The Corporation reports its results of operations through the following four business segments: *Consumer Banking*, *GWIM*, *Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*.

Consumer Banking

Consumer Banking offers a diversified range of credit, banking and investment products and services to consumers and small businesses. *Consumer Banking* product offerings include traditional savings accounts, money market savings accounts, CDs and IRAs, checking accounts, and investment accounts and products, as well as credit and debit cards, residential mortgages and home equity loans, and direct and indirect loans to consumers and small businesses in the U.S. *Consumer Banking* includes the impact of servicing residential mortgages and home equity loans in the core portfolio.

Global Wealth & Investment Management

GWIM provides a high-touch client experience through a network of financial advisors focused on clients with over $250,000 in total investable assets, including tailored solutions to meet clients' needs through a full set of investment management, brokerage, banking and retirement products. *GWIM* also provides comprehensive wealth management solutions targeted to high net worth and ultra high net worth clients, as well as customized solutions to meet clients' wealth structuring, investment management, trust and banking needs, including specialty asset management services.

Global Banking

Global Banking provides a wide range of lending-related products and services, integrated working capital management and treasury solutions, and underwriting and advisory services through the Corporation's network of offices and client relationship teams. *Global Banking* also provides investment banking products to clients. The economics of certain investment banking and underwriting activities are shared primarily between *Global Banking* and *Global Markets* under an internal revenue-sharing arrangement. *Global Banking* clients generally include middle-market companies, commercial real estate firms, not-for-profit companies, large global corporations, financial institutions, leasing clients, and mid-sized U.S.-based businesses requiring customized and integrated financial advice and solutions.

Global Markets

Global Markets offers sales and trading services and research services to institutional clients across fixed-income, credit, currency, commodity and equity businesses. *Global Markets* provides market-making, financing, securities clearing, settlement and custody services globally to institutional investor clients in support of their investing and trading activities. *Global Markets* product coverage includes securities and derivative products in both the primary and secondary markets. *Global Markets* also works with commercial and corporate clients to provide risk management products. As a result of market-making activities, *Global Markets* may be required to manage risk in a broad range of financial products. In addition, the economics of certain investment banking and underwriting activities are shared primarily between *Global Markets* and *Global Banking* under an internal revenue-sharing arrangement.

All Other

All Other consists of ALM activities, equity investments, non-core mortgage loans and servicing activities, liquidating businesses and certain expenses not otherwise allocated to business segments. ALM activities encompass certain residential mortgages, debt securities, interest rate and foreign currency risk management activities. Substantially all of the results of ALM activities are allocated to the business segments.

Basis of Presentation

The management accounting and reporting process derives segment and business results by utilizing allocation methodologies for revenue and expense. The net income derived for the businesses is dependent upon revenue and cost allocations using an activity-based costing model, funds transfer pricing, and other methodologies and assumptions management believes are appropriate to reflect the results of the business.

Total revenue, net of interest expense, includes net interest income on an FTE basis and noninterest income. The adjustment of net interest income to an FTE basis results in a corresponding increase in income tax expense. The segment results also reflect certain revenue and expense methodologies that are utilized to determine net income. The net interest income of the businesses includes the results of a funds transfer pricing process that matches assets and liabilities with similar interest rate sensitivity and maturity characteristics. In segments where the total of liabilities and equity exceeds assets, which are generally deposit-taking segments, the Corporation allocates assets to match liabilities. Net interest income of the business segments also includes an allocation of net interest income generated by certain of the Corporation's ALM activities.

The Corporation's ALM activities include an overall interest rate risk management strategy that incorporates the use of various derivatives and cash instruments to manage fluctuations in earnings and capital that are caused by interest rate volatility. The Corporation's goal is to manage interest rate sensitivity so that movements in interest rates do not significantly adversely affect earnings and capital. The results of substantially all of the Corporation's ALM activities are allocated to the business segments and fluctuate based on the performance of the ALM activities. ALM activities include external product pricing decisions including deposit pricing strategies, the effects of the Corporation's internal funds transfer pricing process and the net effects of other ALM activities.

Certain expenses not directly attributable to a specific business segment are allocated to the segments. The costs of certain centralized or shared functions are allocated based on methodologies that reflect utilization.

The following table presents net income (loss) and the components thereto (with net interest income on an FTE basis for the business segments, *All Other* and the total Corporation) for 2020, 2019 and 2018, and total assets at December 31, 2020 and 2019 for each business segment, as well as *All Other.*

Results of Business Segments and All Other

At and for the year ended December 31	Total Corporation [1]			Consumer Banking		
(Dollars in millions)	**2020**	2019	2018	**2020**	2019	2018
Net interest income	**$ 43,859**	$ 49,486	$ 48,772	**$ 24,698**	$ 28,158	$ 27,025
Noninterest income	**42,168**	42,353	42,858	**8,564**	10,429	10,593
Total revenue, net of interest expense	**86,027**	91,839	91,630	**33,262**	38,587	37,618
Provision for credit losses	**11,320**	3,590	3,282	**5,765**	3,772	3,664
Noninterest expense	**55,213**	54,900	53,154	**18,878**	17,646	17,672
Income before income taxes	**19,494**	33,349	35,194	**8,619**	17,169	16,282
Income tax expense	**1,600**	5,919	7,047	**2,112**	4,207	4,150
Net income	**$ 17,894**	$ 27,430	$ 28,147	**$ 6,507**	$ 12,962	$ 12,132
Period-end total assets	**$ 2,819,627**	$ 2,434,079		**$ 988,580**	$ 804,093	

	Global Wealth & Investment Management			Global Banking		
	2020	2019	2018	**2020**	2019	2018
Net interest income	**$ 5,468**	$ 6,504	$ 6,265	**$ 9,013**	$ 10,675	$ 10,993
Noninterest income	**13,116**	13,034	13,188	**9,974**	9,808	9,008
Total revenue, net of interest expense	**18,584**	19,538	19,453	**18,987**	20,483	20,001
Provision for credit losses	**357**	82	86	**4,897**	414	8
Noninterest expense	**14,154**	13,825	14,015	**9,337**	9,011	8,745
Income before income taxes	**4,073**	5,631	5,352	**4,753**	11,058	11,248
Income tax expense	**998**	1,380	1,364	**1,283**	2,985	2,923
Net income	**$ 3,075**	$ 4,251	$ 3,988	**$ 3,470**	$ 8,073	$ 8,325
Period-end total assets	**$ 369,736**	$ 299,770		**$ 580,561**	$ 464,032	

	Global Markets			All Other		
	2020	2019	2018	**2020**	2019	2018
Net interest income	**$ 4,646**	$ 3,915	$ 3,857	**$ 34**	$ 234	$ 632
Noninterest income	**14,120**	11,699	12,326	**(3,606)**	(2,617)	(2,257)
Total revenue, net of interest expense	**18,766**	15,614	16,183	**(3,572)**	(2,383)	(1,625)
Provision for credit losses	**251**	(9)	—	**50**	(669)	(476)
Noninterest expense	**11,422**	10,728	10,835	**1,422**	3,690	1,887
Income (loss) before income taxes	**7,093**	4,895	5,348	**(5,044)**	(5,404)	(3,036)
Income tax expense (benefit)	**1,844**	1,395	1,390	**(4,637)**	(4,048)	(2,780)
Net income (loss)	**$ 5,249**	$ 3,500	$ 3,958	**$ (407)**	$ (1,356)	$ (256)
Period-end total assets	**$ 616,609**	$ 641,809		**$ 264,141**	$ 224,375	

(1) There were no material intersegment revenues.

The table below presents noninterest income and the associated components for 2020, 2019 and 2018 for each business segment, *All Other* and the total Corporation. For more information, see *Note 2 – Net Interest Income and Noninterest Income.*

Noninterest Income by Business Segment and All Other

	Total Corporation			Consumer Banking			Global Wealth & Investment Management		
(Dollars in millions)	**2020**	2019	2018	**2020**	2019	2018	**2020**	2019	2018
Fees and commissions:									
Card income									
Interchange fees	**$ 3,954**	$ 3,834	$ 3,866	**$ 3,027**	$ 3,174	$ 3,196	**$ 36**	$ 59	$ 81
Other card income	**1,702**	1,963	1,958	**1,646**	1,910	1,907	**42**	42	46
Total card income	**5,656**	5,797	5,824	**4,673**	5,084	5,103	**78**	101	127
Service charges									
Deposit-related fees	**5,991**	6,588	6,667	**3,417**	4,218	4,300	**67**	68	73
Lending-related fees	**1,150**	1,086	1,100	**—**	—	—	**—**	—	—
Total service charges	**7,141**	7,674	7,767	**3,417**	4,218	4,300	**67**	68	73
Investment and brokerage services									
Asset management fees	**10,708**	10,241	10,189	**146**	144	147	**10,578**	10,130	10,042
Brokerage fees	**3,866**	3,661	3,971	**127**	149	172	**1,692**	1,740	1,917
Total investment and brokerage services	**14,574**	13,902	14,160	**273**	293	319	**12,270**	11,870	11,959
Investment banking fees									
Underwriting income	**4,698**	2,998	2,722	**—**	—	—	**391**	401	335
Syndication fees	**861**	1,184	1,347	**—**	—	—	**—**	—	—
Financial advisory services	**1,621**	1,460	1,258	**—**	—	—	**—**	—	2
Total investment banking fees	**7,180**	5,642	5,327	**—**	—	—	**391**	401	337
Total fees and commissions	**34,551**	33,015	33,078	**8,363**	9,595	9,722	**12,806**	12,440	12,496
Market making and similar activities	**8,355**	9,034	9,008	**2**	6	8	**63**	113	112
Other income (loss)	**(738)**	304	772	**199**	828	863	**247**	481	580
Total noninterest income	**$ 42,168**	$ 42,353	$ 42,858	**$ 8,564**	$ 10,429	$ 10,593	**$ 13,116**	$ 13,034	$ 13,188

	Global Banking			Global Markets			All Other [1]		
	2020	2019	2018	**2020**	2019	2018	**2020**	2019	2018
Fees and commissions:									
Card income									
Interchange fees	**$ 499**	$ 519	$ 503	**$ 391**	$ 81	$ 86	**$ 1**	$ 1	$ —
Other card income	**14**	13	8	**—**	(1)	(2)	**—**	(1)	(1)
Total card income	**513**	532	511	**391**	80	84	**1**	—	(1)
Service charges									
Deposit-related fees	**2,298**	2,121	2,111	**177**	156	161	**32**	25	22
Lending-related fees	**940**	894	916	**210**	192	184	**—**	—	—
Total service charges	**3,238**	3,015	3,027	**387**	348	345	**32**	25	22
Investment and brokerage services									
Asset management fees	**—**	—	—	**—**	—	—	**(16)**	(33)	—
Brokerage fees	**74**	34	94	**1,973**	1,738	1,780	**—**	—	8
Total investment and brokerage services	**74**	34	94	**1,973**	1,738	1,780	**(16)**	(33)	8
Investment banking fees									
Underwriting income	**2,070**	1,227	1,090	**2,449**	1,555	1,495	**(212)**	(185)	(198)
Syndication fees	**482**	574	648	**379**	610	698	**—**	—	1
Financial advisory services	**1,458**	1,336	1,153	**163**	123	103	**—**	1	—
Total investment banking fees	**4,010**	3,137	2,891	**2,991**	2,288	2,296	**(212)**	(184)	(197)
Total fees and commissions	**7,835**	6,718	6,523	**5,742**	4,454	4,505	**(195)**	(192)	(168)
Market making and similar activities	**103**	235	260	**8,471**	7,065	7,260	**(284)**	1,615	1,368
Other income (loss)	**2,036**	2,855	2,225	**(93)**	180	561	**(3,127)**	(4,040)	(3,457)
Total noninterest income	**$ 9,974**	$ 9,808	$ 9,008	**$ 14,120**	$ 11,699	$ 12,326	**$ (3,606)**	$ (2,617)	$ (2,257)

[1] *All Other* includes eliminations of intercompany transactions.

Business Segment Reconciliations

(Dollars in millions)	2020	2019	2018
Segments' total revenue, net of interest expense	$ 89,599	$ 94,222	$ 93,255
Adjustments [1]:			
ALM activities	375	241	(325)
Liquidating businesses, eliminations and other	(3,947)	(2,624)	(1,300)
FTE basis adjustment	(499)	(595)	(610)
Consolidated revenue, net of interest expense	**$ 85,528**	$ 91,244	$ 91,020
Segments' total net income	18,301	28,786	28,403
Adjustments, net-of-tax [1]:			
ALM activities	279	202	(222)
Liquidating businesses, eliminations and other	(686)	(1,558)	(34)
Consolidated net income	**$ 17,894**	$ 27,430	$ 28,147

	December 31	
	2020	2019
Segments' total assets	$ 2,555,486	$ 2,209,704
Adjustments [1]:		
ALM activities, including securities portfolio	1,176,071	721,806
Elimination of segment asset allocations to match liabilities	(977,685)	(565,378)
Other	65,755	67,947
Consolidated total assets	**$ 2,819,627**	$ 2,434,079

(1) Adjustments include consolidated income, expense and asset amounts not specifically allocated to individual business segments.

NOTE 24 Parent Company Information

The following tables present the Parent Company-only financial information.

Condensed Statement of Income

(Dollars in millions)	2020	2019	2018
Income			
Dividends from subsidiaries:			
Bank holding companies and related subsidiaries	$ 10,352	$ 27,820	$ 28,575
Nonbank companies and related subsidiaries	—	—	91
Interest from subsidiaries	8,825	9,502	8,425
Other income (loss)	(138)	74	(1,025)
Total income	**19,039**	37,396	36,066
Expense			
Interest on borrowed funds from related subsidiaries	136	451	235
Other interest expense	4,119	5,899	6,425
Noninterest expense	1,651	1,641	1,600
Total expense	**5,906**	7,991	8,260
Income before income taxes and equity in undistributed earnings of subsidiaries	**13,133**	29,405	27,806
Income tax expense (benefit)	649	341	(281)
Income before equity in undistributed earnings of subsidiaries	12,484	29,064	28,087
Equity in undistributed earnings (losses) of subsidiaries:			
Bank holding companies and related subsidiaries	5,372	(1,717)	306
Nonbank companies and related subsidiaries	38	83	(246)
Total equity in undistributed earnings of subsidiaries	**5,410**	(1,634)	60
Net income	**$ 17,894**	$ 27,430	$ 28,147

Condensed Balance Sheet

(Dollars in millions)	December 31 2020	2019
Assets		
Cash held at bank subsidiaries [1]	**$ 5,893**	$ 5,695
Securities	**701**	656
Receivables from subsidiaries:		
Bank holding companies and related subsidiaries	**206,566**	173,301
Banks and related subsidiaries	**213**	51
Nonbank companies and related subsidiaries	**410**	391
Investments in subsidiaries:		
Bank holding companies and related subsidiaries	**305,818**	297,465
Nonbank companies and related subsidiaries	**3,715**	3,663
Other assets	**9,850**	9,438
Total assets	**$ 533,166**	$ 490,660
Liabilities and shareholders' equity		
Accrued expenses and other liabilities	**$ 15,965**	$ 13,381
Payables to subsidiaries:		
Banks and related subsidiaries	**129**	458
Nonbank companies and related subsidiaries	**11,067**	12,102
Long-term debt	**233,081**	199,909
Total liabilities	**260,242**	225,850
Shareholders' equity	**272,924**	264,810
Total liabilities and shareholders' equity	**$ 533,166**	$ 490,660

[1] Balance includes third-party cash held of $7 million and $4 million at December 31, 2020 and 2019.

Condensed Statement of Cash Flows

(Dollars in millions)	2020	2019	2018
Operating activities			
Net income	**$ 17,894**	$ 27,430	$ 28,147
Reconciliation of net income to net cash provided by (used in) operating activities:			
Equity in undistributed (earnings) losses of subsidiaries	**(5,410)**	1,634	(60)
Other operating activities, net	**14,303**	16,973	(3,706)
Net cash provided by operating activities	**26,787**	46,037	24,381
Investing activities			
Net sales (purchases) of securities	**(4)**	(17)	51
Net payments to subsidiaries	**(33,111)**	(19,121)	(2,262)
Other investing activities, net	**(7)**	7	48
Net cash used in investing activities	**(33,122)**	(19,131)	(2,163)
Financing activities			
Net increase (decrease) in other advances	**(422)**	(1,625)	3,867
Proceeds from issuance of long-term debt	**43,766**	29,315	30,708
Retirement of long-term debt	**(23,168)**	(21,039)	(29,413)
Proceeds from issuance of preferred stock	**2,181**	3,643	4,515
Redemption of preferred stock	**(1,072)**	(2,568)	(4,512)
Common stock repurchased	**(7,025)**	(28,144)	(20,094)
Cash dividends paid	**(7,727)**	(5,934)	(6,895)
Net cash provided by (used in) financing activities	**6,533**	(26,352)	(21,824)
Net increase in cash held at bank subsidiaries	**198**	554	394
Cash held at bank subsidiaries at January 1	**5,695**	5,141	4,747
Cash held at bank subsidiaries at December 31	**$ 5,893**	$ 5,695	$ 5,141

NOTE 25 Performance by Geographical Area

The Corporation's operations are highly integrated with operations in both U.S. and non-U.S. markets. The non-U.S. business activities are largely conducted in Europe, the Middle East and Africa and in Asia. The Corporation identifies its geographic performance based on the business unit structure used to manage the capital or expense deployed in the region as applicable. This requires certain judgments related to the allocation of revenue so that revenue can be appropriately matched with the related capital or expense deployed in the region. Certain asset, liability, income and expense amounts have been allocated to arrive at total assets, total revenue, net of interest expense, income before income taxes and net income by geographic area as presented below.

(Dollars in millions)		Total Assets at Year End [1]	Total Revenue, Net of Interest Expense [2]	Income Before Income Taxes	Net Income
U.S. [3]	**2020**	**$ 2,490,247**	**$ 75,576**	**$ 18,247**	**$ 16,692**
	2019	2,122,734	81,236	30,699	25,937
	2018		80,777	31,904	26,407
Asia	**2020**	**99,283**	**4,232**	**1,051**	**788**
	2019	102,440	3,491	765	570
	2018		3,507	865	520
Europe, Middle East and Africa	**2020**	**202,701**	**4,491**	**(596)**	**264**
	2019	178,889	5,310	921	672
	2018		5,632	1,543	1,126
Latin America and the Caribbean	**2020**	**27,396**	**1,229**	**293**	**150**
	2019	30,016	1,207	369	251
	2018		1,104	272	94
Total Non-U.S.	**2020**	**329,380**	**9,952**	**748**	**1,202**
	2019	311,345	10,008	2,055	1,493
	2018		10,243	2,680	1,740
Total Consolidated	**2020**	**$ 2,819,627**	**$ 85,528**	**$ 18,995**	**$ 17,894**
	2019	2,434,079	91,244	32,754	27,430
	2018		91,020	34,584	28,147

(1) Total assets include long-lived assets, which are primarily located in the U.S.
(2) There were no material intercompany revenues between geographic regions for any of the periods presented.
(3) Substantially reflects the U.S.

Glossary

Alt-A Mortgage – A type of U.S. mortgage that is considered riskier than A-paper, or "prime," and less risky than "subprime," the riskiest category. Typically, Alt-A mortgages are characterized by borrowers with less than full documentation, lower credit scores and higher LTVs.

Assets Under Management (AUM) – The total market value of assets under the investment advisory and/or discretion of *GWIM* which generate asset management fees based on a percentage of the assets' market values. AUM reflects assets that are generally managed for institutional, high net worth and retail clients, and are distributed through various investment products including mutual funds, other commingled vehicles and separate accounts.

Banking Book – All on- and off-balance sheet financial instruments of the Corporation except for those positions that are held for trading purposes.

Brokerage and Other Assets – Non-discretionary client assets which are held in brokerage accounts or held for safekeeping.

Committed Credit Exposure – Any funded portion of a facility plus the unfunded portion of a facility on which the lender is legally bound to advance funds during a specified period under prescribed conditions.

Credit Derivatives – Contractual agreements that provide protection against a specified credit event on one or more referenced obligations.

Credit Valuation Adjustment (CVA) – A portfolio adjustment required to properly reflect the counterparty credit risk exposure as part of the fair value of derivative instruments.

Debit Valuation Adjustment (DVA) – A portfolio adjustment required to properly reflect the Corporation's own credit risk exposure as part of the fair value of derivative instruments and/or structured liabilities.

Funding Valuation Adjustment (FVA) – A portfolio adjustment required to include funding costs on uncollateralized derivatives and derivatives where the Corporation is not permitted to use the collateral it receives.

Interest Rate Lock Commitment (IRLC) – Commitment with a loan applicant in which the loan terms are guaranteed for a designated period of time subject to credit approval.

Letter of Credit – A document issued on behalf of a customer to a third party promising to pay the third party upon presentation of specified documents. A letter of credit effectively substitutes the issuer's credit for that of the customer.

Loan-to-value (LTV) – A commonly used credit quality metric. LTV is calculated as the outstanding carrying value of the loan divided by the estimated value of the property securing the loan.

Margin Receivable – An extension of credit secured by eligible securities in certain brokerage accounts.

Matched Book – Repurchase and resale agreements or securities borrowed and loaned transactions where the overall asset and liability position is similar in size and/or maturity. Generally, these are entered into to accommodate customers where the Corporation earns the interest rate spread.

Mortgage Servicing Rights (MSR) – The right to service a mortgage loan when the underlying loan is sold or securitized. Servicing includes collections for principal, interest and escrow payments from borrowers and accounting for and remitting principal and interest payments to investors.

Nonperforming Loans and Leases – Includes loans and leases that have been placed on nonaccrual status, including nonaccruing loans whose contractual terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties.

Prompt Corrective Action (PCA) – A framework established by the U.S. banking regulators requiring banks to maintain certain levels of regulatory capital ratios, comprised of five categories of capitalization: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." Insured depository institutions that fail to meet certain of these capital levels are subject to increasingly strict limits on their activities, including their ability to make capital distributions, pay management compensation, grow assets and take other actions.

Subprime Loans – Although a standard industry definition for subprime loans (including subprime mortgage loans) does not exist, the Corporation defines subprime loans as specific product offerings for higher risk borrowers.

Troubled Debt Restructurings (TDRs) – Loans whose contractual terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. Certain consumer loans for which a binding offer to restructure has been extended are also classified as TDRs.

Value-at-Risk (VaR) – VaR is a model that simulates the value of a portfolio under a range of hypothetical scenarios in order to generate a distribution of potential gains and losses. VaR represents the loss the portfolio is expected to experience with a given confidence level based on historical data. A VaR model is an effective tool in estimating ranges of potential gains and losses on our trading portfolios.

Key Metrics

Active Digital Banking Users – Mobile and/or online users with activity at period end.

Active Mobile Banking Users – Mobile users with activity at period end.

Book Value – Ending common shareholders' equity divided by ending common shares outstanding.

Deposit Spread – Annualized net interest income divided by average deposits.

Efficiency Ratio – Noninterest expense divided by total revenue, net of interest expense.

Financial advisor productivity – Adjusted MLGWM annualized revenue divided by average financial advisors.

Gross Interest Yield – Effective annual percentage rate divided by average loans.

Net Interest Yield – Net interest income divided by average total interest-earning assets.

Operating Margin – Income before income taxes divided by total revenue, net of interest expense.

Risk-adjusted Margin – Difference between total revenue, net of interest expense, and net credit losses divided by average loans.

Return on Average Allocated Capital – Adjusted net income divided by allocated capital.

Return on Average Assets – Net income divided by total average assets.

Return on Average Common Shareholders' Equity – Net income applicable to common shareholders divided by average common shareholders' equity.

Return on Average Shareholders' Equity – Net income divided by average shareholders' equity.

Acronyms

ABS	Asset-backed securities
AFS	Available-for-sale
AI	Artificial intelligence
ALM	Asset and liability management
ARR	Alternative reference rates
AUM	Assets under management
AVM	Automated valuation model
BANA	Bank of America, National Association
BHC	Bank holding company
BofAS	BofA Securities, Inc.
BofASE	BofA Securities Europe SA
bps	basis points
CAE	Chief Audit Executive
CAO	Chief Administrative Officer
CCAR	Comprehensive Capital Analysis and Review
CDO	Collateralized debt obligation
CDS	Credit default swap
CECL	Current expected credit losses
CET1	Common equity tier 1
CFPB	Consumer Financial Protection Bureau
CFTC	Commodity Futures Trading Commission
CLO	Collateralized loan obligation
CLTV	Combined loan-to-value
CRO	Chief Risk Officer
CVA	Credit valuation adjustment
DIF	Deposit Insurance Fund
DVA	Debit valuation adjustment
ECL	Expected credit losses
EMRC	Enterprise Model Risk Committee
EPS	Earnings per common share
ERC	Enterprise Risk Committee
ESG	Environmental, social and governance
EU	European Union
FCA	Financial Conduct Authority
FDIC	Federal Deposit Insurance Corporation
FDICIA	Federal Deposit Insurance Corporation Improvement Act of 1991
FHA	Federal Housing Administration
FHLB	Federal Home Loan Bank
FHLMC	Freddie Mac
FICC	Fixed income, currencies and commodities
FICO	Fair Isaac Corporation (credit score)
FLUs	Front line units
FNMA	Fannie Mae
FTE	Fully taxable-equivalent
FVA	Funding valuation adjustment
GAAP	Accounting principles generally accepted in the United States of America
GDPR	General Data Protection Regulation
GLS	Global Liquidity Sources
GNMA	Government National Mortgage Association
G-SIB	Global systemically important bank
GSE	Government-sponsored enterprise
GWIM	Global Wealth & Investment Management
HELOC	Home equity line of credit
HQLA	High Quality Liquid Assets
HTM	Held-to-maturity
IBOR	Interbank Offered Rates
ICAAP	Internal Capital Adequacy Assessment Process
IRLC	Interest rate lock commitment
IRM	Independent Risk Management
ISDA	International Swaps and Derivatives Association, Inc.
LCR	Liquidity Coverage Ratio
LHFS	Loans held-for-sale
LIBOR	London Interbank Offered Rate
LTV	Loan-to-value
MBS	Mortgage-backed securities
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
MLGWM	Merrill Lynch Global Wealth Management
MLI	Merrill Lynch International
MLPCC	Merrill Lynch Professional Clearing Corp
MLPF&S	Merrill Lynch, Pierce, Fenner & Smith Incorporated
MRC	Management Risk Committee
MSA	Metropolitan Statistical Area
MSR	Mortgage servicing right
NOL	Net operating loss
NSFR	Net Stable Funding Ratio
OCC	Office of the Comptroller of the Currency
OCI	Other comprehensive income
OREO	Other real estate owned
OTC	Over-the-counter
PCA	Prompt Corrective Action
PPP	Paycheck Protection Program
RMBS	Residential mortgage-backed securities
RSU	Restricted stock unit
RWA	Risk -weighted assets
SBA	Small Business Administration
SBLC	Standby letter of credit
SCB	Stress capital buffer
SCCL	Single-counterparty credit limits
SEC	Securities and Exchange Commission
SLR	Supplementary leverage ratio
SOFR	Secured Overnight Financing Rate
SONIA	Sterling Overnight Index Average
TDR	Troubled debt restructurings
TLAC	Total loss-absorbing capacity
VA	U.S. Department of Veterans Affairs
VaR	Value-at-Risk
VIE	Variable interest entity

Disclosure Controls and Procedures

Bank of America Corporation and Subsidiaries

As of the end of the period covered by this report and pursuant to Rule 13a-15 of the Securities Exchange Act of 1934, as amended (Exchange Act), Bank of America's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness and design of our disclosure controls and procedures (as that term is defined in Rule 13a-15(e) of the Exchange Act). Based upon that evaluation, Bank of America's Chief Executive Officer and Chief Financial Officer concluded that Bank of America's disclosure controls and procedures were effective, as of the end of the period covered by this report.

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Executive Management Team and Management Committee
Bank of America Corporation

Executive Management Team

Brian T. Moynihan*
Chairman of the Board and
Chief Executive Officer

Raul A. Anaya
President, Business Banking

Dean C. Athanasia*
President, Retail and Preferred
& Small Business Banking

Catherine P. Bessant*
Chief Operations and
Technology Officer

D. Steve Boland
President, Retail

Alastair M. Borthwick
President, Global Commercial Banking

Sheri B. Bronstein*
Chief Human Resources Officer

James P. DeMare
President, Global Markets

Paul M. Donofrio*
Chief Financial Officer

Anne M. Finucane
Vice Chairman, Bank of America

Geoffrey S. Greener*
Chief Risk Officer

Christine P. Katziff
Chief Audit Executive

Kathleen A. Knox*
President, Private Bank

Matthew M. Koder
President, Global Corporate &
Investment Banking

David G. Leitch*
Global General Counsel

Aron D. Levine
President, Preferred and Consumer
Banking & Investments

Bernard A. Mensah
President, International

Thomas K. Montag*
Chief Operating Officer

Thong M. Nguyen*
Vice Chairman, Bank of America

Andrew M. Sieg*
President, Merrill Lynch Wealth
Management

Andrea B. Smith*
Chief Administrative Officer

Bruce R. Thompson
Vice Chairman, Bank of America

Sanaz Zaimi
Head of Global Fixed Income,
Currencies and Commodities Sales;
CEO of BofA Securities Europe SA, and
Country Executive for France

Management Committee**

Michael C. Ankrom, Jr.
Global Banking Chief Risk Officer,
Enterprise Credit Risk and Enterprise
Risk Appetite

Keith T. Banks
Vice Chairman, Head of
Investment Solutions Group

Aditya Bhasin
Consumer, Small Business & Wealth
Management, Global Human Resources,
Corporate Audit & Credit Review, Legal
Technology, Third-Party Management
and Workspace Services Executive

Alexandre Bettamio
President, Latin America

Rudolf A. Bless
Chief Accounting Officer

Candace E. Browning-Platt
Head of Global Research

Sharon L. Miller
Head of Small Business

Andrei Magasiner
Treasurer

E. Lee McEntire
Head of Investor Relations

Lauren A. Mogensen
Global Compliance and Operational
Risk Executive

Tram V. Nguyen
Global Corporate Strategy Executive

Holly O'Neill
Head of Consumer, Small Business &
Wealth Management Client Care

David Reilly
Global Banking & Markets, Enterprise
Risk and Finance Technology, and Core
Technology Infrastructure Executive

Lorna R. Sabbia
Head of Retirement and Personal
Wealth Solutions

Robert A. Schleusner
Head of Wholesale Credit

April Schneider
Head of Consumer & Small Business
Products

Thomas M. Scrivener
Consumer, Small Business & Wealth
Management Operations Executive

Jiro Seguchi
Co-President of Asia Pacific, and
Head of Asia Pacific Global Corporate
and Investment Banking

Jin Su
Co-President of Asia Pacific, and
Co-Head of Asia Pacific Fixed Income,
Currencies & Commodities

David C. Tyrie
Head of Digital

Anne Walker
Global Real Estate and Strategic
Initiatives Executive

* Executive Officer
** All members of the Executive Management Team are also members of the Management Committee

Board of Directors
Bank of America Corporation

Board of Directors

Brian T. Moynihan
Chairman of the Board and
Chief Executive Officer,
Bank of America Corporation

Jack O. Bovender, Jr.*
Lead Independent Director,
Bank of America Corporation;
Former Chairman and
Chief Executive Officer, HCA Inc.

Sharon L. Allen
Former Chairman, Deloitte

Susan S. Bies
Former Member, Federal Reserve
Board of Governors

Frank P. Bramble, Sr.
Former Executive Vice Chairman,
MBNA Corporation

Pierre J.P. de Weck
Former Chairman and Global Head
of Private Wealth Management,
Deutsche Bank

Arnold W. Donald
President and Chief Executive Officer,
Carnival

Linda P. Hudson
Former Chairman and
Chief Executive Officer,
The Cardea Group, LLC;
Former President and Chief Executive
Officer, BAE

Monica C. Lozano
Chief Executive Officer, College
Futures Foundation; Former Chairman,
US Hispanic Media Inc.

Thomas J. May
Former Chairman, President, and Chief
Executive Officer, Eversource Energy

Lionel L. Nowell III
Lead Independent Director Successor,
Bank of America; Former Senior Vice
President and Treasurer, PepsiCo, Inc.

Denise L. Ramos
Former Chief Executive Officer and
President, ITT Inc.

Clayton S. Rose
President, Bowdoin College

Michael D. White
Former Chairman, President, and
Chief Executive Officer, DIRECTV; Lead
Director, Kimberly-Clark Corporation

Thomas D. Woods
Former Vice Chairman and Senior
Executive Vice President of CIBC;
Former Chairman, Hydro One Limited

R. David Yost
Former Chief Executive Officer,
AmerisourceBergen Corporation

Maria T. Zuber
Vice President for Research and
E.A. Griswold Professor of
Geophysics, MIT

*Not standing for reelection at the 2021 Annual Meeting of Shareholders

Corporate Information

Bank of America Corporation

Headquarters

The principal executive offices of Bank of America Corporation (the Corporation) are located in the Bank of America Corporate Center, 100 North Tryon Street, Charlotte, NC 28255.

Stock Listing

The Corporation's common stock is listed on the New York Stock Exchange (NYSE) under the symbol BAC. The stock is typically listed as BankAm in newspapers. As of December 31, 2020, there were 157,293 registered holders of the Corporation's common stock.

Investor Relations

Analysts, portfolio managers and other investors seeking additional information about Bank of America stock should contact our Equity Investor Relations group at 1.704.386.5681 or i_r@bofa.com. For additional information about Bank of America from a credit perspective, including debt and preferred securities, contact our Fixed Income Investor Relations group at 1.866.607.1234 or fixedincomeir@bofa.com. Visit the Investor Relations area of the Bank of America website, http://investor.bankofamerica.com, for stock and dividend information, financial news releases, links to Bank of America SEC filings, electronic versions of our annual reports and other items of interest to the Corporation's shareholders.

Customers

For assistance with Bank of America products and services, call 1.800.432.1000, or visit the Bank of America website at www.bankofamerica.com. Additional toll-free numbers for specific products and services are listed on our website at www.bankofamerica.com/contact.

News Media

News media seeking information should visit our online newsroom at http://newsroom.bankofamerica.com for news releases, press kits and other items relating to the Corporation, including a complete list of the Corporation's media relations specialists grouped by business specialty or geography.

Annual Report on Form 10-K

The Corporation's 2020 Annual Report on Form 10-K is available at http://investor.bankofamerica.com. The Corporation also will provide a copy of the 2020 Annual Report on Form 10-K (without exhibits) upon written request addressed to:

Bank of America Corporation
Office of the Corporate Secretary
Bank of America Corporate Center
100 North Tryon Street
NC1-007-56-06
Charlotte, NC 28255

Shareholder Inquiries

For inquiries concerning dividend checks, electronic deposit of dividends, dividend reinvestment, tax statements, electronic delivery, transferring ownership, address changes or lost or stolen stock certificates, contact Bank of America Shareholder Services at Computershare Trust Company, N.A., via the Internet at www.computershare.com/bac; call 1.800.642.9855; or write to P.O. Box 505005, Louisville, KY 40233. For general shareholder information, contact Bank of America Office of the Corporate Secretary at 1.800.521.3984. Shareholders outside of the United States and Canada may call 1.781.575.2621. Hearing impaired 1.888.403.9700 or outside the United States 1.781.575.4592.

Electronic Delivery

As part of our ongoing commitment to reduce paper consumption, we offer electronic methods for customer communications and transactions. Customers can sign up to receive online statements through their Bank of America or Merrill Lynch Wealth Management account website. In 2012, we adopted the SEC's Notice and Access rule, which allows certain issuers to inform shareholders of the electronic availability of Proxy materials, including the Annual Report, which significantly reduced the number of printed copies we produce and mail to shareholders. Shareholders still receiving printed copies can join our efforts by electing to receive an electronic copy of the Annual Report and Proxy materials. If you have an account maintained in your name at Computershare Investor Services, you may sign up for this service at www.computershare.com/bac. If your shares are held by a broker, bank or other nominee, you may elect to receive an electronic copy of the Proxy materials online at www.proxyvote.com, or contact your broker.

Bank of America Corporation (“Bank of America”) is a financial holding company that, through its subsidiaries and affiliated companies, provides banking and non-banking financial services.

“Bank of America” and “BofA Securities” are the marketing names used by the Global Banking and Global Markets divisions of Bank of America Corporation. Lending, other commercial banking activities, and trading in certain financial instruments are performed globally by banking affiliates of Bank of America Corporation, including Bank of America, N.A., Member FDIC. Trading in securities and financial instruments, and strategic advisory, and other investment banking activities, are performed globally by investment banking affiliates of Bank of America Corporation (“Investment Banking Affiliates”), including, in the United States, BofA Securities, Inc. and Merrill Lynch Professional Clearing Corp., both of which are registered broker-dealers and Members of SIPC, and, in other jurisdictions, by locally registered entities. BofA Securities, Inc. and Merrill Lynch Professional Clearing Corp. are registered as futures commission merchants with the CFTC and are members of the NFA.

Bank of America is a marketing name for the Retirement Services business of Bank of America Corporation (“BofA Corp.”). Banking activities may be performed by wholly owned banking affiliates of BofA Corp., including Bank of America, N.A., member FDIC.

Banking products are provided by Bank of America, N.A., and affiliated banks, Members FDIC, and wholly owned subsidiaries of BofA Corp.

Bank of America Private Bank is a division of Bank of America, N.A., Member FDIC, and a wholly owned subsidiary of Bank of America Corporation.

Merrill Lynch, Pierce, Fenner & Smith Incorporated (also referred to as “MLPF&S” or “Merrill”) makes available certain investment products sponsored, managed, distributed or provided by companies that are affiliates of Bank of America Corporation (“BofA Corp.”). MLPF&S is a registered broker-dealer, registered investment adviser, Member SIPC, and a wholly owned subsidiary of BofA Corp.

BofA Global Research is research produced by BofA Securities, Inc. (“BofAS”) and/or one or more of its affiliates. BofAS is a registered broker-dealer, Member SIPC, and wholly owned subsidiary of Bank of America Corporation. Bank of America Private Bank is a division of Bank of America, N.A., Member FDIC, and a wholly owned subsidiary of BofA Corp.

The ranking or ratings shown herein may not be representative of all client experiences because they reflect an average or sampling of the client experiences. These rankings or ratings are not indicative of any future performance or investment outcome. More information can be found at https://newsroom.bankofamerica.com/awards.

Investment products:

Are Not FDIC Insured	May Lose Value	Are Not Bank Guaranteed

Printed on 10% recovered fiber content. By using this paper, Bank of America is helping to reduce greenhouse gas emissions and water consumption. Leaf icon is a registered trademark of Bank of America Corporation.

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00-04-1379B 2020 BAC Annual Report

BANK OF AMERICA CORPORATION | 2020 ANNUAL REPORT

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

FORM 10-Q

(Mark One)

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended September 30, 2021

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 N. Tryon Street
Charlotte, North Carolina 28255

Registrant's telephone number, including area code:
(704) 386-5681

Former name, former address and former fiscal year, if changed since last report:

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01 per share	BAC	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of Floating Rate Non-Cumulative Preferred Stock, Series E	BAC PrE	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 6.000% Non-Cumulative Preferred Stock, Series GG	BAC PrB	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 5.875% Non-Cumulative Preferred Stock, Series HH	BAC PrK	New York Stock Exchange
7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L	BAC PrL	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 1	BML PrG	New York Stock Exchange

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 2	BML PrH	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 4	BML PrJ	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 5	BML PrL	New York Stock Exchange
Floating Rate Preferred Hybrid Income Term Securities of BAC Capital Trust XIII (and the guarantee related thereto)	BAC/PF	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)	BAC/PG	New York Stock Exchange
Income Capital Obligation Notes initially due December 15, 2066 of Bank of America Corporation	MER PrK	New York Stock Exchange
Senior Medium-Term Notes, Series A, Step Up Callable Notes, due November 28, 2031 of BofA Finance LLC (and the guarantee of the Registrant with respect thereto)	BAC/31B	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 5.375% Non-Cumulative Preferred Stock, Series KK	BAC PrM	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 5.000% Non-Cumulative Preferred Stock, Series LL	BAC PrN	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 4.375% Non-Cumulative Preferred Stock, Series NN	BAC PrO	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 4.125% Non-Cumulative Preferred Stock, Series PP	BAC PrP	New York Stock Exchange
Depositary Shares, each representing a 1/1,000th interest in a share of 4.250% Non-Cumulative Preferred Stock, Series QQ	BAC PrQ	New York Stock Exchange

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes ☐ No ☑

On October 28, 2021, there were 8,184,084,032 shares of Bank of America Corporation Common Stock outstanding.

Bank of America Corporation and Subsidiaries
September 30, 2021
Form 10-Q

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Part I. Financial Information

Part II. Other Information

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Bank of America Corporation (the "Corporation") and its management may make certain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as "anticipates," "targets," "expects," "hopes," "estimates," "intends," "plans," "goals," "believes," "continue" and other similar expressions or future or conditional verbs such as "will," "may," "might," "should," "would" and "could." Forward-looking statements represent the Corporation's current expectations, plans or forecasts of its future results, revenues, provision for credit losses, expenses, efficiency ratio, capital measures, strategy, and future business and economic conditions more generally, and other future matters. These statements are not guarantees of future results or performance and involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict and are often beyond the Corporation's control. Actual outcomes and results may differ materially from those expressed in, or implied by, any of these forward-looking statements.

You should not place undue reliance on any forward-looking statement and should consider the following uncertainties and risks, as well as the risks and uncertainties more fully discussed under Item 1A. Risk Factors of the Corporation's 2020 Annual Report on Form 10-K and in any of the Corporation's subsequent Securities and Exchange Commission filings: the Corporation's potential judgments, damages, penalties, fines and reputational damage resulting from pending or future litigation and regulatory investigations, proceedings and enforcement actions, including as a result of our participation in and execution of government programs related to the Coronavirus Disease 2019 (COVID-19) pandemic; the possibility that the Corporation's future liabilities may be in excess of its recorded liability and estimated range of possible loss for litigation, and regulatory and government actions; the possibility that the Corporation could face increased claims from one or more parties involved in mortgage securitizations; the Corporation's ability to resolve representations and warranties repurchase and related claims; the risks related to the discontinuation of the London Interbank Offered Rate and other reference rates, including increased expenses and litigation and the effectiveness of hedging strategies; uncertainties about the financial stability and growth rates of non-U.S. jurisdictions, the risk that those jurisdictions may face difficulties servicing their sovereign debt, and related stresses on financial markets, currencies and trade, and the Corporation's exposures to such risks, including direct, indirect and operational; the impact of U.S. and global interest rates, inflation, currency exchange rates, economic conditions, trade policies and tensions, including tariffs, and potential geopolitical instability; the impact of the interest rate and inflationary environment on the Corporation's business, financial condition and results of operations; the possibility that future credit losses may be higher than currently expected due to changes in economic assumptions, customer behavior, adverse developments with respect to U.S. or global economic conditions and other uncertainties, including the impact of supply chain disruptions and inflationary pressures on the economic recovery; the Corporation's concentration of credit risk; the Corporation's ability to achieve its expense targets and expectations regarding revenue, net interest income, provision for credit losses, net charge-offs, effective tax rate, loan growth or other projections; adverse changes to the Corporation's credit ratings from the major credit rating agencies; an inability to access capital markets or maintain deposits or borrowing costs; estimates of the fair value and other accounting values, subject to impairment assessments, of certain of the Corporation's assets and liabilities; the estimated or actual impact of changes in accounting standards or assumptions in applying those standards; uncertainty regarding the content, timing and impact of regulatory capital and liquidity requirements; the impact of adverse changes to total loss-absorbing capacity requirements, stress capital buffer requirements and/or global systemically important bank surcharges; the potential impact of actions of the Board of Governors of the Federal Reserve System on the Corporation's capital plans; the effect of changes in or interpretations of income tax laws and regulations; the impact of implementation and compliance with U.S. and international laws, regulations and regulatory interpretations, including, but not limited to, recovery and resolution planning requirements, Federal Deposit Insurance Corporation assessments, the Volcker Rule, fiduciary standards, derivatives regulations and the Coronavirus Aid, Relief, and Economic Security Act and any similar or related rules and regulations; a failure or disruption in or breach of the Corporation's operational or security systems or infrastructure, or those of third parties, including as a result of cyber-attacks or campaigns; the impact on the Corporation's business, financial condition and results of operations from the United Kingdom's exit from the European Union; the impact of climate change; the ability to achieve environmental, social and governance goals and commitments; the impact of any future federal government shutdown and uncertainty regarding the federal government's debt limit or changes in fiscal, monetary or regulatory policy; the emergence of widespread health emergencies or pandemics, including the magnitude and duration of the COVID-19 pandemic and its impact on the U.S. and/or global financial market conditions and our business, results of operations, financial condition and prospects; the impact of natural disasters, extreme weather events, military conflict, terrorism or other geopolitical events; and other matters.

Forward-looking statements speak only as of the date they are made, and the Corporation undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

Notes to the Consolidated Financial Statements referred to in Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) are incorporated by reference into the MD&A. Certain prior-period amounts have been reclassified to conform to current-period presentation.

Throughout the MD&A, the Corporation uses certain acronyms and abbreviations which are defined in the Glossary.

Executive Summary

Business Overview

The Corporation is a Delaware corporation, a bank holding company (BHC) and a financial holding company. When used in this report, “the Corporation,” “we,” “us” and “our” may refer to Bank of America Corporation individually, Bank of America Corporation and its subsidiaries, or certain of Bank of America Corporation’s subsidiaries or affiliates. Our principal executive offices are located in Charlotte, North Carolina. Through our various bank and nonbank subsidiaries throughout the U.S. and in international markets, we provide a diversified range of banking and nonbank financial services and products through four business segments: *Consumer Banking*, *Global Wealth & Investment Management (GWIM)*, *Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*. We operate our banking activities primarily under the Bank of America, National Association (Bank of America, N.A. or BANA) charter. At September 30, 2021, the Corporation had $3.1 trillion in assets and a headcount of approximately 209,000 employees.

As of September 30, 2021, we served clients through operations across the U.S., its territories and approximately 35 countries. Our retail banking footprint covers all major markets in the U.S., and we serve approximately 66 million consumer and small business clients with approximately 4,200 retail financial centers, approximately 17,000 ATMs, and leading digital banking platforms (www.bankofamerica.com) with approximately 41 million active users, including approximately 32 million active mobile users. We offer industry-leading support to approximately three million small business households. Our *GWIM* businesses, with client balances of $3.7 trillion, provide tailored solutions to meet client needs through a full set of investment management, brokerage, banking, trust and retirement products. We are a global leader in corporate and investment banking and trading across a broad range of asset classes serving corporations, governments, institutions and individuals around the world.

The Corporation’s website is www.bankofamerica.com, and the Investor Relations portion of our website is https://investor.bankofamerica.com. We use our website to distribute company information, including as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD. We routinely post and make accessible financial and other information, including environmental, social and governance (ESG) information, regarding the Corporation on our website. Investors should monitor the Investor Relations portion of our website, in addition to our press releases, U.S. Securities and Exchange Commission (SEC) filings, public conference calls and webcasts. Notwithstanding the foregoing, the information contained on our website as referenced in this paragraph is not incorporated by reference into this Quarterly Report on Form 10-Q.

Recent Developments

Capital Management

In June 2021, the Board of Governors of the Federal Reserve System (Federal Reserve) notified BHCs of their 2021 Comprehensive Capital Analysis and Review (CCAR) stress test results, which included a preliminary stress capital buffer (SCB) that was finalized in August 2021. Based on our results, we are subject to a 2.5 percent SCB effective October 1, 2021 through September 30, 2022, unchanged from the prior level. Our minimum Basel 3 Common equity tier 1 (CET1) capital ratio requirement also remained unchanged at 9.5 percent.

On October 20, 2021, the Corporation announced that the Board of Directors (the Board) renewed the Corporation’s $25 billion common stock repurchase program previously announced in April 2021. The Board’s authorization replaces the previous program. As with the April authorization, the Board also authorized common stock repurchases to offset shares awarded under the Corporation’s equity-based compensation plans. The Board also declared a quarterly cash common stock dividend of $0.21 per share, payable on December 31, 2021 to shareholders of record as of December 3, 2021.

For more information on our capital resources and regulatory developments, see Capital Management on page 22.

Organizational Changes

During the third quarter of 2021, we announced certain changes to the Corporation’s senior management team. For more information, see the Corporation’s Current Reports on Form 8-K filed on August 26, September 10, September 14 and October 20, 2021.

COVID-19 Pandemic

The Coronavirus Disease 2019 (COVID-19) pandemic (the pandemic) has impacted the Corporation and may continue to do so, as uncertainty remains about the duration of the pandemic and the timing and strength of the global economic recovery. As the pandemic continues to evolve, we regularly evaluate protocols and processes in place to execute our business continuity plans. In conjunction with our efforts to support clients affected by the pandemic, we have cumulatively originated $35.4 billion in loans under the Paycheck Protection Program (PPP) with amounts outstanding of $8.4 billion and $15.7 billion at September 30, 2021 and June 30, 2021. For more information on PPP loans, see Commercial Portfolio Credit Risk Management on page 35.

The future direct and indirect impact of the pandemic on our businesses, results of operations and financial condition remains uncertain. Should current economic conditions deteriorate or if the pandemic worsens due to various factors, including through the spread of more easily communicable variants of COVID-19, such conditions could have an adverse effect on our businesses and results of operations and could adversely affect our financial condition.

For more information on the pandemic, see Executive Summary – Recent Developments – COVID-19 Pandemic in the MD&A and Item 1A. Risk Factors – Coronavirus Disease of the Corporation’s 2020 Annual Report on Form 10-K.

LIBOR and Other Benchmark Rates

Following the 2017 announcement by the U.K.’s Financial Conduct Authority (FCA) that it would no longer compel participating banks to submit rates for the London Interbank Offered Rate (LIBOR) after 2021, regulators, trade associations and financial industry working groups have identified recommended replacement rates for LIBOR, as well as other Interbank Offered Rates (IBORs), and have published recommended conventions to allow new and existing products to incorporate fallbacks or reference these alternative reference rates (ARRs). Additionally, as previously disclosed, the FCA announced the dates that all LIBOR benchmark settings currently published by the ICE Benchmark Administration will cease or become no longer representative of the underlying market the rates seek to measure (i.e., non-representative), subject to the continued publication of certain non-representative LIBOR benchmark settings based on a modified calculation (i.e., on a “synthetic” basis).

The Corporation continues to execute its enterprise-wide IBOR transition program, and is particularly focused on contracts that reference certain IBORs that are expected to cease or become non-representative immediately after December 31, 2021. As of September 30, 2021, a significant majority of the Corporation’s notional contractual exposure to LIBOR currencies that will cease or become non-representative on December 31, 2021 has been remediated, and the Corporation is continuing to remediate the remaining exposure. For any residual exposure after the end of 2021, the Corporation is assessing and planning to leverage relevant contractual and statutory solutions to transition such exposure to ARRs, including the previously disclosed New York legislation adopted in April 2021 for contracts that are governed by New York law and have no fallback provisions or a fallback provision based on LIBOR. Additionally, as part of this transition program, the Corporation continues to decrease initiation of new U.S. dollar (USD) LIBOR-linked consumer and commercial loans that mature after June 30, 2023, subject to certain exceptions, and continues to increase the usage of ARRs in its USD consumer and commercial lending products and contracts. As previously disclosed, the Corporation has ceased initiation of GBP LIBOR-linked derivatives, subject to certain exceptions, and is prioritizing interdealer trading in the Secured Overnight Financing Rate (SOFR) rather than LIBOR for certain USD interest rate swaps in accordance with recommendations by the Commodity Futures Trading Commission (CFTC). The Corporation continues to update its operational models, systems, processes and internal infrastructure.

While the Corporation continues to work towards meeting the regulatory and industry-wide recommended milestones on cessation of LIBOR, the market and client replacement of IBORs and adoption of ARRs continue to evolve and, as a result, could impact the ability of market participants and the Corporation to transition activity across or within categories of contracts, products, services and markets. Accordingly, the Corporation continues to monitor a variety of market scenarios as part of its transition efforts, including risks associated with insufficient preparation by individual market participants or the overall market ecosystem, ability of market participants to meet regulatory and industry-wide recommended milestones, development and adoption of SOFR, credit-sensitive and other rates, access and demand by clients and market participants to liquidity in certain products, including LIBOR products, and IBOR continuity. Furthermore, banking regulators in the U.S. and globally have increased regulatory scrutiny and intensified supervisory focus of financial institution LIBOR transition plans, preparations and readiness, including the use of credit-sensitive rates.

For more information on the expected replacement of LIBOR and other benchmark rates, see Executive Summary – Recent Developments – LIBOR and Other Benchmark Rates in the MD&A and Item 1A. Risk Factors – Other of the Corporation’s 2020 Annual Report on Form 10-K.

Financial Highlights

Table 1 Summary Income Statement and Selected Financial Data

(Dollars in millions, except per share information)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020
Income statement				
Net interest income	**$ 11,094**	$ 10,129	**$ 31,524**	$ 33,107
Noninterest income	**11,672**	10,207	**35,529**	32,322
Total revenue, net of interest expense	**22,766**	20,336	**67,053**	65,429
Provision for credit losses	**(624)**	1,389	**(4,105)**	11,267
Noninterest expense	**14,440**	14,401	**45,000**	41,286
Income before income taxes	**8,950**	4,546	**26,158**	12,876
Income tax expense	**1,259**	(335)	**1,193**	452
Net income	**7,691**	4,881	**24,965**	12,424
Preferred stock dividends	**431**	441	**1,181**	1,159
Net income applicable to common shareholders	**$ 7,260**	$ 4,440	**$ 23,784**	$ 11,265
Per common share information				
Earnings	**$ 0.86**	$ 0.51	**$ 2.77**	$ 1.29
Diluted earnings	**0.85**	0.51	**2.75**	1.28
Dividends paid	**0.21**	0.18	**0.57**	0.54
Performance ratios				
Return on average assets [(1)]	**0.99 %**	0.71 %	**1.12 %**	0.63 %
Return on average common shareholders’ equity [(1)]	**11.43**	7.24	**12.67**	6.20
Return on average tangible common shareholders’ equity [(2)]	**15.85**	10.16	**17.61**	8.71
Efficiency ratio [(1)]	**63.43**	70.81	**67.11**	63.10
			September 30 2021	**December 31 2020**
Balance sheet				
Total loans and leases			**$ 927,736**	$ 927,861
Total assets			**3,085,446**	2,819,627
Total deposits			**1,964,804**	1,795,480
Total liabilities			**2,812,982**	2,546,703
Total common shareholders’ equity			**249,023**	248,414
Total shareholders’ equity			**272,464**	272,924

(1) For definitions, see Key Metrics on page 102.

(2) Return on average tangible common shareholders’ equity is a non-GAAP financial measure. For more information and a corresponding reconciliation to the most closely related financial measures defined by accounting principles generally accepted in the United States of America (GAAP), see Non-GAAP Reconciliations on page 48.

Net income was $7.7 billion and $25.0 billion, or $0.85 and $2.75 per diluted share, for the three and nine months ended September 30, 2021 compared to $4.9 billion and $12.4 billion, or $0.51 and $1.28 per diluted share, for the same periods in 2020. The increase in net income was due to improvement in the provision for credit losses and higher revenue, partially offset by higher noninterest expense.

Total assets increased $265.8 billion from December 31, 2020 to $3.1 trillion primarily due to the deployment of cash from continued deposit inflows into debt securities, as well as higher trading account assets due to an increase in inventory in *Global Markets.*

Total liabilities increased $266.3 billion from December 31, 2020 to $2.8 trillion primarily driven by an increase in deposits due to continued government stimulus measures as well as seasonally higher deposits, an increase in trading account liabilities resulting from higher levels of short positions in *Global Markets and* higher federal funds purchased and securities loaned or sold under agreements to repurchase due to client activity in *Global Markets*.

Shareholders' equity decreased $460 million from December 31, 2020 primarily due to returns of capital to shareholders through common stock repurchases and common and preferred stock dividends, as well as market value decreases on debt securities and derivatives, partially offset by net income.

Net Interest Income

Net interest income increased $965 million to $11.1 billion, and decreased $1.6 billion to $31.5 billion for the three and nine months ended September 30, 2021 compared to the same periods in 2020. Net interest yield on a fully taxable-equivalent (FTE) basis decreased 4 basis points (bps) to 1.68 percent, and 30 bps to 1.66 percent for the same periods. The increase in net interest income for the three-month period was primarily due to deposit growth and related investment of liquidity and the accelerated recognition of capitalized loan fees due to PPP loan forgiveness, partially offset by lower loan balances. The decrease in the nine-month period was primarily driven by lower interest rates and loan balances, partially offset by higher balances of debt securities. For more information on net interest yield and the FTE basis, see Supplemental Financial Data on page 7, and for more information on interest rate risk management, see Interest Rate Risk Management for the Banking Book on page 46.

Noninterest Income

Table 2 Noninterest Income

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Fees and commissions:				
Card income	**$ 1,583**	$ 1,568	**$ 4,604**	$ 4,089
Service charges	**1,928**	1,817	**5,594**	5,282
Investment and brokerage services	**4,236**	3,623	**12,422**	10,803
Investment banking fees	**2,168**	1,769	**6,536**	5,316
Total fees and commissions	**9,915**	8,777	**29,156**	25,490
Market making and similar activities	**2,005**	1,689	**7,360**	6,983
Other income	**(248)**	(259)	**(987)**	(151)
Total noninterest income	**$ 11,672**	$ 10,207	**$ 35,529**	$ 32,322

Noninterest income increased $1.5 billion to $11.7 billion and increased $3.2 billion to $35.5 billion for the three and nine months ended September 30, 2021 compared to the same periods in 2020. The following highlights the significant changes.

- Card income increased $515 million for the nine-month period primarily driven by increased client activity and merchant services revenue.
- Service charges increased $111 million and $312 million primarily due to increased client activity in the three-month period and higher treasury and credit service charges in the nine-month period.
- Investment and brokerage services increased $613 million and $1.6 billion primarily driven by higher market valuations and assets under management (AUM) flows, partially offset by declines in AUM pricing.
- Investment banking fees increased $399 million and $1.2 billion primarily due to higher advisory and debt issuance fees and increased equity issuance fees in the nine-month period.
- Market making and similar activities increased $316 million and $377 million primarily driven by strong sales and trading performance in Equities. The increase in the nine-month period was partially offset by a weaker performance in Fixed Income, Currencies and Commodities (FICC), which benefited from market-related gains in the prior-year period.
- Other income decreased $836 million for the nine-month period primarily due to a $704 million gain on sales of certain mortgage loans in the prior year, as well as higher partnership losses on tax credit investments.

Provision for Credit Losses

The provision for credit losses improved $2.0 billion to a benefit of $624 million and $15.4 billion to a benefit of $4.1 billion for the three and nine months ended September 30, 2021 compared to the same periods in 2020. The benefit in the three-month period was primarily due to credit quality improvements. The benefit in the nine-month period was primarily driven by improvements in the macroeconomic outlook and credit quality. For more information on the provision for credit losses, see Allowance for Credit Losses on page 42.

Noninterest Expense

Table 3 Noninterest Expense

(Dollars in millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2021	2020	**2021**	2020
Compensation and benefits	**$ 8,714**	$ 8,200	**$ 27,103**	$ 24,535
Occupancy and equipment	**1,764**	1,798	**5,353**	5,302
Information processing and communications	**1,416**	1,333	**4,289**	3,807
Product delivery and transaction related	**987**	930	**2,940**	2,518
Marketing	**347**	308	**1,528**	1,238
Professional fees	**434**	450	**1,263**	1,206
Other general operating	**778**	1,382	**2,524**	2,680
Total noninterest expense	**$ 14,440**	$ 14,401	**$ 45,000**	$ 41,286

Noninterest expense increased $39 million to $14.4 billion, and $3.7 billion to $45.0 billion for the three and nine months ended September 30, 2021 compared to the same periods in 2020. Noninterest expense in the three-month period was relatively flat, as higher revenue-related expenses were largely offset by lower litigation expense and COVID-19 related costs.

The increase in the nine-month period was primarily due to higher compensation and benefits expense, a contribution to the Bank of America Foundation, higher costs associated with processing transactional card claims related to state unemployment benefits and an impairment charge for real estate rationalization.

Income Tax Expense

Table 4 Income Tax Expense

(Dollars in millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2021	2020	**2021**	2020
Income before income taxes	**$ 8,950**	$ 4,546	**$ 26,158**	$ 12,876
Income tax expense	**1,259**	(335)	**1,193**	452
Effective tax rate	**14.1 %**	(7.4)%	**4.6 %**	3.5 %

Changes in the effective tax rates for the three and nine months ended September 30, 2021 compared to the same periods a year ago were driven by the impact of our recurring tax preference benefits on higher levels of pretax income and the impact of the 2020 U.K. tax law change. Also included in the nine months ended September 30, 2021 was the impact of the 2021 U.K. tax law change further discussed in this section. Our recurring tax preference benefits primarily consist of tax credits from ESG investments in affordable housing and renewable energy, aligning with our responsible growth strategy to address global sustainability challenges. Absent these tax credits and the impact of the U.K. tax law changes, the effective tax rate would have been approximately 25 percent for the three and nine months ended September 30, 2021 compared to 27 percent and 26 percent for the same periods a year ago.

On June 10, 2021, the U.K. enacted the 2021 Finance Act, which included an increase in the U.K. corporation income tax rate to 25 percent from 19 percent. This change is effective April 1, 2023 and unfavorably affects income tax expense on future U.K. earnings. As a result, during the nine months ended September 30, 2021, the Corporation recorded a write-up of U.K. net deferred tax assets of approximately $2.0 billion, with a corresponding positive income tax adjustment. This write-up is a reversal of previously recorded write-downs of net deferred tax assets for prior changes in the U.K. corporation income tax rate.

Supplemental Financial Data

Non-GAAP Financial Measures

In this Form 10-Q, we present certain non-GAAP financial measures. Non-GAAP financial measures exclude certain items or otherwise include components that differ from the most directly comparable measures calculated in accordance with GAAP. Non-GAAP financial measures are provided as additional useful information to assess our financial condition, results of operations (including period-to-period operating performance) or compliance with prospective regulatory requirements. These non-GAAP financial measures are not intended as a substitute for GAAP financial measures and may not be defined or calculated the same way as non-GAAP financial measures used by other companies.

We view net interest income and related ratios and analyses on an FTE basis, which when presented on a consolidated basis are non-GAAP financial measures. To derive the FTE basis, net interest income is adjusted to reflect tax-exempt income on an equivalent before-tax basis with a corresponding increase in income tax expense. For purposes of this calculation, we use the federal statutory tax rate of 21 percent and a representative state tax rate. Net interest yield, which measures the basis points we earn over the cost of funds, utilizes net interest income on an FTE basis. We believe that presentation of these items on an FTE basis allows for comparison of amounts from both taxable and tax-exempt sources and is consistent with industry practices.

We may present certain key performance indicators and ratios excluding certain items (e.g., debit valuation adjustment (DVA) gains (losses)) which result in non-GAAP financial measures. We believe that the presentation of measures that exclude these items is useful because such measures provide additional information to assess the underlying operational performance and trends of our businesses and to allow better comparison of period-to-period operating performance.

We also evaluate our business based on certain ratios that utilize tangible equity, a non-GAAP financial measure. Tangible equity represents shareholders' equity or common shareholders' equity reduced by goodwill and intangible assets (excluding mortgage servicing rights (MSRs)), net of related deferred tax liabilities ("adjusted" shareholders' equity or common shareholders' equity). These measures are used to evaluate our use of equity. In addition, profitability, relationship and investment models use both return on average tangible common shareholders' equity and return on average tangible shareholders' equity as key measures to support our overall growth objectives. These ratios are as follows:

- Return on average tangible common shareholders' equity measures our net income applicable to common shareholders as a percentage of adjusted average common shareholders' equity. The tangible common equity ratio represents adjusted ending common shareholders' equity divided by total tangible assets.
- Return on average tangible shareholders' equity measures our net income as a percentage of adjusted average total shareholders' equity. The tangible equity ratio represents adjusted ending shareholders' equity divided by total tangible assets.
- Tangible book value per common share represents adjusted ending common shareholders' equity divided by ending common shares outstanding.

We believe ratios utilizing tangible equity provide additional useful information because they present measures of those assets that can generate income. Tangible book value per common share provides additional useful information about the level of tangible assets in relation to outstanding shares of common stock.

The aforementioned supplemental data and performance measures are presented in Table 5 on page 8.

For more information on the reconciliation of these non-GAAP financial measures to the corresponding GAAP financial measures, see Non-GAAP Reconciliations on page 48.

Key Performance Indicators

We present certain key financial and nonfinancial performance indicators (key performance indicators) that management uses when assessing our consolidated and/or segment results. We believe they are useful to investors because they provide additional information about our underlying operational performance and trends. These key performance indicators (KPIs) may not be defined or calculated in the same way as similar KPIs used by other companies. For information on how these metrics are defined, see Key Metrics on page 102.

Our consolidated key performance indicators, which include various equity and credit metrics, are presented in Table 1 on page 4 and Table 5 on page 8.

For information on key segment performance metrics, see Business Segment Operations on page 11.

Table 5 Selected Quarterly Financial Data

(In millions, except per share information)	2021 Quarters Third	2021 Quarters Second	2021 Quarters First	2020 Quarters Fourth	2020 Quarters Third	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020
Income statement							
Net interest income	**$ 11,094**	$ 10,233	$ 10,197	$ 10,253	$ 10,129	**$ 31,524**	$ 33,107
Noninterest income	**11,672**	11,233	12,624	9,846	10,207	**35,529**	32,322
Total revenue, net of interest expense	**22,766**	21,466	22,821	20,099	20,336	**67,053**	65,429
Provision for credit losses	**(624)**	(1,621)	(1,860)	53	1,389	**(4,105)**	11,267
Noninterest expense	**14,440**	15,045	15,515	13,927	14,401	**45,000**	41,286
Income before income taxes	**8,950**	8,042	9,166	6,119	4,546	**26,158**	12,876
Income tax expense	**1,259**	(1,182)	1,116	649	(335)	**1,193**	452
Net income	**7,691**	9,224	8,050	5,470	4,881	**24,965**	12,424
Net income applicable to common shareholders	**7,260**	8,964	7,560	5,208	4,440	**23,784**	11,265
Average common shares issued and outstanding	**8,430.7**	8,620.8	8,700.1	8,724.9	8,732.9	**8,583.1**	8,762.6
Average diluted common shares issued and outstanding	**8,492.8**	8,735.5	8,755.6	8,785.0	8,777.5	**8,702.2**	8,800.5
Performance ratios							
Return on average assets [1]	**0.99 %**	1.23 %	1.13 %	0.78 %	0.71 %	**1.12 %**	0.63 %
Four-quarter trailing return on average assets [2]	**1.04**	0.97	0.79	0.67	0.75	**n/a**	n/a
Return on average common shareholders' equity [1]	**11.43**	14.33	12.28	8.39	7.24	**12.67**	6.20
Return on average tangible common shareholders' equity [3]	**15.85**	19.90	17.08	11.73	10.16	**17.61**	8.71
Return on average shareholders' equity [1]	**11.08**	13.47	11.91	8.03	7.26	**12.15**	6.24
Return on average tangible shareholders' equity [3]	**14.87**	18.11	16.01	10.84	9.84	**16.33**	8.46
Total ending equity to total ending assets	**8.83**	9.15	9.23	9.68	9.82	**8.83**	9.82
Total average equity to total average assets	**8.95**	9.11	9.52	9.71	9.76	**9.19**	10.05
Dividend payout	**24.10**	17.25	20.68	30.11	35.36	**20.43**	41.90
Per common share data							
Earnings	**$ 0.86**	$ 1.04	$ 0.87	$ 0.60	$ 0.51	**$ 2.77**	$ 1.29
Diluted earnings	**0.85**	1.03	0.86	0.59	0.51	**2.75**	1.28
Dividends paid	**0.21**	0.18	0.18	0.18	0.18	**0.57**	0.54
Book value [1]	**30.22**	29.89	29.07	28.72	28.33	**30.22**	28.33
Tangible book value [3]	**21.69**	21.61	20.90	20.60	20.23	**21.69**	20.23
Market capitalization	**$ 349,841**	$ 349,925	$ 332,337	$ 262,206	$ 208,656	**$ 349,841**	$ 208,656
Average balance sheet							
Total loans and leases	**$ 920,509**	$ 907,900	$ 907,723	$ 934,798	$ 974,018		
Total assets	**3,076,452**	3,015,113	2,879,221	2,791,874	2,739,684		
Total deposits	**1,942,705**	1,888,834	1,805,747	1,737,139	1,695,488		
Long-term debt	**248,988**	232,034	220,836	225,423	224,254		
Common shareholders' equity	**252,043**	250,948	249,648	246,840	243,896		
Total shareholders' equity	**275,484**	274,632	274,047	271,020	267,323		
Asset quality							
Allowance for credit losses [4]	**$ 14,693**	$ 15,782	$ 17,997	$ 20,680	$ 21,506		
Nonperforming loans, leases and foreclosed properties [5]	**4,831**	5,031	5,299	5,116	4,730		
Allowance for loan and lease losses as a percentage of total loans and leases outstanding [5]	**1.43 %**	1.55 %	1.80 %	2.04 %	2.07 %		
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases [5]	**279**	287	313	380	431		
Net charge-offs	**$ 463**	$ 595	$ 823	$ 881	$ 972		
Annualized net charge-offs as a percentage of average loans and leases outstanding [5]	**0.20 %**	0.27 %	0.37 %	0.38 %	0.40 %		
Capital ratios at period end [6]							
Common equity tier 1 capital	**11.1 %**	11.5 %	11.8 %	11.9 %	11.9 %		
Tier 1 capital	**12.6**	13.0	13.3	13.5	13.5		
Total capital	**14.7**	15.1	15.6	16.1	16.1		
Tier 1 leverage	**6.6**	6.9	7.2	7.4	7.4		
Supplementary leverage ratio	**5.6**	5.9	7.0	7.2	6.9		
Tangible equity [3]	**6.7**	7.0	7.0	7.4	7.4		
Tangible common equity [3]	**5.9**	6.2	6.2	6.5	6.6		
Total loss-absorbing capacity and long-term debt metrics							
Total loss-absorbing capacity to risk-weighted assets	**27.7 %**	27.7 %	26.8 %	27.4 %	26.9 %		
Total loss-absorbing capacity to supplementary leverage exposure	**12.4**	12.5	14.1	14.5	13.7		
Eligible long-term debt to risk-weighted assets	**14.4**	14.1	13.0	13.3	12.9		
Eligible long-term debt to supplementary leverage exposure	**6.4**	6.3	6.8	7.1	6.6		

(1) For definitions, see Key Metrics on page 102.
(2) Calculated as total net income for four consecutive quarters divided by annualized average assets for four consecutive quarters.
(3) Tangible equity ratios and tangible book value per share of common stock are non-GAAP financial measures. For more information on these ratios and corresponding reconciliations to GAAP financial measures, see Supplemental Financial Data on page 7 and Non-GAAP Reconciliations on page 48.
(4) Includes the allowance for loan and lease losses and the reserve for unfunded lending commitments.
(5) Balances and ratios do not include loans accounted for under the fair value option. For additional exclusions from nonperforming loans, leases and foreclosed properties, see Consumer Portfolio Credit Risk Management – Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity on page 34 and corresponding Table 25 and Commercial Portfolio Credit Risk Management – Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity on page 39 and corresponding Table 32.
(6) For more information, including which approach is used to assess capital adequacy, see Capital Management on page 22.
n/a = not applicable

Table 6 Quarterly Average Balances and Interest Rates - FTE Basis

(Dollars in millions)	Average Balance	Interest Income/ Expense [1]	Yield/ Rate	Average Balance	Interest Income/ Expense [1]	Yield/ Rate
	Third Quarter 2021			Third Quarter 2020		
Earning assets						
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	**$ 240,054**	**$ 50**	**0.08 %**	$ 245,682	$ 10	0.02 %
Time deposits placed and other short-term investments	**6,419**	**4**	**0.24**	7,686	(4)	(0.25)
Federal funds sold and securities borrowed or purchased under agreements to resell	**270,094**	**6**	**0.01**	384,221	55	0.06
Trading account assets	**147,196**	**979**	**2.64**	146,972	960	2.60
Debt securities	**949,009**	**3,296**	**1.39**	533,261	2,147	1.63
Loans and leases [2]						
Residential mortgage	**215,652**	**1,487**	**2.76**	237,414	1,811	3.05
Home equity	**30,069**	**263**	**3.47**	37,897	284	2.99
Credit card	**75,569**	**1,952**	**10.25**	81,309	2,086	10.20
Direct/Indirect and other consumer [3]	**98,148**	**578**	**2.34**	89,559	593	2.63
Total consumer	**419,438**	**4,280**	**4.06**	446,179	4,774	4.26
U.S. commercial	**323,659**	**2,315**	**2.84**	343,533	2,165	2.51
Non-U.S. commercial	**101,967**	**446**	**1.73**	102,938	465	1.80
Commercial real estate [4]	**59,881**	**378**	**2.51**	63,262	393	2.47
Commercial lease financing	**15,564**	**116**	**2.98**	18,106	138	3.04
Total commercial	**501,071**	**3,255**	**2.58**	527,839	3,161	2.38
Total loans and leases	**920,509**	**7,535**	**3.25**	974,018	7,935	3.25
Other earning assets	**120,734**	**567**	**1.86**	83,086	497	2.39
Total earning assets	**2,654,015**	**12,437**	**1.86**	2,374,926	11,600	1.95
Cash and due from banks	**30,101**			32,714		
Other assets, less allowance for loan and lease losses	**392,336**			332,044		
Total assets	**$ 3,076,452**			$ 2,739,684		
Interest-bearing liabilities						
U.S. interest-bearing deposits						
Demand and money market deposits	**$ 931,964**	**$ 79**	**0.03 %**	$ 842,987	$ 93	0.04 %
Time and savings deposits	**162,337**	**41**	**0.10**	164,648	116	0.28
Total U.S. interest-bearing deposits	**1,094,301**	**120**	**0.04**	1,007,635	209	0.08
Non-U.S. interest-bearing deposits	**84,098**	**13**	**0.06**	75,485	18	0.09
Total interest-bearing deposits	**1,178,399**	**133**	**0.04**	1,083,120	227	0.08
Federal funds purchased, securities loaned or sold under agreements to repurchase, short-term borrowings and other interest-bearing liabilities	**324,582**	**(41)**	**(0.05)**	286,582	(24)	(0.03)
Trading account liabilities	**56,496**	**285**	**2.00**	39,689	212	2.13
Long-term debt	**248,988**	**865**	**1.37**	224,254	942	1.67
Total interest-bearing liabilities	**1,808,465**	**1,242**	**0.27**	1,633,645	1,357	0.33
Noninterest-bearing sources						
Noninterest-bearing deposits	**764,306**			612,368		
Other liabilities [5]	**228,197**			226,348		
Shareholders' equity	**275,484**			267,323		
Total liabilities and shareholders' equity	**$ 3,076,452**			$ 2,739,684		
Net interest spread			**1.59 %**			1.62 %
Impact of noninterest-bearing sources			**0.09**			0.10
Net interest income/yield on earning assets [6]		**$ 11,195**	**1.68 %**		$ 10,243	1.72 %

(1) Includes the impact of interest rate risk management contracts. For more information, see Interest Rate Risk Management for the Banking Book on page 46.
(2) Nonperforming loans are included in the respective average loan balances. Income on these nonperforming loans is generally recognized on a cost recovery basis.
(3) Includes non-U.S. consumer loans of $2.9 billion for both the third quarter of 2021 and 2020.
(4) Includes U.S. commercial real estate loans of $56.0 billion and $59.6 billion, and non-U.S. commercial real estate loans of $3.9 billion and $3.7 billion for the third quarter of 2021 and 2020.
(5) Includes $29.6 billion and $34.2 billion of structured notes and liabilities for the third quarter of 2021 and 2020.
(6) Net interest income includes FTE adjustments of $101 million and $114 million for the third quarter of 2021 and 2020.

Table 7 Year-to-Date Average Balances and Interest Rates - FTE Basis

(Dollars in millions)	Average Balance	Interest Income/ Expense [1]	Yield/ Rate	Average Balance	Interest Income/ Expense [1]	Yield/ Rate
	Nine Months Ended September 30					
	2021			2020		
Earning assets						
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	$ 255,136	$ 106	0.06 %	$ 230,265	$ 311	0.18 %
Time deposits placed and other short-term investments	7,738	8	0.14	9,070	31	0.45
Federal funds sold and securities borrowed or purchased under agreements to resell	263,581	(43)	(0.02)	325,356	900	0.37
Trading account assets	148,205	2,831	2.55	149,002	3,247	2.91
Debt securities	878,437	8,875	1.36	491,664	7,477	2.05
Loans and leases [2]						
Residential mortgage	216,239	4,514	2.78	239,623	5,678	3.16
Home equity	31,761	811	3.41	39,078	1,013	3.46
Credit card	74,383	5,775	10.38	87,302	6,690	10.24
Direct/Indirect and other consumer [3]	94,658	1,698	2.40	89,824	1,962	2.92
Total consumer	417,041	12,798	4.10	455,827	15,343	4.49
U.S. commercial [4]	322,773	6,415	2.66	349,616	7,601	2.90
Non-U.S. commercial [4]	96,445	1,284	1.78	110,096	1,781	2.16
Commercial real estate [5]	59,632	1,114	2.50	64,062	1,406	2.93
Commercial lease financing	16,200	356	2.94	18,872	427	3.02
Total commercial	495,050	9,169	2.48	542,646	11,215	2.76
Total loans and leases	912,091	21,967	3.22	998,473	26,558	3.55
Other earning assets	106,978	1,696	2.12	81,079	1,986	3.27
Total earning assets	2,572,166	35,440	1.84	2,284,909	40,510	2.37
Cash and due from banks	31,886			30,663		
Other assets, less allowance for loan and lease losses	386,932			331,035		
Total assets	$ 2,990,984			$ 2,646,607		
Interest-bearing liabilities						
U.S. interest-bearing deposits						
Demand and money market deposits	$ 912,547	$ 234	0.03 %	$ 821,324	$ 898	0.15 %
Time and savings deposits	161,156	132	0.11	175,275	658	0.50
Total U.S. interest-bearing deposits	1,073,703	366	0.05	996,599	1,556	0.21
Non-U.S. interest-bearing deposits	82,743	28	0.04	76,438	228	0.40
Total interest-bearing deposits	1,156,446	394	0.05	1,073,037	1,784	0.22
Federal funds purchased, securities loaned or sold under agreements to repurchase, short-term borrowings and other interest-bearing liabilities	312,826	(205)	(0.09)	295,483	1,024	0.46
Trading account liabilities	52,797	824	2.09	42,838	764	2.38
Long-term debt	234,056	2,581	1.48	218,766	3,445	2.10
Total interest-bearing liabilities	1,756,125	3,594	0.27	1,630,124	7,017	0.58
Noninterest-bearing sources						
Noninterest-bearing deposits	723,151			524,994		
Other liabilities [6]	236,982			225,427		
Shareholders' equity	274,726			266,062		
Total liabilities and shareholders' equity	$ 2,990,984			$ 2,646,607		
Net interest spread			1.57 %			1.79 %
Impact of noninterest-bearing sources			0.09			0.17
Net interest income/yield on earning assets [7]		$ 31,846	1.66 %		$ 33,493	1.96 %

(1) Includes the impact of interest rate risk management contracts. For more information, see Interest Rate Risk Management for the Banking Book on page 46.
(2) Nonperforming loans are included in the respective average loan balances. Income on these nonperforming loans is generally recognized on a cost recovery basis.
(3) Includes non-U.S. consumer loans of $3.0 billion and $2.9 billion for the nine months ended September 30, 2021 and 2020.
(4) Certain prior-period amounts have been reclassified to conform to current-period presentation.
(5) Includes U.S. commercial real estate loans of $56.2 billion and $60.4 billion, and non-U.S. commercial real estate loans of $3.4 billion and $3.7 billion for the nine months ended September 30, 2021 and 2020.
(6) Includes $30.5 billion and $35.1 billion of structured notes and liabilities for the nine months ended September 30, 2021 and 2020.
(7) Net interest income includes FTE adjustments of $322 million and $386 million for the nine months ended September 30, 2021 and 2020.

Business Segment Operations

Segment Description and Basis of Presentation

We report our results of operations through four business segments: *Consumer Banking, GWIM, Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other.* We manage our segments and report their results on an FTE basis. For more information, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

We periodically review capital allocated to our businesses and allocate capital annually during the strategic and capital planning processes. We utilize a methodology that considers the effect of regulatory capital requirements in addition to internal risk-based capital models. Our internal risk-based capital models use a risk-adjusted methodology incorporating each segment's credit, market, interest rate, business and operational risk components. For more information on the nature of these risks, see Managing Risk on page 22. The capital allocated to the business segments is referred to as allocated capital. Allocated equity in the reporting units is comprised of allocated capital plus capital for the portion of goodwill and intangibles specifically assigned to the reporting unit. For more information, including the definition of a reporting unit, see *Note 7 – Goodwill and Intangible Assets* to the Consolidated Financial Statements.

For more information on our presentation of financial information on an FTE basis, see Supplemental Financial Data on page 7, and for reconciliations to consolidated total revenue, net income and period-end total assets, see *Note 17 – Business Segment Information* to the Consolidated Financial Statements.

Key Performance Indicators

We present certain key financial and nonfinancial performance indicators that management uses when evaluating segment results. We believe they are useful to investors because they provide additional information about our segments' operational performance, customer trends and business growth.

Consumer Banking

	Deposits		Consumer Lending		Total Consumer Banking		
	Three Months Ended September 30						
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	% Change
Net interest income	**$ 3,731**	$ 3,245	**$ 2,762**	$ 2,645	**$ 6,493**	$ 5,890	10 %
Noninterest income:							
Card income	**(7)**	(4)	**1,324**	1,224	**1,317**	1,220	8
Service charges	**935**	837	**—**	—	**935**	837	12
All other income	**56**	84	**37**	8	**93**	92	1
Total noninterest income	**984**	917	**1,361**	1,232	**2,345**	2,149	9
Total revenue, net of interest expense	**4,715**	4,162	**4,123**	3,877	**8,838**	8,039	10
Provision for credit losses	**53**	59	**194**	420	**247**	479	(48)
Noninterest expense	**2,725**	2,937	**1,833**	1,905	**4,558**	4,842	(6)
Income before income taxes	**1,937**	1,166	**2,096**	1,552	**4,033**	2,718	48
Income tax expense	**474**	286	**514**	380	**988**	666	48
Net income	**$ 1,463**	$ 880	**$ 1,582**	$ 1,172	**$ 3,045**	$ 2,052	48
Effective tax rate [(1)]					**24.5 %**	24.5 %	
Net interest yield	**1.49 %**	1.52 %	**3.95 %**	3.35 %	**2.49**	2.61	
Return on average allocated capital	**48**	29	**24**	18	**31**	21	
Efficiency ratio	**57.75**	70.60	**44.48**	49.13	**51.56**	60.24	

Balance Sheet

	Three Months Ended September 30						
Average	**2021**	2020	**2021**	2020	**2021**	2020	% Change
Total loans and leases	**$ 4,387**	$ 5,046	**$ 276,993**	$ 313,705	**$ 281,380**	$ 318,751	(12) %
Total earning assets [(2)]	**991,186**	849,190	**277,491**	314,079	**1,034,471**	896,867	15
Total assets [(2)]	**1,026,811**	886,406	**283,631**	316,107	**1,076,236**	936,112	15
Total deposits	**993,624**	853,452	**7,141**	7,547	**1,000,765**	860,999	16
Allocated capital	**12,000**	12,000	**26,500**	26,500	**38,500**	38,500	—

(1) Estimated at the segment level only.

(2) In segments and businesses where the total of liabilities and equity exceeds assets, we allocate assets from *All Other* to match the segments' and businesses' liabilities and allocated shareholders' equity. As a result, total earning assets and total assets of the businesses may not equal total *Consumer Banking*.

	Deposits		Consumer Lending		Total Consumer Banking		
	Nine Months Ended September 30						
(Dollars in millions)	2021	2020	2021	2020	2021	2020	% Change
Net interest income	$ 10,489	$ 10,491	$ 7,897	$ 8,252	$ 18,386	$ 18,743	(2)%
Noninterest income:							
Card income	(19)	(15)	3,837	3,399	3,818	3,384	13
Service charges	2,615	2,537	2	1	2,617	2,538	3
All other income	151	244	121	111	272	355	(23)
Total noninterest income	2,747	2,766	3,960	3,511	6,707	6,277	7
Total revenue, net of interest expense	13,236	13,257	11,857	11,763	25,093	25,020	—
Provision for credit losses	174	328	(1,241)	5,433	(1,067)	5,761	(119)
Noninterest expense	8,789	8,532	5,759	5,542	14,548	14,074	3
Income before income taxes	4,273	4,397	7,339	788	11,612	5,185	124
Income tax expense	1,047	1,077	1,798	193	2,845	1,270	124
Net income	$ 3,226	$ 3,320	$ 5,541	$ 595	$ 8,767	$ 3,915	124
Effective tax rate [(1)]					24.5 %	24.5 %	
Net interest yield	1.46 %	1.76 %	3.76 %	3.51 %	2.45	2.98	
Return on average allocated capital	36	37	28	3	30	14	
Efficiency ratio	66.40	64.36	48.57	47.11	57.97	56.25	

Balance Sheet

	Nine Months Ended September 30						
Average	2021	2020	2021	2020	2021	2020	% Change
Total loans and leases	$ 4,479	$ 5,264	$ 280,165	$ 313,820	$ 284,644	$ 319,084	(11)%
Total earning assets [(2)]	957,561	794,371	280,617	314,275	1,001,590	838,792	19
Total assets [(2)]	994,562	829,505	285,813	318,214	1,043,787	877,866	19
Total deposits	961,266	796,591	7,006	6,411	968,272	803,002	21
Allocated capital	12,000	12,000	26,500	26,500	38,500	38,500	—

Period end	September 30 2021	December 31 2020	September 30 2021	December 31 2020	September 30 2021	December 31 2020	% Change
Total loans and leases	$ 4,345	$ 4,673	$ 276,458	$ 295,261	$ 280,803	$ 299,934	(6)%
Total earning assets [(2)]	1,006,593	899,951	277,056	295,627	1,050,331	945,343	11
Total assets [(2)]	1,041,487	939,629	283,262	299,185	1,091,431	988,580	10
Total deposits	1,008,051	906,092	7,225	6,560	1,015,276	912,652	11

See page 11 for footnotes.

Consumer Banking, comprised of Deposits and Consumer Lending, offers a diversified range of credit, banking and investment products and services to consumers and small businesses. For more information about *Consumer Banking*, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Consumer Banking Results

Three-Month Comparison

Net income for *Consumer Banking* increased $993 million to $3.0 billion due to higher revenue, lower noninterest expense and lower provision for credit losses. Net interest income increased $603 million to $6.5 billion primarily due to the benefit of higher deposit balances, the allocation of asset and liability management (ALM) results and the recognition of capitalized loan fees due to PPP loan forgiveness, partially offset by lower residential mortgage and card balances. Noninterest income increased $196 million to $2.3 billion driven by higher service charges and card income due to increased client activity.

The provision for credit losses decreased $232 million to $247 million primarily due to credit quality improvements. Noninterest expense decreased $284 million to $4.6 billion primarily driven by lower COVID-19 related costs.

The return on average allocated capital was 31 percent, up from 2 1 percent, driven by higher net income. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Nine-Month Comparison

Net income for *Consumer Banking* increased $4.9 billion to $8.8 billion primarily due to lower provision for credit losses, partially offset by higher noninterest expense. Net interest income decreased $357 million to $18.4 billion primarily due to lower interest rates and loan balances and the allocation of ALM results, partially offset by the benefit of higher deposit balances and the recognition of capitalized loan fees due to PPP loan forgiveness. Noninterest income increased $430 million to $6.7 billion primarily due to the same factors as described in the three-month discussion.

The provision for credit losses improved $6.8 billion to a benefit of $1.1 billion primarily driven by reserve releases due to improvements in the macroeconomic outlook and credit quality. Noninterest expense increased $474 million to $14.5 billion primarily driven by an impairment charge for real estate rationalization, the contribution to the Bank of America Foundation, cost of increased client activity and continued investments for business growth, including the merchant services platform, partially offset by lower COVID-19 related costs.

The return on average allocated capital was 30 percent, up from 14 percent, driven by higher net income.

Deposits

Three-Month Comparison

Net income for Deposits increased $583 million to $1.5 billion primarily driven by higher revenue and lower noninterest expense. Net interest income increased $486 million to $3.7 billion primarily due to the benefit of higher deposit balances and the allocation of ALM results. Noninterest income increased $67 million to $984 million primarily driven by higher service charges due to increased client activity.

Noninterest expense decreased $212 million to $2.7 billion primarily driven by lower COVID-19 related costs.

Average deposits increased $140.2 billion to $993.6 billion primarily due to net inflows of $74.7 billion in checking and time deposits and $65.0 billion in traditional savings and money market savings driven by strong organic growth.

Nine-Month Comparison

Net income for Deposits decreased $94 million to $3.2 billion primarily due to higher noninterest expense, partially offset by lower provision for credit losses.

The provision for credit losses decreased $154 million to $174 million due to an improved macroeconomic outlook. Noninterest expense increased $257 million to $8.8 billion primarily driven by an impairment charge for real estate rationalization, and the cost of increased client activity and continued investments for business growth, partially offset by lower COVID-19 related costs.

Average deposits increased $164.7 billion to $961.3 billion primarily due to net inflows of $93.8 billion in checking and time deposits and $70.1 billion in traditional savings and money market savings driven by strong organic growth and continued government stimulus measures.

The table below provides key performance indicators for Deposits. Management uses these metrics, and we believe they are useful to investors because they provide additional information to evaluate our deposit profitability and digital/mobile trends.

Key Statistics – Deposits

	Three Months Ended September 30		Nine Months Ended September 30	
	2021	2020	**2021**	2020
Total deposit spreads (excludes noninterest costs) [(1)]	**1.68%**	1.87%	**1.70%**	1.98%
Period End				
Consumer investment assets (in millions) [(2)]			**$ 353,280**	$ 266,733
Active digital banking users (in thousands) [(3)]			**40,911**	39,267
Active mobile banking users (in thousands) [(4)]			**32,455**	30,601
Financial centers			**4,215**	4,309
ATMs			**16,513**	16,962

(1) Includes deposits held in Consumer Lending.
(2) Includes client brokerage assets, deposit sweep balances and AUM in *Consumer Banking*.
(3) Represents mobile and/or online active users over the past 90 days.
(4) Represents mobile active users over the past 90 days.

Consumer investment assets increased $86.5 billion to $353.3 billion driven by market performance and client flows. Active mobile banking users increased approximately two million, reflecting continuing changes in our customers' banking preferences. We had a net decrease of 94 financial centers as we continue to optimize our consumer banking network.

Consumer Lending

Three-Month Comparison

Net income for Consumer Lending was $1.6 billion, an increase of $410 million, primarily due to higher revenue and lower provision for credit losses. Net interest income increased $117 million to $2.8 billion primarily driven by the recognition of capitalized loan fees due to PPP loan forgiveness. Noninterest income increased $129 million to $1.4 billion primarily driven by higher card income due to increased client activity.

The provision for credit losses decreased $226 million to $194 million primarily due to credit quality improvements. Noninterest expense decreased $72 million to $1.8 billion primarily driven by lower COVID-19 related costs.

Average loans decreased $36.7 billion to $277.0 billion primarily driven by a decline in residential mortgage, PPP and credit card loans.

Nine-Month Comparison

Net income for Consumer Lending was $5.5 billion, an increase of $4.9 billion, primarily due to improvement in the provision for credit losses. Net interest income declined $355 million to $7.9 billion primarily due to lower interest rates and loan balances. Noninterest income increased $449 million to $4.0 billion primarily due to the same factor as described in the three-month discussion.

The provision for credit losses improved $6.7 billion to a benefit of $1.2 billion primarily driven by reserve releases due to improvements in the macroeconomic outlook and credit quality. Noninterest expense increased $217 million to $5.8 billion primarily driven by continued investments for business growth, partially offset by lower COVID-19 related costs.

Average loans decreased $33.7 billion to $280.2 billion primarily driven by a decline in residential mortgage and credit card loans.

The table below provides key performance indicators for Consumer Lending. Management uses these metrics, and we believe they are useful to investors because they provide additional information about loan growth and profitability.

ey Statistics – Consumer Lending

	Three Months Ended September 30		Nine Months Ended September 30	
ollars in millions)	**2021**	2020	**2021**	2020
tal credit card [1]				
Gross interest yield [2]	**10.10 %**	10.16 %	**10.24 %**	10.21 %
Risk-adjusted margin [3]	**10.70**	9.66	**9.93**	8.66
New accounts (in thousands)	**1,049**	487	**2,654**	1,991
Purchase volumes	**$ 80,925**	$ 64,060	**$ 223,900**	$ 182,133
Debit card purchase volumes	**$ 119,680**	$ 102,004	**$ 349,492**	$ 280,222

(1) Includes *GWIM's* credit card portfolio.
(2) Calculated as the effective annual percentage rate divided by average loans.
(3) Calculated as the difference between total revenue, net of interest expense, and net credit losses divided by average loans.

During the three and nine months ended September 30, 2021, the total risk-adjusted margin increased 104 bps and 127 bps primarily driven by lower net credit losses, higher net interest margin, and higher fee income. During the three and nine months ended September 30, 2021, total credit card purchase volumes increased $16.9 billion to $80.9 billion, and $41.8 billion to $223.9 billion as spending continued to recover, with improvements across all categories, primarily in retail and travel. During the three and nine months ended September 30, 2021, debit card purchase volumes increased $17.7 billion to $119.7 billion, and $69.3 billion to $349.5 billion due to continued retail growth from the pandemic recovery, as well as the impact of government stimulus measures, and tax refunds.

Key Statistics – Residential Mortgage Loan Production (1)

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Consumer Banking:				
First mortgage	**$ 12,510**	$ 7,298	**$ 33,194**	$ 35,228
Home equity	**1,262**	738	**2,579**	6,555
Total [2]:				
First mortgage	**$ 21,232**	$ 13,360	**$ 56,731**	$ 55,422
Home equity	**1,523**	984	**3,192**	7,691

(1) The loan production amounts represent the unpaid principal balance of loans and, in the case of home equity, the principal amount of the total line of credit.
(2) In addition to loan production in *Consumer Banking*, there is also first mortgage and home equity loan production in *GWIM.*

First mortgage loan originations for *Consumer Banking* and the total Corporation increased $5.2 billion and $7.9 billion during the three months ended September 30, 2021 primarily due to higher demand driven by lower interest rates. During the nine months ended September 30, 2021, *Consumer Banking* decreased $2.0 billion and the total Corporation increased $1.3 billion, primarily driven by changes in demand.

Home equity production in *Consumer Banking* and for the total Corporation increased $524 million and $539 million during the three months ended September 30, 2021 primarily driven by higher demand. *Consumer Banking* and the total Corporation decreased $4.0 billion and $4.5 billion during the nine months ended September 30, 2021, primarily driven by lower demand due to increased borrower liquidity.

Global Wealth & Investment Management

(Dollars in millions)	Three Months Ended September 30 2021	2020	% Change	Nine Months Ended September 30 2021	2020	% Change
Net interest income	$ 1,451	$ 1,237	17 %	$ 4,137	$ 4,186	(1) %
Noninterest income:						
Investment and brokerage services	3,683	3,105	19	10,610	9,081	17
All other income	176	204	(14)	599	640	(6)
Total noninterest income	3,859	3,309	17	11,209	9,721	15
Total revenue, net of interest expense	5,310	4,546	17	15,346	13,907	10
Provision for credit losses	(58)	24	n/m	(185)	349	n/m
Noninterest expense	3,745	3,533	6	11,425	10,596	8
Income before income taxes	1,623	989	64	4,106	2,962	39
Income tax expense	398	242	64	1,006	726	39
Net income	$ 1,225	$ 747	64	$ 3,100	$ 2,236	39
Effective tax rate	24.5 %	24.5 %		24.5 %	24.5 %	
Net interest yield	1.54	1.53		1.51	1.81	
Return on average allocated capital	30	20		25	20	
Efficiency ratio	70.51	77.70		74.45	76.19	

Balance Sheet

Average	Three Months Ended September 30 2021	2020	% Change	Nine Months Ended September 30 2021	2020	% Change
Total loans and leases	$ 199,664	$ 185,587	8 %	$ 194,090	$ 182,138	7 %
Total earning assets	373,691	321,410	16	367,239	309,240	19
Total assets	386,346	333,794	16	379,802	321,565	18
Total deposits	339,357	291,845	16	333,119	280,828	19
Allocated capital	16,500	15,000	10	16,500	15,000	10

Period end	September 30 2021	December 31 2020	% Change
Total loans and leases	$ 202,268	$ 188,562	7 %
Total earning assets	380,857	356,873	7
Total assets	393,708	369,736	6
Total deposits	345,590	322,157	7

n/m = not meaningful

GWIM consists of two primary businesses: Merrill Lynch Global Wealth Management (MLGWM) and Bank of America Private Bank. For more information about *GWIM*, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Three-Month Comparison

Net income for *GWIM* increased $478 million to $1.2 billion primarily driven by higher revenue, partially offset by higher noninterest expense. The operating margin was 31 percent compared to 22 percent a year ago.

Net interest income increased $214 million to $1.5 billion primarily due to the benefits of loan and deposit growth.

Noninterest income, which primarily includes investment and brokerage services income, increased $550 million to $3.9 billion primarily due to higher market valuations and positive AUM flows, partially offset by declines in AUM pricing.

The provision for credit losses improved $82 million to a benefit of $58 million primarily due to credit quality improvements. Noninterest expense increased $212 million to $3.7 billion primarily driven by higher revenue-related incentives.

The return on average allocated capital was 30 percent, up from 20 percent, due to higher net income, partially offset by an increase in allocated capital. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Average loans increased $14.1 billion to $199.7 billion primarily driven by securities-based lending, custom lending and residential mortgage. Average deposits increased $47.5 billion to $339.4 billion primarily driven by inflows from new accounts and client responses to market volatility.

MLGWM revenue of $4.5 billion increased 19 percent primarily driven by the benefits of higher market valuations and positive AUM flows.

Bank of America Private Bank revenue of $839 million increased five percent primarily driven by the benefits of higher market valuations and AUM flows, partially offset by the realignment of certain business results to MLGWM.

Nine-Month Comparison

Net income for *GWIM* increased $864 million to $3.1 billion due to the same factors as described in the three-month discussion. The operating margin was 27 percent compared to 21 percent a year ago.

Net interest income decreased $49 million to $4.1 billion due to lower interest rates, partially offset by the benefits of deposit and loan growth.

Noninterest income, which primarily includes investment and brokerage services income, increased $1.5 billion to $11.2 billion due to the same factors as described in the three-month discussion.

The provision for credit losses improved $534 million to a benefit of $185 million primarily due to improvements in the macroeconomic outlook and credit quality. Noninterest expense increased $829 million to $11.4 billion, primarily due to the same factor as described in the three-month discussion.

The return on average allocated capital was 25 percent, up from 20 percent, due to the same factors as described in the three-month discussion.

Average loans increased $12.0 billion to $194.1 billion, and average deposits increased $52.3 billion to $333.1 billion. The changes in average loans and deposits were both primarily due to the same factors as described in the three-month discussion.

MLGWM revenue of $12.9 billion increased 13 percent primarily driven by the benefits of higher market valuations, positive AUM flows and loan and deposit growth, partially offset by the impact of lower interest rates.

Bank of America Private Bank revenue of $2.4 billion decreased one percent primarily driven by the realignment of certain business results to MLGWM and lower interest rates, partially offset by the benefits of higher market valuations and AUM flows.

Key Indicators and Metrics

(Dollars in millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2021	2020	**2021**	2020
Revenue by Business				
Merrill Lynch Global Wealth Management	**$ 4,471**	$ 3,748	**$ 12,916**	$ 11,446
Bank of America Private Bank	**839**	798	**2,430**	2,461
Total revenue, net of interest expense	**$ 5,310**	$ 4,546	**$ 15,346**	$ 13,907
Client Balances by Business, at period end				
Merrill Lynch Global Wealth Management			**$ 3,108,358**	$ 2,570,252
Bank of America Private Bank			**584,475**	496,369
Total client balances			**$ 3,692,833**	$ 3,066,621
Client Balances by Type, at period end				
Assets under management			**$ 1,578,630**	$ 1,286,145
Brokerage and other assets			**1,612,472**	1,344,538
Deposits			**345,590**	295,893
Loans and leases [(1)]			**205,055**	189,952
Less: Managed deposits in assets under management			**(48,914)**	(49,907)
Total client balances			**$ 3,692,833**	$ 3,066,621
Assets Under Management Rollforward				
Assets under management, beginning of period	**$ 1,549,069**	$ 1,219,748	**$ 1,408,465**	$ 1,275,555
Net client flows	**14,776**	1,385	**44,698**	11,993
Market valuation/other	**14,785**	65,012	**125,467**	(1,403)
Total assets under management, end of period	**$ 1,578,630**	$ 1,286,145	**$ 1,578,630**	$ 1,286,145
Total wealth advisors, at period end [(2)]			**18,855**	20,487

(1) Includes margin receivables which are classified in customer and other receivables on the Consolidated Balance Sheet.
(2) Includes advisors across all wealth management businesses in *GWIM* and *Consumer Banking.* Prior period has been revised to conform to current-period presentation.

Client Balances

Client balances increased $626.2 billion, or 20 percent, to $3.7 trillion at September 30, 2021 compared to September 30, 2020. The increase in client balances was primarily due to higher market valuations and positive client flows.

Global Banking

(Dollars in millions)	Three Months Ended September 30 2021	2020	% Change	Nine Months Ended September 30 2021	2020	% Change
Net interest income	**$ 2,186**	$ 2,028	8 %	**$ 6,150**	$ 7,003	(12) %
Noninterest income:						
Service charges	**890**	846	5	**2,637**	2,379	11
Investment banking fees	**1,297**	970	34	**3,642**	2,912	25
All other income	**871**	673	29	**2,538**	1,914	33
Total noninterest income	**3,058**	2,489	23	**8,817**	7,205	22
Total revenue, net of interest expense	**5,244**	4,517	16	**14,967**	14,208	5
Provision for credit losses	**(781)**	883	n/m	**(2,738)**	4,849	n/m
Noninterest expense	**2,534**	2,365	7	**7,915**	6,910	15
Income before income taxes	**3,491**	1,269	n/m	**9,790**	2,449	n/m
Income tax expense	**942**	343	n/m	**2,643**	661	n/m
Net income	**$ 2,549**	$ 926	n/m	**$ 7,147**	$ 1,788	n/m
Effective tax rate	**27.0 %**	27.0 %		**27.0 %**	27.0 %	
Net interest yield	**1.55**	1.61		**1.53**	1.96	
Return on average allocated capital	**24**	9		**22**	6	
Efficiency ratio	**48.31**	52.36		**52.88**	48.63	

Balance Sheet

Average	Three Months Ended September 30 2021	2020	% Change	Nine Months Ended September 30 2021	2020	% Change
Total loans and leases	**$ 324,736**	$ 373,118	(13) %	**$ 326,632**	$ 394,331	(17) %
Total earning assets	**560,181**	501,572	12	**537,037**	477,606	12
Total assets	**621,699**	557,889	11	**597,947**	534,061	12
Total deposits	**534,166**	471,288	13	**509,445**	449,273	13
Allocated capital	**42,500**	42,500	—	**42,500**	42,500	—

Period end	September 30 2021	December 31 2020	% Change
Total loans and leases	**$ 328,893**	$ 339,649	(3) %
Total earning assets	**561,239**	522,650	7
Total assets	**623,640**	580,561	7
Total deposits	**536,476**	493,748	9

n/m = not meaningful

Global Banking, which includes Global Corporate Banking, Global Commercial Banking, Business Banking and Global Investment Banking, provides a wide range of lending-related products and services, integrated working capital management and treasury solutions, and underwriting and advisory services through our network of offices and client relationship teams. For more information about *Global Banking, s*ee Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Three-Month Comparison

Net income for *Global Banking* increased $1.6 billion to $2.5 billion driven by improvement in the provision for credit losses and higher revenue, partially offset by higher noninterest expense.

Net interest income increased $158 million to $2.2 billion primarily due to the allocation of ALM results and the benefit of higher deposit balances, partially offset by a decline in loan balances and lower deposit spreads.

Noninterest income increased $569 million to $3.1 billion primarily due to higher investment banking fees and higher income from ESG investment activities.

The provision for credit losses improved $1.7 billion to a benefit of $781 million primarily driven by a reserve release due to credit quality improvements, whereas the reserve build in the prior-year period was driven by COVID-19 impacted industries, such as travel and entertainment.

Noninterest expense increased $169 million primarily due to higher compensation and benefits expense, as well as higher operating costs.

The return on average allocated capital was 24 percent, up from nine percent, due to higher net income. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Nine-Month Comparison

Net income for *Global Banking* increased $5.4 billion to $7.1 billion primarily due to the same factors as described in the three-month discussion.

Net interest income decreased $853 million to $6.2 billion primarily due to the impact of lower loan balances, lower deposit spreads and the allocation of ALM results, partially offset by the benefits of higher deposit balances and credit spreads.

Noninterest income increased $1.6 billion to $8.8 billion driven by higher investment banking fees, higher valuation-driven adjustments on the fair value loan portfolio, debt securities and leveraged loans, as well as higher treasury and credit service charges.

The provision for credit losses improved $7.6 billion to a benefit of $2.7 billion primarily driven by a reserve release due to improvements in the macroeconomic outlook and credit quality.

Noninterest expense increased $1.0 billion to $7.9 billion, primarily due to higher revenue-related incentives and an acceleration in expenses from incentive compensation award changes, as well as higher operating costs.

The return on average allocated capital was 22 percent, up from six percent, due to higher net income.

Global Corporate, Global Commercial and Business Banking

The table below and following discussion present a summary of the results, which exclude certain investment banking, merchant services and PPP activities in *Global Banking.*

Global Corporate, Global Commercial and Business Banking

	Global Corporate Banking		Global Commercial Banking		Business Banking		Total	
	Three Months Ended September 30							
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Revenue								
Business Lending	**$ 886**	$ 791	**$ 924**	$ 953	**$ 55**	$ 59	**$ 1,865**	$ 1,803
Global Transaction Services	**821**	658	**819**	745	**227**	209	**1,867**	1,612
Total revenue, net of interest expense	**$ 1,707**	$ 1,449	**$ 1,743**	$ 1,698	**$ 282**	$ 268	**$ 3,732**	$ 3,415
Balance Sheet								
Average								
Total loans and leases	**$ 147,906**	$ 174,235	**$ 159,986**	$ 175,536	**$ 12,635**	$ 13,972	**$ 320,527**	$ 363,743
Total deposits	**261,951**	218,593	**213,319**	201,523	**56,891**	50,946	**532,161**	471,062

	Global Corporate Banking		Global Commercial Banking		Business Banking		Total	
	Nine Months Ended September 30							
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Revenue								
Business Lending	**$ 2,529**	$ 2,658	**$ 2,689**	$ 2,815	**$ 166**	$ 207	**$ 5,384**	$ 5,680
Global Transaction Services	**2,245**	2,314	**2,334**	2,432	**653**	682	**5,232**	5,428
Total revenue, net of interest expense	**$ 4,774**	$ 4,972	**$ 5,023**	$ 5,247	**$ 819**	$ 889	**$ 10,616**	$ 11,108
Balance Sheet								
Average								
Total loans and leases	**$ 148,101**	$ 186,220	**$ 158,939**	$ 188,147	**$ 12,778**	$ 14,721	**$ 319,818**	$ 389,088
Total deposits	**245,483**	214,327	**207,520**	188,271	**55,331**	46,599	**508,334**	449,197
Period end								
Total loans and leases	**$ 150,797**	$ 165,498	**$ 162,371**	$ 168,385	**$ 12,640**	$ 13,665	**$ 325,808**	$ 347,548
Total deposits	**255,981**	212,564	**220,738**	200,591	**57,766**	51,889	**534,485**	465,044

Business Lending revenue increased $62 million for the three months ended September 30, 2021 compared to the same period in 2020 primarily due to higher income from ESG investment activities and credit spreads, partially offset by the impact of lower loan balances. Business Lending revenue decreased $296 million for the nine months ended September 30, 2021 primarily due to the impact of lower loan balances and interest rates, partially offset by higher credit spreads.

Global Transaction Services revenue increased $255 million for the three months ended September 30, 2021 driven by the allocation of ALM results and the benefit of higher deposit balances, partially offset by lower deposit spreads. Global Transaction Services revenue decreased $196 million for the nine months ended September 30, 2021 driven by lower interest rates, partially offset by the benefit of higher deposit balances.

Average loans and leases decreased 12 percent and 18 percent for the three and nine months ended September 30, 2021 driven by client paydowns and lower demand.

Average deposits increased 13 percent for both the three and nine months ended September 30, 2021 primarily driven by elevated balances from prior-year inflows on client responses to market volatility and government stimulus measures.

Global Investment Banking

Client teams and product specialists underwrite and distribute debt, equity and loan products, and provide advisory services and tailored risk management solutions. The economics of certain investment banking and underwriting activities are shared primarily between *Global Banking* and *Global Markets* under an internal revenue-sharing arrangement. *Global Banking* originates certain deal-related transactions with our corporate and commercial clients that are executed and distributed by *Global Markets*. To provide a complete discussion of our consolidated investment banking fees, the following table presents total Corporation investment banking fees and the portion attributable to *Global Banking.*

Investment Banking Fees

(Dollars in millions)	Global Banking Three Months Ended September 30 2021	Global Banking Three Months Ended September 30 2020	Total Corporation Three Months Ended September 30 2021	Total Corporation Three Months Ended September 30 2020	Global Banking Nine Months Ended September 30 2021	Global Banking Nine Months Ended September 30 2020	Total Corporation Nine Months Ended September 30 2021	Total Corporation Nine Months Ended September 30 2020
Products								
Advisory	**$ 608**	$ 356	**$ 654**	$ 397	**$ 1,341**	$ 948	**$ 1,461**	$ 1,072
Debt issuance	**401**	320	**933**	740	**1,306**	1,247	**3,031**	2,725
Equity issuance	**288**	294	**637**	664	**995**	717	**2,239**	1,687
Gross investment banking fees	**1,297**	970	**2,224**	1,801	**3,642**	2,912	**6,731**	5,484
Self-led deals	**(23)**	(13)	**(56)**	(32)	**(85)**	(73)	**(195)**	(168)
Total investment banking fees	**$ 1,274**	$ 957	**$ 2,168**	$ 1,769	**$ 3,557**	$ 2,839	**$ 6,536**	$ 5,316

Total Corporation investment banking fees, excluding self-led deals, which are primarily included within *Global Banking* and *Global Markets*, were $2.2 billion and $6.5 billion for the three and nine months ended September 30, 2021. The three-month period increased 23 percent compared to the same period in 2020 primarily driven by higher advisory and debt issuance fees. The nine-month period increased 23 percent primarily driven by higher equity issuance fees as well as advisory and debt issuance fees.

Global Markets

(Dollars in millions)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	% Change	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020	% Change
Net interest income	**$ 1,000**	$ 1,108	(10) %	**$ 2,980**	$ 3,558	(16) %
Noninterest income:						
Investment and brokerage services	**470**	439	7	**1,504**	1,487	1
Investment banking fees	**844**	738	14	**2,784**	2,280	22
Market making and similar activities	**2,014**	1,725	17	**7,448**	7,059	6
All other income	**191**	273	(30)	**721**	475	52
Total noninterest income	**3,519**	3,175	11	**12,457**	11,301	10
Total revenue, net of interest expense	**4,519**	4,283	6	**15,437**	14,859	4
Provision for credit losses	**16**	21	(24)	**33**	233	(86)
Noninterest expense	**3,252**	3,102	5	**10,150**	8,598	18
Income before income taxes	**1,251**	1,160	8	**5,254**	6,028	(13)
Income tax expense	**325**	302	8	**1,366**	1,567	(13)
Net income	**$ 926**	$ 858	8	**$ 3,888**	$ 4,461	(13)
Effective tax rate	**26.0 %**	26.0 %		**26.0 %**	26.0 %	
Return on average allocated capital	**10**	9		**14**	17	
Efficiency ratio	**71.94**	72.42		**65.75**	57.86	

Balance Sheet

	Three Months Ended September 30 2021	Three Months Ended September 30 2020	% Change	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020	% Change
Average						
Trading-related assets:						
Trading account securities	**$ 304,133**	$ 251,735	21 %	**$ 291,500**	$ 241,753	21 %
Reverse repurchases	**117,486**	100,395	17	**111,330**	106,968	4
Securities borrowed	**101,086**	86,508	17	**97,205**	88,734	10
Derivative assets	**41,010**	46,676	(12)	**44,308**	47,687	(7)
Total trading-related assets	**563,715**	485,314	16	**544,343**	485,142	12
Total loans and leases	**97,148**	72,319	34	**87,535**	72,702	20
Total earning assets	**557,333**	476,182	17	**528,113**	485,448	9
Total assets	**804,938**	680,983	18	**775,552**	685,685	13
Total deposits	**54,650**	56,475	(3)	**54,699**	45,002	22
Allocated capital	**38,000**	36,000	6	**38,000**	36,000	6

Period end	**September 30 2021**	December 31 2020	% Change
Total trading-related assets	**$ 536,125**	$ 421,698	27 %
Total loans and leases	**98,892**	78,415	26
Total earning assets	**526,585**	447,350	18
Total assets	**776,929**	616,609	26
Total deposits	**54,941**	53,925	2

Global Markets offers sales and trading services and research services to institutional clients across fixed-income, credit, currency, commodity and equity businesses. *Global Markets* product coverage includes securities and derivative products in both the primary and secondary markets. For more information about *Global Markets*, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

The following explanations for current period-over-period changes for *Global Markets*, including those disclosed under Sales and Trading Revenue, are the same for amounts including and excluding net DVA. Amounts excluding net DVA are a non-GAAP financial measure. For more information on net DVA, see Supplemental Financial Data on page 7.

Three-Month Comparison

Net income for *Global Markets* increased $68 million to $926 million primarily due to higher revenue (net of lower net DVA losses), partially offset by higher noninterest expense. Net DVA losses were $20 million compared to $116 million in the prior-year period. Excluding net DVA, net income decreased $5 million to $941 million. The decrease was primarily driven by higher noninterest expense, largely offset by higher revenue.

Revenue increased $236 million to $4.5 billion primarily driven by higher sales and trading revenue and investment banking income. Sales and trading revenue increased $390 million, and excluding net DVA, increased $294 million. These increases were driven by higher revenue in Equities, partially offset by lower revenue in FICC.

Noninterest expense increased $150 million to $3.3 billion driven by higher activity-based expenses for sales and trading.

Average total assets increased $124.0 billion to $804.9 billion driven by higher client balances in Equities, and higher levels of inventory and loan growth in FICC.

The return on average allocated capital was 10 percent, up from 9 percent, reflecting higher net income, partially offset by an increase in allocated capital. For more information on capital allocated to the business segments, see Business Segment Operations on page 11.

Nine-Month Comparison

Net income for *Global Markets* decreased $573 million to $3.9 billion. Net DVA losses were $56 million compared to $77 million in the prior-year period. Excluding net DVA, net income decreased $589 million to $3.9 billion. These decreases were primarily driven by higher noninterest expense.

Revenue increased $578 million to $15.4 billion primarily driven by higher investment banking income and sales and trading revenue. Sales and trading revenue increased $243 million, and excluding net DVA, increased $222 million driven by higher revenue in Equities, partially offset by a decline in FICC revenue. Noninterest expense increased $1.6 billion to $10.2 billion, primarily driven by higher costs associated with processing transactional card claims related to state unemployment benefits, activity-based expenses for sales and trading, and an acceleration in expenses from incentive compensation award changes.

The provision for credit losses decreased $200 million primarily due to an improved macroeconomic outlook.

Average total assets increased $89.9 billion to $775.6 billion, primarily due to higher client balances in Equities and higher levels of inventory and loan growth in FICC. Period-end total assets increased $160.3 billion since December 31, 2020 to $776.9 billion driven by higher client balances and increased hedging of client activity with stock positions relative to derivatives in Equities, and higher levels of inventory and loan growth in FICC.

The return on average allocated capital was 14 percent, down from 17 percent, reflecting lower net income and an increase in allocated capital.

Sales and Trading Revenue

For a description of sales and trading revenue, see Business Segment Operations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K. The following table and related discussion present sales and trading revenue, substantially all of which is in *Global Markets,* with the remainder in *Global Banking*. In addition, the following table and related discussion present sales and trading revenue, excluding net DVA, which is a non-GAAP financial measure. For more information on net DVA, see Supplemental Financial Data on page 7.

Sales and Trading Revenue (1, 2, 3)

(Dollars in millions)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020
Sales and trading revenue				
Fixed income, currencies and commodities	**$ 2,009**	$ 2,019	**$ 7,188**	$ 7,905
Equities	**1,605**	1,205	**5,065**	4,105
Total sales and trading revenue	**$ 3,614**	$ 3,224	**$ 12,253**	$ 12,010
Sales and trading revenue, excluding net DVA (4)				
Fixed income, currencies and commodities	**$ 2,025**	$ 2,126	**$ 7,241**	$ 7,983
Equities	**1,609**	1,214	**5,068**	4,104
Total sales and trading revenue, excluding net DVA	**$ 3,634**	$ 3,340	**$ 12,309**	$ 12,087

(1) For more information on sales and trading revenue, see *Note 3 – Derivatives* to the Consolidated Financial Statements.
(2) Includes FTE adjustments of $99 million and $232 million for the three and nine months ended September 30, 2021 compared to $38 million and $138 million for the same periods in 2020.
(3) Includes *Global Banking* sales and trading revenue of $138 million and $412 million for the three and nine months ended September 30, 2021 compared to $85 million and $378 million for the same periods in 2020.
(4) FICC and Equities sales and trading revenue, excluding net DVA, is a non-GAAP financial measure. FICC net DVA losses were $16 million and $53 million for the three and nine months ended September 30, 2021 compared to losses of $107 million and $78 million for the same periods in 2020. Equities net DVA losses were $4 million and $3 million for the three and nine months ended September 30, 2021 compared to losses of $9 million and gains of $1 million for the same periods in 2020.

Three-Month Comparison

FICC revenue decreased $101 million driven by a weaker trading environment for mortgage and interest rate products, partially offset by improved client flows in foreign exchange. Equities revenue increased $395 million driven by growth in client financing activities, a stronger trading performance and increased client activity.

Nine-Month Comparison

FICC revenue decreased $742 million driven by reduced activity in macro products, partially offset by stronger performance in credit and municipal products, and gains in commodities (partially offset by related losses in another segment) from market volatility driven by a weather-related event. Equities revenue increased $964 million due to the same factors as described in the three-month discussion.

All Other

(Dollars in millions)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	% Change	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020	% Change
Net interest income	**$ 65**	$ (20)	n/m	**$ 193**	$ 3	n/m
Noninterest income (loss)	**(1,109)**	(915)	21 %	**(3,661)**	(2,182)	68 %
Total revenue, net of interest expense	**(1,044)**	(935)	12	**(3,468)**	(2,179)	59
Provision for credit losses	**(48)**	(18)	n/m	**(148)**	75	n/m
Noninterest expense	**351**	559	(37)	**962**	1,108	(13)
Loss before income taxes	**(1,347)**	(1,476)	(9)	**(4,282)**	(3,362)	27
Income tax benefit	**(1,293)**	(1,774)	(27)	**(6,345)**	(3,386)	87
Net income (loss)	**$ (54)**	$ 298	(118)	**$ 2,063**	$ 24	n/m

Balance Sheet

Average	Three Months Ended September 30 2021	Three Months Ended September 30 2020	% Change	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020	% Change
Total loans and leases	**$ 17,581**	$ 24,243	(27)%	**$ 19,190**	$ 30,218	(36) %
Total assets [1]	**187,233**	230,906	(19)	**193,896**	227,430	(15)
Total deposits	**13,767**	14,881	(7)	**14,062**	19,926	(29)

Period end	September 30 2021	December 31 2020	% Change
Total loans and leases	**$ 16,880**	$ 21,301	(21) %
Total assets [1]	**199,738**	264,141	(24)
Total deposits	**12,521**	12,998	(4)

(1) In segments where the total of liabilities and equity exceeds assets, which are generally deposit-taking segments, we allocate assets from *All Other* to those segments to match liabilities (i.e., deposits) and allocated shareholders' equity. Average allocated assets were $1.1 trillion for both the three and nine months ended September 30, 2021 compared to $828.3 billion and $714.2 billion for the same periods in 2020, and period-end allocated assets were $1.2 trillion and $977.7 billion at September 30, 2021 and December 31, 2020.

n/m = not meaningful

All Other primarily consists of ALM activities, liquidating businesses and certain expenses not otherwise allocated to a business segment. ALM activities encompass interest rate and foreign currency risk management activities for which substantially all of the results are allocated to our business segments. For more information on our ALM activities, see *Note 17 – Business Segment Information* to the Consolidated Financial Statements.

Three-Month Comparison

Net income decreased $352 million to a loss of $54 million driven by a decrease in the income tax benefit and lower revenue, partially offset by lower noninterest expense.

Revenue decreased $109 million primarily due to higher partnership losses for ESG investments.

Noninterest expense decreased $208 million primarily due to lower litigation expense.

The income tax benefit decreased $481 million primarily due to the impact of the 2020 U.K. tax law change in the prior year. Both periods included income tax benefit adjustments to eliminate the FTE treatment of certain tax credits recorded in *Global Banking*.

Nine-Month Comparison

Net income increased $2.0 billion to $2.1 billion primarily due to a higher income tax benefit, partially offset by lower revenue.

Revenue decreased $1.3 billion primarily due to a $704 million gain on sales of certain mortgage loans in the prior-year period, higher partnership losses for ESG investments and lower market making and similar activities.

The provision for credit losses improved $223 million to a benefit of $148 million primarily due to an improved macroeconomic outlook.

Noninterest expense decreased $146 million primarily due to the same factor as described in the three-month discussion.

The income tax benefit increased $3.0 billion primarily due to the impact of the U.K. tax law changes, and higher levels of income tax credits from increased ESG investment activities. For more information on U.K. tax law changes, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements. Both periods included income tax benefit adjustments to eliminate the FTE treatment of certain tax credits recorded in *Global Banking*.

Off-Balance Sheet Arrangements and Contractual Obligations

We have contractual obligations to make future payments on debt and lease agreements. Additionally, in the normal course of business, we enter into contractual arrangements whereby we commit to future purchases of products or services from unaffiliated parties. For more information on obligations and commitments, see *Note 10 – Commitments and Contingencies* to the Consolidated Financial Statements herein, as well as Off-Balance Sheet Arrangements and Contractual Obligations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K, and *Note 11 – Long-term Debt* and *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Representations and Warranties Obligations

For more information on representations and warranties obligations in connection with the sale of mortgage loans, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Managing Risk

Risk is inherent in all our business activities. The seven key types of risk faced by the Corporation are strategic, credit, market, liquidity, compliance, operational and reputational. Sound risk management enables us to serve our customers and deliver for our shareholders. If not managed well, risks can result in financial loss, regulatory sanctions and penalties, and damage to our reputation, each of which may adversely impact our ability to execute our business strategies. We take a comprehensive approach to risk management with a defined Risk Framework and an articulated Risk Appetite Statement, which are approved annually by the Enterprise Risk Committee and the Board.

Our Risk Framework serves as the foundation for the consistent and effective management of risks facing the Corporation. The Risk Framework sets forth clear roles, responsibilities and accountability for the management of risk and provides a blueprint for how the Board, through delegation of authority to committees and executive officers, establishes risk appetite and associated limits for our activities.

Our Risk Appetite Statement is intended to ensure that the Corporation maintains an acceptable risk profile by providing a common framework and a comparable set of measures for senior management and the Board to clearly indicate the level of risk the Corporation is willing to accept. Risk appetite is set at least annually and is aligned with the Corporation's strategic, capital and financial operating plans. Our line-of-business strategies and risk appetite are also similarly aligned.

For more information about the Corporation's risks related to the pandemic, see Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K. These pandemic-related risks are being managed within our Risk Framework and supporting risk management programs.

For more information on our Risk Framework, our risk management activities and the key types of risk faced by the Corporation, see the Managing Risk section in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Capital Management

The Corporation manages its capital position so that its capital is more than adequate to support its business activities and aligns with risk, risk appetite and strategic planning. For more information, including related regulatory requirements, see Capital Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

CCAR and Capital Planning

The Federal Reserve requires BHCs to submit a capital plan and planned capital actions on an annual basis, consistent with the rules governing the CCAR capital plan. Based on the results of our 2021 CCAR capital plan and related supervisory stress tests submitted in the second quarter of 2021, we are subject to a 2.5 percent SCB, unchanged from the prior level, effective October 1, 2021 to September 30, 2022. Our CET1 capital ratio under the Standardized approach must remain above 9.5 percent during this period in order to avoid restrictions on capital distributions and discretionary bonus payments.

Due to uncertainty resulting from the pandemic, the Federal Reserve imposed various restrictions on share repurchase programs and dividends. In conjunction with its release of 2021 CCAR supervisory stress test results, the Federal Reserve announced those restrictions would end as of July 1, 2021 for large banks, including the Corporation, and large banks would be subject to the normal restrictions under the Federal Reserve's SCB framework. Pursuant to the Board's authorization on April 15, 2021, during the third quarter of 2021, we repurchased $9.9 billion of common stock, including repurchases to offset shares awarded under equity-based compensation plans during the period. On October 20, 2021, the Corporation announced that the Board renewed the Corporation's $25 billion common stock repurchase program previously announced in April 2021. The Board's authorization replaces the previous program. As with the April authorization, the Board also authorized common stock repurchases to offset shares awarded under the Corporation's equity-based compensation plans.

The timing and amount of common stock repurchases made pursuant to our stock repurchase program are subject to various factors, including the Corporation's capital position, liquidity, financial performance and alternative uses of capital, stock trading price, regulatory requirements and general market conditions, and may be suspended at any time. Such repurchases may be effected through open market purchases or privately negotiated transactions, including repurchase plans that satisfy the conditions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (Exchange Act).

Regulatory Capital

As a financial services holding company, we are subject to regulatory capital rules, including Basel 3, issued by U.S. banking regulators. The Corporation's depository institution subsidiaries are also subject to the Prompt Corrective Action (PCA) framework. The Corporation and its primary affiliated banking entity, BANA, are Advanced approaches institutions under Basel 3 and are required to report regulatory risk-based capital ratios and risk-weighted assets (RWA) under both the Standardized and Advanced approaches. The approach that yields the lower ratio is used to assess capital adequacy, including under the PCA framework. As of September 30, 2021, the CET1, Tier 1 capital and Total capital ratios for the Corporation were lower under the Standardized approach.

Minimum Capital Requirements

In order to avoid restrictions on capital distributions and discretionary bonus payments, the Corporation must meet risk-based capital ratio requirements that include a capital conservation buffer or SCB, plus any applicable countercyclical capital buffer and a global systemically important bank (G-SIB) surcharge. The buffers and surcharge must be comprised solely of CET1 capital. The Corporation's CET1 capital ratio must be a minimum of 9.5 percent under both the Standardized and Advanced approaches.

The Corporation is also required to maintain a minimum supplementary leverage ratio (SLR) of 3.0 percent plus a leverage buffer of 2.0 percent in order to avoid certain restrictions on capital distributions and discretionary bonus payments. Our insured depository institution subsidiaries are required to maintain a minimum 6.0 percent SLR to be considered well capitalized under the PCA framework.

Capital Composition and Ratios

Table 8 presents Bank of America Corporation’s capital ratios and related information in accordance with Basel 3 Standardized and Advanced approaches as measured at September 30, 2021 and December 31, 2020. For the periods presented herein, the Corporation met the definition of well capitalized under current regulatory requirements.

Table 8 Bank of America Corporation Regulatory Capital under Basel 3

(Dollars in millions, except as noted)	Standardized Approach [1]	Advanced Approaches [1]	Regulatory Minimum [2]
	September 30, 2021		
Risk-based capital metrics:			
Common equity tier 1 capital	**$ 174,407**	**$ 174,407**	
Tier 1 capital	**197,842**	**197,842**	
Total capital [3]	**230,506**	**223,997**	
Risk-weighted assets (in billions)	**1,568**	**1,380**	
Common equity tier 1 capital ratio	**11.1 %**	**12.6 %**	**9.5 %**
Tier 1 capital ratio	**12.6**	**14.3**	**11.0**
Total capital ratio	**14.7**	**16.2**	**13.0**
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	**$ 3,000**	**$ 3,000**	
Tier 1 leverage ratio	**6.6 %**	**6.6 %**	**4.0**
Supplementary leverage exposure (in billions) [5]		**$ 3,516**	
Supplementary leverage ratio		**5.6 %**	**5.0**
	December 31, 2020		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 176,660	$ 176,660	
Tier 1 capital	200,096	200,096	
Total capital [3]	237,936	227,685	
Risk-weighted assets (in billions)	1,480	1,371	
Common equity tier 1 capital ratio	11.9 %	12.9 %	9.5 %
Tier 1 capital ratio	13.5	14.6	11.0
Total capital ratio	16.1	16.6	13.0
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	$ 2,719	$ 2,719	
Tier 1 leverage ratio	7.4 %	7.4 %	4.0
Supplementary leverage exposure (in billions) [5]		$ 2,786	
Supplementary leverage ratio		7.2 %	5.0

(1) As of September 30, 2021 and December 31, 2020, capital ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of the current expected credit losses (CECL) accounting standard.
(2) The capital conservation buffer and G-SIB surcharge were 2.5 percent at both September 30, 2021 and December 31, 2020. At September 30, 2021 and December 31, 2020, the Corporation's SCB of 2.5 percent was applied in place of the capital conservation buffer under the Standardized approach. The countercyclical capital buffer for both periods was zero. The CET1 capital regulatory minimum is the sum of the CET1 capital ratio minimum of 4.5 percent, our G-SIB surcharge of 2.5 percent and our SCB or the capital conservation buffer, as applicable, of 2.5 percent. The SLR regulatory minimum includes a leverage buffer of 2.0 percent.
(3) Total capital under the Advanced approaches differs from the Standardized approach due to differences in the amount permitted in Tier 2 capital related to the qualifying allowance for credit losses.
(4) Reflects total average assets adjusted for certain Tier 1 capital deductions.
(5) Supplementary leverage exposure at December 31, 2020 reflects the temporary exclusion of U.S. Treasury securities and deposits at Federal Reserve Banks. The temporary relief expired after March 31, 2021 and is not reflected in supplementary leverage exposure at September 30, 2021.

At September 30, 2021, CET1 capital was $174.4 billion, a decrease of $2.3 billion from December 31, 2020, driven by common stock repurchases, dividends and lower net unrealized gains on available-for-sale (AFS) debt securities included in accumulated other comprehensive income (OCI), partially offset by earnings. Tier 1 capital decreased $2.3 billion primarily driven by the same factors as CET1 capital. Total capital under the Standardized approach decreased $7.4 billion primarily due to the same factors driving the decrease in CET1 capital, and a decrease in the adjusted allowance for credit losses included in Tier 2 capital. RWA under the Standardized approach, which yielded the lower CET1 capital ratio at September 30, 2021, increased $88.3 billion during the nine months ended September 30, 2021 to $1,568 billion primarily due to strong client activity in *Global Markets* and an increase in debt securities resulting from the deployment of cash received from deposit inflows. Supplementary leverage exposure at September 30, 2021 increased $729.9 billion during the nine months ended September 30, 2021 primarily due to the expiration of the Federal Reserve's temporary relief to exclude U.S. Treasury securities and deposits at Federal Reserve Banks and an increase in debt securities resulting from the deployment of cash received from deposit inflows.

Table 9 shows the capital composition at September 30, 2021 and December 31, 2020.

Table 9 Capital Composition under Basel 3

(Dollars in millions)	September 30 2021	December 31 2020
Total common shareholders' equity	**$ 249,023**	$ 248,414
CECL transitional amount [1]	**2,722**	4,213
Goodwill, net of related deferred tax liabilities	**(68,638)**	(68,565)
Deferred tax assets arising from net operating loss and tax credit carryforwards	**(7,638)**	(5,773)
Intangibles, other than mortgage servicing rights, net of related deferred tax liabilities	**(1,644)**	(1,617)
Defined benefit pension plan net assets	**(1,223)**	(1,164)
Cumulative unrealized net (gain) loss related to changes in fair value of financial liabilities attributable to own creditworthiness, net-of-tax	**1,477**	1,753
Other	**328**	(601)
Common equity tier 1 capital	**174,407**	176,660
Qualifying preferred stock, net of issuance cost	**23,440**	23,437
Other	**(5)**	(1)
Tier 1 capital	**197,842**	200,096
Tier 2 capital instruments	**21,756**	22,213
Qualifying allowance for credit losses [2]	**11,177**	15,649
Other	**(269)**	(22)
Total capital under the Standardized approach	**230,506**	237,936
Adjustment in qualifying allowance for credit losses under the Advanced approaches [2]	**(6,509)**	(10,251)
Total capital under the Advanced approaches	**$ 223,997**	$ 227,685

[1] Includes the impact of the Corporation's adoption of the CECL accounting standard on January 1, 2020 and 25 percent of the increase in reserves since the initial adoption.
[2] Includes the impact of transition provisions related to the CECL accounting standard.

Table 10 shows the components of RWA as measured under Basel 3 at September 30, 2021 and December 31, 2020.

Table 10 Risk-weighted Assets under Basel 3

	Standardized Approach	**Advanced Approaches**	Standardized Approach	Advanced Approaches
(Dollars in billions)	**September 30, 2021**		December 31, 2020	
Credit risk	**$ 1,506**	**$ 901**	$ 1,420	$ 896
Market risk	**62**	**62**	60	60
Operational risk	**n/a**	**375**	n/a	372
Risks related to credit valuation adjustments	**n/a**	**42**	n/a	43
Total risk-weighted assets	**$ 1,568**	**$ 1,380**	$ 1,480	$ 1,371

n/a = not applicable

Bank of America, N.A. Regulatory Capital

Table 11 presents regulatory capital information for BANA in accordance with Basel 3 Standardized and Advanced approaches as measured at September 30, 2021 and December 31, 2020. BANA met the definition of well capitalized under the PCA framework for both periods.

Table 11 Bank of America, N.A. Regulatory Capital under Basel 3

(Dollars in millions, except as noted)	Standardized Approach [1]	Advanced Approaches [1]	Regulatory Minimum [2]
	September 30, 2021		
Risk-based capital metrics:			
Common equity tier 1 capital	**$ 173,710**	**$ 173,710**	
Tier 1 capital	**173,710**	**173,710**	
Total capital [3]	**186,588**	**179,901**	
Risk-weighted assets (in billions)	**1,288**	**1,012**	
Common equity tier 1 capital ratio	**13.5 %**	**17.2 %**	**7.0 %**
Tier 1 capital ratio	**13.5**	**17.2**	**8.5**
Total capital ratio	**14.5**	**17.8**	**10.5**
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	**$ 2,329**	**$ 2,329**	
Tier 1 leverage ratio	**7.5 %**	**7.5 %**	**5.0**
Supplementary leverage exposure (in billions)		**$ 2,736**	
Supplementary leverage ratio		**6.3 %**	**6.0**
	December 31, 2020		
Risk-based capital metrics:			
Common equity tier 1 capital	$ 164,593	$ 164,593	
Tier 1 capital	164,593	164,593	
Total capital [3]	181,370	170,922	
Risk-weighted assets (in billions)	1,221	1,014	
Common equity tier 1 capital ratio	13.5 %	16.2 %	7.0 %
Tier 1 capital ratio	13.5	16.2	8.5
Total capital ratio	14.9	16.9	10.5
Leverage-based metrics:			
Adjusted quarterly average assets (in billions) [4]	$ 2,143	$ 2,143	
Tier 1 leverage ratio	7.7 %	7.7 %	5.0
Supplementary leverage exposure (in billions)		$ 2,525	
Supplementary leverage ratio		6.5 %	6.0

(1) Capital ratios for both September 30, 2021 and December 31, 2020 are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.
(2) Risk-based capital regulatory minimums at September 30, 2021 and December 31, 2020 are the minimum ratios under Basel 3 including a capital conservation buffer of 2.5 percent. The regulatory minimums for the leverage ratios as of both period ends are the percent required to be considered well capitalized under the PCA framework.
(3) Total capital under the Advanced approaches differs from the Standardized approach due to differences in the amount permitted in Tier 2 capital related to the qualifying allowance for credit losses.
(4) Reflects total average assets adjusted for certain Tier 1 capital deductions.

Total Loss-Absorbing Capacity Requirements

Total loss-absorbing capacity (TLAC) consists of the Corporation's Tier 1 capital and eligible long-term debt issued directly by the Corporation. Eligible long-term debt for TLAC ratios is comprised of unsecured debt that has a remaining maturity of at least one year and satisfies additional requirements as prescribed in the TLAC final rule. As with the risk-based capital ratios and SLR, the Corporation is required to maintain TLAC ratios in excess of minimum requirements plus applicable buffers to avoid restrictions on capital distributions and discretionary bonus payments. Table 12 presents the Corporation's TLAC and long-term debt ratios and related information as of September 30, 2021 and December 31, 2020.

Table 12 Bank of America Corporation Total Loss-Absorbing Capacity and Long-Term Debt

(Dollars in millions)	TLAC (1)	Regulatory Minimum (2)	Long-term Debt	Regulatory Minimum (3)
	September 30, 2021			
Total eligible balance	$ 434,224		$ 226,431	
Percentage of risk-weighted assets (4)	27.7 %	22.0 %	14.4 %	8.5 %
Percentage of supplementary leverage exposure (5)	12.4	9.5	6.4	4.5
	December 31, 2020			
Total eligible balance	$ 405,153		$ 196,997	
Percentage of risk-weighted assets (4)	27.4 %	22.0 %	13.3 %	8.5 %
Percentage of supplementary leverage exposure (5)	14.5	9.5	7.1	4.5

(1) As of September 30, 2021 and December 31, 2020, TLAC ratios are calculated using the regulatory capital rule that allows a five-year transition period related to the adoption of CECL.
(2) The TLAC RWA regulatory minimum consists of 18.0 percent plus a TLAC RWA buffer comprised of 2.5 percent plus the Method 1 G-SIB surcharge of 1.5 percent. The countercyclical buffer is zero for both periods. The TLAC supplementary leverage exposure regulatory minimum consists of 7.5 percent plus a 2.0 percent TLAC leverage buffer. The TLAC RWA and leverage buffers must be comprised solely of CET1 capital and Tier 1 capital, respectively.
(3) The long-term debt RWA regulatory minimum is comprised of 6.0 percent plus an additional 2.5 percent requirement based on the Corporation's Method 2 G-SIB surcharge. The long-term debt leverage exposure regulatory minimum is 4.5 percent.
(4) The approach that yields the higher RWA is used to calculate TLAC and long-term debt ratios, which was the Standardized approach as of September 30, 2021 and December 31, 2020.
(5) Supplementary leverage exposure at December 31, 2020 reflects the temporary exclusion of U.S. Treasury Securities and deposits at Federal Reserve Banks. The temporary relief expired after March 31, 2021 and is not reflected in supplementary leverage exposure at September 30, 2021.

Regulatory Developments

The following supplements the disclosure in Capital Management – Regulatory Developments in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Supplementary Leverage Ratio

On March 19, 2021, U.S. banking regulators announced that the temporary change to the SLR for BHCs and depository institutions issued in 2020 would expire as scheduled after March 31, 2021. While the temporary relief automatically applied to the Corporation, the Corporation's lead depository institution, Bank of America, N.A., did not opt to take advantage of the SLR relief offered by the Office of the Comptroller of the Currency. At September 30, 2021, the Corporation's SLR was 5.6 percent, which exceeds the 5.0 percent minimum required by the Federal Reserve.

Regulatory Capital and Securities Regulation

The Corporation's principal U.S. broker-dealer subsidiaries are BofA Securities, Inc. (BofAS), Merrill Lynch Professional Clearing Corp. (MLPCC) and Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S). The Corporation's principal European broker-dealer subsidiaries are Merrill Lynch International (MLI) and BofA Securities Europe SA (BofASE).

The U.S. broker-dealer subsidiaries are subject to the net capital requirements of Rule 15c3-1 under the Exchange Act. BofAS computes its minimum capital requirements as an alternative net capital broker-dealer under Rule 15c3-1e, and MLPCC and MLPF&S compute their minimum capital requirements in accordance with the alternative standard under Rule 15c3-1. BofAS and MLPCC are also registered as futures commission merchants and are subject to CFTC Regulation 1.17. The U.S. broker-dealer subsidiaries are also registered with the Financial Industry Regulatory Authority, Inc. (FINRA). Pursuant to FINRA Rule 4110, FINRA may impose higher net capital requirements than Rule 15c3-1 under the Exchange Act with respect to each of the broker-dealers.

BofAS provides institutional services, and in accordance with the alternative net capital requirements, is required to maintain tentative net capital in excess of $1.0 billion and net capital in excess of the greater of $500 million or a certain percentage of its reserve requirement. BofAS must also notify the SEC in the event its tentative net capital is less than $5.0 billion. BofAS is also required to hold a certain percentage of its customers' and affiliates' risk-based margin in order to meet its CFTC minimum net capital requirement. At September 30, 2021, BofAS had tentative net capital of $19.2 billion. BofAS also had regulatory net capital of $16.6 billion, which exceeded the minimum requirement of $3.1 billion.

MLPCC is a fully-guaranteed subsidiary of BofAS and provides clearing and settlement services as well as prime brokerage and arranged financing services for institutional clients. At September 30, 2021, MLPCC's regulatory net capital of $5.0 billion exceeded the minimum requirement of $1.5 billion.

MLPF&S provides retail services. At September 30, 2021, MLPF&S' regulatory net capital was $4.8 billion, which exceeded the minimum requirement of $189 million.

Our European broker-dealers are regulated by non-U.S. regulators. MLI, a U.K. investment firm, is regulated by the Prudential Regulation Authority and the FCA and is subject to certain regulatory capital requirements. At September 30, 2021, MLI's capital resources were $33.7 billion, which exceeded the minimum Pillar 1 requirement of $14.2 billion. BofASE, a French investment firm, is regulated by the Autorité de Contrôle Prudentiel et de Résolution and the Autorité des Marchés Financiers, and is subject to certain regulatory capital requirements. At September 30, 2021, BofASE's capital resources were $7.0 billion, which exceeded the minimum Pillar 1 requirement of $3.1 billion.

Liquidity Risk

Funding and Liquidity Risk Management

Our primary liquidity risk management objective is to meet expected or unexpected cash flow and collateral needs while continuing to support our businesses and customers under a range of economic conditions. To achieve that objective, we analyze and monitor our liquidity risk under expected and stressed conditions, maintain liquidity and access to diverse funding sources, including our stable deposit base, and seek to align liquidity-related incentives and risks. These liquidity risk management practices have allowed us to effectively manage the market stress from the pandemic that began in the first quarter of 2020. For more information on the effects of the pandemic, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3 herein and Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K.

We define liquidity as readily available assets, limited to cash and high-quality, liquid, unencumbered securities that we can use to meet our contractual and contingent financial obligations as they arise. We manage our liquidity position through line-of-business and ALM activities, as well as through our legal entity funding strategy, on both a forward and current (including intraday) basis under both expected and stressed conditions. We believe that a centralized approach to funding and liquidity management enhances our ability to monitor liquidity requirements, maximizes access to funding sources, minimizes borrowing costs and facilitates timely responses to liquidity events. For more information regarding global funding and liquidity risk management, as well as liquidity sources, liquidity arrangements, contingency planning and credit ratings discussed below, see Liquidity Risk in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

NB Holdings Corporation

The parent company, which is a separate and distinct legal entity from our bank and nonbank subsidiaries, has an intercompany arrangement with our wholly-owned holding company subsidiary, NB Holdings Corporation (NB Holdings). We have transferred, and agreed to transfer, additional parent company assets not required to satisfy anticipated near-term expenditures to NB Holdings. The parent company is expected to continue to have access to the same flow of dividends, interest and other amounts of cash necessary to service our debt, pay dividends and perform other obligations as it would have had we not entered into these arrangements and transferred any assets. These arrangements support our preferred single point of entry resolution strategy, under which only the parent company would be resolved under the U.S. Bankruptcy Code.

Global Liquidity Sources and Other Unencumbered Assets

Table 13 presents average Global Liquidity Sources (GLS) for the three months ended September 30, 2021 and December 31, 2020.

Table 13 Average Global Liquidity Sources

(Dollars in billions)	Three Months Ended September 30 2021	Three Months Ended December 31 2020
Bank entities	**$ 960**	$ 773
Nonbank and other entities [(1)]	**160**	170
Total Average Global Liquidity Sources	**$ 1,120**	$ 943

[(1)] Nonbank includes Parent, NB Holdings and other regulated entities.

Our bank subsidiaries' liquidity is primarily driven by deposit and lending activity, as well as securities valuation and net debt activity. Bank subsidiaries can also generate incremental liquidity by pledging a range of unencumbered loans and securities to certain Federal Home Loan Banks (FHLBs) and the Federal Reserve Discount Window. The cash we could have obtained by borrowing against this pool of specifically-identified eligible assets was $318 billion and $306 billion at September 30, 2021 and December 31, 2020. We have established operational procedures to enable us to borrow against these assets, including regularly monitoring our total pool of eligible loans and securities collateral. Eligibility is defined in guidelines from the FHLBs and the Federal Reserve and is subject to change at their discretion. Due to regulatory restrictions, liquidity generated by the bank subsidiaries can generally be used only to fund obligations within the bank subsidiaries, and transfers to the parent company or nonbank subsidiaries may be subject to prior regulatory approval.

Liquidity is also held in nonbank entities, including the Parent, NB Holdings and other regulated entities. Parent company and NB Holdings liquidity is typically in the form of cash deposited at BANA, which is excluded from the liquidity at bank subsidiaries, and high-quality, liquid, unencumbered securities. Liquidity held in other regulated entities, comprised primarily of broker-dealer subsidiaries, is primarily available to meet the obligations of that entity, and transfers to the parent company or to any other subsidiary may be subject to prior regulatory approval due to regulatory restrictions and minimum requirements. Our other regulated entities also hold unencumbered investment-grade securities and equities that we believe could be used to generate additional liquidity.

Table 14 presents the composition of average GLS for the three months ended September 30, 2021 and December 31, 2020.

Table 14 Average Global Liquidity Sources Composition

(Dollars in billions)	Three Months Ended September 30 2021	Three Months Ended December 31 2020
Cash on deposit	**$ 241**	$ 322
U.S. Treasury securities	**265**	141
U.S. agency securities, mortgage-backed securities, and other investment-grade securities	**596**	462
Non-U.S. government securities	**18**	18
Total Average Global Liquidity Sources	**$ 1,120**	$ 943

Our GLS are substantially the same in composition to what qualifies as High Quality Liquid Assets (HQLA) under the final U.S. Liquidity Coverage Ratio (LCR) rules. However, HQLA for purposes of calculating LCR is not reported at market value, but at a lower value that incorporates regulatory deductions and the exclusion of excess liquidity held at certain subsidiaries. The LCR is calculated as the amount of a financial institution's unencumbered HQLA relative to the estimated net cash outflows the institution could encounter over a 30-day period of significant liquidity stress, expressed as a percentage. Our average consolidated HQLA, on a net basis, was $612 billion and $584 billion for the three months ended September 30, 2021 and December 31, 2020. For the same periods, the average consolidated LCR was 117 percent and 122 percent. Our LCR fluctuates due to normal business flows from customer activity.

Liquidity Stress Analysis

We utilize liquidity stress analysis to assist us in determining the appropriate amounts of liquidity to maintain at the parent company and our subsidiaries to meet contractual and contingent cash outflows under a range of scenarios. For more information on liquidity stress analysis, see Liquidity Risk – Liquidity Stress Analysis in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Net Stable Funding Ratio Final Rule

On October 20, 2020, the U.S. Agencies finalized the Net Stable Funding Ratio (NSFR), a rule requiring large banks to maintain a minimum level of stable funding over a one-year period. The final rule is intended to support the ability of banks to lend to households and businesses in both normal and adverse economic conditions and is complementary to the LCR rule, which focuses on short-term liquidity risks. The final rule was effective July 1, 2021. The U.S. NSFR applies to the Corporation on a consolidated basis and to our insured depository institutions. The Corporation is in compliance with the final NSFR rule in the regulatory timeline provided, and there have not been any significant impacts to the Corporation.

Diversified Funding Sources

We fund our assets primarily with a mix of deposits, and secured and unsecured liabilities through a centralized, globally coordinated funding approach diversified across products, programs, markets, currencies and investor groups. We fund a substantial portion of our lending activities through our deposits, which were $1.96 trillion and $1.80 trillion at September 30, 2021 and December 31, 2020.

Our trading activities in other regulated entities are primarily funded on a secured basis through securities lending and repurchase agreements, and these amounts will vary based on customer activity and market conditions.

Long-term Debt

During the nine months ended September 30, 2021, we issued $65.5 billion of long-term debt consisting of $49.8 billion of notes issued by Bank of America Corporation, substantially all of which was TLAC compliant, $6.2 billion of notes issued by Bank of America, N.A. and $9.5 billion of other debt.

During the nine months ended September 30, 2021, we had total long-term debt maturities and redemptions in the aggregate of $38.5 billion consisting of $21.3 billion for Bank of America Corporation, $8.0 billion for Bank of America, N.A. and $9.2 billion of other debt. Table 15 presents the carrying value of aggregate annual contractual maturities of long-term debt at September 30, 2021.

Table 15 Long-term Debt by Maturity

(Dollars in millions)	Remainder of 2021	2022	2023	2024	2025	Thereafter	Total
Bank of America Corporation							
Senior notes [1]	$ —	$ 5,759	$ 23,451	$ 23,642	$ 19,800	$ 138,303	**$ 210,955**
Senior structured notes	80	1,937	594	292	412	11,384	**14,699**
Subordinated notes	354	—	—	3,300	5,434	16,064	**25,152**
Junior subordinated notes	—	—	—	—	—	741	**741**
Total Bank of America Corporation	434	7,696	24,045	27,234	25,646	166,492	**251,547**
Bank of America, N.A.							
Senior notes	—	3,245	504	—	—	1	**3,750**
Subordinated notes	—	—	—	—	—	1,775	**1,775**
Advances from Federal Home Loan Banks	500	203	1	—	16	72	**792**
Securitizations and other Bank VIEs [2]	—	1,249	999	999	—	84	**3,331**
Other	7	67	316	66	153	21	**630**
Total Bank of America, N.A.	507	4,764	1,820	1,065	169	1,953	**10,278**
Other debt							
Structured Liabilities	1,105	3,777	2,507	1,733	671	6,503	**16,296**
Nonbank VIEs [2]	1	—	—	—	—	499	**500**
Total other debt	1,106	3,777	2,507	1,733	671	7,002	**16,796**
Total long-term debt	**$ 2,047**	**$ 16,237**	**$ 28,372**	**$ 30,032**	**$ 26,486**	**$ 175,447**	**$ 278,621**

(1) Total includes $177.2 billion of outstanding notes that are both TLAC eligible and callable one year before their stated maturities, including $2.5 billion during the remainder of 2021, and $15.1 billion, $17.0 billion, $16.0 billion and $15.2 billion during each year of 2022 through 2025, respectively, and $111.4 billion thereafter. For more information on our TLAC eligible and callable outstanding notes, see Liquidity Risk – Diversified Funding Sources in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.
(2) Represents liabilities of consolidated variable interest entities (VIEs) included in total long-term debt on the Consolidated Balance Sheet.

Total long-term debt increased $15.7 billion to $278.6 billion during the nine months ended September 30, 2021, primarily due to debt issuances, partially offset by debt maturities and redemptions and valuation adjustments. We may, from time to time, purchase outstanding debt instruments in various transactions, depending on market conditions, liquidity and other factors. Our other regulated entities may also make markets in our debt instruments to provide liquidity for investors.

During the nine months ended September 30, 2021, we issued $4.3 billion of structured notes, which are unsecured debt obligations that pay investors returns linked to other debt or equity securities, indices, currencies or commodities. These structured notes are typically issued to meet client demand, and notes with certain attributes may also be TLAC eligible. We typically hedge the returns we are obligated to pay on these liabilities with derivatives and/or investments in the underlying instruments, so that from a funding perspective, the cost is similar to our other unsecured long-term debt. We could be required to settle certain structured note obligations for cash or other securities prior to maturity under certain circumstances, which we consider for liquidity planning purposes. We believe, however, that a portion of such borrowings will remain outstanding beyond the earliest put or redemption date.

Substantially all of our senior and subordinated debt obligations contain no provisions that could trigger a requirement for an early repayment, require additional collateral support, result in changes to terms, accelerate maturity or create additional financial obligations upon an adverse change in our credit ratings, financial ratios, earnings, cash flows or stock price. For more information on long-term debt funding, including issuances and maturities and redemptions, see *Note 11 – Long-term Debt* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

We use derivative transactions to manage interest rate and currency risks of our borrowings, considering the characteristics of the assets they are funding. For more information on our ALM activities, see Interest Rate Risk Management for the Banking Book on page 46.

Credit Ratings

Credit ratings and outlooks are opinions expressed by rating agencies on our creditworthiness and that of our obligations or securities, including long-term debt, short-term borrowings, preferred stock and other securities, including asset securitizations. Table 16 presents the Corporation's current long-term/short-term senior debt ratings and outlooks expressed by the rating agencies.

The ratings from Standard & Poor's Global Ratings (S&P) and Fitch Ratings (Fitch) for the Corporation and its subsidiaries have not changed from those disclosed in the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021.

The ratings from Moody's Investors Service for the Corporation and its subsidiaries have not changed from those disclosed i n the Corporation's 2020 Annual Report on Form 10-K.

For more information on additional collateral and termination payments that could be required in connection with certain over-the-counter derivative contracts and other trading agreements in the event of a credit rating downgrade, see *Note 3 – Derivatives* to the Consolidated Financial Statements herein and Item 1A. Risk Factors of the Corporation's 2020 Annual Report on Form 10-K.

Table 16 Senior Debt Ratings

	Moody's Investors Service			Standard & Poor's Global Ratings			Fitch Ratings		
	Long-term	Short-term	Outlook	Long-term	Short-term	Outlook	Long-term	Short-term	Outlook
Bank of America Corporation	A2	P-1	Stable	A-	A-2	Positive	AA-	F1+	Stable
Bank of America, N.A.	Aa2	P-1	Stable	A+	A-1	Positive	AA	F1+	Stable
Bank of America Europe Designated Activity Company	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
Merrill Lynch, Pierce, Fenner & Smith Incorporated	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
BofA Securities, Inc.	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
Merrill Lynch International	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable
BofA Securities Europe SA	NR	NR	NR	A+	A-1	Positive	AA	F1+	Stable

NR = not rated

Finance Subsidiary Issuers and Parent Guarantor

BofA Finance LLC, a Delaware limited liability company, is a consolidated finance subsidiary of the Corporation that has issued and sold, and is expected to continue to issue and sell, its senior unsecured debt securities. In addition, each of BAC Capital Trust XIII, BAC Capital Trust XIV and BAC Capital Trust XV, Delaware statutory trusts, is a 100 percent owned finance subsidiary of the Corporation that has issued and sold trust preferred securities or capital securities, as applicable, that remained outstanding at September 30, 2021. The Corporation has fully and unconditionally guaranteed (or effectively provided for the full and unconditional guarantee of) all such securities issued by such finance subsidiaries. For more information regarding such guarantees by the Corporation, see Liquidity Risk – Finance Subsidiary Issuers and Parent Guarantor in the MD&A of the Corporation's 2020 Annual Report on Form 10-K. For purposes of the discussion in such section in the Corporation's 2020 Annual Report on Form 10-K, the term "Trusts" shall be deemed to include BAC Capital Trust XV, and the term "Trust Preferred Securities" shall be deemed to include the capital securities issued and sold by BAC Capital Trust XV that remained outstanding at September 30, 2021.

Credit Risk Management

For information on our credit risk management activities, see Consumer Portfolio Credit Risk Management below, Commercial Portfolio Credit Risk Management on page 35, Non-U.S. Portfolio on page 41, Allowance for Credit Losses on page 42, and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

During the nine months ended September 30, 2021, the economy gained momentum as unemployment continued to decline from double-digit highs during 2020 and the economy continued to open as vaccination rates increased and restrictions began to ease. Individuals and businesses in the U.S. have benefited from various forms of government support through economic stimulus packages enacted in 2020 and 2021. While there has been significant economic improvement in comparison to 2020, uncertainty remains about the timing and strength of the economy's recovery, which may also be hampered by supply chain disruptions and inflationary pressures that could lead to adverse impacts to credit quality metrics in future periods. For more information on how the pandemic may affect our operations, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3 and Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K.

Consumer Portfolio Credit Risk Management

Credit risk management for the consumer portfolio begins with initial underwriting and continues throughout a borrower's credit cycle. Statistical techniques in conjunction with experiential judgment are used in all aspects of portfolio management including underwriting, product pricing, risk appetite, setting credit limits, and establishing operating processes and metrics to quantify and balance risks and returns. Statistical models are built using detailed behavioral information from external sources such as credit bureaus and/or internal historical experience and are a component of our consumer credit risk management process. These models are used in part to assist in making both new and ongoing credit decisions, as well as portfolio management strategies, including authorizations and line management, collection practices and strategies, and determination of the allowance for loan and lease losses and allocated capital for credit risk.

Consumer Credit Portfolio

The economic environment improved during the nine months ended September 30, 2021, with the U.S. unemployment rate continuing to decline and home prices increasing. During the three and nine months ended September 30, 2021, net charge-offs decreased $235 million and $635 million to $329 million and $1.5 billion primarily due to lower credit card losses, as balance declines and the impact of government stimulus measures were partially offset by charge-offs associated with deferrals that expired in 2020. During the nine months ended September 30, 2021, nonperforming loans increased due to deferral activity.

The consumer allowance for loan and lease losses decreased $2.9 billion during the nine months ended September 30, 2021 to $7.2 billion primarily due to improvements in the economic outlook and credit quality. For more information, see Allowance for Credit Losses on page 42.

For more information on our accounting policies regarding delinquencies, nonperforming status, charge-offs and troubled debt restructurings (TDRs) for the consumer portfolio, as well as interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

Table 17 presents our outstanding consumer loans and leases, consumer nonperforming loans and accruing consumer loans past due 90 days or more.

Table 17 Consumer Credit Quality

(Dollars in millions)	Outstandings [1] September 30 2021	Outstandings [1] December 31 2020	Nonperforming September 30 2021	Nonperforming December 31 2020	Accruing Past Due 90 Days or More September 30 2021	Accruing Past Due 90 Days or More December 31 2020
Residential mortgage [2]	**$ 216,940**	$ 223,555	**$ 2,296**	$ 2,005	**$ 648**	$ 762
Home equity	**29,000**	34,311	**676**	649	**—**	—
Credit card	**76,869**	78,708	**n/a**	n/a	**450**	903
Direct/Indirect consumer [3]	**99,845**	91,363	**45**	71	**8**	33
Other consumer	**202**	124	**—**	—	**—**	—
Consumer loans excluding loans accounted for under the fair value option	**$ 422,856**	$ 428,061	**$ 3,017**	$ 2,725	**$ 1,106**	$ 1,698
Loans accounted for under the fair value option [4]	**616**	735				
Total consumer loans and leases	**$ 423,472**	$ 428,796				
Percentage of outstanding consumer loans and leases [5]	**n/a**	n/a	**0.71 %**	0.64 %	**0.26 %**	0.40 %
Percentage of outstanding consumer loans and leases, excluding fully-insured loan portfolios [5]	**n/a**	n/a	**0.74**	0.65	**0.11**	0.22

(1) Outstandings include non-core residential mortgage of $6.7 billion and $8.3 billion and home equity of $3.4 billion and $4.0 billion at September 30, 2021 and December 31, 2020. For more information on non-core loans, see Consumer Credit Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

(2) Residential mortgage loans accruing past due 90 days or more are fully-insured loans. At September 30, 2021 and December 31, 2020, residential mortgage includes $466 million and $537 million of loans on which interest had been curtailed by the Federal Housing Administration (FHA), and therefore were no longer accruing interest, although principal was still insured, and $182 million and $225 million of loans on which interest was still accruing.

(3) Outstandings primarily include auto and specialty lending loans and leases of $47.2 billion and $46.4 billion, U.S. securities-based lending loans of $48.7 billion and $41.1 billion and non-U.S. consumer loans of $3.0 billion and $3.0 billion at September 30, 2021 and December 31, 2020.

(4) Consumer loans accounted for under the fair value option include residential mortgage loans of $241 million and $298 million and home equity loans of $375 million and $437 million at September 30, 2021 and December 31, 2020. For more information on the fair value option, see *Note 15 – Fair Value Option* to the Consolidated Financial Statements.

(5) Excludes consumer loans accounted for under the fair value option. At September 30, 2021 and December 31, 2020, $13 million and $11 million of loans accounted for under the fair value option were past due 90 days or more and not accruing interest.

n/a = not applicable

Table 18 presents net charge-offs and related ratios for consumer loans and leases.

Table 18 Consumer Net Charge-offs and Related Ratios

(Dollars in millions)	Net Charge-offs Three Months Ended September 30 2021	Net Charge-offs Three Months Ended September 30 2020	Net Charge-offs Nine Months Ended September 30 2021	Net Charge-offs Nine Months Ended September 30 2020	Net Charge-off Ratios [1] Three Months Ended September 30 2021	Net Charge-off Ratios [1] Three Months Ended September 30 2020	Net Charge-off Ratios [1] Nine Months Ended September 30 2021	Net Charge-off Ratios [1] Nine Months Ended September 30 2020
Residential mortgage	**$ (7)**	$ (6)	**$ (17)**	$ (27)	**(0.01)%**	(0.01)%	**(0.01)%**	(0.02)%
Home equity	**(34)**	(20)	**(93)**	(45)	**(0.46)**	(0.21)	**(0.40)**	(0.16)
Credit card	**321**	509	**1,443**	1,944	**1.69**	2.49	**2.59**	2.97
Direct/Indirect consumer	**(18)**	18	**4**	84	**(0.07)**	0.08	**0.01**	0.13
Other consumer	**67**	63	**198**	214	**n/m**	n/m	**n/m**	n/m
Total	**$ 329**	$ 564	**$ 1,535**	$ 2,170	**0.31**	0.50	**0.49**	0.64

(1) Net charge-off ratios are calculated as annualized net charge-offs divided by average outstanding loans and leases excluding loans accounted for under the fair value option.

n/m = not meaningful

We believe that the presentation of information adjusted to exclude the impact of the fully-insured loan portfolio and loans accounted for under the fair value option is more representative of the ongoing operations and credit quality of the business. As a result, in the following tables and discussions of the residential mortgage and home equity portfolios, we exclude loans accounted for under the fair value option and provide information that excludes the impact of the fully-insured loan portfolio in certain credit quality statistics.

Residential Mortgage

The residential mortgage portfolio made up the largest percentage of our consumer loan portfolio at 51 percent of consumer loans and leases at September 30, 2021. Approximately 51 percent of the residential mortgage portfolio was in *Consumer Banking* and 42 percent was in *GWIM*. The remaining portion was in *All Other* and was comprised of loans used in our overall ALM activities, delinquent FHA loans repurchased pursuant to our servicing agreements with the Government National Mortgage Association, as well as loans repurchased related to our representations and warranties.

Outstanding balances in the residential mortgage portfolio decreased $6.6 billion during the nine months ended September 30, 2021 as paydowns were partially offset by originations.

At September 30, 2021 and December 31, 2020, the residential mortgage portfolio included $12.6 billion and $11.8 billion of outstanding fully-insured loans, of which $2.3 billion and $2.8 billion had FHA insurance, with the remainder protected by Fannie Mae long-term standby agreements.

Table 19 presents certain residential mortgage key credit statistics on both a reported basis and excluding the fully-insured loan portfolio. The following discussion presents the residential mortgage portfolio excluding the fully-insured loan portfolio.

Table 19 Residential Mortgage – Key Credit Statistics

	Reported Basis [1]		Excluding Fully-insured Loans [1]	
(Dollars in millions)	September 30 2021	December 31 2020	September 30 2021	December 31 2020
Outstandings	**$ 216,940**	$ 223,555	**$ 204,316**	$ 211,737
Accruing past due 30 days or more	**1,752**	2,314	**822**	1,224
Accruing past due 90 days or more	**648**	762	**—**	—
Nonperforming loans [2]	**2,296**	2,005	**2,296**	2,005
Percent of portfolio				
Refreshed LTV greater than 90 but less than or equal to 100	**1 %**	2 %	**1 %**	1 %
Refreshed LTV greater than 100	**—**	1	**—**	1
Refreshed FICO below 620	**2**	2	**1**	1

(1) Outstandings, accruing past due, nonperforming loans and percentages of portfolio exclude loans accounted for under the fair value option. For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.
(2) Includes loans that are contractually current which primarily consist of collateral-dependent TDRs, including those that have been discharged in Chapter 7 bankruptcy and loans that have not yet demonstrated a sustained period of payment performance following a TDR.

Nonperforming outstanding balances in the residential mortgage portfolio increased $291 million during the nine months ended September 30, 2021 primarily driven by deferral activity. Of the nonperforming residential mortgage loans at September 30, 2021, $1.3 billion, or 55 percent, were current on contractual payments. Loans accruing past due 30 days or more decreased $402 million driven by continued improvement in credit quality.

Net recoveries of $7 million and $17 million for the three and nine months ended September 30, 2021 remained relatively unchanged compared to the same periods in the prior year.

Of the $204.3 billion in total residential mortgage loans outstanding at September 30, 2021, as shown in Table 20, 28 percent were originated as interest-only loans. The outstanding balance of interest-only residential mortgage loans that have entered the amortization period was $5.1 billion, or nine percent, at September 30, 2021. Residential mortgage loans that have entered the amortization period generally experienced a higher rate of early stage delinquencies and nonperforming status compared to the residential mortgage portfolio as a whole. At September 30, 2021, $61 million, or one percent, of outstanding interest-only residential mortgages that had entered the amortization period were accruing past due 30 days or more compared to $822 million, or less than one percent, for the entire residential mortgage portfolio. In addition, at September 30, 2021, $287 million, or six percent, of outstanding interest-only residential mortgage loans that had entered the amortization period were nonperforming, of which $107 million were contractually current, compared to $2.3 billion, or one percent, for the entire residential mortgage portfolio. Loans that have yet to enter the amortization period in our interest-only residential mortgage portfolio are primarily well-collateralized loans to our wealth management clients and have an interest-only period of three to ten years. Approximately 97 percent of these loans that have yet to enter the amortization period will not be required to make a fully-amortizing payment until 2022 or later.

Table 20 presents outstandings, nonperforming loans and net charge-offs by certain state concentrations for the residential mortgage portfolio. The Los Angeles-Long Beach-Santa Ana Metropolitan Statistical Area (MSA) within California represented 15 percent and 16 percent of outstandings at September 30, 2021 and December 31, 2020. In the New York area, the New York-Northern New Jersey-Long Island MSA made up 15 percent and 14 percent of outstandings at September 30, 2021 and December 31, 2020.

Table 20 Residential Mortgage State Concentrations

	Outstandings [1]		Nonperforming [1]		Net Charge-offs			
					Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	September 30 2021	December 31 2020	September 30 2021	December 31 2020	2021	2020	2021	2020
California	**$ 75,884**	$ 83,185	**$ 708**	$ 570	**$ (3)**	$ (5)	**$ (10)**	$ (16)
New York	**24,402**	23,832	**351**	272	**—**	1	**2**	2
Florida	**13,524**	13,017	**160**	175	**(1)**	(1)	**(5)**	(4)
Texas	**8,810**	8,868	**91**	78	**—**	—	**—**	—
New Jersey	**8,526**	8,806	**108**	98	**—**	(1)	**—**	(1)
Other	**73,170**	74,029	**878**	812	**(3)**	—	**(4)**	(8)
Residential mortgage loans	**$ 204,316**	$ 211,737	**$ 2,296**	$ 2,005	**$ (7)**	$ (6)	**$ (17)**	$ (27)
Fully-insured loan portfolio	**12,624**	11,818						
Total residential mortgage loan portfolio	**$ 216,940**	$ 223,555						

(1) Outstandings and nonperforming loans exclude loans accounted for under the fair value option.

Home Equity

At September 30, 2021, the home equity portfolio made up seven percent of the consumer portfolio and was comprised of home equity lines of credit (HELOCs), home equity loans and reverse mortgages. HELOCs generally have an initial draw period of 10 years, and after the initial draw period ends, the loans generally convert to 15- or 20-year amortizing loans. We no longer originate home equity loans or reverse mortgages.

At September 30, 2021, 80 percent of the home equity portfolio was in *Consumer Banking*, 12 percent was in *All Other* and the remainder of the portfolio was primarily in *GWIM*. Outstanding balances in the home equity portfolio decreased $5.3 billion during the nine months ended September 30, 2021 primarily due to paydowns outpacing new originations and draws on existing lines. Of the total home equity portfolio at September 30, 2021 and December 31, 2020, $12.4 billion, or 43 percent, and $13.8 billion, or 40 percent, were in first-lien positions. At September 30, 2021, outstanding balances in the home equity portfolio that were in a second-lien or more junior-lien position and where we also held the first-lien loan totaled $4.8 billion, or 17 percent of our total home equity portfolio.

Unused HELOCs totaled $40.8 billion and $42.3 billion at September 30, 2021 and December 31, 2020. The HELOC utilization rate was 40 percent and 43 percent at September 30, 2021 and December 31, 2020.

Table 21 presents certain home equity portfolio key credit statistics.

Table 21 Home Equity – Key Credit Statistics [(1)]

(Dollars in millions)	September 30 2021	December 31 2020
Outstandings	**$ 29,000**	$ 34,311
Accruing past due 30 days or more [(2)]	**165**	186
Nonperforming loans [(2, 3)]	**676**	649
Percent of portfolio		
Refreshed CLTV greater than 90 but less than or equal to 100	**1 %**	1 %
Refreshed CLTV greater than 100	**1**	1
Refreshed FICO below 620	**3**	3

(1) Outstandings, accruing past due, nonperforming loans and percentages of the portfolio exclude loans accounted for under the fair value option. For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.
(2) Accruing past due 30 days or more include $26 million and $25 million and nonperforming loans include $86 million and $88 million of loans where we serviced the underlying first lien at September 30, 2021 and December 31, 2020.
(3) Includes loans that are contractually current which primarily consist of collateral-dependent TDRs, including those that have been discharged in Chapter 7 bankruptcy, junior-lien loans where the underlying first lien is 90 days or more past due, as well as loans that have not yet demonstrated a sustained period of payment performance following a TDR.

Nonperforming outstanding balances in the home equity portfolio increased $27 million during the nine months ended September 30, 2021, as new additions outpaced returns to performing status and paydowns. Of the nonperforming home equity loans at September 30, 2021, $273 million, or 40 percent were current on contractual payments. In addition, $256 million, or 38 percent of nonperforming home equity loans were 180 days or more past due and had been written down to the estimated fair value of the collateral, less costs to sell. Accruing loans that were 30 days or more past due decreased $21 million during the nine months ended September 30, 2021.

Net recoveries increased $14 million to $34 million and $48 million to $93 million for the three and nine months ended September 30, 2021 compared to the same periods in 2020. The increase was driven by favorable portfolio trends due in part to improvement in home prices.

Of the $29.0 billion in total home equity portfolio outstandings at September 30, 2021, as shown in Table 21, 14 percent require interest-only payments. The outstanding balance of HELOCs that have reached the end of their draw period and have entered the amortization period was $7.4 billion at September 30, 2021. The HELOCs that have entered the amortization period have experienced a higher percentage of early stage delinquencies and nonperforming status when compared to the HELOC portfolio as a whole. At September 30, 2021, $103 million, or one percent, of outstanding HELOCs that had entered the amortization period were accruing past due 30 days or more. In addition, at September 30, 2021, $484 million, or seven percent, were nonperforming. Loans that have yet to enter the amortization period in our interest-only portfolio are primarily post-2008 vintages and generally have better credit quality than the previous vintages that had entered the amortization period. We communicate to contractually current customers more than a year prior to the end of their draw period to inform them of the potential change to the payment structure before entering the amortization period, and provide payment options to customers prior to the end of the draw period.

Although we do not actively track how many of our home equity customers pay only the minimum amount due on their home equity loans and lines, we can infer some of this information through a review of our HELOC portfolio that we service and that is still in its revolving period. During the three months ended September 30, 2021, 20 percent of these customers with an outstanding balance did not pay any principal on their HELOCs.

Table 22 presents outstandings, nonperforming balances and net charge-offs by certain state concentrations for the home equity portfolio. In the New York area, the New York-Northern New Jersey-Long Island MSA made up 13 percent of the outstanding home equity portfolio at both September 30, 2021 and December 31, 2020. The Los Angeles-Long Beach-Santa Ana MSA within California made up 11 percent of the outstanding home equity portfolio at both September 30, 2021 and December 31, 2020.

Table 22 Home Equity State Concentrations

(Dollars in millions)	Outstandings (1) September 30 2021	Outstandings (1) December 31 2020	Nonperforming (1) September 30 2021	Nonperforming (1) December 31 2020	Net Charge-offs Three Months Ended September 30 2021	Net Charge-offs Three Months Ended September 30 2020	Net Charge-offs Nine Months Ended September 30 2021	Net Charge-offs Nine Months Ended September 30 2020
California	**$ 7,886**	$ 9,488	**$ 149**	$ 143	**$ (9)**	$ (8)	**$ (31)**	$ (17)
Florida	**3,113**	3,715	**83**	80	**(5)**	(2)	**(16)**	(7)
New Jersey	**2,346**	2,749	**72**	67	**(1)**	—	**(3)**	(1)
New York	**2,157**	2,495	**101**	103	**(2)**	(1)	**(3)**	—
Massachusetts	**1,484**	1,719	**33**	32	**(2)**	—	**(2)**	1
Other	**12,014**	14,145	**238**	224	**(15)**	(9)	**(38)**	(21)
Total home equity loan portfolio	**$ 29,000**	$ 34,311	**$ 676**	$ 649	**$ (34)**	$ (20)	**$ (93)**	$ (45)

(1) Outstandings and nonperforming loans exclude loans accounted for under the fair value option.

Credit Card

At September 30, 2021, 97 percent of the credit card portfolio was managed in *Consumer Banking* with the remainder in *GWIM*. Outstandings in the credit card portfolio decreased $1.8 billion during the nine months ended September 30, 2021 to $76.9 billion as increased payments more than offset higher purchase volumes as spending continued to recover. Net charge-offs decreased $188 million to $321 million and $501 million to $1.4 billion during the three and nine months ended September 30, 2021 compared to the same periods in 2020 due to balance declines and the impact of government stimulus measures, partially offset by charge-offs of certain loans with deferrals that expired in 2020. Credit card loans 30 days or more past due and still accruing interest decreased $755 million, and loans 90 days or more past due and still accruing interest decreased $453 million primarily due to charge-offs of certain loans with deferrals that expired in 2020 and the impact of government stimulus measures.

Unused lines of credit for credit card increased to $359.0 billion at September 30, 2021 from $342.4 billion at December 31, 2020.

Table 23 presents certain state concentrations for the credit card portfolio.

Table 23 Credit Card State Concentrations

(Dollars in millions)	Outstandings September 30 2021	Outstandings December 31 2020	Accruing Past Due 90 Days or More (1) September 30 2021	Accruing Past Due 90 Days or More (1) December 31 2020	Net Charge-offs Three Months Ended September 30 2021	Net Charge-offs Three Months Ended September 30 2020	Net Charge-offs Nine Months Ended September 30 2021	Net Charge-offs Nine Months Ended September 30 2020
California	**$ 12,248**	$ 12,543	**$ 81**	$ 166	**$ 60**	$ 92	**$ 273**	$ 347
Florida	**7,504**	7,666	**64**	135	**46**	66	**205**	252
Texas	**6,483**	6,499	**44**	87	**30**	45	**132**	166
New York	**4,488**	4,654	**32**	76	**24**	43	**116**	154
Washington	**3,840**	3,685	**12**	21	**7**	12	**32**	47
Other	**42,306**	43,661	**217**	418	**154**	251	**685**	978
Total credit card portfolio	**$ 76,869**	$ 78,708	**$ 450**	$ 903	**$ 321**	$ 509	**$ 1,443**	$ 1,944

(1) For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Direct/Indirect Consumer

At September 30, 2021, 48 percent of the direct/indirect portfolio was included in *Consumer Banking* (consumer auto and recreational vehicle lending) and 52 percent was included in *GWIM* (principally securities-based lending loans). Outstandings in the direct/indirect portfolio increased by $8.5 billion during the nine months ended September 30, 2021 to $99.8 billion driven by client demand for liquidity and high asset values in the securities-based lending portfolio.

Table 24 presents certain state concentrations for the direct/indirect consumer loan portfolio.

Table 24 Direct/Indirect State Concentrations

	Outstandings		Accruing Past Due 90 Days or More [1]		Net Charge-offs			
					Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	September 30 2021	December 31 2020	September 30 2021	December 31 2020	2021	2020	2021	2020
California	$ **14,225**	$ 12,248	$ **1**	$ 6	$ **(2)**	$ 2	$ **3**	$ 13
Florida	**12,590**	10,891	**1**	4	**(2)**	3	**—**	14
Texas	**9,402**	8,981	**1**	6	**(4)**	4	**2**	13
New York	**7,511**	6,609	**1**	2	**1**	2	**4**	6
New Jersey	**3,988**	3,572	**—**	—	**—**	—	**(1)**	1
Other	**52,129**	49,062	**4**	15	**(11)**	7	**(4)**	37
Total direct/indirect loan portfolio	$ **99,845**	$ 91,363	$ **8**	$ 33	$ **(18)**	$ 18	$ **4**	$ 84

[1] For information on our interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity

Table 25 presents nonperforming consumer loans, leases and foreclosed properties activity for the three and nine months ended September 30, 2021 and 2020. During the nine months ended September 30, 2021, nonperforming consumer loans increased $292 million to $3.0 billion primarily driven by consumer real estate deferral activity.

At September 30, 2021, $857 million, or 28 percent of nonperforming loans were 180 days or more past due and had been written down to their estimated property value less costs to sell. In addition, at September 30, 2021, $1.6 billion, or 52 percent of nonperforming consumer loans were modified and are now current after successful trial periods, or are current loans classified as nonperforming loans in accordance with applicable policies.

Foreclosed properties decreased $36 million during the nine months ended September 30, 2021 to $87 million. Nonperforming loans also include certain loans that have been modified in TDRs where economic concessions have been granted to borrowers experiencing financial difficulties. Nonperforming TDRs are included in Table 25.

Table 25 Nonperforming Consumer Loans, Leases and Foreclosed Properties Activity

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	2021	2020	2021	2020
Nonperforming loans and leases, beginning of period	$ **3,044**	$ 2,191	$ **2,725**	$ 2,053
Additions	**353**	587	**1,635**	1,418
Reductions:				
Paydowns and payoffs	**(163)**	(113)	**(446)**	(303)
Sales	**(1)**	—	**(3)**	(31)
Returns to performing status [1]	**(201)**	(291)	**(839)**	(689)
Charge-offs	**(12)**	(13)	**(49)**	(62)
Transfers to foreclosed properties	**(3)**	(4)	**(6)**	(29)
Total net additions/(reductions) to nonperforming loans and leases	**(27)**	166	**292**	304
Total nonperforming loans and leases, September 30	**3,017**	2,357	**3,017**	2,357
Foreclosed properties, September 30 [2]	**87**	135	**87**	135
Nonperforming consumer loans, leases and foreclosed properties, September 30	$ **3,104**	$ 2,492	$ **3,104**	$ 2,492
Nonperforming consumer loans and leases as a percentage of outstanding consumer loans and leases [3]	**0.71 %**	0.54 %		
Nonperforming consumer loans, leases and foreclosed properties as a percentage of outstanding consumer loans, leases and foreclosed properties [3]	**0.73**	0.57		

[1] Consumer loans may be returned to performing status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected, or when the loan otherwise becomes well-secured and is in the process of collection.
[2] Foreclosed property balances do not include properties insured by certain government-guaranteed loans, principally FHA-insured, of $55 million and $131 million at September 30, 2021 and 2020.
[3] Outstanding consumer loans and leases exclude loans accounted for under the fair value option.

Table 26 presents TDRs for the consumer real estate portfolio. Performing TDR balances are excluded from nonperforming loans and leases in Table 25.

Table 26 Consumer Real Estate Troubled Debt Restructurings

	September 30, 2021			December 31, 2020		
(Dollars in millions)	Nonperforming	Performing	Total	Nonperforming	Performing	Total
Residential mortgage [1, 2]	$ 1,530	$ 2,422	$ 3,952	$ 1,195	$ 2,899	$ 4,094
Home equity [3]	265	692	957	248	836	1,084
Total consumer real estate troubled debt restructurings	**$ 1,795**	**$ 3,114**	**$ 4,909**	$ 1,443	$ 3,735	$ 5,178

(1) At September 30, 2021 and December 31, 2020, residential mortgage TDRs deemed collateral dependent totaled $1.7 billion and $1.4 billion, and included $1.4 billion and $1.0 billion of loans classified as nonperforming and $297 million and $361 million of loans classified as performing.
(2) At September 30, 2021 and December 31, 2020, residential mortgage performing TDRs include $1.3 billion and $1.5 billion of loans that were fully-insured.
(3) At September 30, 2021 and December 31, 2020, home equity TDRs deemed collateral dependent totaled $390 million and $407 million, and include $232 million and $216 million of loans classified as nonperforming and $158 million and $191 million of loans classified as performing.

In addition to modifying consumer real estate loans, we work with customers who are experiencing financial difficulty by modifying credit card and other consumer loans. Credit card and other consumer loan modifications generally involve a reduction in the customer's interest rate on the account and placing the customer on a fixed payment plan not exceeding 60 months.

Modifications of credit card and other consumer loans are made through programs utilizing direct customer contact, but may also utilize external programs. At September 30, 2021 and December 31, 2020, our credit card and other consumer TDR portfolio was $654 million and $701 million, of which $590 million and $614 million were current or less than 30 days past due under the modified terms.

Commercial Portfolio Credit Risk Management

Commercial credit risk is evaluated and managed with the goal that concentrations of credit exposure continue to be aligned with our risk appetite. We review, measure and manage concentrations of credit exposure by industry, product, geography, customer relationship and loan size. We also review, measure and manage commercial real estate loans by geographic location and property type. In addition, within our non-U.S. portfolio, we evaluate exposures by region and by country. Tables 31, 34 and 37 summarize our concentrations. We also utilize syndications of exposure to third parties, loan sales, hedging and other risk mitigation techniques to manage the size and risk profile of the commercial credit portfolio. For more information on our industry concentrations, see Table 34 and Commercial Portfolio Credit Risk Management – Industry Concentrations on page 39.

For more information on our accounting policies regarding delinquencies, nonperforming status, net charge-offs and TDRs for the commercial portfolio as well as interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Commercial Credit Portfolio

During the nine months ended September 30, 2021, commercial credit quality improved as the economic recovery gained momentum amid COVID-19 containment and vaccination progress. Accordingly, charge-offs, nonperforming commercial loans and reservable criticized utilized exposure declined during this period. Outstanding commercial loans and leases increased $5.2 billion during the nine months ended September 30, 2021 due to growth in commercial and industrial, primarily in *Global Markets* with most of the increase in investment grade exposures. This increase was largely offset by lower U.S. small business commercial loans due to PPP forgiveness. For more information on PPP loans, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit quality of commercial real estate borrowers has begun to stabilize in many sectors as economies have reopened. However, certain sectors, including hospitality, while showing signs of improvement, continue to be negatively impacted due to the pandemic. Moreover, many real estate markets, while improving, are still experiencing some disruptions in demand, supply chain challenges and tenant difficulties. Current and future office demand is uncertain as companies evaluate space needs with employment models that utilize a mix of remote and conventional office use.

The commercial allowance for loan and lease losses decreased $2.8 billion during the nine months ended September 30, 2021 to $6.0 billion driven by improvements in the macroeconomic outlook and credit quality. For more information, see Allowance for Credit Losses on page 42.

Total commercial utilized credit exposure decreased $4.9 billion during the nine months ended September 30, 2021 to $615.4 billion primarily driven by lower derivative assets. The utilization rate for loans and leases, standby letters of credit (SBLCs) and financial guarantees, and commercial letters of credit, in the aggregate, was 55 percent at September 30, 2021 and 57 percent at December 31, 2020.

Table 27 presents commercial credit exposure by type for utilized, unfunded and total binding committed credit exposure. Commercial utilized credit exposure includes SBLCs and financial guarantees and commercial letters of credit that have been issued and for which we are legally bound to advance funds under prescribed conditions during a specified time period, and excludes exposure related to trading account assets. Although funds have not yet been advanced, these exposure types are considered utilized for credit risk management purposes.

Table 27 Commercial Credit Exposure by Type

(Dollars in millions)	Commercial Utilized (1) September 30 2021	Commercial Utilized (1) December 31 2020	Commercial Unfunded (2, 3, 4) September 30 2021	Commercial Unfunded (2, 3, 4) December 31 2020	Total Commercial Committed September 30 2021	Total Commercial Committed December 31 2020
Loans and leases	$ 504,264	$ 499,065	$ 446,891	$ 404,740	$ 951,155	$ 903,805
Derivative assets (5)	40,829	47,179	—	—	40,829	47,179
Standby letters of credit and financial guarantees	33,766	34,616	829	538	34,595	35,154
Debt securities and other investments	20,738	22,618	5,448	4,827	26,186	27,445
Loans held-for-sale	7,440	8,378	24,674	9,556	32,114	17,934
Operating leases	5,885	6,424	—	—	5,885	6,424
Commercial letters of credit	1,299	855	511	280	1,810	1,135
Other	1,146	1,168	—	—	1,146	1,168
Total	$ 615,367	$ 620,303	$ 478,353	$ 419,941	$ 1,093,720	$ 1,040,244

(1) Commercial utilized exposure includes loans of $7.0 billion and $5.9 billion and issued letters of credit with a notional amount of $86 million and $89 million accounted for under the fair value option at September 30, 2021 and December 31, 2020.
(2) Commercial unfunded exposure includes commitments accounted for under the fair value option with a notional amount of $4.9 billion and $3.9 billion at September 30, 2021 and December 31, 2020.
(3) Excludes unused business card lines, which are not legally binding.
(4) Includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.3 billion and $10.5 billion at September 30, 2021 and December 31, 2020.
(5) Derivative assets are carried at fair value, reflect the effects of legally enforceable master netting agreements and have been reduced by cash collateral of $31.2 billion and $42.5 billion at September 30, 2021 and December 31, 2020. Not reflected in utilized and committed exposure is additional non-cash derivative collateral held of $39.9 billion and $39.3 billion at September 30, 2021 and December 31, 2020, which consists primarily of other marketable securities.

Nonperforming commercial loans decreased $530 million and commercial reservable criticized utilized exposure decreased $14.5 billion, which was broad-based across industries. Table 28 presents our commercial loans and leases portfolio and related credit quality information at September 30, 2021 and December 31, 2020.

Table 28 Commercial Credit Quality

(Dollars in millions)	Outstandings September 30 2021	Outstandings December 31 2020	Nonperforming September 30 2021	Nonperforming December 31 2020	Accruing Past Due 90 Days or More September 30 2021	Accruing Past Due 90 Days or More December 31 2020
Commercial and industrial:						
U.S. commercial	$ 295,927	$ 288,728	$ 909	$ 1,243	$ 84	$ 228
Non-U.S. commercial	102,850	90,460	272	418	60	10
Total commercial and industrial	398,777	379,188	1,181	1,661	144	238
Commercial real estate	60,723	60,364	414	404	5	6
Commercial lease financing	15,044	17,098	70	87	11	25
	474,544	456,650	1,665	2,152	160	269
U.S. small business commercial (1)	22,770	36,469	32	75	64	115
Commercial loans excluding loans accounted for under the fair value option	497,314	493,119	$ 1,697	$ 2,227	$ 224	$ 384
Loans accounted for under the fair value option (2)	6,950	5,946				
Total commercial loans and leases	$ 504,264	$ 499,065				

(1) Includes card-related products.
(2) Commercial loans accounted for under the fair value option include U.S. commercial of $4.5 billion and $2.9 billion and non-U.S. commercial of $2.4 billion and $3.0 billion at September 30, 2021 and December 31, 2020. For more information on the fair value option, see *Note 15 – Fair Value Option* to the Consolidated Financial Statements.

Table 29 presents net charge-offs and related ratios for our commercial loans and leases for the three and nine months ended September 30, 2021 and 2020.

Table 29 Commercial Net Charge-offs and Related Ratios

(Dollars in millions)	Net Charge-offs: Three Months Ended September 30 2021	2020	Nine Months Ended September 30 2021	2020	Net Charge-off Ratios (1): Three Months Ended September 30 2021	2020	Nine Months Ended September 30 2021	2020
Commercial and industrial:								
U.S. commercial	$ 15	$ 154	$ (4)	$ 536	0.02 %	0.20 %	— %	0.23 %
Non-U.S. commercial	1	57	41	90	—	0.23	0.06	0.11
Total commercial and industrial	16	211	37	626	0.02	0.21	0.01	0.20
Commercial real estate	—	106	28	169	—	0.66	0.06	0.35
Commercial lease financing	(1)	24	(1)	60	—	0.53	—	0.43
	15	341	64	855	0.01	0.28	0.02	0.23
U.S. small business commercial	119	67	282	215	1.76	0.69	1.16	1.01
Total commercial	$ 134	$ 408	$ 346	$ 1,070	0.11	0.31	0.09	0.27

(1) Net charge-off ratios are calculated as annualized net charge-offs divided by average outstanding loans and leases excluding loans accounted for under the fair value option.

Table 30 presents commercial reservable criticized utilized exposure by loan type. Criticized exposure corresponds to the Special Mention, Substandard and Doubtful asset categories as defined by regulatory authorities. Total commercial reservable criticized utilized exposure decreased $14.5 billion during the nine months ended September 30, 2021, which was broad-based across industries. At September 30, 2021 and December 31, 2020, 85 percent and 79 percent of commercial reservable criticized utilized exposure was secured.

Table 30 Commercial Reservable Criticized Utilized Exposure [1, 2]

(Dollars in millions)	September 30, 2021		December 31, 2020	
Commercial and industrial:				
U.S. commercial	$ 12,275	3.78 %	$ 21,388	6.83 %
Non-U.S. commercial	2,904	2.69	5,051	5.03
Total commercial and industrial	15,179	3.51	26,439	6.40
Commercial real estate	7,933	12.70	10,213	16.42
Commercial lease financing	404	2.68	714	4.18
	23,516	4.61	37,366	7.59
U.S. small business commercial	626	2.75	1,300	3.56
Total commercial reservable criticized utilized exposure	$ 24,142	4.53	$ 38,666	7.31

(1) Total commercial reservable criticized utilized exposure includes loans and leases of $22.9 billion and $36.6 billion and commercial letters of credit of $1.2 billion and $2.1 billion at September 30, 2021 and December 31, 2020.
(2) Percentages are calculated as commercial reservable criticized utilized exposure divided by total commercial reservable utilized exposure for each exposure category.

Commercial and Industrial

Commercial and industrial loans include U.S. commercial and non-U.S. commercial portfolios.

U.S. Commercial

At September 30, 2021, 62 percent of the U.S. commercial loan portfolio, excluding small business, was managed in *Global Banking,* 21 percent in *Global Markets*, 16 percent in *GWIM* (loans that provide financing for asset purchases, business investments and other liquidity needs for high net worth clients) and the remainder primarily in *Consumer Banking*. U.S. commercial loans increased $7.2 billion during the nine months ended September 30, 2021 driven by *Global Markets*. Reservable criticized utilized exposure decreased $9.1 billion, which was broad-based across industries.

Non-U.S. Commercial

At September 30, 2021, 71 percent of the non-U.S. commercial loan portfolio was managed in *Global Banking* and 29 percent in *Global Markets*. Non-U.S. commercial loans increased $12.4 billion during the nine months ended September 30, 2021 primarily in *Global Markets*. For information on the non-U.S. commercial portfolio, see Non-U.S. Portfolio on page 41.

Commercial Real Estate

Commercial real estate primarily includes commercial loans secured by non-owner-occupied real estate and is dependent on the sale or lease of the real estate as the primary source of repayment. Outstanding loans remained relatively unchanged at $60.7 billion as of September 30, 2021. The portfolio remains diversified across property types and geographic regions. California represented the largest state concentration at 22 percent and 23 percent of the commercial real estate portfolio at September 30, 2021 and December 31, 2020. The commercial real estate portfolio is predominantly managed in *Global Banking* and consists of loans made primarily to public and private developers, and commercial real estate firms.

For the three and nine months ended September 30, 2021 and 2020, we continued to see low default rates and varying degrees of improvement in the portfolio. We use a number of proactive risk mitigation initiatives to reduce adversely rated exposure in the commercial real estate portfolio, including transfers of deteriorating exposures for management by independent special asset officers and the pursuit of loan restructurings or asset sales to achieve the best results for our customers and the Corporation.

Table 31 presents outstanding commercial real estate loans by geographic region, based on the geographic location of the collateral, and by property type.

Table 31 Outstanding Commercial Real Estate Loans

(Dollars in millions)	September 30 2021	December 31 2020
By Geographic Region		
California	**$ 13,559**	$ 14,028
Northeast	**13,057**	11,628
Southwest	**7,762**	8,551
Southeast	**6,630**	6,588
Florida	**4,316**	4,294
Illinois	**2,906**	2,594
Midwest	**2,487**	3,483
Midsouth	**2,265**	2,370
Northwest	**1,574**	1,634
Non-U.S.	**4,101**	3,187
Other	**2,066**	2,007
Total outstanding commercial real estate loans	**$ 60,723**	$ 60,364
By Property Type		
Non-residential		
Office	**$ 18,327**	$ 17,667
Industrial / Warehouse	**9,292**	8,330
Multi-family rental	**7,780**	7,051
Shopping centers /Retail	**6,642**	7,931
Hotel / Motels	**6,364**	7,226
Unsecured	**3,137**	2,336
Multi-use	**1,294**	1,460
Other	**6,700**	7,146
Total non-residential	**59,536**	59,147
Residential	**1,187**	1,217
Total outstanding commercial real estate loans	**$ 60,723**	$ 60,364

U.S. Small Business Commercial

The U.S. small business commercial loan portfolio is comprised of small business card loans and small business loans primarily managed in *Consumer Banking,* and includes $8.4 billion and $22.7 billion of PPP loans outstanding at September 30, 2021 and December 31, 2020. The decline of $14.3 billion in PPP loans during the nine months ended September 30, 2021 was due to repayment of the loans by the Small Business

Administration under the terms of the program. Excluding PPP, credit card-related products were 51 percent and 50 percent of the U.S. small business commercial portfolio at September 30, 2021 and December 31, 2020 and represented 100 percent and 96 percent of net charge-offs for the three and nine months ended September 30, 2021 compared to 93 percent for the three and nine months ended September 30, 2020.

Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity

Table 32 presents the nonperforming commercial loans, leases and foreclosed properties activity during the three and nine months ended September 30, 2021 and 2020. Nonperforming loans do not include loans accounted for under the fair value option. During the nine months ended September 30, 2021, nonperforming commercial loans and leases decreased $530 million to $1.7 billion. At September 30, 2021, 82 percent of commercial nonperforming loans, leases and foreclosed properties were secured and 65 percent were contractually current. Commercial nonperforming loans were carried at 87 percent of their unpaid principal balance, as the carrying value of these loans has been reduced to the estimated collateral value less costs to sell.

Table 32 Nonperforming Commercial Loans, Leases and Foreclosed Properties Activity (1, 2)

(Dollars in millions)	Three Months Ended September 30 2021	2020	Nine Months Ended September 30 2021	2020
Nonperforming loans and leases, beginning of period	**$ 1,863**	$ 2,202	**$ 2,227**	$ 1,499
Additions	**275**	656	**1,250**	2,326
Reductions:				
Paydowns	**(297)**	(216)	**(873)**	(605)
Sales	**(29)**	(50)	**(128)**	(76)
Returns to performing status (3)	**(82)**	(21)	**(169)**	(45)
Charge-offs	**(33)**	(367)	**(219)**	(895)
Transfers to loans held-for-sale	**—**	(11)	**(391)**	(11)
Total net additions (reductions) to nonperforming loans and leases	**(166)**	(9)	**(530)**	694
Total nonperforming loans and leases, September 30	**1,697**	2,193	**1,697**	2,193
Foreclosed properties, September 30	**30**	45	**30**	45
Nonperforming commercial loans, leases and foreclosed properties, September 30	**$ 1,727**	$ 2,238	**$ 1,727**	$ 2,238
Nonperforming commercial loans and leases as a percentage of outstanding commercial loans and leases (4)	**0.34 %**	0.43 %		
Nonperforming commercial loans, leases and foreclosed properties as a percentage of outstanding commercial loans, leases and foreclosed properties (4)	**0.35**	0.44		

(1) Balances do not include nonperforming loans held-for-sale of $279 million and $184 million at September 30, 2021 and 2020.
(2) Includes U.S. small business commercial activity. Small business card loans are excluded as they are not classified as nonperforming.
(3) Commercial loans and leases may be returned to performing status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected, or when the loan otherwise becomes well-secured and is in the process of collection. TDRs are generally classified as performing after a sustained period of demonstrated payment performance.
(4) Outstanding commercial loans exclude loans accounted for under the fair value option.

Table 33 presents our commercial TDRs by product type and performing status. U.S. small business commercial TDRs are comprised of renegotiated small business card loans and small business loans. The renegotiated small business card loans are not classified as nonperforming as they are charged off no later than the end of the month in which the loan becomes 180 days past due.

Table 33 Commercial Troubled Debt Restructurings

(Dollars in millions)	September 30, 2021 Nonperforming	Performing	Total	December 31, 2020 Nonperforming	Performing	Total
Commercial and industrial:						
U.S. commercial	**$ 377**	**$ 776**	**$ 1,153**	$ 509	$ 850	$ 1,359
Non-U.S. commercial	**65**	**30**	**95**	49	119	168
Total commercial and industrial	**442**	**806**	**1,248**	558	969	1,527
Commercial real estate	**158**	**440**	**598**	137	—	137
Commercial lease financing	**34**	**8**	**42**	42	2	44
	634	**1,254**	**1,888**	737	971	1,708
U.S. small business commercial	**—**	**35**	**35**	—	29	29
Total commercial troubled debt restructurings	**$ 634**	**$ 1,289**	**$ 1,923**	$ 737	$ 1,000	$ 1,737

Industry Concentrations

Table 34 presents commercial committed and utilized credit exposure by industry. For information on net notional credit protection purchased to hedge funded and unfunded exposures for which we elected the fair value option, as well as certain other credit exposures, see Commercial Portfolio Credit Risk Management – Risk Mitigation.

Our commercial credit exposure is diversified across a broad range of industries. Total commercial committed exposure increased $53.5 billion, or five percent, during the nine months ended September 30, 2021 to $1.1 trillion. The increase in commercial committed exposure was concentrated in Asset managers and funds, Finance companies, Capital goods and Individuals and trusts industry sectors. Increases were partially offset by decreased exposure to the Government and public education and Automobiles and components industry sectors.

For information on industry limits, see Commercial Portfolio Credit Risk Management – Industry Concentrations in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Asset managers and funds, our largest industry concentration with committed exposure of $132.2 billion, increased $31.9 billion, or 32 percent, during the nine months ended September 30, 2021, which was primarily driven by secured investment grade exposures.

Real estate, our second largest industry concentration with committed exposure of $94.5 billion, increased $2.7 billion, or three percent, during the nine months ended September 30, 2021. For more information on the commercial real estate and related portfolios, see Commercial Portfolio Credit Risk Management – Commercial Real Estate on page 37.

Capital goods, our third largest industry concentration with committed exposure of $87.0 billion, increased $6.2 billion, or eight percent, during the nine months ended September 30, 2021 with the growth largely occurring in building products, machinery and trading companies and distributors.

Given the widespread impact of the pandemic on the U.S. and global economy, a number of industries have been and may continue to be adversely impacted. We continue to monitor all industries, particularly higher risk industries that are experiencing or could experience a more significant impact to their financial condition. For more information on the pandemic, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3.

Table 34 Commercial Credit Exposure by Industry [(1)]

(Dollars in millions)	Commercial Utilized September 30 2021	Commercial Utilized December 31 2020	Total Commercial Committed [(2)] September 30 2021	Total Commercial Committed [(2)] December 31 2020
Asset managers & funds	**$ 84,420**	$ 67,360	**$ 132,205**	$ 100,296
Real estate [(3)]	**67,925**	68,967	**94,462**	91,730
Capital goods	**40,501**	39,807	**87,011**	80,815
Finance companies	**49,979**	46,948	**78,110**	70,004
Healthcare equipment and services	**30,442**	33,488	**59,632**	57,540
Materials	**24,629**	24,516	**53,967**	50,757
Government & public education	**37,468**	41,669	**49,730**	56,212
Consumer services	**27,856**	31,993	**48,559**	47,997
Retailing	**22,882**	23,700	**47,037**	48,306
Food, beverage and tobacco	**21,813**	22,755	**44,508**	44,417
Commercial Services And Supplies	**19,192**	21,107	**38,222**	38,092
Individuals And Trusts	**28,379**	24,727	**38,119**	34,036
Energy	**14,850**	13,930	**33,378**	32,974
Utilities	**14,475**	12,387	**32,975**	29,234
Transportation	**21,862**	23,126	**32,753**	33,082
Media	**12,450**	12,632	**26,521**	24,120
Technology hardware and equipment	**9,866**	9,935	**25,520**	24,196
Software and services	**9,553**	10,853	**24,549**	22,524
Global commercial banks	**19,017**	20,544	**21,168**	22,595
Consumer durables and apparel	**9,028**	9,232	**20,243**	20,223
Telecommunication services	**8,435**	9,411	**19,072**	15,605
Pharmaceuticals and biotechnology	**4,534**	4,830	**17,672**	15,901
Automobiles and components	**9,104**	10,792	**16,967**	20,575
Vehicle dealers	**9,282**	15,028	**15,247**	18,696
Insurance	**4,977**	5,772	**13,381**	13,277
Food and staples retailing	**5,322**	5,209	**11,424**	11,795
Financial markets infrastructure (clearinghouses)	**3,680**	4,939	**5,905**	8,648
Religious and social organizations	**3,446**	4,646	**5,383**	6,597
Total commercial credit exposure by industry	**$ 615,367**	$ 620,303	**$ 1,093,720**	$ 1,040,244

(1) Includes U.S. small business commercial exposure.
(2) Includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.3 billion and $10.5 billion at September 30, 2021 and December 31, 2020.
(3) Industries are viewed from a variety of perspectives to best isolate the perceived risks. For purposes of this table, the real estate industry is defined based on the primary business activity of the borrowers or counterparties using operating cash flows and primary source of repayment as key factors.

Risk Mitigation

We purchase credit protection to cover the funded portion as well as the unfunded portion of certain credit exposures. To lower the cost of obtaining our desired credit protection levels, we may add credit exposure within an industry, borrower or counterparty group by selling protection.

At September 30, 2021 and December 31, 2020, net notional credit default protection purchased in our credit derivatives portfolio to hedge our funded and unfunded exposures for which we elected the fair value option, as well as certain other credit exposures, was $3.7 billion and $4.2 billion. For these same positions, we recorded net losses of $18 million and $86 million for the three and nine months ended September 30, 2021 compared to net losses of $104 million and $106 million for the same periods in 2020. The gains and losses on these instruments were offset by gains and losses on the related exposures. The Value-at-Risk (VaR) results for these exposures are included in the fair value option portfolio information in Table 40. For more information, see Trading Risk Management on page 44.

Tables 35 and 36 present the maturity profiles and the credit exposure debt ratings of the net credit default protection portfolio at September 30, 2021 and December 31, 2020.

Table 35 Net Credit Default Protection by Maturity

	September 30 2021	December 31 2020
Less than or equal to one year	**37 %**	65 %
Greater than one year and less than or equal to five years	**60**	34
Greater than five years	**3**	1
Total net credit default protection	**100 %**	100 %

Table 36 Net Credit Default Protection by Credit Exposure Debt Rating

(Dollars in millions)	Net Notional (1) September 30, 2021	Percent of Total September 30, 2021	Net Notional (1) December 31, 2020	Percent of Total December 31, 2020
Ratings (2, 3)				
A	**$ (350)**	**9.4 %**	$ (250)	6.0 %
BBB	**(1,423)**	**38.3**	(1,856)	44.5
BB	**(854)**	**23.0**	(1,363)	32.7
B	**(650)**	**17.5**	(465)	11.2
CCC and below	**(138)**	**3.7**	(182)	4.4
NR (4)	**(303)**	**8.1**	(54)	1.2
Total net credit default protection	**$ (3,718)**	**100.0 %**	$ (4,170)	100.0 %

(1) Represents net credit default protection purchased.
(2) Ratings are refreshed on a quarterly basis.
(3) Ratings of BBB- or higher are considered to meet the definition of investment grade.
(4) NR is comprised of index positions held and any names that have not been rated.

For more information on credit derivatives and counterparty credit risk valuation adjustments, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Non-U.S. Portfolio

Our non-U.S. credit and trading portfolios are subject to country risk. We define country risk as the risk of loss from unfavorable economic and political conditions, currency fluctuations, social instability and changes in government policies. A risk management framework is in place to measure, monitor and manage non-U.S. risk and exposures. In addition to the direct risk of doing business in a country, we also are exposed to indirect country risks (e.g., related to the collateral received on secured financing transactions or related to client clearing activities). These indirect exposures are managed in the normal course of business through credit, market and operational risk governance rather than through country risk governance. For more information on our non-U.S. credit and trading portfolios, see Non-U.S. Portfolio in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Table 37 presents our 20 largest non-U.S. country exposures at September 30, 2021. These exposures accounted for 91 percent and 90 percent of our total non-U.S. exposure at September 30, 2021 and December 31, 2020. Net country exposure for these 20 countries increased $26.1 billion during the nine months ended September 30, 2021. The majority of the increase was due to higher deposits with central banks in Japan and Ireland, and increased corporate exposure in Canada, Spain and Sweden.

Table 37 Top 20 Non-U.S. Countries Exposure

(Dollars in millions)	Funded Loans and Loan Equivalents	Unfunded Loan Commitments	Net Counterparty Exposure	Securities/ Other Investments	Country Exposure at September 30 2021	Hedges and Credit Default Protection	**Net Country Exposure at September 30 2021**	Increase (Decrease) from December 31 2020
United Kingdom	$ 31,193	$ 17,767	$ 6,891	$ 2,903	$ 58,754	$ (1,135)	**$ 57,619**	$ (1,853)
Germany	23,506	11,439	1,404	1,704	38,053	(1,775)	**36,278**	(8,625)
Canada	8,249	12,936	1,853	3,641	26,679	(363)	**26,316**	5,182
Japan	19,811	1,412	2,663	1,921	25,807	(704)	**25,103**	7,607
France	12,673	8,668	1,211	3,012	25,564	(871)	**24,693**	3,902
Australia	8,139	6,462	717	2,767	18,085	(176)	**17,909**	4,822
China	10,103	225	954	1,009	12,291	(372)	**11,919**	(1,501)
Brazil	6,188	1,005	446	4,123	11,762	(180)	**11,582**	1,289
Netherlands	6,006	3,412	861	1,007	11,286	(446)	**10,840**	1,156
Singapore	3,923	503	302	5,443	10,171	(54)	**10,117**	835
Switzerland	5,167	3,084	240	392	8,883	(258)	**8,625**	1,730
South Korea	5,536	861	678	1,414	8,489	(141)	**8,348**	(203)
Ireland	6,765	1,021	152	191	8,129	(45)	**8,084**	3,919
Spain	2,715	4,233	461	931	8,340	(393)	**7,947**	3,131
India	5,596	171	464	1,739	7,970	(190)	**7,780**	(31)
Hong Kong	5,656	225	450	1,143	7,474	(18)	**7,456**	919
Sweden	1,163	5,355	212	322	7,052	(142)	**6,910**	4,354
Mexico	4,247	1,374	119	778	6,518	(296)	**6,222**	(65)
Italy	2,564	1,688	515	1,492	6,259	(563)	**5,696**	4
Belgium	2,643	1,291	355	364	4,653	(202)	**4,451**	(516)
Total top 20 non-U.S. countries exposure	$ 171,843	$ 83,132	$ 20,948	$ 36,296	$ 312,219	$ (8,324)	**$ 303,895**	$ 26,056

In light of the global pandemic and considerations related to the ongoing economic recovery, including supply chain disruptions and inflationary pressures, we continue to manage our non-U.S. exposure closely in impacted regions while supporting the needs of our clients. While vaccines have become more widely available in certain countries, the magnitude and duration of the pandemic and its full impact on the global economy continue to be highly uncertain. For more information on the pandemic, see Item 1A. Risk Factors – Coronavirus Disease and Executive Summary – Recent Developments – COVID-19 Pandemic of the Corporation's 2020 Annual Report on Form 10-K.

Allowance for Credit Losses

The allowance for credit losses decreased $6.0 billion from December 31, 2020 to $14.7 billion at September 30, 2021, which included a $3.1 billion reserve decrease related to the commercial portfolio and a $2.9 billion reserve decrease related to the consumer portfolio. The decreases were primarily driven by improvements in the macroeconomic outlook and credit quality.

Table 38 presents an allocation of the allowance for credit losses by product type for September 30, 2021 and December 31, 2020.

Table 38 Allocation of the Allowance for Credit Losses by Product Type

(Dollars in millions)	September 30, 2021 Amount	Percent of Total	Percent of Loans and Leases Outstanding [1]	December 31, 2020 Amount	Percent of Total	Percent of Loans and Leases Outstanding [1]
Allowance for loan and lease losses						
Residential mortgage	**$ 353**	**2.68 %**	**0.16 %**	$ 459	2.44 %	0.21 %
Home equity	**202**	**1.54**	**0.70**	399	2.12	1.16
Credit card	**6,055**	**46.04**	**7.88**	8,420	44.79	10.70
Direct/Indirect consumer	**541**	**4.11**	**0.54**	752	4.00	0.82
Other consumer	**43**	**0.33**	**n/m**	41	0.22	n/m
Total consumer	**7,194**	**54.70**	**1.70**	10,071	53.57	2.35
U.S. commercial [2]	**3,235**	**24.59**	**1.02**	5,043	26.82	1.55
Non-U.S. commercial	**1,032**	**7.84**	**1.00**	1,241	6.60	1.37
Commercial real estate	**1,621**	**12.32**	**2.67**	2,285	12.15	3.79
Commercial lease financing	**73**	**0.55**	**0.48**	162	0.86	0.95
Total commercial	**5,961**	**45.30**	**1.20**	8,731	46.43	1.77
Allowance for loan and lease losses	**13,155**	**100.00 %**	**1.43**	18,802	100.00 %	2.04
Reserve for unfunded lending commitments	**1,538**			1,878		
Allowance for credit losses	**$ 14,693**			$ 20,680		

(1) Ratios are calculated as allowance for loan and lease losses as a percentage of loans and leases outstanding excluding loans accounted for under the fair value option.
(2) Includes allowance for loan and lease losses for U.S. small business commercial loans of $1.4 billion and $1.5 billion at September 30, 2021 and December 31, 2020.
n/m = not meaningful

Net charge-offs for the three and nine months ended September 30, 2021 were $463 million and $1.9 billion compared to $972 million and $3.2 billion for the same periods in 2020 driven by decreases across most products. The provision for credit losses decreased $2.0 billion to a $624 million benefit, and $15.4 billion to a $4.1 billion benefit, for the three and nine months ended September 30, 2021 compared to the same periods in 2020. The allowance for credit losses had a reserve release of $6.0 billion for the nine months ended September 30, 2021, primarily driven by improvements in the macroeconomic outlook and credit quality. The provision for credit losses for the consumer portfolio, including unfunded lending commitments, decreased $214 million to an expense of $81 million and $6.4 billion to a benefit of $1.4 billion for the three and nine months ended September 30, 2021 compared to the same periods in 2020. The provision for credit losses for the commercial portfolio, including unfunded lending commitments, decreased $1.8 billion to a $705 million benefit and $9.0 billion to a $2.7 billion benefit for the three and nine months ended September 30, 2021 compared to the same periods in 2020.

Table 39 presents a rollforward of the allowance for credit losses, including certain loan and allowance ratios for the three and nine months ended September 30, 2021 and 2020. For more information on the Corporation’s credit loss accounting policies and activity related to the allowance for credit losses, see *Note 1 – Summary of Significant Accounting Principles* of the Corporation's 2020 Annual Report on Form 10-K and *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses* to the Consolidated Financial Statements.

Table 39 Allowance for Credit Losses

(Dollars in millions)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020
Allowance for loan and lease losses, January 1	**$ 14,095**	$ 19,389	**$ 18,802**	$ 12,358
Loans and leases charged off				
Residential mortgage	**(7)**	(5)	**(27)**	(28)
Home equity	**(8)**	(8)	**(33)**	(47)
Credit card	**(495)**	(665)	**(1,956)**	(2,407)
Direct/Indirect consumer	**(59)**	(75)	**(229)**	(277)
Other consumer	**(72)**	(70)	**(217)**	(232)
Total consumer charge-offs	**(641)**	(823)	**(2,462)**	(2,991)
U.S. commercial [(1)]	**(159)**	(279)	**(509)**	(870)
Non-U.S. commercial	**(2)**	(57)	**(44)**	(91)
Commercial real estate	**(4)**	(106)	**(38)**	(170)
Commercial lease financing	**—**	(28)	**—**	(68)
Total commercial charge-offs	**(165)**	(470)	**(591)**	(1,199)
Total loans and leases charged off	**(806)**	(1,293)	**(3,053)**	(4,190)
Recoveries of loans and leases previously charged off				
Residential mortgage	**14**	11	**44**	55
Home equity	**42**	28	**126**	92
Credit card	**174**	156	**513**	463
Direct/Indirect consumer	**77**	57	**225**	193
Other consumer	**5**	7	**19**	18
Total consumer recoveries	**312**	259	**927**	821
U.S. commercial [(2)]	**25**	58	**231**	119
Non-U.S. commercial	**1**	—	**3**	1
Commercial real estate	**4**	—	**10**	1
Commercial lease financing	**1**	4	**1**	8
Total commercial recoveries	**31**	62	**245**	129
Total recoveries of loans and leases previously charged off	**343**	321	**1,172**	950
Net charge-offs	**(463)**	(972)	**(1,881)**	(3,240)
Provision for loan and lease losses	**(475)**	1,180	**(3,766)**	10,480
Other	**(2)**	(1)	**—**	(2)
Allowance for loan and lease losses, September 30	**13,155**	19,596	**13,155**	19,596
Reserve for unfunded lending commitments, January 1	**1,687**	1,702	**1,878**	1,123
Provision for unfunded lending commitments	**(149)**	209	**(339)**	787
Other	**—**	(1)	**(1)**	—
Reserve for unfunded lending commitments, September 30	**1,538**	1,910	**1,538**	1,910
Allowance for credit losses, September 30	**$ 14,693**	$ 21,506	**$ 14,693**	$ 21,506
Loan and allowance ratios [(3)]:				
Loans and leases outstanding at September 30	**$ 920,170**	$ 947,938	**$ 920,170**	$ 947,938
Allowance for loan and lease losses as a percentage of total loans and leases outstanding at September 30	**1.43 %**	2.07 %	**1.43 %**	2.07 %
Consumer allowance for loan and lease losses as a percentage of total consumer loans and leases outstanding at September 30	**1.70**	2.43	**1.70**	2.43
Commercial allowance for loan and lease losses as a percentage of total commercial loans and leases outstanding at September 30	**1.20**	1.75	**1.20**	1.75
Average loans and leases outstanding	**$ 913,113**	$ 965,836	**$ 905,214**	$ 989,839
Annualized net charge-offs as a percentage of average loans and leases outstanding	**0.20 %**	0.40 %	**0.28 %**	0.44 %
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases at September 30	**279**	431	**279**	431
Ratio of the allowance for loan and lease losses at September 30 to net charge-offs	**7.16**	5.07	**5.23**	4.53
Amounts included in allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at September 30 [(4)]	**$ 7,375**	$ 10,331	**$ 7,375**	$ 10,331
Allowance for loan and lease losses as a percentage of total nonperforming loans and leases, excluding the allowance for loan and lease losses for loans and leases that are excluded from nonperforming loans and leases at September 30 [(4)]	**123 %**	204 %	**123 %**	204 %

(1) Includes U.S. small business commercial charge-offs of $137 million and $343 million for the three and nine months ended September 30, 2021 compared to $77 million and $247 million for the same periods in 2020.
(2) Includes U.S. small business commercial recoveries of $18 million and $61 million for the three and nine months ended September 30, 2021 compared to $10 million and $32 million for the same periods in 2020.
(3) Ratios are calculated as allowance for loan and lease losses as a percentage of loans and leases outstanding excluding loans accounted for under the fair value option.
(4) Primarily includes amounts related to credit card and unsecured consumer lending portfolios in*Consumer Banking*.

Market Risk Management

For more information on our market risk management process, see Market Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Market risk is the risk that changes in market conditions may adversely impact the value of assets or liabilities, or otherwise negatively impact earnings. This risk is inherent in the financial instruments associated with our operations, primarily within our *Global Markets* segment. We are also exposed to these risks in other areas of the Corporation (e.g., our ALM activities). In the event of market stress, these risks could have a material impact on our results.

We have been affected, and may continue to be affected, by market stress resulting from the pandemic that began in the first quarter of 2020. For more information, see Executive Summary – Recent Developments – COVID-19 Pandemic on page 3 and Item 1A. Risk Factors – Coronavirus Disease of the Corporation's 2020 Annual Report on Form 10-K.

Trading Risk Management

To evaluate risks in our trading activities, we focus on the actual and potential volatility of revenues generated by individual positions as well as portfolios of positions. VaR is a common statistic used to measure market risk. Our primary VaR statistic is equivalent to a 99 percent confidence level, which means that for a VaR with a one-day holding period, there should not be losses in excess of VaR, on average, 99 out of 100 trading days.

Table 40 presents the total market-based portfolio VaR, which is the combination of the total covered positions (and less liquid trading positions) portfolio and the fair value option portfolio. For more information on the market risk VaR for trading activities, see Trading Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

The total market-based portfolio VaR results in Table 40 include market risk to which we are exposed from all business segments, excluding credit valuation adjustment (CVA), DVA and related hedges. The majority of this portfolio is within the *Global Markets* segment.

Table 40 presents period-end, average, high and low daily trading VaR for the three months ended September 30, 2021, June 30, 2021 and September 30, 2020 using a 99 percent confidence level, as well as average daily trading VaR for the nine months ended September 30, 2021 and 2020. The amounts disclosed in Table 40 and Table 41 align to the view of covered positions used in the Basel 3 capital calculations. Foreign exchange and commodity positions are always considered covered positions, regardless of trading or banking treatment for the trade, except for structural foreign currency positions that are excluded with prior regulatory approval.

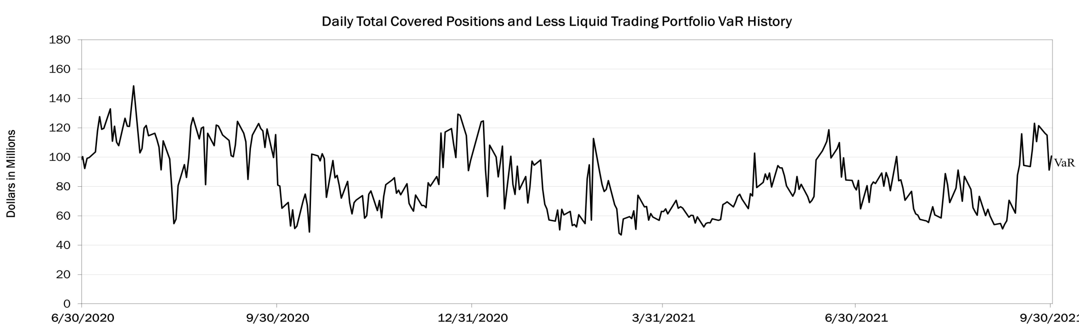
The average of total covered positions and less liquid trading positions portfolio VaR decreased for the three months ended September 30, 2021 compared to the prior-year period primarily due to an increase in diversification benefit between asset classes.

Table 40 Market Risk VaR for Trading Activities

	Three Months Ended												Nine Months Ended September 30	
	September 30, 2021				June 30, 2021				September 30, 2020					
(Dollars in millions)	Period End	Average	High (1)	Low (1)	Period End	Average	High (1)	Low (1)	Period End	Average	High (1)	Low (1)	2021 Average	2020 Average
Foreign exchange	$ 12	$ 13	$ 21	$ 9	$ 15	$ 16	$ 20	$ 10	$ 7	$ 7	$ 25	$ 5	$ 13	$ 7
Interest rate	33	32	48	20	37	58	80	30	14	18	27	13	42	18
Credit	72	66	80	54	77	73	84	58	61	62	68	54	68	54
Equity	32	24	32	19	23	23	27	20	16	17	22	12	24	26
Commodities	6	8	11	5	9	8	12	4	4	6	10	4	8	6
Portfolio diversification	(94)	(91)	—	—	(106)	(119)	—	—	(71)	(56)	—	—	(101)	(58)
Total covered positions portfolio	61	52	71	41	55	59	73	47	31	54	96	31	54	53
Impact from less liquid exposures	40	26	—	—	23	18	—	—	50	55	—	—	22	26
Total covered positions and less liquid trading positions portfolio	101	78	123	51	78	77	119	52	81	109	149	55	76	79
Fair value option loans	50	45	54	31	50	50	55	42	71	62	72	54	50	48
Fair value option hedges	18	17	20	14	14	16	17	14	11	13	15	11	15	13
Fair value option portfolio diversification	(44)	(36)	—	—	(34)	(37)	—	—	(27)	(32)	—	—	(32)	(24)
Total fair value option portfolio	24	26	33	23	30	29	31	24	55	43	58	34	33	37
Portfolio diversification	(21)	(12)	—	—	(14)	(9)	—	—	(10)	(18)	—	—	(7)	(14)
Total market-based portfolio	$ 104	$ 92	141	60	$ 94	$ 97	146	64	$ 126	$ 134	160	99	$ 102	$ 102

(1) The high and low for each portfolio may have occurred on different trading days than the high and low for the components. Therefore the impact from less liquid exposures and the amount of portfolio diversification, which is the difference between the total portfolio and the sum of the individual components, is not relevant.

The graph below presents the daily covered positions and less liquid trading positions portfolio VaR for the previous five quarters, corresponding to the data in Table 40.



Additional VaR statistics produced within our single VaR model are provided in Table 41 at the same level of detail as in Table 40. Evaluating VaR with additional statistics allows for an increased understanding of the risks in the portfolio, as the historical market data used in the VaR calculation does not necessarily follow a predefined statistical distribution. Table 41 presents average trading VaR statistics at 99 percent and 95 percent confidence levels for the three months ended September 30, 2021, June 30, 2021 and September 30, 2020.

Table 41 **Average Market Risk VaR for Trading Activities – 99 percent and 95 percent VaR Statistics**

	Three Months Ended					
	September 30, 2021		June 30, 2021		September 30, 2020	
(Dollars in millions)	**99 percent**	**95 percent**	99 percent	95 percent	99 percent	95 percent
Foreign exchange	**$ 13**	**$ 9**	$ 16	$ 9	$ 7	$ 4
Interest rate	**32**	**16**	58	28	18	8
Credit	**66**	**20**	73	21	62	18
Equity	**24**	**11**	23	12	17	9
Commodities	**8**	**4**	8	4	6	3
Portfolio diversification	**(91)**	**(35)**	(119)	(44)	(56)	(25)
Total covered positions portfolio	**52**	**25**	59	30	54	17
Impact from less liquid exposures	**26**	**3**	18	2	55	5
Total covered positions and less liquid trading positions portfolio	**78**	**28**	77	32	109	22
Fair value option loans	**45**	**10**	50	11	62	14
Fair value option hedges	**17**	**9**	16	9	13	6
Fair value option portfolio diversification	**(36)**	**(9)**	(37)	(10)	(32)	(7)
Total fair value option portfolio	**26**	**10**	29	10	43	13
Portfolio diversification	**(12)**	**(6)**	(9)	(6)	(18)	(7)
Total market-based portfolio	**$ 92**	**$ 32**	$ 97	$ 36	$ 134	$ 28

Backtesting

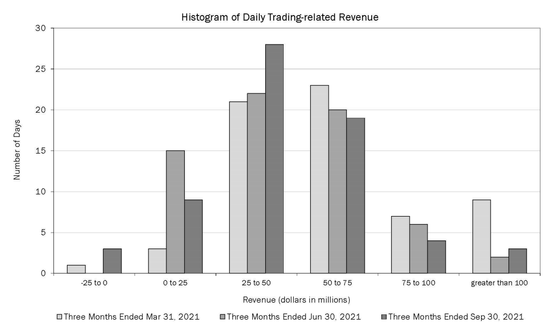
The accuracy of the VaR methodology is evaluated by backtesting, which compares the daily VaR results, utilizing a one-day holding period, against a comparable subset of trading revenue. For more information on our backtesting process, see Trading Risk Management – Backtesting in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

During the three and nine months ended September 30, 2021, there was one day where this subset of trading revenue had losses that exceeded our total covered portfolio VaR, utilizing a one-day holding period.

Total Trading-related Revenue

Total trading-related revenue, excluding brokerage fees, and CVA, DVA and funding valuation adjustment gains (losses), represents the total amount earned from trading positions, including market-based net interest income, which are taken in a diverse range of financial instruments and markets. For more information, see Trading Risk Management – Total Trading-related Revenue in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

The following histogram is a graphic depiction of trading volatility and illustrates the daily level of trading-related revenue for the three months ended September 30, 2021 compared to the three months ended June 30, 2021 and March 31, 2021. During the three months ended September 30, 2021, positive trading-related revenue was recorded for 95 percent of the trading days, of which 82 percent were daily trading gains of over $25 million. This compares to the three months ended June 30, 2021 where positive trading-related revenue was recorded for 100 percent of the trading days, of which 77 percent were daily trading gains of over $25 million. During the three months ended March 31, 2021, positive trading-related revenue was recorded for 98 percent of the trading days, of which 94 percent were daily trading gains over $25 million.



Trading Portfolio Stress Testing

Because the very nature of a VaR model suggests results can exceed our estimates and it is dependent on a limited historical window, we also stress test our portfolio using scenario analysis. This analysis estimates the change in the value of our trading portfolio that may result from abnormal market movements. For more information, see Trading Risk Management – Trading Portfolio Stress Testing in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Interest Rate Risk Management for the Banking Book

The following discussion presents net interest income for banking book activities. For more information, see Interest Rate Risk Management for the Banking Book in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

Table 42 presents the spot and 12-month forward rates used in our baseline forecasts at September 30, 2021 and December 31, 2020.

Table 42 Forward Rates

	Federal Funds	Three-month LIBOR	10-Year Swap
	September 30, 2021		
Spot rates	**0.25 %**	**0.13 %**	**1.51 %**
12-month forward rates	**0.25**	**0.30**	**1.67**
	December 31, 2020		
Spot rates	0.25 %	0.24 %	0.93 %
12-month forward rates	0.25	0.19	1.06

Table 43 shows the pretax impact to forecasted net interest income over the next 12 months from September 30, 2021 and December 31, 2020 resulting from instantaneous parallel and non-parallel shocks to the market-based forward curve. Periodically, we evaluate the scenarios presented so that they are meaningful in the context of the current rate environment. The interest rate scenarios also assume U.S. dollar rates are floored at zero.

During the nine months ended September 30, 2021, the decrease in asset sensitivity of our balance sheet to Up-rate and Down-rate scenarios was primarily due to ALM activity and an increase in long-end rates. We continue to be asset sensitive to a parallel upward move in interest rates with the majority of that impact coming from the short end of the yield curve. Additionally, higher interest rates impact the fair value of debt securities and, accordingly, for debt securities classified as AFS, may adversely affect accumulated OCI and thus capital levels under the Basel 3 capital rules. Under instantaneous upward parallel shifts, the near-term adverse impact to Basel 3 capital is reduced over time by offsetting positive impacts to net interest income. For more information on Basel 3, see Capital Management – Regulatory Capital on page 22.

Table 43 Estimated Banking Book Net Interest Income Sensitivity to Curve Changes

(Dollars in millions)	Short Rate (bps)	Long Rate (bps)	September 30 2021	December 31 2020
Parallel Shifts				
+100 bps instantaneous shift	+100	+100	**$ 7,163**	$ 10,468
-25 bps instantaneous shift	-25	-25	**(2,031)**	(2,766)
Flatteners				
Short-end instantaneous change	+100	—	**4,931**	6,321
Long-end instantaneous change	—	-25	**(1,064)**	(1,686)
Steepeners				
Short-end instantaneous change	-25	—	**(942)**	(1,084)
Long-end instantaneous change	—	+100	**2,440**	4,333

The sensitivity analysis in Table 43 assumes that we take no action in response to these rate shocks and does not assume any change in other macroeconomic variables normally correlated with changes in interest rates. As part of our ALM activities, we use securities, certain residential mortgages, and interest rate and foreign exchange derivatives in managing interest rate sensitivity.

The behavior of our deposits portfolio in the baseline forecast and in alternate interest rate scenarios is a key assumption in our projected estimates of net interest income. The sensitivity analysis in Table 43 assumes no change in deposit portfolio size or mix from the baseline forecast in alternate rate environments. In higher rate scenarios, any customer activity resulting in the replacement of low-cost or noninterest-bearing deposits with higher yielding deposits or market-based funding would reduce our benefit in those scenarios.

Interest Rate and Foreign Exchange Derivative Contracts

We use interest rate and foreign exchange derivative contracts in our ALM activities to manage our interest rate and foreign exchange risks. Specifically, we use those derivatives to manage both the variability in cash flows and changes in fair value of various assets and liabilities arising from those risks. Our interest rate derivative contracts are generally non-leveraged swaps tied to various benchmark interest rates and foreign exchange basis swaps, options, futures and forwards, and our foreign exchange contracts include cross-currency interest rate swaps, foreign currency futures contracts, foreign currency forward contracts and options.

The derivatives used in our ALM activities can be split into two broad categories: designated accounting hedges and other risk management derivatives. Designated accounting hedges are primarily used to manage our exposure to interest rates as described in the Interest Rate Risk Management for the Banking Book section and are included in the sensitivities presented in Table 43. The Corporation also uses foreign currency derivatives in accounting hedges to manage substantially all of the foreign exchange risk of our foreign operations. By hedging the foreign exchange risk of our foreign operations, the Corporation's market risk exposure in this area is insignificant.

Risk management derivatives are predominantly used to hedge foreign exchange risks related to various foreign currency-denominated assets and liabilities and eliminate substantially all foreign currency exposures in the cash flows of the Corporation's non-trading foreign currency-denominated financial instruments. These foreign exchange derivatives are sensitive to other market risk exposures such as cross-currency basis spreads and interest rate risk. However, as these features are not a significant component of these foreign exchange derivatives, the market risk related to this exposure is insignificant. For more information on the accounting for derivatives, see *Note 3 – Derivatives* to the Consolidated Financial Statements.

Mortgage Banking Risk Management

We originate, fund and service mortgage loans, which subject us to credit, liquidity and interest rate risks, among others. We determine whether loans will be held for investment or held for sale at the time of commitment and manage credit and liquidity risks by selling or securitizing a portion of the loans we originate.

Changes in interest rates impact the value of interest rate lock commitments (IRLCs) and the related residential first mortgage loans held-for-sale (LHFS), as well as the value of the MSRs. Because the interest rate risks of these hedged items offset, we combine them into one overall hedged item with one combined economic hedge portfolio consisting of derivative contracts and securities. For more information on IRLCs and the related residential mortgage LHFS, see Mortgage Banking Risk Management in the MD&A of the Corporation's 2020 Annual Report on Form 10-K.

During the three and nine months ended September 30, 2021, we recorded gains of $13 million and $35 million related to the change in fair value of the MSRs, IRLCs and LHFS, net of gains and losses on the hedge portfolio, compared to gains of $85 million and $313 million for the same periods in 2020. For more information on MSRs, see *Note 14 – Fair Value Measurements* to the Consolidated Financial Statements.

Climate Risk Management

Climate-related risks consist of two major categories: (1) risks related to the transition to a low-carbon economy, and (2) risks related to the physical impacts of climate change. The financial effects of transition risk can lead to and amplify credit risk. Physical risk can also lead to increased credit risk by diminishing borrowers' repayment capacity or collateral values. As climate risk is interconnected with all key risk types, we have developed and continue to enhance processes to embed climate risk considerations into our Risk Framework and risk management programs established for strategic, credit, market, liquidity, compliance, operational and reputational risks. For more information on our governance framework and climate risk process, see the Managing Risk and Climate Risk Management sections in the MD&A of the Corporation's 2020 Annual Report on Form 10-K. For additional information on climate risk, see Item 1A. Risk Factors of the Corporation's 2020 Annual Report on Form 10-K. For information on our climate-related metrics that align with Stakeholder Capitalism Metrics published by the International Business Council of the World Economic Forum, see our Annual Report 2020 on the Bank of America website (the content of which is not incorporated by reference into this Quarterly Report on Form 10-Q).

Our Environmental and Social Risk Policy (ESRP) Framework aligns with our Risk Framework and provides additional clarity and transparency regarding our approach to environmental and social risks, inclusive of climate risk. Effective management of climate risk requires coordinated governance, clearly defined roles and responsibilities, and well-developed processes to identify, measure, monitor and control that risk appropriately and in a timely manner, all of which remain key areas of focus, as we continue to build out and enhance our capabilities in this area.

As outlined in our ESRP Framework, we are focused on supporting and financing areas critical to the transition to a low-carbon society. Accordingly, we have a goal, publicly announced in early 2021, to achieve net-zero greenhouse gas emissions in our financing activities, operations and supply chain before 2050. More broadly, achieving this goal will require technological advances, clearly defined roadmaps for industry sectors, public policies, including those that improve cost of capital for net-zero transition and better emissions data reporting, as well as ongoing, strong and active engagement with clients, suppliers, investors, government officials and other stakeholders. In 2021, we also announced a goal to deploy and mobilize $1 trillion by 2030 to accelerate the transition to a low-carbon, sustainable economy by providing lending, capital raising, advisory and investment services, and by developing other client driven financial solutions. This latter commitment anchors a broader $1.5 trillion sustainable finance goal to support both environmental transition and social inclusive development, which spans business activities across the globe. These goals are intended to help drive business opportunities and enhance risk management related to the transition to a low-carbon economy. Given the extended period of these goals, our initiatives have not resulted in a significant effect on our results of operations or financial condition in the relevant periods presented herein, and are not expected to have a significant effect in the near term.

The foregoing discussion regarding our goals and commitments with respect to climate risk management, including environmental transition considerations, includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future results or performance and involve certain known and unknown risks, uncertainties and assumptions that are difficult to predict and are often beyond the Corporation's control. Actual outcomes and results may differ materially from those expressed in, or implied by, any of these forward-looking statements.

Complex Accounting Estimates

Our significant accounting principles are essential in understanding the MD&A. Many of our significant accounting principles require complex judgments to estimate the values of assets and liabilities. We have procedures and processes in place to facilitate making these judgments. For more information, see Complex Accounting Estimates in the MD&A of the Corporation's 2020 Annual Report on Form 10-K and *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Non-GAAP Reconciliations

Table 44 provides reconciliations of certain non-GAAP financial measures to the most closely related GAAP financial measures.

Table 44 Period-end and Average Supplemental Financial Data and Reconciliations to GAAP Financial Measures [1]

	Period-end		Average			
			Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	September 30 2021	December 31 2020	2021	2020	2021	2020
Shareholders' equity	**$ 272,464**	$ 272,924	**$ 275,484**	$ 267,323	**$ 274,726**	$ 266,062
Goodwill	**(69,023)**	(68,951)	**(69,023)**	(68,951)	**(68,999)**	(68,951)
Intangible assets (excluding MSRs)	**(2,172)**	(2,151)	**(2,185)**	(1,976)	**(2,181)**	(1,758)
Related deferred tax liabilities	**913**	920	**915**	855	**916**	791
Tangible shareholders' equity	**$ 202,182**	$ 202,742	**$ 205,191**	$ 197,251	**$ 204,462**	$ 196,144
Preferred stock	**(23,441)**	(24,510)	**(23,441)**	(23,427)	**(23,837)**	(23,437)
Tangible common shareholders' equity	**$ 178,741**	$ 178,232	**$ 181,750**	$ 173,824	**$ 180,625**	$ 172,707
Total assets	**$ 3,085,446**	$ 2,819,627				
Goodwill	**(69,023)**	(68,951)				
Intangible assets (excluding MSRs)	**(2,172)**	(2,151)				
Related deferred tax liabilities	**913**	920				
Tangible assets	**$ 3,015,164**	$ 2,749,445				

(1) For more information on non-GAAP financial measures and ratios we use in assessing the results of the Corporation, see Supplemental Financial Data on page 7.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

See Market Risk Management on page 43 in the MD&A and the sections referenced therein for Quantitative and Qualitative Disclosures about Market Risk.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of the end of the period covered by this report, the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness and design of the Corporation's disclosure controls and procedures (as that term is defined in Rule 13a-15(e) of the Exchange Act). Based upon that evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures were effective, as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the three months ended September 30, 2021, that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Consolidated Statement of Income

(In millions, except per share information)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020
Net interest income				
Interest income	**$ 12,336**	$ 11,486	**$ 35,118**	$ 40,124
Interest expense	**1,242**	1,357	**3,594**	7,017
Net interest income	**11,094**	10,129	**31,524**	33,107
Noninterest income				
Fees and commissions	**9,915**	8,777	**29,156**	25,490
Market making and similar activities	**2,005**	1,689	**7,360**	6,983
Other income	**(248)**	(259)	**(987)**	(151)
Total noninterest income	**11,672**	10,207	**35,529**	32,322
Total revenue, net of interest expense	**22,766**	20,336	**67,053**	65,429
Provision for credit losses	**(624)**	1,389	**(4,105)**	11,267
Noninterest expense				
Compensation and benefits	**8,714**	8,200	**27,103**	24,535
Occupancy and equipment	**1,764**	1,798	**5,353**	5,302
Information processing and communications	**1,416**	1,333	**4,289**	3,807
Product delivery and transaction related	**987**	930	**2,940**	2,518
Marketing	**347**	308	**1,528**	1,238
Professional fees	**434**	450	**1,263**	1,206
Other general operating	**778**	1,382	**2,524**	2,680
Total noninterest expense	**14,440**	14,401	**45,000**	41,286
Income before income taxes	**8,950**	4,546	**26,158**	12,876
Income tax expense	**1,259**	(335)	**1,193**	452
Net income	**$ 7,691**	$ 4,881	**$ 24,965**	$ 12,424
Preferred stock dividends	**431**	441	**1,181**	1,159
Net income applicable to common shareholders	**$ 7,260**	$ 4,440	**$ 23,784**	$ 11,265
Per common share information				
Earnings	**$ 0.86**	$ 0.51	**$ 2.77**	$ 1.29
Diluted earnings	**0.85**	0.51	**2.75**	1.28
Average common shares issued and outstanding	**8,430.7**	8,732.9	**8,583.1**	8,762.6
Average diluted common shares issued and outstanding	**8,492.8**	8,777.5	**8,702.2**	8,800.5

Consolidated Statement of Comprehensive Income

(Dollars in millions)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020
Net income	**$ 7,691**	$ 4,881	**$ 24,965**	$ 12,424
Other comprehensive income (loss), net-of-tax:				
Net change in debt securities	**(153)**	101	**(1,243)**	4,794
Net change in debit valuation adjustments	**27**	(58)	**292**	(5)
Net change in derivatives	**(431)**	76	**(1,130)**	808
Employee benefit plan adjustments	**50**	44	**170**	144
Net change in foreign currency translation adjustments	**(26)**	21	**(29)**	(86)
Other comprehensive income (loss)	**(533)**	184	**(1,940)**	5,655
Comprehensive income	**$ 7,158**	$ 5,065	**$ 23,025**	$ 18,079

See accompanying Notes to Consolidated Financial Statements.

Consolidated Balance Sheet

(Dollars in millions)	September 30 2021	December 31 2020
Assets		
Cash and due from banks	$ 28,689	$ 36,430
Interest-bearing deposits with the Federal Reserve, non-U.S. central banks and other banks	251,165	344,033
Cash and cash equivalents	279,854	380,463
Time deposits placed and other short-term investments	6,518	6,546
Federal funds sold and securities borrowed or purchased under agreements to resell (includes **$154,137** and $108,856 measured at fair value)	261,934	304,058
Trading account assets (includes **$121,259** and $91,510 pledged as collateral)	288,566	198,854
Derivative assets	40,829	47,179
Debt securities:		
Carried at fair value	285,377	246,601
Held-to-maturity, at cost (fair value – **$678,333** and $448,180)	683,240	438,249
Total debt securities	968,617	684,850
Loans and leases (includes **$7,566** and $6,681 measured at fair value)	927,736	927,861
Allowance for loan and lease losses	(13,155)	(18,802)
Loans and leases, net of allowance	914,581	909,059
Premises and equipment, net	10,684	11,000
Goodwill	69,023	68,951
Loans held-for-sale (includes **$3,982** and $1,585 measured at fair value)	9,415	9,243
Customer and other receivables	74,998	64,221
Other assets (includes **$11,031** and $15,718 measured at fair value)	160,427	135,203
Total assets	$ 3,085,446	$ 2,819,627
Liabilities		
Deposits in U.S. offices:		
Noninterest-bearing	$ 753,107	$ 650,674
Interest-bearing (includes **$542** and $481 measured at fair value)	1,108,490	1,038,341
Deposits in non-U.S. offices:		
Noninterest-bearing	25,336	17,698
Interest-bearing	77,871	88,767
Total deposits	1,964,804	1,795,480
Federal funds purchased and securities loaned or sold under agreements to repurchase (includes **$155,151** and $135,391 measured at fair value)	207,428	170,323
Trading account liabilities	112,217	71,320
Derivative liabilities	38,062	45,526
Short-term borrowings (includes **$4,128** and $5,874 measured at fair value)	20,278	19,321
Accrued expenses and other liabilities (includes **$10,261** and $16,311 measured at fair value and **$1,538** and $1,878 of reserve for unfunded lending commitments)	191,572	181,799
Long-term debt (includes **$28,696** and $32,200 measured at fair value)	278,621	262,934
Total liabilities	2,812,982	2,546,703
Commitments and contingencies *(Note 6 – Securitizations and Other Variable Interest Entities* and *Note 10 – Commitments and Contingencies)*		
Shareholders' equity		
Preferred stock, $0.01 par value; authorized – **100,000,000** shares; issued and outstanding – **3,887,686** and 3,931,440 shares	23,441	24,510
Common stock and additional paid-in capital, **$0.01** par value; authorized – **12,800,000,000** shares; issued and outstanding – **8,241,243,911** and 8,650,814,105 shares	69,612	85,982
Retained earnings	183,007	164,088
Accumulated other comprehensive income (loss)	(3,596)	(1,656)
Total shareholders' equity	272,464	272,924
Total liabilities and shareholders' equity	$ 3,085,446	$ 2,819,627

Assets of consolidated variable interest entities included in total assets above (isolated to settle the liabilities of the variable interest entities)		
Trading account assets	$ 4,432	$ 5,225
Loans and leases	16,857	23,636
Allowance for loan and lease losses	(994)	(1,693)
Loans and leases, net of allowance	15,863	21,943
All other assets	136	1,387
Total assets of consolidated variable interest entities	$ 20,431	$ 28,555
Liabilities of consolidated variable interest entities included in total liabilities above		
Short-term borrowings (includes **$50** and $22 of non-recourse short-term borrowings)	$ 330	$ 454
Long-term debt (includes **$3,830** and $7,053 of non-recourse debt)	3,830	7,053
All other liabilities (includes **$10** and $16 of non-recourse liabilities)	10	16
Total liabilities of consolidated variable interest entities	$ 4,170	$ 7,523

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Changes in Shareholders' Equity

(In millions)	Preferred Stock	Common Stock and Additional Paid-in Capital Shares	Common Stock and Additional Paid-in Capital Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, June 30, 2021	**$ 23,441**	**8,487.2**	**$ 79,242**	**$ 177,499**	**$ (3,063)**	**$ 277,119**
Net income				**7,691**		**7,691**
Net change in debt securities					**(153)**	**(153)**
Net change in debit valuation adjustments					**27**	**27**
Net change in derivatives					**(431)**	**(431)**
Employee benefit plan adjustments					**50**	**50**
Net change in foreign currency translation adjustments					**(26)**	**(26)**
Dividends declared:						
Common				**(1,749)**		**(1,749)**
Preferred				**(431)**		**(431)**
Common stock issued under employee plans, net, and other		**2.0**	**284**	**(3)**		**281**
Common stock repurchased		**(248.0)**	**(9,914)**			**(9,914)**
Balance, September 30, 2021	**$ 23,441**	**8,241.2**	**$ 69,612**	**$ 183,007**	**$ (3,596)**	**$ 272,464**
Balance, December 31, 2020	**$ 24,510**	**8,650.8**	**$ 85,982**	**$ 164,088**	**$ (1,656)**	**$ 272,924**
Net income				**24,965**		**24,965**
Net change in debt securities					**(1,243)**	**(1,243)**
Net change in debit valuation adjustments					**292**	**292**
Net change in derivatives					**(1,130)**	**(1,130)**
Employee benefit plan adjustments					**170**	**170**
Net change in foreign currency translation adjustments					**(29)**	**(29)**
Dividends declared:						
Common				**(4,859)**		**(4,859)**
Preferred				**(1,181)**		**(1,181)**
Issuance of preferred stock	**902**					**902**
Redemption of preferred stock	**(1,971)**					**(1,971)**
Common stock issued under employee plans, net, and other		**42.2**	**1,223**	**(6)**		**1,217**
Common stock repurchased		**(451.8)**	**(17,593)**			**(17,593)**
Balance, September 30, 2021	**$ 23,441**	**8,241.2**	**$ 69,612**	**$ 183,007**	**$ (3,596)**	**$ 272,464**
Balance, June 30, 2020	$ 23,427	8,664.1	$ 85,794	$ 157,578	$ (1,162)	$ 265,637
Net income				4,881		4,881
Net change in debt securities					101	101
Net change in debit valuation adjustments					(58)	(58)
Net change in derivatives					76	76
Employee benefit plan adjustments					44	44
Net change in foreign currency translation adjustments					21	21
Dividends declared:						
Common				(1,571)		(1,571)
Preferred				(441)		(441)
Common stock issued under employee plans, net, and other		1.8	274			274
Common stock repurchased		(4.4)	(114)			(114)
Balance, September 30, 2020	$ 23,427	8,661.5	$ 85,954	$ 160,447	$ (978)	$ 268,850
Balance, December 31, 2019	$ 23,401	8,836.1	$ 91,723	$ 156,319	$ (6,633)	$ 264,810
Cumulative adjustment for adoption of credit loss accounting standard				(2,406)		(2,406)
Net income				12,424		12,424
Net change in debt securities					4,794	4,794
Net change in debit valuation adjustments					(5)	(5)
Net change in derivatives					808	808
Employee benefit plan adjustments					144	144
Net change in foreign currency translation adjustments					(86)	(86)
Dividends declared:						
Common				(4,722)		(4,722)
Preferred				(1,159)		(1,159)
Issuance of preferred stock	1,098					1,098
Redemption of preferred stock	(1,072)					(1,072)
Common stock issued under employee plans, net, and other		41.6	993	(9)		984
Common stock repurchased		(216.2)	(6,762)			(6,762)
Balance, September 30, 2020	$ 23,427	8,661.5	$ 85,954	$ 160,447	$ (978)	$ 268,850

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Cash Flows

(Dollars in millions)	Nine Months Ended September 30 2021	2020
Operating activities		
Net income	**$ 24,965**	$ 12,424
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	**(4,105)**	11,267
Gains on sales of debt securities	**(4)**	(379)
Depreciation and amortization	**1,403**	1,356
Net amortization of premium/discount on debt securities	**4,534**	2,636
Deferred income taxes	**(1,151)**	(1,994)
Stock-based compensation	**2,031**	1,597
Loans held-for-sale:		
Originations and purchases	**(27,003)**	(11,093)
Proceeds from sales and paydowns of loans originally classified as held for sale and instruments from related securitization activities	**24,852**	15,654
Net change in:		
Trading and derivative assets/liabilities	**(55,310)**	(25,503)
Other assets	**(34,337)**	(15,078)
Accrued expenses and other liabilities	**8,713**	(9,495)
Other operating activities, net	**3,568**	2,007
Net cash used in operating activities	**(51,844)**	(16,601)
Investing activities		
Net change in:		
Time deposits placed and other short-term investments	**28**	2,019
Federal funds sold and securities borrowed or purchased under agreements to resell	**42,124**	(52,148)
Debt securities carried at fair value:		
Proceeds from sales	**3,732**	61,485
Proceeds from paydowns and maturities	**124,149**	61,973
Purchases	**(174,517)**	(148,905)
Held-to-maturity debt securities:		
Proceeds from paydowns and maturities	**94,437**	63,097
Purchases	**(340,425)**	(126,710)
Loans and leases:		
Proceeds from sales of loans originally classified as held for investment and instruments from related securitization activities	**7,767**	10,041
Purchases	**(3,363)**	(3,972)
Other changes in loans and leases, net	**(5,866)**	11,810
Other investing activities, net	**(2,450)**	(2,473)
Net cash used in investing activities	**(254,384)**	(123,783)
Financing activities		
Net change in:		
Deposits	**169,324**	268,077
Federal funds purchased and securities loaned or sold under agreements to repurchase	**37,105**	25,660
Short-term borrowings	**957**	(6,353)
Long-term debt:		
Proceeds from issuance	**65,459**	40,858
Retirement	**(38,787)**	(37,123)
Preferred stock:		
Proceeds from issuance	**902**	1,098
Redemption	**(1,971)**	(1,072)
Common stock repurchased	**(17,593)**	(6,762)
Cash dividends paid	**(6,090)**	(5,899)
Other financing activities, net	**(696)**	(603)
Net cash provided by financing activities	**208,610**	277,881
Effect of exchange rate changes on cash and cash equivalents	**(2,991)**	1,949
Net increase (decrease) in cash and cash equivalents	**(100,609)**	139,446
Cash and cash equivalents at January 1	**380,463**	161,560
Cash and cash equivalents at September 30	**$ 279,854**	$ 301,006

See accompanying Notes to Consolidated Financial Statements.

Bank of America Corporation and Subsidiaries
Notes to Consolidated Financial Statements

NOTE 1 Summary of Significant Accounting Principles

Bank of America Corporation, a bank holding company and a financial holding company, provides a diverse range of financial services and products throughout the U.S. and in certain international markets. The term "the Corporation" as used herein may refer to Bank of America Corporation, individually, Bank of America Corporation and its subsidiaries, or certain of Bank of America Corporation's subsidiaries or affiliates.

Principles of Consolidation and Basis of Presentation

The Consolidated Financial Statements include the accounts of the Corporation and its majority-owned subsidiaries and those variable interest entities (VIEs) where the Corporation is the primary beneficiary. Intercompany accounts and transactions have been eliminated. Results of operations of acquired companies are included from the dates of acquisition, and for VIEs, from the dates that the Corporation became the primary beneficiary. Assets held in an agency or fiduciary capacity are not included in the Consolidated Financial Statements. The Corporation accounts for investments in companies for which it owns a voting interest and for which it has the ability to exercise significant influence over operating and financing decisions using the equity method of accounting. These investments are included in other assets. Equity method investments are subject to impairment testing, and the Corporation's proportionate share of income or loss is included in other income.

The preparation of the Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts and disclosures. Actual results could materially differ from those estimates and assumptions.

These unaudited Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements, and related notes thereto, of the Corporation's 2020 Annual Report on Form 10-K.

The nature of the Corporation's business is such that the results of any interim period are not necessarily indicative of results for a full year. In the opinion of management, all adjustments, which consist of normal recurring adjustments necessary for a fair statement of the interim period results, have been made. The Corporation evaluates subsequent events through the date of filing with the Securities and Exchange Commission. Certain prior-period amounts have been reclassified to conform to current-period presentation.

U.K. Tax Law Changes

In June 2021, the U.K. enacted the 2021 Finance Act, which increases the U.K. corporation income tax rate to 25 percent from 19 percent, effective April 1, 2023. In addition, in July 2020, the U.K. enacted a reversal of the final two percent of scheduled decreases in the U.K. corporation income tax rate. As a result, during the nine months ended September 30, 2021 and 2020, the Corporation recorded a write-up of U.K. net deferred tax assets of approximately $2.0 billion and $700 million with corresponding positive income tax adjustments.

NOTE 2 Net Interest Income and Noninterest Income

The following table presents the Corporation's net interest income and noninterest income disaggregated by revenue source for the three and nine months ended September 30, 2021 and 2020. For more information, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. For a disaggregation of noninterest income by business segment and *All Other*, see *Note 17 – Business Segment Information*.

(Dollars in millions)	Three Months Ended September 30 2021	2020	Nine Months Ended September 30 2021	2020
Net interest income				
Interest income				
Loans and leases	**$ 7,502**	$ 7,894	**$ 21,859**	$ 26,426
Debt securities	**3,282**	2,130	**8,832**	7,413
Federal funds sold and securities borrowed or purchased under agreements to resell	**6**	55	**(43)**	900
Trading account assets	**967**	948	**2,793**	3,203
Other interest income	**579**	459	**1,677**	2,182
Total interest income	**12,336**	11,486	**35,118**	40,124
Interest expense				
Deposits	**133**	227	**394**	1,784
Short-term borrowings	**(41)**	(24)	**(205)**	1,024
Trading account liabilities	**285**	212	**824**	764
Long-term debt	**865**	942	**2,581**	3,445
Total interest expense	**1,242**	1,357	**3,594**	7,017
Net interest income	**$ 11,094**	$ 10,129	**$ 31,524**	$ 33,107
Noninterest income				
Fees and commissions				
Card income				
Interchange fees [(1)]	**$ 1,154**	$ 1,172	**$ 3,431**	$ 2,794
Other card income	**429**	396	**1,173**	1,295
Total card income	**1,583**	1,568	**4,604**	4,089
Service charges				
Deposit-related fees	**1,619**	1,515	**4,671**	4,441
Lending-related fees	**309**	302	**923**	841
Total service charges	**1,928**	1,817	**5,594**	5,282
Investment and brokerage services				
Asset management fees	**3,276**	2,740	**9,434**	7,905
Brokerage fees	**960**	883	**2,988**	2,898
Total investment and brokerage services	**4,236**	3,623	**12,422**	10,803
Investment banking fees				
Underwriting income	**1,168**	1,239	**4,028**	3,610
Syndication fees	**346**	133	**1,047**	634
Financial advisory services	**654**	397	**1,461**	1,072
Total investment banking fees	**2,168**	1,769	**6,536**	5,316
Total fees and commissions	**9,915**	8,777	**29,156**	25,490
Market making and similar activities	**2,005**	1,689	**7,360**	6,983
Other income (loss)	**(248)**	(259)	**(987)**	(151)
Total noninterest income	**$ 11,672**	$ 10,207	**$ 35,529**	$ 32,322

(1) Gross interchange fees and merchant income were $3.0 billion and $2.4 billion for the three months ended September 30, 2021 and 2020 and are presented net of $1.8 billion and $1.4 billion of expenses for rewards and partner payments as well as certain other card costs for the same periods. Gross interchange fees and merchant income were $8.3 billion and $6.7 billion for the nine months ended September 30, 2021 and 2020 and are presented net of $4.9 billion and $4.1 billion of expenses for rewards and partner payments as well as certain other card costs for the same periods.

NOTE 3 Derivatives

Derivative Balances

Derivatives are entered into on behalf of customers, for trading or to support risk management activities. Derivatives used in risk management activities include derivatives that may or may not be designated in qualifying hedge accounting relationships. Derivatives that are not designated in qualifying hedge accounting relationships are referred to as other risk management derivatives. For more information on the Corporation's derivatives and hedging activities, see *Note 1 – Summary of Significant Accounting Principles and Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. The following tables present derivative instruments included on the Consolidated Balance Sheet in derivative assets and liabilities at September 30, 2021 and December 31, 2020. Balances are presented on a gross basis, prior to the application of counterparty and cash collateral netting. Total derivative assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements and have been reduced by cash collateral received or paid.

		September 30, 2021					
		Gross Derivative Assets			Gross Derivative Liabilities		
(Dollars in billions)	Contract/ Notional [1]	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total	Trading and Other Risk Management Derivatives	Qualifying Accounting Hedges	Total
Interest rate contracts							
Swaps	$ 19,675.2	$ 141.9	$ 9.4	$ 151.3	$ 148.6	$ 2.4	$ 151.0
Futures and forwards	4,142.2	2.8	—	2.8	2.7	—	2.7
Written options	1,746.8	—	—	—	29.5	—	29.5
Purchased options	1,637.3	33.4	—	33.4	—	—	—
Foreign exchange contracts							
Swaps	1,433.9	27.6	0.4	28.0	30.7	0.3	31.0
Spot, futures and forwards	4,628.5	37.1	0.5	37.6	35.1	0.1	35.2
Written options	338.1	—	—	—	3.9	—	3.9
Purchased options	310.6	3.9	—	3.9	—	—	—
Equity contracts							
Swaps	431.7	13.6	—	13.6	16.0	—	16.0
Futures and forwards	131.0	0.4	—	0.4	1.6	—	1.6
Written options	738.8	—	—	—	60.3	—	60.3
Purchased options	654.4	60.6	—	60.6	—	—	—
Commodity contracts							
Swaps	50.2	4.5	—	4.5	7.7	—	7.7
Futures and forwards	91.7	2.3	0.3	2.6	1.1	0.6	1.7
Written options	41.9	—	—	—	4.0	—	4.0
Purchased options	34.0	4.6	—	4.6	—	—	—
Credit derivatives [2]							
Purchased credit derivatives:							
Credit default swaps	375.2	1.8	—	1.8	5.0	—	5.0
Total return swaps/options	52.6	0.3	—	0.3	1.4	—	1.4
Written credit derivatives:							
Credit default swaps	358.3	5.0	—	5.0	1.5	—	1.5
Total return swaps/options	59.3	1.3	—	1.3	0.5	—	0.5
Gross derivative assets/liabilities		$ 341.1	$ 10.6	$ 351.7	$ 349.6	$ 3.4	$ 353.0
Less: Legally enforceable master netting agreements				(279.7)			(279.7)
Less: Cash collateral received/paid				(31.2)			(35.2)
Total derivative assets/liabilities				$ 40.8			$ 38.1

[1] Represents the total contract/notional amount of derivative assets and liabilities outstanding.
[2] The net derivative asset and notional amount of written credit derivatives for which the Corporation held purchased credit derivatives with identical underlying referenced names were $1.2 billion and $326.9 billion at September 30, 2021.

(Dollars in billions)	Contract/ Notional [1]	December 31, 2020 Gross Derivative Assets: Trading and Other Risk Management Derivatives	Gross Derivative Assets: Qualifying Accounting Hedges	Gross Derivative Assets: Total	Gross Derivative Liabilities: Trading and Other Risk Management Derivatives	Gross Derivative Liabilities: Qualifying Accounting Hedges	Gross Derivative Liabilities: Total
Interest rate contracts							
Swaps	$ 13,242.8	$ 199.9	$ 10.9	$ 210.8	$ 209.3	$ 1.3	$ 210.6
Futures and forwards	3,222.2	3.5	0.1	3.6	3.6	—	3.6
Written options	1,530.5	—	—	—	40.5	—	40.5
Purchased options	1,545.8	45.3	—	45.3	—	—	—
Foreign exchange contracts							
Swaps	1,475.8	37.1	0.3	37.4	39.7	0.6	40.3
Spot, futures and forwards	3,710.7	53.4	—	53.4	54.5	0.5	55.0
Written options	289.6	—	—	—	4.8	—	4.8
Purchased options	279.3	5.0	—	5.0	—	—	—
Equity contracts							
Swaps	320.2	13.3	—	13.3	14.5	—	14.5
Futures and forwards	106.2	0.3	—	0.3	1.4	—	1.4
Written options	599.1	—	—	—	48.8	—	48.8
Purchased options	541.2	52.6	—	52.6	—	—	—
Commodity contracts							
Swaps	36.4	1.9	—	1.9	4.4	—	4.4
Futures and forwards	63.6	2.0	—	2.0	1.0	—	1.0
Written options	24.6	—	—	—	1.4	—	1.4
Purchased options	24.7	1.5	—	1.5	—	—	—
Credit derivatives [2]							
Purchased credit derivatives:							
Credit default swaps	322.7	2.3	—	2.3	4.4	—	4.4
Total return swaps/options	63.6	0.2	—	0.2	1.0	—	1.0
Written credit derivatives:							
Credit default swaps	301.5	4.4	—	4.4	1.9	—	1.9
Total return swaps/options	68.6	0.6	—	0.6	0.4	—	0.4
Gross derivative assets/liabilities		$ 423.3	$ 11.3	$ 434.6	$ 431.6	$ 2.4	$ 434.0
Less: Legally enforceable master netting agreements				(344.9)			(344.9)
Less: Cash collateral received/paid				(42.5)			(43.6)
Total derivative assets/liabilities				$ 47.2			$ 45.5

[1] Represents the total contract/notional amount of derivative assets and liabilities outstanding.
[2] The net derivative asset and notional amount of written credit derivatives for which the Corporation held purchased credit derivatives with identical underlying referenced names were $2.2 billion and $269.8 billion at December 31, 2020.

Offsetting of Derivatives

The Corporation enters into International Swaps and Derivatives Association, Inc. (ISDA) master netting agreements or similar agreements with substantially all of the Corporation's derivative counterparties. For more information, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The following table presents derivative instruments included in derivative assets and liabilities on the Consolidated Balance Sheet at September 30, 2021 and December 31, 2020 by primary risk (e.g., interest rate risk) and the platform, where applicable, on which these derivatives are transacted. Balances are presented on a gross basis, prior to the application of counterparty and cash collateral netting. Total gross derivative assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements, which include reducing the balance for counterparty netting and cash collateral received or paid.

For more information on offsetting of securities financing agreements, see *Note 9 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash*.

Offsetting of Derivatives [(1)]

(Dollars in billions)	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
	September 30, 2021		December 31, 2020	
Interest rate contracts				
Over-the-counter	**$ 177.6**	**$ 171.7**	$ 247.7	$ 243.5
Exchange-traded	**0.1**	**—**	—	—
Over-the-counter cleared	**9.6**	**9.8**	10.2	9.1
Foreign exchange contracts				
Over-the-counter	**67.2**	**68.3**	92.2	96.5
Over-the-counter cleared	**0.8**	**0.8**	1.4	1.3
Equity contracts				
Over-the-counter	**30.7**	**32.5**	31.3	28.3
Exchange-traded	**42.9**	**42.1**	32.3	31.0
Commodity contracts				
Over-the-counter	**8.4**	**9.5**	3.5	5.0
Exchange-traded	**1.9**	**2.4**	0.7	0.7
Over-the-counter cleared	**0.1**	**0.1**	—	—
Credit derivatives				
Over-the-counter	**5.8**	**5.5**	5.2	5.6
Over-the-counter cleared	**2.4**	**2.5**	2.2	1.9
Total gross derivative assets/liabilities, before netting				
Over-the-counter	**289.7**	**287.5**	379.9	378.9
Exchange-traded	**44.9**	**44.5**	33.0	31.7
Over-the-counter cleared	**12.9**	**13.2**	13.8	12.3
Less: Legally enforceable master netting agreements and cash collateral received/paid				
Over-the-counter	**(255.5)**	**(259.4)**	(345.7)	(347.2)
Exchange-traded	**(42.9)**	**(42.9)**	(29.5)	(29.5)
Over-the-counter cleared	**(12.5)**	**(12.6)**	(12.2)	(11.8)
Derivative assets/liabilities, after netting	**36.6**	**30.3**	39.3	34.4
Other gross derivative assets/liabilities [(2)]	**4.2**	**7.8**	7.9	11.1
Total derivative assets/liabilities	**40.8**	**38.1**	47.2	45.5
Less: Financial instruments collateral [(3)]	**(13.1)**	**(11.4)**	(16.1)	(16.6)
Total net derivative assets/liabilities	**$ 27.7**	**$ 26.7**	$ 31.1	$ 28.9

(1) Over-the-counter derivatives include bilateral transactions between the Corporation and a particular counterparty. Over-the-counter cleared derivatives include bilateral transactions between the Corporation and a counterparty where the transaction is cleared through a clearinghouse. Exchange-traded derivatives include listed options transacted on an exchange.
(2) Consists of derivatives entered into under master netting agreements where the enforceability of these agreements is uncertain under bankruptcy laws in some countries or industries.
(3) Amounts are limited to the derivative asset/liability balance and, accordingly, do not include excess collateral received/pledged. Financial instruments collateral includes securities collateral received or pledged and cash securities held and posted at third-party custodians that are not offset on the Consolidated Balance Sheet but shown as a reduction to derive net derivative assets and liabilities.

Derivatives Designated as Accounting Hedges

The Corporation uses various types of interest rate and foreign exchange derivative contracts to protect against changes in the fair value of its assets and liabilities due to fluctuations in interest rates and exchange rates (fair value hedges). The Corporation also uses these types of contracts to protect against changes in the cash flows of its assets and liabilities, and other forecasted transactions (cash flow hedges). The Corporation hedges its net investment in consolidated non-U.S. operations determined to have functional currencies other than the U.S. dollar using forward exchange contracts and cross-currency basis swaps, and by issuing foreign currency-denominated debt (net investment hedges).

Fair Value Hedges

The table below summarizes information related to fair value hedges for the three and nine months ended September 30, 2021 and 2020.

Gains and Losses on Derivatives Designated as Fair Value Hedges

(Dollars in millions)	Three Months Ended September 30, 2021		Three Months Ended September 30, 2020	
	Derivative	**Hedged Item**	Derivative	Hedged Item
Interest rate risk on long-term debt [(1)]	**$ (1,658)**	**$ 1,660**	$ (1,523)	$ 1,473
Interest rate and foreign currency risk on long-term debt [(2)]	**(49)**	**46**	79	(87)
Interest rate risk on available-for-sale securities [(3)]	**867**	**(859)**	139	(139)
Total	**$ (840)**	**$ 847**	$ (1,305)	$ 1,247

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	Nine Months Ended September 30, 2021		Nine Months Ended September 30, 2020	
	Derivative	**Hedged Item**	Derivative	Hedged Item
Interest rate risk on long-term debt [(1)]	**$ (6,237)**	**$ 6,208**	$ 9,286	$ (9,403)
Interest rate and foreign currency risk on long-term debt [(2)]	**(72)**	**67**	644	(638)
Interest rate risk on available-for-sale securities [(3)]	**4,245**	**(4,184)**	(572)	559
Total	**$ (2,064)**	**$ 2,091**	$ 9,358	$ (9,482)

(1) Amounts are recorded in interest expense in the Consolidated Statement of Income.
(2) For the three and nine months ended September 30, 2021, the derivative amount includes gains (losses) of $(1) million and $(62) million in interest expense, $(33) million and $(2) million in market making and similar activities, and $(5) million and $(8) million in accumulated other comprehensive income (OCI). For the same periods in 2020, the derivative amount includes gains (losses) of $(13) million and $718 million in interest expense, $95 million and $(83) million in market making and similar activities, and $(3) million and $9 million in accumulated OCI. Line item totals are in the Consolidated Statement of Income and on the Consolidated Balance Sheet.
(3) Amounts are recorded in interest income in the Consolidated Statement of Income.

The table below summarizes the carrying value of hedged assets and liabilities that are designated and qualifying in fair value hedging relationships along with the cumulative amount of fair value hedging adjustments included in the carrying value that have been recorded in the current hedging relationships. These fair value hedging adjustments are open basis adjustments that are not subject to amortization as long as the hedging relationship remains designated.

Designated Fair Value Hedged Assets and Liabilities

	September 30, 2021		December 31, 2020	
(Dollars in millions)	**Carrying Value**	**Cumulative Fair Value Adjustments [1]**	Carrying Value	Cumulative Fair Value Adjustments [1]
Long-term debt [2]	**$ 177,111**	**$ 4,933**	$ 150,556	$ 8,910
Available-for-sale debt securities [2, 3, 4]	**178,130**	**(2,120)**	116,252	114
Trading account assets [5]	**590**	**—**	427	15

(1) Increase (decrease) to carrying value.
(2) At September 30, 2021 and December 31, 2020, the cumulative fair value adjustments remaining on long-term debt and available-for-sale debt securities from discontinued hedging relationships resulted in an increase in the related liability of $1.2 billion and $3.7 billion and a decrease in the related asset of $240 million and $69 million, which are being amortized over the remaining contractual life of the de-designated hedged items.
(3) These amounts include the amortized cost of the prepayable financial assets used to designate hedging relationships in which the hedged item is the last layer expected to be remaining at the end of the hedging relationship (i.e. last-of-layer hedging relationship). At September 30, 2021 and December 31, 2020, the amortized cost of the closed portfolios used in these hedging relationships was $23.7 billion and $34.6 billion, of which $6.9 billion and $7.0 billion was designated in the last-of-layer hedging relationship. At September 30, 2021, the cumulative adjustment associated with these hedging relationships was a decrease of $103 million. At December 31, 2020, the cumulative adjustment was insignificant.
(4) Carrying value represents amortized cost.
(5) Represents hedging activities related to certain commodities inventory.

Cash Flow and Net Investment Hedges

The table below summarizes certain information related to cash flow hedges and net investment hedges for the three and nine months ended September 30, 2021 and 2020. Of the $704 million after-tax net loss ($938 million pretax) on derivatives in accumulated OCI at September 30, 2021, gains of $858 million after-tax ($1.1 billion pretax) related to both open and terminated cash flow hedges are expected to be reclassified into earnings in the next 12 months. These net gains reclassified into earnings are expected to primarily increase net interest income related to the respective hedged items. For terminated cash flow hedges, the time period over which the majority of the forecasted transactions are hedged is approximately 3 years, with a maximum length of time for certain forecasted transactions of 15 years.

Gains and Losses on Derivatives Designated as Cash Flow and Net Investment Hedges

	Gains (Losses) Recognized in Accumulated OCI on Derivatives	**Gains (Losses) in Income Reclassified from Accumulated OCI**	**Gains (Losses) Recognized in Accumulated OCI on Derivatives**	**Gains (Losses) in Income Reclassified from Accumulated OCI**
(Dollars in millions, amounts pretax)	**Three Months Ended September 30, 2021**		**Nine Months Ended September 30, 2021**	
Cash flow hedges				
Interest rate risk on variable-rate assets [1]	**$ (539)**	**$ 38**	**$ (1,115)**	**$ 111**
Price risk on forecasted MBS purchases [1]	**29**	**5**	**(272)**	**20**
Price risk on certain compensation plans [2]	**(2)**	**14**	**57**	**40**
Total	**$ (512)**	**$ 57**	**$ (1,330)**	**$ 171**
Net investment hedges				
Foreign exchange risk [3]	**$ 642**	**$ —**	**$ 1,145**	**$ —**
	Three Months Ended September 30, 2020		Nine Months Ended September 30, 2020	
Cash flow hedges				
Interest rate risk on variable-rate assets [1]	$ (101)	$ 5	$ 810	$ (44)
Price risk on forecasted MBS purchases [1]	184	3	184	3
Price risk on certain compensation plans [2]	32	5	23	5
Total	$ 115	$ 13	$ 1,017	$ (36)
Net investment hedges				
Foreign exchange risk [3]	$ (703)	$ —	$ 265	$ 1

(1) Amounts reclassified from accumulated OCI are recorded in interest income in the Consolidated Statement of Income.
(2) Amounts reclassified from accumulated OCI are recorded in compensation and benefits expense in the Consolidated Statement of Income.
(3) Amounts reclassified from accumulated OCI are recorded in other income in the Consolidated Statement of Income. For the three and nine months ended September 30, 2021, amounts excluded from effectiveness testing and recognized in market making and similar activities were losses of $36 million and $86 million. For the same periods in 2020 amounts excluded from effectiveness testing and recognized in other income were gains of $10 million and $115 million.

Other Risk Management Derivatives

Other risk management derivatives are used by the Corporation to reduce certain risk exposures by economically hedging various assets and liabilities.The table below presents gains (losses) on these derivatives for the three and nine months ended September 30, 2021 and 2020. These gains (losses) are largely offset by the income or expense recorded on the hedged item.

Gains and Losses on Other Risk Management Derivatives

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Interest rate risk on mortgage activities [1, 2]	**$ 10**	$ 73	**$ (49)**	$ 601
Credit risk on loans [2]	**(9)**	(28)	**(40)**	(6)
Interest rate and foreign currency risk on asset and liability management activities [3]	**552**	(2,571)	**1,495**	(2,060)
Price risk on certain compensation plans [4]	**(23)**	263	**575**	109

(1) Includes hedges of interest rate risk on mortgage servicing rights (MSRs) and interest rate lock commitments (IRLCs) to originate mortgage loans that will be held for sale.
(2) Gains (losses) on these derivatives are recorded in other income.
(3) Gains (losses) on these derivatives are recorded in market making and similar activities.
(4) Gains (losses) on these derivatives are recorded in compensation and benefits expense.

Transfers of Financial Assets with Risk Retained through Derivatives

The Corporation enters into certain transactions involving the transfer of financial assets that are accounted for as sales where substantially all of the economic exposure to the transferred financial assets is retained through derivatives (e.g., interest rate and/or credit), but the Corporation does not retain control over the assets transferred. At September 30, 2021 and December 31, 2020, the Corporation had transferred $4.9 billion and $5.2 billion of non-U.S. government-guaranteed mortgage-backed securities (MBS) to a third-party trust and retained economic exposure to the transferred assets through derivative contracts. In connection with these transfers, the Corporation received gross cash proceeds of $4.9 billion and $5.2 billion at the transfer dates. At September 30, 2021 and December 31, 2020, the fair value of the transferred securities was $5.1 billion and $5.5 billion.

Sales and Trading Revenue

The Corporation enters into trading derivatives to facilitate client transactions and to manage risk exposures arising from trading account assets and liabilities. It is the Corporation's policy to include these derivative instruments in its trading activities, which include derivatives and non-derivative cash instruments. The resulting risk from these derivatives is managed on a portfolio basis as part of the Corporation's *Global Markets* business segment. For more information on sales and trading revenue, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The table below, which includes both derivatives and non-derivative cash instruments, identifies the amounts in the respective income statement line items attributable to the Corporation's sales and trading revenue in *Global Markets*, categorized by primary risk, for the three and nine months ended September 30, 2021 and 2020. This table includes debit valuation adjustment (DVA) and funding valuation adjustment (FVA) gains (losses). *Global Markets* results in *Note 17 – Business Segment Information* are presented on a fully taxable-equivalent (FTE) basis. The table below is not presented on an FTE basis.

Sales and Trading Revenue

	Market making and similar activities	Net Interest Income	Other [1]	Total	Market making and similar activities	Net Interest Income	Other [1]	Total
(Dollars in millions)	**Three Months Ended September 30, 2021**				**Nine Months Ended September 30, 2021**			
Interest rate risk	**$ 180**	**$ 442**	**$ 43**	**$ 665**	**$ 590**	**$ 1,350**	**$ 141**	**$ 2,081**
Foreign exchange risk	**345**	**(22)**	**2**	**325**	**1,082**	**(62)**	**7**	**1,027**
Equity risk	**1,196**	**(28)**	**433**	**1,601**	**3,657**	**7**	**1,389**	**5,053**
Credit risk	**248**	**458**	**158**	**864**	**1,491**	**1,263**	**446**	**3,200**
Other risk [2]	**45**	**(30)**	**45**	**60**	**627**	**(58)**	**91**	**660**
Total sales and trading revenue	**$ 2,014**	**$ 820**	**$ 681**	**$ 3,515**	**$ 7,447**	**$ 2,500**	**$ 2,074**	**$ 12,021**
	Three Months Ended September 30, 2020				Nine Months Ended September 30, 2020			
Interest rate risk	$ 85	$ 545	$ 57	$ 687	$ 2,249	$ 1,754	$ 175	$ 4,178
Foreign exchange risk	338	(10)	4	332	1,153	(8)	(2)	1,143
Equity risk	816	(7)	391	1,200	2,805	(99)	1,361	4,067
Credit risk	413	401	73	887	570	1,336	253	2,159
Other risk [2]	73	(7)	14	80	280	21	24	325
Total sales and trading revenue	$ 1,725	$ 922	$ 539	$ 3,186	$ 7,057	$ 3,004	$ 1,811	$ 11,872

(1) Represents amounts in investment and brokerage services and other income that are recorded in *Global Markets* and included in the definition of sales and trading revenue. Includes investment and brokerage services revenue of $460 million and $1.5 billion for the three and nine months ended September 30, 2021 compared to $430 million and $1.5 billion for the same periods in 2020.
(2) Includes commodity risk.

Credit Derivatives

The Corporation enters into credit derivatives primarily to facilitate client transactions and to manage credit risk exposures. Credit derivatives are classified as investment and non-investment grade based on the credit quality of the underlying referenced obligation. The Corporation considers ratings of BBB- or higher as investment grade. Non-investment grade includes non-rated credit derivative instruments. The Corporation discloses internal categorizations of investment grade and non-investment grade consistent with how risk is managed for these instruments. For more information on credit derivatives, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit derivative instruments where the Corporation is the seller of credit protection and their expiration at September 30, 2021 and December 31, 2020 are summarized in the table below.

Credit Derivative Instruments

(Dollars in millions)	Less than One Year	One to Three Years	Three to Five Years	Over Five Years	Total
			September 30, 2021		
			Carrying Value		
Credit default swaps:					
Investment grade	$ —	$ 1	$ 40	$ 73	$ 114
Non-investment grade	8	119	426	859	1,412
Total	8	120	466	932	1,526
Total return swaps/options:					
Investment grade	18	—	—	—	18
Non-investment grade	88	353	5	—	446
Total	106	353	5	—	464
Total credit derivatives	$ 114	$ 473	$ 471	$ 932	$ 1,990
Credit-related notes:					
Investment grade	$ —	$ —	$ 42	$ 274	$ 316
Non-investment grade	5	—	14	1,328	1,347
Total credit-related notes	$ 5	$ —	$ 56	$ 1,602	$ 1,663
			Maximum Payout/Notional		
Credit default swaps:					
Investment grade	$ 33,007	$ 74,896	$ 110,525	$ 37,271	$ 255,699
Non-investment grade	11,254	30,197	45,994	15,197	102,642
Total	44,261	105,093	156,519	52,468	358,341
Total return swaps/options:					
Investment grade	26,711	64	78	—	26,853
Non-investment grade	18,900	13,015	536	16	32,467
Total	45,611	13,079	614	16	59,320
Total credit derivatives	$ 89,872	$ 118,172	$ 157,133	$ 52,484	$ 417,661
			December 31, 2020		
			Carrying Value		
Credit default swaps:					
Investment grade	$ —	$ 1	$ 35	$ 94	$ 130
Non-investment grade	26	233	364	1,163	1,786
Total	26	234	399	1,257	1,916
Total return swaps/options:					
Investment grade	21	4	—	—	25
Non-investment grade	345	—	—	—	345
Total	366	4	—	—	370
Total credit derivatives	$ 392	$ 238	$ 399	$ 1,257	$ 2,286
Credit-related notes:					
Investment grade	$ —	$ —	$ —	$ 572	$ 572
Non-investment grade	64	2	10	947	1,023
Total credit-related notes	$ 64	$ 2	$ 10	$ 1,519	$ 1,595
			Maximum Payout/Notional		
Credit default swaps:					
Investment grade	$ 33,474	$ 75,731	$ 87,218	$ 16,822	$ 213,245
Non-investment grade	13,664	28,770	35,978	9,852	88,264
Total	47,138	104,501	123,196	26,674	301,509
Total return swaps/options:					
Investment grade	30,961	1,061	77	—	32,099
Non-investment grade	36,128	364	27	5	36,524
Total	67,089	1,425	104	5	68,623
Total credit derivatives	$ 114,227	$ 105,926	$ 123,300	$ 26,679	$ 370,132

The notional amount represents the maximum amount payable by the Corporation for most credit derivatives. However, the Corporation does not monitor its exposure to credit derivatives based solely on the notional amount because this measure does not take into consideration the probability of occurrence. As such, the notional amount is not a reliable indicator of the Corporation's exposure to these contracts. Instead, a risk framework is used to define risk tolerances and establish limits so that certain credit risk-related losses occur within acceptable, predefined limits.

Credit-related notes in the table above include investments in securities issued by collateralized debt obligation (CDO), collateralized loan obligation (CLO) and credit-linked note vehicles. These instruments are primarily classified as trading securities. The carrying value of these instruments equals the Corporation's maximum exposure to loss. The Corporation is not obligated to make any payments to the entities under the terms of the securities owned.

Credit-related Contingent Features and Collateral

Certain of the Corporation's derivative contracts contain credit risk-related contingent features, primarily in the form of ISDA master netting agreements and credit support documentation that enhance the creditworthiness of these instruments compared to other obligations of the respective counterparty with whom the Corporation has transacted. These contingent features may be for the benefit of the Corporation as well as its counterparties with respect to changes in the Corporation's creditworthiness and the mark-to-market exposure under the derivative transactions. At September 30, 2021 and December 31, 2020, the Corporation held cash and securities collateral of $87.2 billion and $96.5 billion and posted cash and securities collateral of $73.7 billion and $88.6 billion in the normal course of business under derivative agreements, excluding cross-product margining agreements where clients are permitted to margin on a net basis for both derivative and secured financing arrangements.

In connection with certain over-the-counter derivative contracts and other trading agreements, the Corporation can be required to provide additional collateral or to terminate transactions with certain counterparties in the event of a downgrade of the senior debt ratings of the Corporation or certain subsidiaries. The amount of additional collateral required depends on the contract and is usually a fixed incremental amount and/or the market value of the exposure. For more information on credit-related contingent features and collateral, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

At September 30, 2021, the amount of collateral, calculated based on the terms of the contracts, that the Corporation and certain subsidiaries could be required to post to counterparties but had not yet posted to counterparties was $2.4 billion, including $1.1 billion for Bank of America, National Association.

Some counterparties are currently able to unilaterally terminate certain contracts, or the Corporation or certain subsidiaries may be required to take other action such as find a suitable replacement or obtain a guarantee. At September 30, 2021 and December 31, 2020, the liability recorded for these derivative contracts was not significant.

The table below presents the amount of additional collateral that would have been contractually required by derivative contracts and other trading agreements at September 30, 2021 if the rating agencies had downgraded their long-term senior debt ratings for the Corporation or certain subsidiaries by one incremental notch and by an additional second incremental notch. The table also presents derivative liabilities that would be subject to unilateral termination by counterparties upon downgrade of the Corporation's or certain subsidiaries' long-term senior debt ratings.

Additional Collateral Required to be Posted and Derivative Liabilities Subject to Unilateral Termination Upon Downgrade at September 30, 2021

(Dollars in millions)	One incremental notch	Second incremental notch
Additional collateral required to be posted upon downgrade		
Bank of America Corporation	$ 342	$ 802
Bank of America, N.A. and subsidiaries [1]	69	610
Derivative liabilities subject to unilateral termination upon downgrade		
Derivative liabilities	$ 22	$ 764
Collateral posted	9	559

(1) Included in Bank of America Corporation collateral requirements in this table.

Valuation Adjustments on Derivatives

The table below presents credit valuation adjustment (CVA), DVA and FVA gains (losses) on derivatives (excluding the effect of any related hedge activities), which are recorded in market making and similar activities, for the three and nine months ended September 30, 2021 and 2020. For more information on the valuation adjustments on derivatives, see *Note 3 – Derivatives* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Valuation Adjustments Gains (Losses) on Derivatives [1]

	Three Months Ended September 30	
(Dollars in millions)	**2021**	2020
Derivative assets (CVA)	**$ 54**	$ 174
Derivative assets/liabilities (FVA)	**19**	27
Derivative liabilities (DVA)	**(5)**	(105)

	Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020
Derivative assets (CVA)	**$ 212**	$ (334)
Derivative assets/liabilities (FVA)	**34**	(60)
Derivative liabilities (DVA)	**(13)**	53

(1) At September 30, 2021 and December 31, 2020, cumulative CVA reduced the derivative assets balance by $434 million and $646 million, cumulative FVA reduced the net derivatives balance by $143 million and $177 million, and cumulative DVA reduced the derivative liabilities balance by $296 million and $309 million.

NOTE 4 Securities

The table below presents the amortized cost, gross unrealized gains and losses, and fair value of available-for-sale (AFS) debt securities, other debt securities carried at fair value and held-to-maturity (HTM) debt securities at September 30, 2021 and December 31, 2020.

Debt Securities

(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	September 30, 2021				December 31, 2020			
Available-for-sale debt securities								
Mortgage-backed securities:								
Agency	$ 50,756	$ 1,631	$ (90)	$ 52,297	$ 59,518	$ 2,370	$ (39)	$ 61,849
Agency-collateralized mortgage obligations	3,684	103	(11)	3,776	5,112	161	(13)	5,260
Commercial	18,091	778	(50)	18,819	15,470	1,025	(4)	16,491
Non-agency residential [1]	799	39	(35)	803	899	127	(17)	1,009
Total mortgage-backed securities	73,330	2,551	(186)	75,695	80,999	3,683	(73)	84,609
U.S. Treasury and government agencies	167,419	1,869	(163)	169,125	114,157	2,236	(13)	116,380
Non-U.S. securities	12,289	4	—	12,293	14,009	15	(7)	14,017
Other taxable securities	2,589	45	(1)	2,633	2,656	61	(6)	2,711
Tax-exempt securities	15,312	321	(21)	15,612	16,417	389	(32)	16,774
Total available-for-sale debt securities	270,939	4,790	(371)	275,358	228,238	6,384	(131)	234,491
Other debt securities carried at fair value [2]	10,076	101	(158)	10,019	11,720	429	(39)	12,110
Total debt securities carried at fair value	281,015	4,891	(529)	285,377	239,958	6,813	(170)	246,601
Held-to-maturity debt securities								
Agency mortgage-backed securities	562,124	5,497	(8,031)	559,590	414,289	9,768	(36)	424,021
U.S. Treasury and government agencies	111,855	167	(2,614)	109,408	16,084	—	(71)	16,013
Other taxable securities	9,295	197	(157)	9,335	7,906	327	(87)	8,146
Total held-to-maturity debt securities	683,274	5,861	(10,802)	678,333	438,279	10,095	(194)	448,180
Total debt securities [3,4]	$ 964,289	$ 10,752	$ (11,331)	$ 963,710	$ 678,237	$ 16,908	$ (364)	$ 694,781

(1) At both September 30, 2021 and December 31, 2020, the underlying collateral type included approximately 37 percent prime, 2 percent Alt-A and 61 percent subprime.
(2) Primarily includes non-U.S. securities used to satisfy certain international regulatory requirements. Any changes in value are reported in market making and similar activities. For detail on the components, see *Note 14 – Fair Value Measurements*.
(3) Includes securities pledged as collateral of $76.4 billion and $65.5 billion at September 30, 2021 and December 31, 2020.
(4) The Corporation held debt securities from Fannie Mae (FNMA) and Freddie Mac (FHLMC) that each exceeded 10 percent of shareholders' equity, with an amortized cost of $348.6 billion and $205.7 billion, and a fair value of $348.4 billion and $204.1 billion at September 30, 2021, and an amortized cost of $260.1 billion and $118.1 billion, and a fair value of $267.5 billion and $120.7 billion at December 31, 2020.

At September 30, 2021, the accumulated net unrealized gain on AFS debt securities, excluding the amount related to debt securities previously transferred to held to maturity, included in accumulated OCI was $3.3 billion, net of the related income tax expense of $1.1 billion. The Corporation had nonperforming AFS debt securities of $18 million and $20 million at September 30, 2021 and December 31, 2020.

At September 30, 2021 and December 31, 2020, the Corporation had $244.0 billion and $200.0 billion in AFS debt securities, which were primarily U.S. agency and U.S. Treasury securities that have a zero credit loss assumption. For the remaining $31.3 billion and $34.5 billion in AFS debt securities at September 30, 2021 and December 31, 2020, the amount of expected credit losses was insignificant. Substantially all of the Corporation's HTM debt securities consist of U.S. agency and U.S. Treasury securities and have a zero credit loss assumption.

At September 30, 2021 and December 31, 2020, the Corporation held equity securities at an aggregate fair value of $611 million and $769 million and other equity securities, as valued under the measurement alternative, at a carrying value of $268 million and $240 million, both of which are included in other assets. At September 30, 2021 and December 31, 2020, the Corporation also held money market investments at a fair value of $336 million and $1.6 billion, which are included in time deposits placed and other short-term investments.

During the three and nine months ended September 30, 2021, sales of AFS securities were not significant. For the same periods in 2020, the Corporation recorded gross realized gains of $4 million and $383 million and gross realized losses of $2 million and $4 million, resulting in net gains of $2 million and $379 million, with $1 million and $95 million of income taxes attributable to the realized net gains on sales of these AFS debt securities.

The table below presents the fair value and the associated gross unrealized losses on AFS debt securities and whether these securities have had gross unrealized losses for less than 12 months or for 12 months or longer at September 30, 2021 and December 31, 2020.

Total AFS Debt Securities in a Continuous Unrealized Loss Position

	Less than Twelve Months		Twelve Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
(Dollars in millions)	September 30, 2021					
Continuously unrealized loss-positioned AFS debt securities						
Mortgage-backed securities:						
Agency	**$ 10,421**	**$ (72)**	**$ 1,037**	**$ (18)**	**$ 11,458**	**$ (90)**
Agency-collateralized mortgage obligations	**1,528**	**(6)**	**192**	**(5)**	**1,720**	**(11)**
Commercial	**2,517**	**(35)**	**322**	**(15)**	**2,839**	**(50)**
Non-agency residential	**479**	**(25)**	**113**	**(10)**	**592**	**(35)**
Total mortgage-backed securities	**14,945**	**(138)**	**1,664**	**(48)**	**16,609**	**(186)**
U.S. Treasury and government agencies	**45,297**	**(151)**	**944**	**(12)**	**46,241**	**(163)**
Other taxable securities	**336**	**(1)**	**—**	**—**	**336**	**(1)**
Tax-exempt securities	**373**	**(9)**	**422**	**(12)**	**795**	**(21)**
Total AFS debt securities in a continuous unrealized loss position	**$ 60,951**	**$ (299)**	**$ 3,030**	**$ (72)**	**$ 63,981**	**$ (371)**
	December 31, 2020					
Continuously unrealized loss-positioned AFS debt securities						
Mortgage-backed securities:						
Agency	$ 2,841	$ (39)	$ 2	$ —	$ 2,843	$ (39)
Agency-collateralized mortgage obligations	187	(2)	364	(11)	551	(13)
Commercial	566	(4)	9	—	575	(4)
Non-agency residential	342	(9)	56	(8)	398	(17)
Total mortgage-backed securities	3,936	(54)	431	(19)	4,367	(73)
U.S. Treasury and government agencies	8,282	(9)	498	(4)	8,780	(13)
Non-U.S. securities	1,861	(6)	135	(1)	1,996	(7)
Other taxable securities	576	(2)	396	(4)	972	(6)
Tax-exempt securities	4,108	(29)	617	(3)	4,725	(32)
Total AFS debt securities in a continuous unrealized loss position	$ 18,763	$ (100)	$ 2,077	$ (31)	$ 20,840	$ (131)

The remaining contractual maturity distribution and yields of the Corporation's debt securities carried at fair value and HTM debt securities at September 30, 2021 are summarized in the table below. Actual duration and yields may differ as prepayments on the loans underlying the MBS or other asset-backed securities (ABS) are passed through to the Corporation.

Maturities of Debt Securities Carried at Fair Value and Held-to-maturity Debt Securities

	Due in One Year or Less		Due after One Year through Five Years		Due after Five Years through Ten Years		Due after Ten Years		Total	
(Dollars in millions)	**Amount**	**Yield (1)**	**Amount**	**Yield (1)**	**Amount**	**Yield (1)**	**Amount**	**Yield (1)**	**Amount**	**Yield (1)**
Amortized cost of debt securities carried at fair value										
Mortgage-backed securities:										
Agency	$ —	— %	$ 5	4.73 %	$ 53	4.51 %	$ 50,698	3.12 %	$ 50,756	3.12 %
Agency-collateralized mortgage obligations	—	—	—	—	21	2.52	3,663	2.91	3,684	2.91
Commercial	354	2.32	10,257	2.48	5,857	1.75	1,636	2.18	18,104	2.21
Non-agency residential	—	—	—	—	—	—	1,442	6.59	1,442	6.59
Total mortgage-backed securities	354	2.32	10,262	2.48	5,931	1.78	57,439	3.17	73,986	2.96
U.S. Treasury and government agencies	4,988	1.25	33,785	1.65	128,893	1.07	29	2.57	167,695	1.20
Non-U.S. securities	20,658	0.30	370	3.01	344	1.03	61	51.33	21,433	0.51
Other taxable securities	666	1.53	1,336	2.27	341	2.44	246	1.63	2,589	2.04
Tax-exempt securities	1,542	1.07	7,539	1.35	3,445	1.65	2,786	1.40	15,312	1.40
Total amortized cost of debt securities carried at fair value	**$ 28,208**	**0.57**	**$ 53,292**	**1.79**	**$ 138,954**	**1.12**	**$ 60,561**	**3.13**	**$ 281,015**	**1.62**
Amortized cost of HTM debt securities										
Agency mortgage-backed securities	$ —	— %	$ —	— %	$ 4	2.33 %	$ 562,120	2.15 %	$ 562,124	2.15 %
U.S. Treasury and government agencies	—	—	—	—	111,855	1.35	—	—	111,855	1.35
Other taxable securities	234	6.51	824	2.36	314	3.05	7,923	2.52	9,295	2.63
Total amortized cost of HTM debt securities	**$ 234**	**6.51**	**$ 824**	**2.36**	**$ 112,173**	**1.35**	**$ 570,043**	**2.16**	**$ 683,274**	**2.03**
Debt securities carried at fair value										
Mortgage-backed securities:										
Agency	$ —		$ 5		$ 57		$ 52,235		$ 52,297	
Agency-collateralized mortgage obligations	—		—		21		3,755		3,776	
Commercial	358		10,798		5,998		1,678		18,832	
Non-agency residential	—		—		4		1,506		1,510	
Total mortgage-backed securities	358		10,803		6,080		59,174		76,415	
U.S. Treasury and government agencies	5,024		34,884		129,463		30		169,401	
Non-U.S. securities	20,534		373		347		59		21,313	
Other taxable securities	671		1,368		346		251		2,636	
Tax-exempt securities	1,544		7,681		3,577		2,810		15,612	
Total debt securities carried at fair value	**$ 28,131**		**$ 55,109**		**$ 139,813**		**$ 62,324**		**$ 285,377**	
Fair value of HTM debt securities										
Agency mortgage-backed securities	$ —		$ —		$ 4		$ 559,586		$ 559,590	
U.S. Treasury and government agencies	—		—		109,408		—		109,408	
Other taxable securities	234		863		326		7,912		9,335	
Total fair value of HTM debt securities	**$ 234**		**$ 863**		**$ 109,738**		**$ 567,498**		**$ 678,333**	

(1) The weighted-average yield is computed based on a constant effective interest rate over the contractual life of each security. The average yield considers the contractual coupon and the amortization of premiums and accretion of discounts, excluding the effect of related hedging derivatives.

NOTE 5 Outstanding Loans and Leases and Allowance for Credit Losses

The following tables present total outstanding loans and leases and an aging analysis for the Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments, by class of financing receivables, at September 30, 2021 and December 31, 2020.

(Dollars in millions)	30-59 Days Past Due [1]	60-89 Days Past Due [1]	90 Days or More Past Due [1]	Total Past Due 30 Days or More	Total Current or Less Than 30 Days Past Due [1]	Loans Accounted for Under the Fair Value Option	Total Outstandings
				September 30, 2021			
Consumer real estate							
Residential mortgage	$ 1,010	$ 276	$ 1,504	$ 2,790	$ 214,150		$ 216,940
Home equity	132	69	366	567	28,433		29,000
Credit card and other consumer							
Credit card	286	198	450	934	75,935		76,869
Direct/Indirect consumer [2]	119	31	16	166	99,679		99,845
Other consumer	—	—	—	—	202		202
Total consumer	1,547	574	2,336	4,457	418,399		422,856
Consumer loans accounted for under the fair value option [3]						$ 616	616
Total consumer loans and leases	1,547	574	2,336	4,457	418,399	616	423,472
Commercial							
U.S. commercial	640	234	238	1,112	294,815		295,927
Non-U.S. commercial	77	48	130	255	102,595		102,850
Commercial real estate [4]	138	—	208	346	60,377		60,723
Commercial lease financing	32	33	15	80	14,964		15,044
U.S. small business commercial [5]	70	43	66	179	22,591		22,770
Total commercial	957	358	657	1,972	495,342		497,314
Commercial loans accounted for under the fair value option [3]						6,950	6,950
Total commercial loans and leases	957	358	657	1,972	495,342	6,950	504,264
Total loans and leases [6]	$ 2,504	$ 932	$ 2,993	$ 6,429	$ 913,741	$ 7,566	$ 927,736
Percentage of outstandings	0.27 %	0.10 %	0.32 %	0.69 %	98.49 %	0.82 %	100.00 %

(1) Consumer real estate loans 30-59 days past due includes fully-insured loans of $185 million and nonperforming loans of $116 million. Consumer real estate loans 60-89 days past due includes fully-insured loans of $97 million and nonperforming loans of $102 million. Consumer real estate loans 90 days or more past due includes fully-insured loans of $648 million. Consumer real estate loans current or less than 30 days past due includes $1.5 billion and direct/indirect consumer includes $29 million of nonperforming loans. For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

(2) Total outstandings primarily includes auto and specialty lending loans and leases of $47.2 billion, U.S. securities-based lending loans of $48.7 billion and non-U.S. consumer loans of $3.0 billion.

(3) Consumer loans accounted for under the fair value option includes residential mortgage loans of $241 million and home equity loans of $375 million. Commercial loans accounted for under the fair value option includes U.S. commercial loans of $4.5 billion and non-U.S. commercial loans of $2.4 billion. For more information, see *Note 14 – Fair Value Measurements* and *Note 15 – Fair Value Option*.

(4) Total outstandings includes U.S. commercial real estate loans of $56.6 billion and non-U.S. commercial real estate loans of $4.1 billion.

(5) Includes Paycheck Protection Program loans.

(6) Total outstandings includes loans and leases pledged as collateral of $12.8 billion. The Corporation also pledged $150.2 billion of loans with no related outstanding borrowings to secure potential borrowing capacity with the Federal Reserve Bank and Federal Home Loan Bank.

(Dollars in millions)	30-59 Days Past Due (1)	60-89 Days Past Due (1)	90 Days or More Past Due (1)	Total Past Due 30 Days or More	Total Current or Less Than 30 Days Past Due (1)	Loans Accounted for Under the Fair Value Option	Total Outstandings
	December 31, 2020						
Consumer real estate							
Residential mortgage	$ 1,430	$ 297	$ 1,699	$ 3,426	$ 220,129		$ 223,555
Home equity	154	78	345	577	33,734		34,311
Credit card and other consumer							
Credit card	445	341	903	1,689	77,019		78,708
Direct/Indirect consumer (2)	209	67	37	313	91,050		91,363
Other consumer	—	—	—	—	124		124
Total consumer	2,238	783	2,984	6,005	422,056		428,061
Consumer loans accounted for under the fair value option (3)						$ 735	735
Total consumer loans and leases	2,238	783	2,984	6,005	422,056	735	428,796
Commercial							
U.S. commercial	561	214	512	1,287	287,441		288,728
Non-U.S. commercial	61	44	11	116	90,344		90,460
Commercial real estate (4)	128	113	226	467	59,897		60,364
Commercial lease financing	86	20	57	163	16,935		17,098
U.S. small business commercial (5)	84	56	123	263	36,206		36,469
Total commercial	920	447	929	2,296	490,823		493,119
Commercial loans accounted for under the fair value option (3)						5,946	5,946
Total commercial loans and leases	920	447	929	2,296	490,823	5,946	499,065
Total loans and leases (6)	$ 3,158	$ 1,230	$ 3,913	$ 8,301	$ 912,879	$ 6,681	$ 927,861
Percentage of outstandings	0.34 %	0.13 %	0.42 %	0.89 %	98.39 %	0.72 %	100.00 %

(1) Consumer real estate loans 30-59 days past due includes fully-insured loans of $225 million and nonperforming loans of $126 million. Consumer real estate loans 60-89 days past due includes fully-insured loans of $103 million and nonperforming loans of $95 million. Consumer real estate loans 90 days or more past due includes fully-insured loans of $762 million. Consumer real estate loans current or less than 30 days past due includes $1.2 billion and direct/indirect consumer includes $56 million of nonperforming loans. For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

(2) Total outstandings primarily includes auto and specialty lending loans and leases of $46.4 billion, U.S. securities-based lending loans of $41.1 billion and non-U .S. consumer loans of $3.0 billion.

(3) Consumer loans accounted for under the fair value option includes residential mortgage loans of $298 million and home equity loans of $437 million. Commercial loans accounted for under the fair value option includes U.S. commercial loans of $2.9 billion and non-U.S. commercial loans of $3.0 billion. For more information, see *Note 14 – Fair Value Measurements* and *Note 15 – Fair Value Option*.

(4) Total outstandings includes U.S. commercial real estate loans of $57.2 billion and non-U.S. commercial real estate loans of $3.2 billion.

(5) Includes Paycheck Protection Program loans.

(6) Total outstandings includes loans and leases pledged as collateral of $15.5 billion. The Corporation also pledged $153.1 billion of loans with no related outstanding borrowings to secure potential borrowing capacity with the Federal Reserve Bank and Federal Home Loan Bank.

The Corporation has entered into long-term credit protection agreements with FNMA and FHLMC on loans totaling $10.3 billion and $9.0 billion at September 30, 2021 and December 31, 2020, providing full credit protection on residential mortgage loans that become severely delinquent. All of these loans are individually insured, and therefore the Corporation does not record an allowance for credit losses related to these loans.

Nonperforming Loans and Leases

Commercial nonperforming loans decreased to $1.7 billion at September 30, 2021 from $2.2 billion at December 31, 2020. Consumer nonperforming loans increased to $3.0 billion at September 30, 2021 from $2.7 billion at December 31, 2020 driven by consumer real estate deferral activity.

The following table presents the Corporation's nonperforming loans and leases including nonperforming troubled debt restructurings (TDRs), and loans accruing past due 90 days or more at September 30, 2021 and December 31, 2020. Nonperforming loans held-for-sale (LHFS) are excluded from nonperforming loans and leases as they are recorded at either fair value or the lower of cost or fair value. For more information on the criteria for classification as nonperforming, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit Quality

(Dollars in millions)	Nonperforming Loans and Leases		Accruing Past Due 90 Days or More [1]	
	September 30 2021	December 31 2020	**September 30 2021**	December 31 2020
Residential mortgage [2]	**$ 2,296**	$ 2,005	**$ 648**	$ 762
With no related allowance [3]	**1,984**	1,378	**—**	—
Home equity [2]	**676**	649	**—**	—
With no related allowance [3]	**419**	347	**—**	—
Credit Card	**n/a**	n/a	**450**	903
Direct/indirect consumer	**45**	71	**8**	33
Total consumer	**3,017**	2,725	**1,106**	1,698
U.S. commercial	**909**	1,243	**84**	228
Non-U.S. commercial	**272**	418	**60**	10
Commercial real estate	**414**	404	**5**	6
Commercial lease financing	**70**	87	**11**	25
U.S. small business commercial	**32**	75	**64**	115
Total commercial	**1,697**	2,227	**224**	384
Total nonperforming loans	**$ 4,714**	$ 4,952	**$ 1,330**	$ 2,082
Percentage of outstanding loans and leases	**0.51 %**	0.54 %	**0.14 %**	0.23 %

(1) For information on the Corporation's interest accrual policies and delinquency status for loan modifications related to the pandemic, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.
(2) Residential mortgage loans accruing past due 90 days or more are fully-insured loans. At September 30, 2021 and December 31, 2020 residential mortgage includes $466 million and $537 million of loans on which interest had been curtailed by the Federal Housing Administration (FHA), and therefore were no longer accruing interest, although principal was still insured, and $182 million and $225 million of loans on which interest was still accruing.
(3) Primarily relates to loans for which the estimated fair value of the underlying collateral less any costs to sell is greater than the amortized cost of the loans as of the reporting date.
n/a = not applicable

Credit Quality Indicators

The Corporation monitors credit quality within its Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments based on primary credit quality indicators. For more information on the portfolio segments, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. Within the Consumer Real Estate portfolio segment, the primary credit quality indicators are refreshed loan-to-value (LTV) and refreshed Fair Isaac Corporation (FICO) score. Refreshed LTV measures the carrying value of the loan as a percentage of the value of the property securing the loan, refreshed quarterly. Home equity loans are evaluated using combined loan-to-value (CLTV), which measures the carrying value of the Corporation's loan and available line of credit combined with any outstanding senior liens against the property as a percentage of the value of the property securing the loan, refreshed quarterly. FICO score measures the creditworthiness of the borrower based on the financial obligations of the borrower and the borrower's credit history. FICO scores are typically refreshed quarterly or more frequently. Certain borrowers (e.g., borrowers that have had debts discharged in a bankruptcy proceeding) may not have their FICO scores updated. FICO scores are also a primary credit quality indicator for the Credit Card and Other Consumer portfolio segment and the business card portfolio within U.S. small business commercial. Within the Commercial portfolio segment, loans are evaluated using the internal classifications of pass rated or reservable criticized as the primary credit quality indicators. The term reservable criticized refers to those commercial loans that are internally classified or listed by the Corporation as Special Mention, Substandard or Doubtful, which are asset quality categories defined by regulatory authorities. These assets have an elevated level of risk and may have a high probability of default or total loss. Pass rated refers to all loans not considered reservable criticized. In addition to these primary credit quality indicators, the Corporation uses other credit quality indicators for certain types of loans.

The following tables present certain credit quality indicators for the Corporation's Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments by class of financing receivables and year of origination for term loan balances at September 30, 2021, including revolving loans that converted to term loans without an additional credit decision after origination or through a TDR.

Residential Mortgage – Credit Quality Indicators By Vintage

(Dollars in millions)	Total as of September 30, 2021	Term Loans by Origination Year 2021	2020	2019	2018	2017	Prior
Total Residential Mortgage							
Refreshed LTV							
Less than or equal to 90 percent	**$ 201,127**	$ 66,702	$ 48,549	$ 26,414	$ 8,448	$ 12,487	$ 38,527
Greater than 90 percent but less than or equal to 100 percent	**2,388**	1,327	704	169	31	24	133
Greater than 100 percent	**801**	451	155	57	16	14	108
Fully-insured loans	**12,624**	2,945	3,698	1,370	253	259	4,099
Total Residential Mortgage	**$ 216,940**	$ 71,425	$ 53,106	$ 28,010	$ 8,748	$ 12,784	$ 42,867
Total Residential Mortgage							
Refreshed FICO score							
Less than 620	**$ 2,499**	$ 517	$ 480	$ 151	$ 123	$ 124	$ 1,104
Greater than or equal to 620 and less than 680	**4,932**	1,057	1,162	525	318	310	1,560
Greater than or equal to 680 and less than 740	**23,689**	6,536	5,973	2,935	1,225	1,563	5,457
Greater than or equal to 740	**173,196**	60,370	41,793	23,029	6,829	10,528	30,647
Fully-insured loans	**12,624**	2,945	3,698	1,370	253	259	4,099
Total Residential Mortgage	**$ 216,940**	$ 71,425	$ 53,106	$ 28,010	$ 8,748	$ 12,784	$ 42,867

Home Equity - Credit Quality Indicators

(Dollars in millions)	Total	Home Equity Loans and Reverse Mortgages [(1)]	Revolving Loans	Revolving Loans Converted to Term Loans
	September 30, 2021			
Total Home Equity				
Refreshed LTV				
Less than or equal to 90 percent	**$ 28,529**	**$ 1,789**	**$ 19,526**	**$ 7,214**
Greater than 90 percent but less than or equal to 100 percent	**192**	**83**	**47**	**62**
Greater than 100 percent	**279**	**105**	**70**	**104**
Total Home Equity	**$ 29,000**	**$ 1,977**	**$ 19,643**	**$ 7,380**
Total Home Equity				
Refreshed FICO score				
Less than 620	**$ 930**	**$ 240**	**$ 214**	**$ 476**
Greater than or equal to 620 and less than 680	**1,483**	**230**	**497**	**756**
Greater than or equal to 680 and less than 740	**4,807**	**487**	**2,509**	**1,811**
Greater than or equal to 740	**21,780**	**1,020**	**16,423**	**4,337**
Total Home Equity	**$ 29,000**	**$ 1,977**	**$ 19,643**	**$ 7,380**

(1) Includes reverse mortgages of $1.3 billion and home equity loans of $646 million which are no longer originated.

Credit Card and Direct/Indirect Consumer – Credit Quality Indicators By Vintage

	Direct/Indirect								Credit Card		
			Term Loans by Origination Year								
(Dollars in millions)	Total Direct/ Indirect as of September 30, 2021	Revolving Loans	2021	2020	2019	2018	2017	Prior	Total Credit Card as of September 30, 2021	Revolving Loans	Revolving Loans Converted to Term Loans [(1)]
Refreshed FICO score											
Less than 620	**$ 677**	$ 14	$ 117	$ 110	$ 139	$ 95	$ 122	$ 80	**$ 2,846**	$ 2,686	$ 160
Greater than or equal to 620 and less than 680	**2,194**	15	890	464	355	173	165	132	**8,665**	8,460	205
Greater than or equal to 680 and less than 740	**8,083**	63	3,544	1,869	1,290	565	390	362	**26,939**	26,740	199
Greater than or equal to 740	**36,456**	97	12,248	9,572	7,425	3,284	1,940	1,890	**38,419**	38,370	49
Other internal credit metrics [(2,3)]	**52,435**	51,699	283	67	91	84	61	150	**—**	—	—
Total credit card and other consumer	**$ 99,845**	$ 51,888	$ 17,082	$ 12,082	$ 9,300	$ 4,201	$ 2,678	$ 2,614	**$ 76,869**	$ 76,256	$ 613

(1) Represents TDRs that were modified into term loans.
(2) Other internal credit metrics may include delinquency status, geography or other factors.
(3) Direct/indirect consumer includes $51.7 billion of securities-based lending which is typically supported by highly liquid collateral with market value greater than or equal to the outstanding loan balance and therefore has minimal credit risk at September 30, 2021.

Commercial – Credit Quality Indicators By Vintage [1, 2]

(Dollars in millions)	Total as of September 30, 2021	Term Loans: Amortized Cost Basis by Origination Year 2021	2020	2019	2018	2017	Prior	Revolving Loans
U.S. Commercial								
Risk ratings								
Pass rated	**$ 284,704**	$ 39,184	$ 24,933	$ 25,500	$ 11,900	$ 11,207	$ 23,764	$ 148,216
Reservable criticized	**11,223**	461	1,082	1,491	1,730	583	1,191	4,685
Total U.S. Commercial	**$ 295,927**	$ 39,645	$ 26,015	$ 26,991	$ 13,630	$ 11,790	$ 24,955	$ 152,901
Non-U.S. Commercial								
Risk ratings								
Pass rated	**$ 100,057**	$ 17,768	$ 10,213	$ 7,795	$ 4,775	$ 3,633	$ 3,000	$ 52,873
Reservable criticized	**2,793**	188	341	616	378	200	285	785
Total Non-U.S. Commercial	**$ 102,850**	$ 17,956	$ 10,554	$ 8,411	$ 5,153	$ 3,833	$ 3,285	$ 53,658
Commercial Real Estate								
Risk ratings								
Pass rated	**$ 52,861**	$ 8,993	$ 7,653	$ 12,445	$ 7,021	$ 3,742	$ 7,669	$ 5,338
Reservable criticized	**7,862**	209	993	1,972	1,856	996	1,339	497
Total Commercial Real Estate	**$ 60,723**	$ 9,202	$ 8,646	$ 14,417	$ 8,877	$ 4,738	$ 9,008	$ 5,835
Commercial Lease Financing								
Risk ratings								
Pass rated	**$ 14,640**	$ 1,515	$ 2,641	$ 2,921	$ 2,203	$ 2,020	$ 3,340	$ —
Reservable criticized	**404**	27	11	96	71	52	147	—
Total Commercial Lease Financing	**$ 15,044**	$ 1,542	$ 2,652	$ 3,017	$ 2,274	$ 2,072	$ 3,487	$ —
U.S. Small Business Commercial [3]								
Risk ratings								
Pass rated	**$ 15,149**	$ 6,414	$ 4,524	$ 1,101	$ 800	$ 665	$ 1,504	$ 141
Reservable criticized	**546**	7	32	111	99	78	216	3
Total U.S. Small Business Commercial	**$ 15,695**	$ 6,421	$ 4,556	$ 1,212	$ 899	$ 743	$ 1,720	$ 144
Total	**$ 490,239**	$ 74,766	$ 52,423	$ 54,048	$ 30,833	$ 23,176	$ 42,455	$ 212,538

[1] Excludes $7.0 billion of loans accounted for under the fair value option at September 30, 2021.
[2] Includes $18 million of loans that converted from revolving to term loans.
[3] Excludes U.S. Small Business Card loans of $7.1 billion. Refreshed FICO scores for this portfolio are $188 million for less than 620; $572 million for greater than or equal to 620 and less than 680; $1.8 billion for greater than or equal to 680 and less than 740; and $4.5 billion greater than or equal to 740.

The following tables present certain credit quality indicators for the Corporation's Consumer Real Estate, Credit Card and Other Consumer, and Commercial portfolio segments by class of financing receivables and year of origination for term loan balances at December 31, 2020, including revolving loans that converted to term loans without an additional credit decision after origination or through a TDR.

Residential Mortgage – Credit Quality Indicators By Vintage

			Term Loans by Origination Year					
(Dollars in millions)		Total as of December 31, 2020	2020	2019	2018	2017	2016	Prior
Total Residential Mortgage								
Refreshed LTV								
Less than or equal to 90 percent	$	207,389 $	68,907 $	43,771 $	14,658 $	21,589 $	22,967 $	35,497
Greater than 90 percent but less than or equal to 100 percent		3,138	1,970	684	128	70	96	190
Greater than 100 percent		1,210	702	174	47	39	37	211
Fully-insured loans		11,818	3,826	2,014	370	342	1,970	3,296
Total Residential Mortgage	$	223,555 $	75,405 $	46,643 $	15,203 $	22,040 $	25,070 $	39,194
Total Residential Mortgage								
Refreshed FICO score								
Less than 620	$	2,717 $	823 $	177 $	139 $	170 $	150 $	1,258
Greater than or equal to 620 and less than 680		5,462	1,804	666	468	385	368	1,771
Greater than or equal to 680 and less than 740		25,349	8,533	4,679	1,972	2,427	2,307	5,431
Greater than or equal to 740		178,209	60,419	39,107	12,254	18,716	20,275	27,438
Fully-insured loans		11,818	3,826	2,014	370	342	1,970	3,296
Total Residential Mortgage	$	223,555 $	75,405 $	46,643 $	15,203 $	22,040 $	25,070 $	39,194

Home Equity - Credit Quality Indicators

		Total	Home Equity Loans and Reverse Mortgages [1]	Revolving Loans	Revolving Loans Converted to Term Loans
(Dollars in millions)		December 31, 2020			
Total Home Equity					
Refreshed LTV					
Less than or equal to 90 percent	$	33,447 $	1,919 $	22,639 $	8,889
Greater than 90 percent but less than or equal to 100 percent		351	126	94	131
Greater than 100 percent		513	172	118	223
Total Home Equity	$	34,311 $	2,217 $	22,851 $	9,243
Total Home Equity					
Refreshed FICO score					
Less than 620	$	1,082 $	250 $	244 $	588
Greater than or equal to 620 and less than 680		1,798	263	568	967
Greater than or equal to 680 and less than 740		5,762	556	2,905	2,301
Greater than or equal to 740		25,669	1,148	19,134	5,387
Total Home Equity	$	34,311 $	2,217 $	22,851 $	9,243

[1] Includes reverse mortgages of $1.3 billion and home equity loans of $885 million which are no longer originated.

Credit Card and Direct/Indirect Consumer – Credit Quality Indicators By Vintage

	Direct/Indirect								Credit Card		
			Term Loans by Origination Year								
(Dollars in millions)	Total Direct/Indirect as of December 31, 2020	Revolving Loans	2020	2019	2018	2017	2016	Prior	Total Credit Card as of December 31, 2020	Revolving Loans	Revolving Loans Converted to Term Loans [1]
Refreshed FICO score											
Less than 620	$ 959	$ 19	$ 111	$ 200	$ 175	$ 243	$ 148	$ 63	$ 4,018	$ 3,832	$ 186
Greater than or equal to 620 and less than 680	2,143	20	653	559	329	301	176	105	9,419	9,201	218
Greater than or equal to 680 and less than 740	7,431	80	2,848	2,015	1,033	739	400	316	27,585	27,392	193
Greater than or equal to 740	36,064	120	12,540	10,588	5,869	3,495	1,781	1,671	37,686	37,642	44
Other internal credit metrics [2, 3]	44,766	44,098	74	115	84	67	52	276	—	—	—
Total credit card and other consumer	$ 91,363	$ 44,337	$ 16,226	$ 13,477	$ 7,490	$ 4,845	$ 2,557	$ 2,431	$ 78,708	$ 78,067	$ 641

(1) Represents TDRs that were modified into term loans.
(2) Other internal credit metrics may include delinquency status, geography or other factors.
(3) Direct/indirect consumer includes $44.1 billion of securities-based lending which is typically supported by highly liquid collateral with market value greater than or equal to the outstanding loan balance and therefore has minimal credit risk at December 31, 2020.

Commercial – Credit Quality Indicators By Vintage [1, 2]

		Term Loans						
		Amortized Cost Basis by Origination Year						
(Dollars in millions)	Total as of December 31, 2020	2020	2019	2018	2017	2016	Prior	Revolving Loans
U.S. Commercial								
Risk ratings								
Pass rated	$ 268,812	$ 33,456	$ 33,305	$ 17,363	$ 14,102	$ 7,420	$ 21,784	$ 141,382
Reservable criticized	19,916	2,524	2,542	2,689	854	698	1,402	9,207
Total U.S. Commercial	$ 288,728	$ 35,980	$ 35,847	$ 20,052	$ 14,956	$ 8,118	$ 23,186	$ 150,589
Non-U.S. Commercial								
Risk ratings								
Pass rated	$ 85,914	$ 16,301	$ 11,396	$ 7,451	$ 5,037	$ 1,674	$ 2,194	$ 41,861
Reservable criticized	4,546	914	572	492	436	138	259	1,735
Total Non-U.S. Commercial	$ 90,460	$ 17,215	$ 11,968	$ 7,943	$ 5,473	$ 1,812	$ 2,453	$ 43,596
Commercial Real Estate								
Risk ratings								
Pass rated	$ 50,260	$ 8,429	$ 14,126	$ 8,228	$ 4,599	$ 3,299	$ 6,542	$ 5,037
Reservable criticized	10,104	933	2,558	2,115	1,582	606	1,436	874
Total Commercial Real Estate	$ 60,364	$ 9,362	$ 16,684	$ 10,343	$ 6,181	$ 3,905	$ 7,978	$ 5,911
Commercial Lease Financing								
Risk ratings								
Pass rated	$ 16,384	$ 3,083	$ 3,242	$ 2,956	$ 2,532	$ 1,703	$ 2,868	$ —
Reservable criticized	714	117	117	132	81	88	179	—
Total Commercial Lease Financing	$ 17,098	$ 3,200	$ 3,359	$ 3,088	$ 2,613	$ 1,791	$ 3,047	$ —
U.S. Small Business Commercial [3]								
Risk ratings								
Pass rated	$ 28,786	$ 24,539	$ 1,121	$ 837	$ 735	$ 527	$ 855	$ 172
Reservable criticized	1,148	76	239	210	175	113	322	13
Total U.S. Small Business Commercial	$ 29,934	$ 24,615	$ 1,360	$ 1,047	$ 910	$ 640	$ 1,177	$ 185
Total	$ 486,584	$ 90,372	$ 69,218	$ 42,473	$ 30,133	$ 16,266	$ 37,841	$ 200,281

(1) Excludes $5.9 billion of loans accounted for under the fair value option at December 31, 2020.
(2) Includes $58 million of loans that converted from revolving to term loans.
(3) Excludes U.S. Small Business Card loans of $6.5 billion. Refreshed FICO scores for this portfolio are $265 million for less than 620; $582 million for greater than or equal to 620 and less than 680; $1.7 billion for greater than or equal to 680 and less than 740; and $3.9 billion greater than or equal to 740.

During the nine months ended September 30, 2021, commercial credit quality showed signs of stabilization as the economy continued to recover. Commercial reservable criticized utilized exposure decreased to $24.1 billion at September 30, 2021 from $38.7 billion (to 4.53 percent from 7.31 percent of total commercial reservable utilized exposure) at December 31, 2020, which was broad-based across industries.

Troubled Debt Restructurings

The Corporation has been entering into loan modifications with borrowers in response to the pandemic, most of which are not classified as TDRs and therefore are not included in the following discussion. For more information on the criteria for classifying loans as TDRs, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Consumer Real Estate

Modifications of consumer real estate loans are classified as TDRs when the borrower is experiencing financial difficulties and a concession has been granted. Concessions may include reductions in interest rates, capitalization of past due amounts, principal and/or interest forbearance, payment extensions, principal and/or interest forgiveness, or combinations thereof. Prior to permanently modifying a loan, the Corporation may enter into trial modifications with certain borrowers under both government and proprietary programs. Trial modifications generally represent a three- to four-month period during which the borrower makes monthly payments under the anticipated modified payment terms. Upon successful completion of the trial period, the Corporation and the borrower enter into a permanent modification. Binding trial modifications are classified as TDRs when the trial offer is made and continue to be classified as TDRs regardless of whether the borrower enters into a permanent modification.

Consumer real estate loans of $323 million that have been discharged in Chapter 7 bankruptcy with no change in repayment terms and not reaffirmed by the borrower were included in TDRs at September 30, 2021, of which $95 million were classified as nonperforming and $57 million were loans fully insured.

Consumer real estate TDRs are measured primarily based on the net present value of the estimated cash flows discounted at the loan's original effective interest rate. If the carrying value of a TDR exceeds this amount, a specific allowance is recorded as a component of the allowance for loan and lease losses. Alternatively, consumer real estate TDRs that are considered to be dependent solely on the collateral for repayment (e.g., due to the lack of income verification) are measured based on the estimated fair value of the collateral, and a charge-off is recorded if the carrying value exceeds the fair value of the collateral. Consumer real estate loans that reach 180 days past due prior to modification are charged off to their net realizable value, less costs to sell, before they are modified as TDRs in accordance with established policy. Subsequent declines in the fair value of the collateral after a loan has reached 180 days past due are recorded as charge-offs. Fully-insured loans are protected against principal loss, and therefore, the Corporation does not record an allowance for loan and lease losses on the outstanding principal balance, even after they have been modified in a TDR.

At September 30, 2021 and December 31, 2020, remaining commitments to lend additional funds to debtors whose terms have been modified in a consumer real estate TDR were not significant. Consumer real estate foreclosed properties totaled $87 million and $123 million at September 30, 2021 and December 31, 2020. The carrying value of consumer real estate loans, including fully-insured loans, for which formal foreclosure proceedings were in process at September 30, 2021 was $1.1 billion. During the nine months ended September 30, 2021, the Corporation reclassified $33 million of consumer real estate loans, to foreclosed properties or, for properties acquired upon foreclosure of certain government-guaranteed loans (principally FHA-insured loans), to other assets. The reclassifications represent non-cash investing activities and, accordingly, are not reflected in the Consolidated Statement of Cash Flows.

The table below presents the September 30, 2021 and 2020 unpaid principal balance, carrying value, and average pre- and post-modification interest rates of consumer real estate loans that were modified in TDRs during the three and nine months ended September 30, 2021 and 2020. The following Consumer Real Estate portfolio segment tables include loans that were initially classified as TDRs during the period and also loans that had previously been classified as TDRs and were modified again during the period.

Consumer Real Estate – TDRs Entered into During the Three and Nine Months Ended September 30, 2021 and 2020

(Dollars in millions)	Unpaid Principal Balance	Carrying Value	Pre-Modification Interest Rate	Post-Modification Interest Rate [(1)]	Unpaid Principal Balance	Carrying Value	Pre-Modification Interest Rate	Post-Modification Interest Rate [(1)]
	Three Months Ended September 30, 2021				**Nine Months Ended September 30, 2021**			
Residential mortgage	**$ 451**	**$ 399**	**3.52 %**	**3.49 %**	**$ 832**	**$ 742**	**3.49 %**	**3.44 %**
Home equity	**61**	**45**	**3.51**	**3.51**	**97**	**73**	**3.56**	**3.58**
Total	**$ 512**	**$ 444**	**3.52**	**3.49**	**$ 929**	**$ 815**	**3.50**	**3.46**
	Three Months Ended September 30, 2020				Nine Months Ended September 30, 2020			
Residential mortgage	$ 103	$ 88	4.06 %	3.99 %	$ 294	$ 244	4.07 %	3.90 %
Home equity	12	10	4.25	4.08	56	45	3.85	3.73
Total	$ 115	$ 98	4.08	4.00	$ 350	$ 289	4.03	3.87

(1) The post-modification interest rate reflects the interest rate applicable only to permanently completed modifications, which exclude loans that are in a trial modification period.

The table below presents the September 30, 2021 and 2020 carrying value for consumer real estate loans that were modified in a TDR during the three and nine months ended September 30, 2021 and 2020, by type of modification.

Consumer Real Estate – Modification Programs

	TDRs Entered into During the			
	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Modifications under government programs	**$ —**	$ —	**$ 4**	$ 8
Modifications under proprietary programs	**417**	50	**740**	136
Loans discharged in Chapter 7 bankruptcy (1)	**9**	15	**29**	44
Trial modifications	**18**	33	**42**	101
Total modifications	**$ 444**	$ 98	**$ 815**	$ 289

(1) Includes loans discharged in Chapter 7 bankruptcy with no change in repayment terms that are classified as TDRs.

The table below presents the carrying value of consumer real estate loans that entered into payment default during the three and nine months ended September 30, 2021 and 2020 that were modified in a TDR during the 12 months preceding payment default. A payment default for consumer real estate TDRs is recognized when a borrower has missed three monthly payments (not necessarily consecutively) since modification.

Consumer Real Estate – TDRs Entering Payment Default that were Modified During the Preceding 12 Months

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Modifications under government programs	**$ 1**	$ 6	**$ 3**	$ 14
Modifications under proprietary programs	**35**	8	**80**	27
Loans discharged in Chapter 7 bankruptcy (1)	**1**	4	**6**	15
Trial modifications (2)	**3**	15	**15**	45
Total modifications	**$ 40**	$ 33	**$ 104**	$ 101

(1) Includes loans discharged in Chapter 7 bankruptcy with no change in repayment terms that are classified as TDRs.
(2) Includes trial modification offers to which the customer did not respond.

Credit Card and Other Consumer

The Corporation seeks to assist customers who are experiencing financial difficulty by modifying loans while ensuring compliance with federal and local laws and guidelines. Credit card and other consumer loan modifications generally involve reducing the interest rate on the account, placing the customer on a fixed payment plan not exceeding 60 months and canceling the customer's available line of credit, all of which are considered TDRs. The Corporation makes loan modifications directly with borrowers for debt held only by the Corporation (internal programs). Additionally, the Corporation makes loan modifications for borrowers working with third-party renegotiation agencies that provide solutions to customers' entire unsecured debt structures (external programs). The Corporation classifies other secured consumer loans that have been discharged in Chapter 7 bankruptcy as TDRs, which are written down to collateral value and placed on nonaccrual status no later than the time of discharge.

The table below provides information on the Corporation's Credit Card and Other Consumer TDR portfolio including the September 30, 2021 and 2020 unpaid principal balance, carrying value, and average pre- and post-modification interest rates of loans that were modified in TDRs during the three and nine months ended September 30, 2021 and 2020.

Credit Card and Other Consumer – TDRs Entered into During the Three and Nine Months Ended September 30, 2021 and 2020

(Dollars in millions)	Unpaid Principal Balance	Carrying Value (1)	Pre-Modification Interest Rate	Post-Modification Interest Rate	Unpaid Principal Balance	Carrying Value (1)	Pre-Modification Interest Rate	Post-Modification Interest Rate
	Three Months Ended September 30, 2021				**Nine Months Ended September 30, 2021**			
Credit card	**$ 66**	**$ 71**	**18.48 %**	**3.71 %**	**$ 189**	**$ 200**	**18.47 %**	**4.26 %**
Direct/Indirect consumer	**4**	**2**	**5.20**	**5.20**	**13**	**8**	**5.53**	**5.53**
Total	**$ 70**	**$ 73**	**18.06**	**3.76**	**$ 202**	**$ 208**	**17.99**	**4.31**
	Three Months Ended September 30, 2020				Nine Months Ended September 30, 2020			
Credit card	$ 71	$ 77	18.19 %	6.86 %	$ 203	$ 214	18.06 %	5.82 %
Direct/Indirect consumer	35	29	6.02	6.02	50	37	5.87	5.87
Total	$ 106	$ 106	14.85	6.63	$ 253	$ 251	16.29	5.83

(1) Includes accrued interest and fees.

The table below presents the September 30, 2021 and 2020 carrying value for Credit Card and Other Consumer loans that were modified in a TDR during the three and nine months ended September 30, 2021 and 2020, by program type.

Credit Card and Other Consumer – TDRs by Program Type

	TDRs Entered into During the Three Months Ended September 30		TDRs Entered into During the Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020	**2021**	2020
Internal programs	**$ 60**	$ 80	**$ 166**	$ 178
External programs	**11**	19	**37**	59
Other	**2**	7	**5**	14
Total	**$ 73**	$ 106	**$ 208**	$ 251

Credit card and other consumer loans are deemed to be in payment default during the quarter in which a borrower misses the second of two consecutive payments. Payment defaults are one of the factors considered when projecting future cash flows in the calculation of the allowance for loan and lease losses for credit card and other consumer. Based on historical experience, the Corporation estimates that 10 percent of new credit card TDRs and 16 percent of new direct/indirect consumer TDRs may be in payment default within 12 months after modification.

Commercial Loans

Modifications of loans to commercial borrowers that are experiencing financial difficulty are designed to reduce the Corporation's loss exposure while providing the borrower with an opportunity to work through financial difficulties, often to avoid foreclosure or bankruptcy. Each modification is unique and reflects the individual circumstances of the borrower. Modifications that result in a TDR may include extensions of maturity at a concessionary (below market) rate of interest, payment forbearances or other actions designed to benefit the borrower while mitigating the Corporation's risk exposure. Reductions in interest rates are rare. Instead, the interest rates are typically increased, although the increased rate may not represent a market rate of interest. Infrequently, concessions may also include principal forgiveness in connection with foreclosure, short sale or other settlement agreements leading to termination or sale of the loan.

At the time of restructuring, the loans are remeasured to reflect the impact, if any, on projected cash flows resulting from the modified terms. If a portion of the loan is deemed to be uncollectible, a charge-off may be recorded at the time of restructuring. Alternatively, a charge-off may have already been recorded in a previous period such that no charge-off is required at the time of modification.

During the three and nine months ended September 30, 2021, the carrying value of the Corporation's commercial loans that were modified as TDRs was $213 million and $1.1 billion compared to $588 million and $1.5 billion for the same periods in 2020. At September 30, 2021 and December 31, 2020, the Corporation had commitments to lend $272 million and $402 million to commercial borrowers whose loans are classified as TDRs. The balance of commercial TDRs in payment default was $168 million and $218 million at September 30, 2021 and December 31, 2020.

Loans Held-for-sale

The Corporation had LHFS of $9.4 billion and $9.2 billion at September 30, 2021 and December 31, 2020. Cash and non-cash proceeds from sales and paydowns of loans originally classified as LHFS were $27.0 billion and $16.1 billion for the nine months ended September 30, 2021 and 2020. Cash used for originations and purchases of LHFS totaled approximately $27.0 billion and $11.1 billion for the nine months ended September 30, 2021 and 2020.

Accrued Interest Receivable

Accrued interest receivable for loans and leases and loans held-for-sale at September 30, 2021 and December 31, 2020 was $2.2 billion and $2.4 billion and is reported in customer and other receivables on the Consolidated Balance Sheet.

Outstanding credit card loan balances include unpaid principal, interest and fees. Credit card loans are not classified as nonperforming but are charged off no later than the end of the month in which the account becomes 180 days past due, within 60 days after receipt of notification of death or bankruptcy, or upon confirmation of fraud. During the three and nine months ended September 30, 2021, the Corporation reversed $87 million and $369 million of interest and fee income against the income statement line item in which it was originally recorded upon charge-off of the principal balance of the loan.

For the outstanding residential mortgage, home equity, direct/indirect consumer and commercial loan balances classified as nonperforming during the three and nine months ended September 30, 2021, interest and fee income reversed at the time the loans were classified as nonperforming was not significant. For more information on the Corporation's nonperforming loan policies, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Allowance for Credit Losses

The allowance for credit losses is estimated using quantitative and qualitative methods that consider a variety of factors, such as historical loss experience, the current credit quality of the portfolio and an economic outlook over the life of the loan. Qualitative reserves cover losses that are expected but, in the Corporation's assessment, may not be adequately reflected in the quantitative methods or the economic assumptions. The Corporation incorporates forward-looking information through the use of several macroeconomic scenarios in determining the weighted economic outlook over the forecasted life of the assets. These scenarios include key macroeconomic variables such as gross domestic product, unemployment rate, real estate prices and corporate bond spreads. The scenarios that are chosen each quarter and the weighting given to each scenario depend on a variety of factors including recent economic events, leading economic indicators, internal and third-party economist views, and industry trends. For more information on the Corporation's credit loss accounting policies including the allowance for credit losses, see *Note 1 – Summary of Significant Accounting Principles* to the Consolidated Financial Statements of the Corporation’s 2020 Annual Report on Form 10-K.

The September 30, 2021 estimate for allowance for credit losses was based on various economic outlooks that included consensus estimates, a downside scenario that assumed a significantly longer period until economic recovery, a tail risk scenario similar to the severely adverse scenario used in stress testing, a scenario to account for inflationary risk and higher interest rates and an upside scenario to consider the potential for improvement in the consensus outlooks. The weighted economic outlook assumes that the U.S. unemployment rate will be just above five percent by the fourth quarters of 2022 and 2023, which includes the impacts of the downside scenarios noted above. Additionally, in this economic outlook, U.S. gross domestic product is forecasted to grow at 1.8 percent and 1.9 percent year-over-year in the fourth quarters of 2022 and 2023. The allowance for credit losses considered the impact of enacted government stimulus measures and continued to factor in the uncertainty resulting from the unprecedented nature of the current health crisis and risks that may prevent a full economic recovery.

While there has been improvement across the economy, the Corporation continues to factor into its allowance for credit losses an estimated impact from higher-risk segments that included leveraged loans and industries such as travel and entertainment, which have been adversely impacted by the effects of the pandemic.

The allowance for credit losses at September 30, 2021 was $14.7 billion, a decrease of $6.0 billion compared to December 31, 2020. The decrease in the allowance for credit losses was primarily driven by improvements in the macroeconomic outlook and credit quality. The change in the allowance for credit losses was comprised of a net decrease of $5.6 billion in the allowance for loan and lease losses and a $340 million decrease in the reserve for unfunded lending commitments. The decrease in the allowance for credit losses was attributed to $342 million in the consumer real estate portfolio, $2.6 billion in the credit card and other consumer portfolio, and $3.1 billion in the commercial portfolio. Similarly, the provision for credit losses improved $2.0 billion to a benefit of $624 million and $15.4 billion to a benefit of $4.1 billion for the three and nine months ended September 30, 2021 compared to the same periods in 2020. The benefit in the three-month period was primarily due to credit quality improvements. The benefit in the nine-month period was primarily driven by improvements in the macroeconomic outlook and credit quality.

Outstanding loans and leases excluding loans accounted for under the fair value option decreased $1.0 billion in the nine months ended September 30, 2021 driven by consumer loans, which decreased $5.2 billion primarily due to a decline in consumer real estate due to prepayments in a low rate environment. However, outstanding commercial loans and leases, excluding small business, increased $17.9 billion during the nine months ended September 30, 2021, primarily driven by *Global Markets.*

The changes in the allowance for credit losses, including net charge-offs and provision for loan and lease losses, are detailed in the following table.

(Dollars in millions)	Consumer Real Estate	Credit Card and Other Consumer	Commercial	Total
	Three Months Ended September 30, 2021			
Allowance for loan and lease losses, July 1	**$ 597**	**$ 6,835**	**$ 6,663**	**$ 14,095**
Loans and leases charged off	**(15)**	**(626)**	**(165)**	**(806)**
Recoveries of loans and leases previously charged off	**56**	**256**	**31**	**343**
Net charge-offs	**41**	**(370)**	**(134)**	**(463)**
Provision for loan and lease losses	**(85)**	**175**	**(565)**	**(475)**
Other	**2**	**(1)**	**(3)**	**(2)**
Allowance for loan and lease losses, September 30	**555**	**6,639**	**5,961**	**13,155**
Reserve for unfunded lending commitments, July 1	**107**	**—**	**1,580**	**1,687**
Provision for unfunded lending commitments	**(9)**	**—**	**(140)**	**(149)**
Reserve for unfunded lending commitments, September 30	**98**	**—**	**1,440**	**1,538**
Allowance for credit losses, September 30	**$ 653**	**$ 6,639**	**$ 7,401**	**$ 14,693**
	Three Months Ended September 30, 2020			
Allowance for loan and lease losses, July 1	$ 833	$ 10,122	$ 8,434	$ 19,389
Loans and leases charged off	(13)	(810)	(470)	(1,293)
Recoveries of loans and leases previously charged off	39	220	62	321
Net charge-offs	26	(590)	(408)	(972)
Provision for loan and lease losses	(6)	304	882	1,180
Other	2	—	(3)	(1)
Allowance for loan and lease losses, September 30	855	9,836	8,905	19,596
Reserve for unfunded lending commitments, July 1	141	—	1,561	1,702
Provision for unfunded lending commitments	(3)	—	212	209
Other	—	—	(1)	(1)
Reserve for unfunded lending commitments, September 30	138	—	1,772	1,910
Allowance for credit losses, September 30	$ 993	$ 9,836	$ 10,677	$ 21,506

(Dollars in millions)	Consumer Real Estate	Credit Card and Other Consumer	Commercial	Total
	Nine Months Ended September 30, 2021			
Allowance for loan and lease losses, January 1	**$ 858**	**$ 9,213**	**$ 8,731**	**$ 18,802**
Loans and leases charged off	**(60)**	**(2,402)**	**(591)**	**(3,053)**
Recoveries of loans and leases previously charged off	**170**	**757**	**245**	**1,172**
Net charge-offs	**110**	**(1,645)**	**(346)**	**(1,881)**
Provision for loan and lease losses	**(414)**	**(929)**	**(2,423)**	**(3,766)**
Other	**1**	**—**	**(1)**	**—**
Allowance for loan and lease losses, September 30	**555**	**6,639**	**5,961**	**13,155**
Reserve for unfunded lending commitments, January 1	**137**	**—**	**1,741**	**1,878**
Provision for unfunded lending commitments	**(39)**	**—**	**(300)**	**(339)**
Other	**—**	**—**	**(1)**	**(1)**
Reserve for unfunded lending commitments, September 30	**98**	**—**	**1,440**	**1,538**
Allowance for credit losses, September 30	**$ 653**	**$ 6,639**	**$ 7,401**	**$ 14,693**
	Nine Months Ended September 30, 2020			
Allowance for loan and lease losses, January 1	$ 440	$ 7,430	$ 4,488	$ 12,358
Loans and leases charged off	(75)	(2,916)	(1,199)	(4,190)
Recoveries of loans and leases previously charged off	147	674	129	950
Net charge-offs	72	(2,242)	(1,070)	(3,240)
Provision for loan and lease losses	336	4,648	5,496	10,480
Other	7	—	(9)	(2)
Allowance for loan and lease losses, September 30	855	9,836	8,905	19,596
Reserve for unfunded lending commitments, January 1	119	—	1,004	1,123
Provision for unfunded lending commitments	19	—	768	787
Reserve for unfunded lending commitments, September 30	138	—	1,772	1,910
Allowance for credit losses, September 30	$ 993	$ 9,836	$ 10,677	$ 21,506

NOTE 6 Securitizations and Other Variable Interest Entities

The Corporation utilizes VIEs in the ordinary course of business to support its own and its customers' financing and investing needs. The tables in this Note present the assets and liabilities of consolidated and unconsolidated VIEs at September 30, 2021 and December 31, 2020 in situations where the Corporation has continuing involvement with transferred assets or if the Corporation otherwise has a variable interest in the VIE. The tables also present the Corporation's maximum loss exposure at September 30, 2021 and December 31, 2020 resulting from its involvement with consolidated and unconsolidated VIEs in which the Corporation holds a variable interest. For more information on the Corporation's use of VIEs and related maximum loss exposure, see *Note 1 – Summary of Significant Accounting Principles* and *Note 6 – Securitizations and Other Variable Interest Entities* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

The Corporation invests in ABS issued by third-party VIEs with which it has no other form of involvement and enters into certain commercial lending arrangements that may also incorporate the use of VIEs, for example to hold collateral. These securities and loans are included in *Note 4 – Securities* or *Note 5 – Outstanding Loans and Leases and Allowance for Credit*

Losses. In addition, the Corporation has used VIEs in connection with its funding activities.

The Corporation did not provide financial support to consolidated or unconsolidated VIEs during the nine months ended September 30, 2021 or the year ended December 31, 2020 that it was not previously contractually required to provide, nor does it intend to do so.

The Corporation had liquidity commitments, including written put options and collateral value guarantees, with certain unconsolidated VIEs of $968 million and $929 million at September 30, 2021 and December 31, 2020.

First-lien Mortgage Securitizations

As part of its mortgage banking activities, the Corporation securitizes a portion of the first-lien residential mortgage loans it originates or purchases from third parties. Except as described in *Note 10 – Commitments and Contingencies*, the Corporation does not provide guarantees or recourse to the securitization trusts other than standard representations and warranties.

The table below summarizes select information related to first-lien mortgage securitizations for the three and nine months ended September 30, 2021 and 2020.

First-lien Mortgage Securitizations

	Residential Mortgage - Agency				Commercial Mortgage			
	Three Months Ended September 30		Nine Months Ended September 30		Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
Proceeds from loan sales [1]	**$ 2,153**	$ 1,698	**$ 5,047**	$ 14,625	**$ 3,122**	$ 945	**$ 5,961**	$ 3,237
Gains on securitizations [2]	**3**	3	**8**	724	**41**	17	**105**	57
Repurchases from securitization trusts [3]	**156**	68	**512**	363	**—**	—	**—**	—

[1] The Corporation transfers residential mortgage loans to securitizations sponsored primarily by the Government-sponsored enterprise (GSEs) or Government National Mortgage Association (GNMA) in the normal course of business and primarily receives RMBS in exchange. Substantially all of these securities are classified as Level 2 within the fair value hierarchy and are typically sold shortly after receipt.

[2] A majority of the first-lien residential mortgage loans securitized are initially classified as LHFS and accounted for under the fair value option. Gains recognized on these LHFS prior to securitization, which totaled $28 million and $97 million, net of hedges, during the three and nine months ended September 30, 2021 compared to $44 million and $105 million for the same periods in 2020, are not included in the table above.

[3] The Corporation may have the option to repurchase delinquent loans out of securitization trusts, which reduces the amount of servicing advances it is required to make. The Corporation may also repurchase loans from securitization trusts to perform modifications. Repurchased loans include FHA-insured mortgages collateralizing GNMA securities.

The Corporation recognizes consumer MSRs from the sale or securitization of consumer real estate loans. The unpaid principal balance of loans serviced for investors, including residential mortgage and home equity loans, totaled $129.6 billion and $172.5 billion at September 30, 2021 and 2020. Servicing fee and ancillary fee income on serviced loans was $101 million and $318 million during the three and nine months ended September 30, 2021 compared to $101 million and $353 million for the same periods in 2020. Servicing advances on serviced loans, including loans serviced for others and loans held for investment, were $2.1 billion and $2.2 billion at September 30, 2021 and December 31, 2020. For more information on MSRs, see *Note 14 – Fair Value Measurements*.

During the nine months ended September 30, 2020, the Corporation completed the sale of $9.3 billion of consumer real estate loans through GNMA loan securitizations. As part of the securitizations, the Corporation retained $8.4 billion of mortgage-backed securities, which are classified as debt securities carried at fair value on the Consolidated Balance Sheet. Total gains on loan sales of $704 million were recorded in other income in the Consolidated Statement of Income.

The following table summarizes select information related to first-lien mortgage securitization trusts in which the Corporation held a variable interest at September 30, 2021 and December 31, 2020.

First-lien Mortgage VIEs

	Residential Mortgage								Commercial Mortgage	
			Non-agency							
	Agency		Prime		Subprime		Alt-A			
(Dollars in millions)	**Sep 30 2021**	December 31 2020	**Sep 30 2021**	December 31 2020	**Sep 30 2021**	December 31 2020	**Sep 30 2021**	December 31 2020	**Sep 30 2021**	December 31 2020
Unconsolidated VIEs										
Maximum loss exposure [(1)]	**$ 12,308**	$ 13,477	**$ 219**	$ 250	**$ 992**	$ 1,031	**$ 51**	$ 46	**$ 1,343**	$ 1,169
On-balance sheet assets										
Senior securities:										
Trading account assets	**$ 230**	$ 152	**$ 18**	$ 2	**$ 26**	$ 8	**$ 20**	$ 12	**$ 53**	$ 60
Debt securities carried at fair value	**5,738**	7,588	**80**	103	**638**	676	**30**	33	**—**	—
Held-to-maturity securities	**6,340**	5,737	**—**	—	**—**	—	**—**	—	**1,047**	925
All other assets	**—**	—	**6**	6	**26**	26	**1**	1	**68**	50
Total retained positions	**$ 12,308**	$ 13,477	**$ 104**	$ 111	**$ 690**	$ 710	**$ 51**	$ 46	**$ 1,168**	$ 1,035
Principal balance outstanding [(2)]	**$ 106,969**	$ 133,497	**$ 5,059**	$ 6,081	**$ 5,995**	$ 6,691	**$ 14,404**	$ 16,554	**$ 70,864**	$ 59,268
Consolidated VIEs										
Maximum loss exposure [(1)]	**$ 1,174**	$ 1,328	**$ 10**	$ 66	**$ 23**	$ 53	**$ —**	$ —	**$ —**	$ —
On-balance sheet assets										
Trading account assets	**$ 1,174**	$ 1,328	**$ 38**	$ 350	**$ 217**	$ 260	**$ —**	$ —	**$ —**	$ —
Total assets	**$ 1,174**	$ 1,328	**$ 38**	$ 350	**$ 217**	$ 260	**$ —**	$ —	**$ —**	$ —
Total liabilities	**$ —**	$ —	**$ 28**	$ 284	**$ 194**	$ 207	**$ —**	$ —	**$ —**	$ —

(1) Maximum loss exposure includes obligations under loss-sharing reinsurance and other arrangements for non-agency residential mortgage and commercial mortgage securitizations, but excludes the reserve for representations and warranties obligations and corporate guarantees and also excludes servicing advances and other servicing rights and obligations. For more information, see *Note 10 – Commitments and Contingencies* and *Note 14 – Fair Value Measurements*.
(2) Principal balance outstanding includes loans where the Corporation was the transferor to securitization VIEs with which it has continuing involvement, which may include servicing the loans.

Other Asset-backed Securitizations

The table below summarizes select information related to home equity, credit card and other asset-backed VIEs in which the Corporation held a variable interest at September 30, 2021 and December 31, 2020.

Home Equity Loan, Credit Card and Other Asset-backed VIEs

	Home Equity [(1)]		Credit Card [(2)]		Resecuritization Trusts		Municipal Bond Trusts	
(Dollars in millions)	**Sep 30 2021**	December 31 2020	**Sep 30 2021**	December 31 2020	**Sep 30 2021**	December 31 2020	**Sep 30 2021**	December 31 2020
Unconsolidated VIEs								
Maximum loss exposure	**$ 167**	$ 206	**$ —**	$ —	**$ 6,896**	$ 8,543	**$ 3,862**	$ 3,507
On-balance sheet assets								
Securities [(3)]:								
Trading account assets	**$ —**	$ —	**$ —**	$ —	**$ 1,306**	$ 948	**$ —**	$ —
Debt securities carried at fair value	**1**	2	**—**	—	**2,087**	2,727	**—**	—
Held-to-maturity securities	**—**	—	**—**	—	**3,503**	4,868	**—**	—
Total retained positions	**$ 1**	$ 2	**$ —**	$ —	**$ 6,896**	$ 8,543	**$ —**	$ —
Total assets of VIEs	**$ 455**	$ 609	**$ —**	$ —	**$ 16,665**	$ 17,250	**$ 4,417**	$ 4,042
Consolidated VIEs								
Maximum loss exposure	**$ 48**	$ 58	**$ 9,944**	$ 14,606	**$ 211**	$ 217	**$ 301**	$ 1,030
On-balance sheet assets								
Trading account assets	**$ —**	$ —	**$ —**	$ —	**$ 219**	$ 217	**$ 261**	$ 990
Loans and leases	**168**	218	**14,139**	21,310	**—**	—	**—**	—
Allowance for loan and lease losses	**14**	14	**(1,005)**	(1,704)	**—**	—	**—**	—
All other assets	**3**	4	**67**	1,289	**—**	—	**40**	40
Total assets	**$ 185**	$ 236	**$ 13,201**	$ 20,895	**$ 219**	$ 217	**$ 301**	$ 1,030
On-balance sheet liabilities								
Short-term borrowings	**$ —**	$ —	**$ —**	$ —	**$ —**	$ —	**$ 280**	$ 432
Long-term debt	**138**	178	**3,247**	6,273	**8**	—	**—**	—
All other liabilities	**—**	—	**10**	16	**—**	—	**—**	—
Total liabilities	**$ 138**	$ 178	**$ 3,257**	$ 6,289	**$ 8**	$ —	**$ 280**	$ 432

(1) For unconsolidated home equity loan VIEs, the maximum loss exposure includes outstanding trust certificates issued by trusts in rapid amortization, net of recorded reserves. For both consolidated and unconsolidated home equity loan VIEs, the maximum loss exposure excludes the reserve for representations and warranties obligations and corporate guarantees. For more information, see *Note 10 – Commitments and Contingencies*.
(2) At September 30, 2021 and December 31, 2020, loans and leases in the consolidated credit card trust included $4.0 billion and $7.6 billion of seller's interest.
(3) The retained senior securities were valued using quoted market prices or observable market inputs (Level 2 of the fair value hierarchy).

Home Equity Loans

The Corporation retains interests, primarily senior securities, in home equity securitization trusts to which it transferred home equity loans. In addition, the Corporation may be obligated to provide subordinate funding to the trusts during a rapid amortization event. This obligation is included in the maximum loss exposure in the table above. The charges that will ultimately be recorded as a result of the rapid amortization events depend on the undrawn portion of the home equity lines of credit, performance of the loans, the amount of subsequent draws and the timing of related cash flows.

Credit Card Securitizations

The Corporation securitizes originated and purchased credit card loans. The Corporation's continuing involvement with the securitization trust includes servicing the receivables, retaining an undivided interest (seller's interest) in the receivables, and holding certain retained interests, including subordinate interests in accrued interest and fees on the securitized receivables and cash reserve accounts.

During the nine months ended September 30, 2021, there were $1.0 billion of new senior debt securities issued to third-party investors from the credit card securitization trust. No new senior debt securities were issued to third-party investors from the credit card securitization trust during the nine months ended September 30, 2020.

At September 30, 2021 and December 31, 2020, the Corporation held subordinate securities issued by the credit card securitization trust with a notional principal amount of $6.5 billion and $6.8 billion. These securities serve as a form of credit enhancement to the senior debt securities and have a stated interest rate of zero percent. There were $161 million of these subordinate securities issued by the credit card securitization trust during the nine months ended September 30, 2021. No subordinate securities were issued by the credit card securitization trust during the nine months ended September 30, 2020.

Resecuritization Trusts

The Corporation transfers securities, typically MBS, into resecuritization VIEs generally at the request of customers seeking securities with specific characteristics. Generally, there are no significant ongoing activities performed in a resecuritization trust, and no single investor has the unilateral ability to liquidate the trust.

The Corporation resecuritized $5.9 billion and $20.6 billion of securities during the three and nine months ended September 30, 2021 compared to $8.3 billion and $26.4 billion for the same periods in 2020. Securities transferred into resecuritization VIEs were measured at fair value with changes in fair value recorded in market making and similar activities prior to the resecuritization and, accordingly, no gain or loss on sale was recorded. During the three and nine months ended September 30, 2021 and 2020, resecuritization proceeds included securities with an initial fair value of $1.0 billion and $1.6 billion compared to $598 million and $5.5 billion, of which substantially all of the securities in the current-year period were classified as trading account assets. All of the securities received as resecuritization proceeds during the three months ended September 30, 2020 were classified as trading account assets. Of the securities received as resecuritization proceeds during the nine months ended September 30, 2020, $1.8 billion, $2.1 billion and $1.7 billion were classified as trading account assets, debt securities carried at fair value and HTM securities, respectively. Substantially all of the trading account securities carried at fair value were categorized as Level 2 within the fair value hierarchy.

Municipal Bond Trusts

The Corporation administers municipal bond trusts that hold highly-rated, long-term, fixed-rate municipal bonds. The trusts obtain financing by issuing floating-rate trust certificates that reprice on a weekly or other short-term basis to third-party investors.

The Corporation's liquidity commitments to unconsolidated municipal bond trusts, including those for which the Corporation was transferor, totaled $3.9 billion and $3.5 billion at September 30, 2021 and December 31, 2020. The weighted-average remaining life of bonds held in the trusts at September 30, 2021 was 6.4 years. There were no significant write-downs or downgrades of assets or issuers during the nine months ended September 30, 2021 and 2020.

Other Variable Interest Entities

The table below summarizes select information related to other VIEs in which the Corporation held a variable interest at September 30, 2021 and December 31, 2020.

Other VIEs

(Dollars in millions)	Consolidated	Unconsolidated	Total	Consolidated	Unconsolidated	Total
	September 30, 2021			December 31, 2020		
Maximum loss exposure	**$ 4,831**	**$ 25,409**	**$ 30,240**	$ 4,106	$ 23,870	$ 27,976
On-balance sheet assets						
Trading account assets	**$ 2,523**	**$ 577**	**$ 3,100**	$ 2,080	$ 623	$ 2,703
Debt securities carried at fair value	**—**	**7**	**7**	—	9	9
Loans and leases	**2,550**	**39**	**2,589**	2,108	184	2,292
Allowance for loan and lease losses	**(3)**	**(5)**	**(8)**	(3)	(3)	(6)
All other assets	**26**	**24,302**	**24,328**	54	22,553	22,607
Total	**$ 5,096**	**$ 24,920**	**$ 30,016**	$ 4,239	$ 23,366	$ 27,605
On-balance sheet liabilities						
Short-term borrowings	**$ 50**	**$ —**	**$ 50**	$ 22	$ —	$ 22
Long-term debt	**215**	**—**	**215**	111	—	111
All other liabilities	**—**	**6,109**	**6,109**	—	5,658	5,658
Total	**$ 265**	**$ 6,109**	**$ 6,374**	$ 133	$ 5,658	$ 5,791
Total assets of VIEs	**$ 5,096**	**$ 86,035**	**$ 91,131**	$ 4,239	$ 77,984	$ 82,223

Customer VIEs

Customer VIEs include credit-linked, equity-linked and commodity-linked note VIEs, repackaging VIEs and asset acquisition VIEs, which are typically created on behalf of customers who wish to obtain market or credit exposure to a specific company, index, commodity or financial instrument.

The Corporation's maximum loss exposure to consolidated and unconsolidated customer VIEs totaled $2.8 billion and $2.3 billion at September 30, 2021 and December 31, 2020, including the notional amount of derivatives to which the Corporation is a counterparty, net of losses previously recorded, and the Corporation's investment, if any, in securities issued by the VIEs.

Collateralized Debt Obligation VIEs

The Corporation receives fees for structuring CDO VIEs, which hold diversified pools of fixed-income securities, typically corporate debt or ABS, which the CDO VIEs fund by issuing multiple tranches of debt and equity securities. CDOs are generally managed by third-party portfolio managers. The Corporation typically transfers assets to these CDOs, holds securities issued by the CDOs and may be a derivative counterparty to the CDOs. The Corporation's maximum loss exposure to consolidated and unconsolidated CDOs totaled $258 million and $298 million at September 30, 2021 and December 31, 2020.

Investment VIEs

The Corporation sponsors, invests in or provides financing, which may be in connection with the sale of assets, to a variety of investment VIEs that hold loans, real estate, debt securities or other financial instruments and are designed to provide the desired investment profile to investors or the Corporation. At September 30, 2021 and December 31, 2020, the Corporation's consolidated investment VIEs had total assets of $1.0 billion and $494 million. The Corporation also held investments in unconsolidated VIEs with total assets of $6.6 billion and $5.4 billion at September 30, 2021 and December 31, 2020. The Corporation's maximum loss exposure associated with both consolidated and unconsolidated investment VIEs totaled $2.0 billion and $1.5 billion at September 30, 2021 and December 31, 2020 comprised primarily of on-balance sheet assets less non-recourse liabilities.

Leveraged Lease Trusts

The Corporation's net investment in consolidated leveraged lease trusts totaled $1.5 billion and $1.7 billion at September 30, 2021 and December 31, 2020. The trusts hold long-lived equipment such as rail cars, power generation and distribution equipment, and commercial aircraft. The Corporation structures the trusts and holds a significant residual interest. The net investment represents the Corporation's maximum loss exposure to the trusts in the unlikely event that the leveraged lease investments become worthless. Debt issued by the leveraged lease trusts is non-recourse to the Corporation.

Tax Credit VIEs

The Corporation holds investments in unconsolidated limited partnerships and similar entities that construct, own and operate affordable housing, wind and solar projects. An unrelated third party is typically the general partner or managing member and has control over the significant activities of the VIE. The Corporation earns a return primarily through the receipt of tax credits allocated to the projects. The maximum loss exposure included in the Other VIEs table was $23.5 billion and $22.0 billion at September 30, 2021 and December 31, 2020. The Corporation's risk of loss is generally mitigated by policies requiring that the project qualify for the expected tax credits prior to making its investment.

The Corporation's investments in affordable housing partnerships, which are reported in other assets on the Consolidated Balance Sheet, totaled $11.7 billion and $11.2 billion, including unfunded commitments to provide capital contributions of $5.3 billion and $5.0 billion, at September 30, 2021 and December 31, 2020. The unfunded commitments are expected to be paid over the next five years. The Corporation recognized tax credits and other tax benefits from investments in affordable housing partnerships of $350 million and $1.1 billion and reported pretax losses in other income of $282 million and $837 million for the three and nine months ended September 30, 2021. For the same periods in 2020, the Corporation recognized tax credits and other tax benefits of $376 million and $986 million and reported pretax losses in other income of $272 million and $799 million. These tax credits are recognized as part of the Corporation's annual effective tax rate used to determine tax expense in a given quarter. The Corporation may be asked to invest additional amounts to support a troubled affordable housing project. Such additional investments have not been and are not expected to be significant.

NOTE 7 Goodwill and Intangible Assets

Goodwill

The table below presents goodwill balances by business segment at September 30, 2021 and December 31, 2020. The reporting units utilized for goodwill impairment testing are the operating segments or one level below.

Goodwill

(Dollars in millions)	September 30 2021	December 31 2020
Consumer Banking	**$ 30,137**	$ 30,123
Global Wealth & Investment Management	**9,677**	9,677
Global Banking [1]	**24,027**	23,969
Global Markets	**5,182**	5,182
Total goodwill	**$ 69,023**	$ 68,951

[1] Prior period has been revised to conform to current-period presentation.

Intangible Assets

At both September 30, 2021 and December 31, 2020, the net carrying value of intangible assets was $2.2 billion. At both September 30, 2021 and December 31, 2020, intangible assets included $1.6 billion of intangible assets associated with trade names, substantially all of which had an indefinite life and, accordingly, are not being amortized. Amortization of intangibles expense was $19 million and $56 million for the three and nine months ended September 30, 2021 compared to $30 million and $62 million for the same periods in 2020.

NOTE 8 Leases

The Corporation enters into both lessor and lessee arrangements. For more information on lease accounting, see *Note 1 – Summary of Significant Accounting Principles* and *Note 8 – Leases* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. For more information on lease financing receivables, see *Note 5 – Outstanding Loans and Leases and Allowance for Credit Losses*.

Lessor Arrangements

The Corporation's lessor arrangements primarily consist of operating, sales-type and direct financing leases for equipment. Lease agreements may include options to renew and for the lessee to purchase the leased equipment at the end of the lease term.

The table below presents the net investment in sales-type and direct financing leases at September 30, 2021 and December 31, 2020.

Net Investment [(1)]

(Dollars in millions)	September 30 2021	December 31 2020
Lease receivables	$ 16,458	$ 17,627
Unguaranteed residuals	2,137	2,303
Total net investment in sales-type and direct financing leases	$ 18,595	$ 19,930

(1) In certain cases, the Corporation obtains third-party residual value insurance to reduce its residual asset risk. The carrying value of residual assets with third-party residual value insurance for at least a portion of the asset value was $7.2 billion and $6.9 billion at September 30, 2021 and December 31, 2020.

The table below presents lease income for the three and nine months ended September 30, 2021 and 2020.

Lease Income

	Three Months Ended September 30		Nine Months Ended September 30	
(Dollars in millions)	2021	2020	2021	2020
Sales-type and direct financing leases	$ 152	$ 167	$ 468	$ 539
Operating leases	235	224	689	703
Total lease income	$ 387	$ 391	$ 1,157	$ 1,242

Lessee Arrangements

The Corporation's lessee arrangements predominantly consist of operating leases for premises and equipment; the Corporation's financing leases are not significant.

The table below provides information on the right-of-use assets and lease liabilities at September 30, 2021 and December 31, 2020.

Lessee Arrangements

(Dollars in millions)	September 30 2021	December 31 2020
Right-of-use asset	$ 10,091	$ 10,000
Lease liabilities	10,707	10,474

NOTE 9 Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash

The table below presents federal funds sold or purchased, securities financing agreements (which include securities borrowed or purchased under agreements to resell and securities loaned or sold under agreements to repurchase) and short-term borrowings. The Corporation elects to account for certain securities financing agreements and short-term borrowings under the fair value option. For more information on the fair value option, see *Note 15 – Fair Value Option*.

	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate
	Three Months Ended September 30				Nine Months Ended September 30			
(Dollars in millions)	2021		2020		2021		2020	
Federal funds sold and securities borrowed or purchased under agreements to resell								
Average during period	$ 270,094	0.01 %	$ 384,221	0.06 %	$ 263,581	(0.02)%	$ 325,356	0.37 %
Maximum month-end balance during period	278,684	n/a	420,830	n/a	278,684	n/a	451,179	n/a
Federal funds purchased and securities loaned or sold under agreements to repurchase								
Average during period	$ 220,741	0.29 %	$ 192,376	0.41 %	$ 212,214	0.26 %	$ 193,029	0.81 %
Maximum month-end balance during period	217,825	n/a	195,028	n/a	218,628	n/a	206,493	n/a
Short-term borrowings								
Average during period	20,862	(0.19)	17,770	0.08	20,714	(0.14)	23,347	0.68
Maximum month-end balance during period	21,293	n/a	19,530	n/a	23,333	n/a	30,118	n/a

n/a = not applicable

Offsetting of Securities Financing Agreements

The Corporation enters into securities financing agreements to accommodate customers (also referred to as “matched-book transactions”), obtain securities to cover short positions and finance inventory positions. For more information on the securities financing agreements and the offsetting of securities financing transactions, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash* to the Consolidated Financial Statements of the Corporation’s 2020 Annual Report on Form 10-K.

The Securities Financing Agreements table presents securities financing agreements included on the Consolidated Balance Sheet in federal funds sold and securities borrowed or purchased under agreements to resell, and in federal funds purchased and securities loaned or sold under agreements to repurchase at September 30, 2021 and December 31, 2020. Balances are presented on a gross basis, prior to the application of counterparty netting. Gross assets and liabilities are adjusted on an aggregate basis to take into consideration the effects of legally enforceable master netting agreements. For more information on the offsetting of derivatives, see *Note 3 – Derivatives*.

Securities Financing Agreements

(Dollars in millions)	Gross Assets/Liabilities [1]	Amounts Offset	Net Balance Sheet Amount	Financial Instruments [2]	Net Assets/Liabilities
			September 30, 2021		
Securities borrowed or purchased under agreements to resell [3]	**$ 533,965**	**$ (272,031)**	**$ 261,934**	**$ (240,436)**	**$ 21,498**
Securities loaned or sold under agreements to repurchase	**$ 479,459**	**$ (272,031)**	**$ 207,428**	**$ (195,260)**	**$ 12,168**
Other [4]	**10,167**	**—**	**10,167**	**(10,167)**	**—**
Total	**$ 489,626**	**$ (272,031)**	**$ 217,595**	**$ (205,427)**	**$ 12,168**
			December 31, 2020		
Securities borrowed or purchased under agreements to resell [3]	$ 492,387	$ (188,329)	$ 304,058	$ (272,351)	$ 31,707
Securities loaned or sold under agreements to repurchase	$ 358,652	$ (188,329)	$ 170,323	$ (158,867)	$ 11,456
Other [4]	16,210	—	16,210	(16,210)	—
Total	$ 374,862	$ (188,329)	$ 186,533	$ (175,077)	$ 11,456

(1) Includes activity where uncertainty exists as to the enforceability of certain master netting agreements under bankruptcy laws in some countries or industries.
(2) Includes securities collateral received or pledged under repurchase or securities lending agreements where there is a legally enforceable master netting agreement. These amounts are not offset on the Consolidated Balance Sheet, but are shown as a reduction to derive a net asset or liability. Securities collateral received or pledged where the legal enforceability of the master netting agreements is uncertain is excluded from the table.
(3) Excludes repurchase activity of $18.8 billion and $14.7 billion reported in loans and leases on the Consolidated Balance Sheet at September 30, 2021 and December 31, 2020.
(4) Balance is reported in accrued expenses and other liabilities on the Consolidated Balance Sheet and relates to transactions where the Corporation acts as the lender in a securities lending agreement and receives securities that can be pledged as collateral or sold. In these transactions, the Corporation recognizes an asset at fair value, representing the securities received, and a liability, representing the obligation to return those securities.

Repurchase Agreements and Securities Loaned Transactions Accounted for as Secured Borrowings

The following tables present securities sold under agreements to repurchase and securities loaned by remaining contractual term to maturity and class of collateral pledged. Included in "Other" are transactions where the Corporation acts as the lender in a securities lending agreement and receives securities that can be pledged as collateral or sold. Certain agreements contain a right to substitute collateral and/or terminate the agreement prior to maturity at the option of the Corporation or the counterparty. Such agreements are included in the table below based on the remaining contractual term to maturity. For more information on collateral requirements, see *Note 10 – Federal Funds Sold or Purchased, Securities Financing Agreements, Short-term Borrowings and Restricted Cash* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Remaining Contractual Maturity

(Dollars in millions)	Overnight and Continuous	30 Days or Less	After 30 Days Through 90 Days	Greater than 90 Days [1]	Total
			September 30, 2021		
Securities sold under agreements to repurchase	**$ 211,770**	**$ 142,591**	**$ 32,455**	**$ 42,678**	**$ 429,494**
Securities loaned	**43,780**	**87**	**428**	**5,670**	**49,965**
Other	**10,167**	**—**	**—**	**—**	**10,167**
Total	**$ 265,717**	**$ 142,678**	**$ 32,883**	**$ 48,348**	**$ 489,626**
			December 31, 2020		
Securities sold under agreements to repurchase	$ 158,400	$ 122,448	$ 32,149	$ 22,684	$ 335,681
Securities loaned	19,140	271	1,029	2,531	22,971
Other	16,210	—	—	—	16,210
Total	$ 193,750	$ 122,719	$ 33,178	$ 25,215	$ 374,862

(1) No agreements have maturities greater than three years.

Class of Collateral Pledged

(Dollars in millions)	Securities Sold Under Agreements to Repurchase	Securities Loaned	Other	Total
	September 30, 2021			
U.S. government and agency securities	**$ 223,197**	**$ —**	**$ —**	**$ 223,197**
Corporate securities, trading loans and other	**13,003**	**2,809**	**1,053**	**16,865**
Equity securities	**22,221**	**47,016**	**9,060**	**78,297**
Non-U.S. sovereign debt	**166,678**	**140**	**54**	**166,872**
Mortgage trading loans and ABS	**4,395**	**—**	**—**	**4,395**
Total	**$ 429,494**	**$ 49,965**	**$ 10,167**	**$ 489,626**
	December 31, 2020			
U.S. government and agency securities	$ 195,167	$ 5	$ —	$ 195,172
Corporate securities, trading loans and other	8,633	1,628	1,217	11,478
Equity securities	14,752	21,125	14,931	50,808
Non-U.S. sovereign debt	113,142	213	62	113,417
Mortgage trading loans and ABS	3,987	—	—	3,987
Total	$ 335,681	$ 22,971	$ 16,210	$ 374,862

Restricted Cash

At September 30, 2021 and December 31, 2020, the Corporation held restricted cash included within cash and cash equivalents on the Consolidated Balance Sheet of $5.6 billion and $7.0 billion, predominantly related to cash segregated in compliance with securities regulations and cash held on deposit with central banks to meet reserve requirements.

NOTE 10 Commitments and Contingencies

In the normal course of business, the Corporation enters into a number of off-balance sheet commitments. These commitments expose the Corporation to varying degrees of credit and market risk and are subject to the same credit and market risk limitation reviews as those instruments recorded on the Consolidated Balance Sheet. For more information on commitments and contingencies, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Credit Extension Commitments

The Corporation enters into commitments to extend credit such as loan commitments, standby letters of credit (SBLCs) and commercial letters of credit to meet the financing needs of its customers. The following table includes the notional amount of unfunded legally binding lending commitments net of amounts distributed (i.e., syndicated or participated) to other financial institutions. The distributed amounts were $10.3 billion and $10.5 billion at September 30, 2021 and December 31, 2020. The carrying value of these commitments at September 30, 2021 and December 31, 2020, excluding commitments accounted for under the fair value option, was $1.5 billion and $1.9 billion, which predominantly related to the reserve for unfunded lending commitments. The carrying value of these commitments is classified in accrued expenses and other liabilities on the Consolidated Balance Sheet.

Legally binding commitments to extend credit generally have specified rates and maturities. Certain of these commitments have adverse change clauses that help to protect the Corporation against deterioration in the borrower's ability to pay.

The following table includes the notional amount of commitments of $4.9 billion and $4.0 billion at September 30, 2021 and December 31, 2020 that are accounted for under the fair value option. However, the table excludes the cumulative net fair value for these commitments of $95 million and $99 million at September 30, 2021 and December 31, 2020, which is classified in accrued expenses and other liabilities. For more information regarding the Corporation's loan commitments accounted for under the fair value option, see *Note 15 – Fair Value Option.*

Credit Extension Commitments

(Dollars in millions)	Expire in One Year or Less	Expire After One Year Through Three Years	Expire After Three Years Through Five Years	Expire After Five Years	Total
			September 30, 2021		
Notional amount of credit extension commitments					
Loan commitments [1]	**$ 105,772**	**$ 196,782**	**$ 162,919**	**$ 32,030**	**$ 497,503**
Home equity lines of credit	**841**	**4,439**	**10,237**	**25,257**	**40,774**
Standby letters of credit and financial guarantees [2]	**21,850**	**11,127**	**1,689**	**424**	**35,090**
Letters of credit	**1,574**	**162**	**32**	**43**	**1,811**
Legally binding commitments	**130,037**	**212,510**	**174,877**	**57,754**	**575,178**
Credit card lines [3]	**402,382**	**—**	**—**	**—**	**402,382**
Total credit extension commitments	**$ 532,419**	**$ 212,510**	**$ 174,877**	**$ 57,754**	**$ 977,560**
			December 31, 2020		
Notional amount of credit extension commitments					
Loan commitments [1]	$ 109,406	$ 171,887	$ 139,508	$ 16,091	$ 436,892
Home equity lines of credit	710	2,992	8,738	29,892	42,332
Standby letters of credit and financial guarantees [2]	19,962	12,038	2,397	1,257	35,654
Letters of credit	886	197	25	27	1,135
Legally binding commitments	130,964	187,114	150,668	47,267	516,013
Credit card lines [3]	384,955	—	—	—	384,955
Total credit extension commitments	$ 515,919	$ 187,114	$ 150,668	$ 47,267	$ 900,968

(1) At September 30, 2021 and December 31, 2020, $5.4 billion and $4.8 billion of these loan commitments were held in the form of a security.
(2) The notional amounts of SBLCs and financial guarantees classified as investment grade and non-investment grade based on the credit quality of the underlying reference name within the instrument were $25.7 billion and $8.9 billion at September 30, 2021, and $25.0 billion and $10.2 billion at December 31, 2020. Amounts in the table include consumer SBLCs of $495 million and $500 million at September 30, 2021 and December 31, 2020.
(3) Includes business card unused lines of credit.

Other Commitments

At September 30, 2021 and December 31, 2020, the Corporation had commitments to purchase loans (e.g., residential mortgage and commercial real estate) of $102 million and $93 million, which upon settlement will be included in trading account assets, loans or LHFS, and commitments to purchase commercial loans of $484 million and $645 million, which upon settlement will be included in trading account assets.

At September 30, 2021 and December 31, 2020, the Corporation had commitments to purchase commodities, primarily liquefied natural gas, of $1.1 billion and $582 million, which upon settlement will be included in trading account assets.

At September 30, 2021 and December 31, 2020, the Corporation had commitments to enter into resale and forward-dated resale and securities borrowing agreements of $129.9 billion and $66.5 billion, and commitments to enter into forward-dated repurchase and securities lending agreements of $68.9 billion and $32.1 billion. These commitments generally expire within the next 12 months.

At September 30, 2021 and December 31, 2020, the Corporation had a commitment to originate or purchase up to $4.0 billion and $3.9 billion on a rolling 12-month basis, of auto loans and leases from a strategic partner. This commitment extends through November 2022 and can be terminated with 12 months prior notice.

At September 30, 2021 and December 31, 2020, the Corporation had unfunded equity investment commitments of $392 million and $213 million.

Other Guarantees

Bank-owned Life Insurance Book Value Protection

The Corporation sells products that offer book value protection to insurance carriers who offer group life insurance policies to corporations, primarily banks. At September 30, 2021 and December 31, 2020, the notional amount of these guarantees totaled $6.3 billion and $7.1 billion. At September 30, 2021 and December 31, 2020, the Corporation's maximum exposure related to these guarantees totaled $927 million and $1.1 billion, with estimated maturity dates between 2033 and 2039.

Merchant Services

The Corporation in its role as merchant acquirer or as a sponsor of other merchant acquirers may be held liable for any reversed charges that cannot be collected from the merchants, due to, among other things, merchant fraud or insolvency. If charges are properly reversed after a purchase and cannot be collected from either the merchants or merchant acquirers, the Corporation may be held liable for these reversed charges. The ability to reverse a charge is primarily governed by the applicable regulatory and card network rules, which include, but are not limited to, the type of charge, type of payment used and time limits. The total amount of transactions processed for the preceding six-month period, which was $450.7 billion, is an estimate of the Corporation's maximum potential exposure as of September 30, 2021. The Corporation's risk in this area primarily relates to circumstances where a cardholder has purchased goods or services for future delivery. The Corporation mitigates this risk by requiring cash deposits, guarantees, letters of credit or other types of collateral from certain merchants. The Corporation's reserves for contingent losses and the losses incurred related to the merchant processing activity were not significant. The Corporation continues to monitor its exposure in this area due to the potential economic impacts of the pandemic.

Representations and Warranties Obligations and Corporate Guarantees

For more information on representations and warranties obligations and corporate guarantees, see *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K

The reserve for representations and warranties obligations and corporate guarantees was $1.2 billion and $1.3 billion at September 30, 2021 and December 31, 2020 and is included in accrued expenses and other liabilities on the Consolidated Balance Sheet, and the related provision is included in other income in the Consolidated Statement of Income. The representations and warranties reserve represents the Corporation’s best estimate of probable incurred losses, is based on its experience in previous negotiations, and is subject to judgment, a variety of assumptions, and known or unknown uncertainties. Future representations and warranties losses may occur in excess of the amounts recorded for these exposures; however, the Corporation does not expect such amounts to be material to the Corporation's financial condition and liquidity. See Litigation and Regulatory Matters below for the Corporation's combined range of possible loss in excess of the reserve for representations and warranties and the accrued liability for litigation.

Fixed Income Clearing Corporation Sponsored Member Repo Program

The Corporation acts as a sponsoring member in a repo program whereby the Corporation clears certain eligible resale and repurchase agreements through the Government Securities Division of the Fixed Income Clearing Corporation on behalf of clients that are sponsored members in accordance with the Fixed Income Clearing Corporation’s rules. As part of this program, the Corporation guarantees the payment and performance of its sponsored members to the Fixed Income Clearing Corporation. The Corporation’s guarantee obligation is secured by a security interest in cash or high-quality securities collateral placed by clients with the clearinghouse and therefore, the potential for the Corporation to incur significant losses under this arrangement is remote. The Corporation’s maximum potential exposure, without taking into consideration the related collateral, was $34.7 billion and $22.5 billion at September 30, 2021 and December 31, 2020.

Other Guarantees

The Corporation has entered into additional guarantee agreements and commitments, including sold risk participation swaps, liquidity facilities, lease-end obligation agreements, partial credit guarantees on certain leases, real estate joint venture guarantees, divested business commitments and sold put options that require gross settlement. The maximum potential future payments under these agreements are approximately $10.5 billion and $8.8 billion at September 30, 2021 and December 31, 2020. The estimated maturity dates of these obligations extend up to 2049. The Corporation has made no material payments under these guarantees. For more information on maximum potential future payments under VIE-related liquidity commitments, see *Note 6 – Securitizations and Other Variable Interest Entities*.

In the normal course of business, the Corporation periodically guarantees the obligations of its affiliates in a variety of transactions including ISDA-related transactions and non-ISDA related transactions such as commodities trading, repurchase agreements, prime brokerage agreements and other transactions.

Guarantees of Certain Long-term Debt

The Corporation, as the parent company, fully and unconditionally guarantees the securities issued by BofA Finance LLC, a consolidated finance subsidiary of the Corporation, and effectively provides for the full and unconditional guarantee of trust securities issued by certain statutory trust companies that are 100 percent owned finance subsidiaries of the Corporation.

Litigation and Regulatory Matters

The following disclosures supplement the disclosure in *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation’s 2020 Annual Report on Form 10-K (the prior commitments and contingencies disclosure).

In the ordinary course of business, the Corporation and its subsidiaries are routinely defendants in or parties to many pending and threatened legal, regulatory and governmental actions and proceedings. In view of the inherent difficulty of predicting the outcome of such matters, particularly where the claimants seek very large or indeterminate damages or where the matters present novel legal theories or involve a large number of parties, the Corporation generally cannot predict the eventual outcome of the pending matters, timing of the ultimate resolution of these matters, or eventual loss, fines or penalties related to each pending matter.

As a matter develops, the Corporation, in conjunction with any outside counsel handling the matter, evaluates whether such matter presents a loss contingency that is probable and estimable, and, for the matters described below and the matters disclosed in the prior commitments and contingencies disclosure, whether a loss in excess of any accrued liability is reasonably possible in future periods. Once the loss contingency is deemed to be both probable and estimable, the Corporation will establish an accrued liability and record a corresponding amount of litigation-related expense. The Corporation continues to monitor the matter for further developments that could affect the amount of the accrued liability that has been previously established. Excluding expenses of internal and external legal service providers, litigation-related expense of $66 million and $155 million was recognized for the three and nine months ended September 30, 2021 compared to $636 million and $717 million for the same periods in 2020.

For any matter disclosed in this Note and in the prior commitments and contingencies disclosure, for which a loss in future periods is reasonably possible and estimable (whether in excess of an accrued liability or where there is no accrued liability) and for representations and warranties exposures, the Corporation’s estimated range of possible loss is $0 to $1.1 billion in excess of the accrued liability, if any, as of September 30, 2021.

The accrued liability and estimated range of possible loss are based upon currently available information and subject to significant judgment, a variety of assumptions and known and unknown uncertainties. The matters underlying the accrued liability and estimated range of possible loss are unpredictable and may change from time to time, and actual losses may vary significantly from the current estimate and accrual. The estimated range of possible loss does not represent the Corporation's maximum loss exposure.

Information is provided below, or in the prior commitments and contingencies disclosure regarding the nature of the litigation and, where specified, associated claimed damages. Based on current knowledge, and taking into account accrued liabilities, management does not believe that loss contingencies arising from pending matters, including the matters described below, and in the prior commitments and contingencies disclosure, will have a material adverse effect on the consolidated financial condition or liquidity of the Corporation. However, in light of the significant judgment, variety of assumptions and uncertainties involved in those matters, some of which are beyond the Corporation's control, and the very large or indeterminate damages sought in some of those matters, an adverse outcome in one or more of these matters could be material to the Corporation's business or results of operations for any particular reporting period, or cause significant reputational harm.

Ambac Bond Insurance Litigation

Ambac v. Countrywide I

On May 11, 2021, the First Department, a New York State appellate court, affirmed the dismissal of Ambac's fraudulent inducement claim.

LIBOR, Other Reference Rates, Foreign Exchange and Bond Trading Matters

On April 28, 2021, the European Commission concluded its investigation regarding trading by various financial institutions in sovereign, supranational, and agency bonds by issuing a fine in an amount not material to the Corporation.

On May 20, 2021, the European Commission concluded its investigation regarding trading by various financial institutions in European government bonds. Although it found that the respondent financial institutions violated European competition rules, it did not fine the Corporation because the conduct at issue occurred beyond the statute of limitations. On August 2, 2021, the Corporation filed an appeal seeking an annulment of the European Commission's decision as it relates to the Corporation.

NOTE 11 Shareholders' Equity

Common Stock

Declared Quarterly Cash Dividends on Common Stock [(1)]

Declaration Date	Record Date	Payment Date	Dividend Per Share
October 20, 2021	December 3, 2021	December 31, 2021	$ 0.21
July 21, 2021	September 3, 2021	September 24, 2021	0.21
April 22, 2021	June 4, 2021	June 25, 2021	0.18
January 19, 2021	March 5, 2021	March 26, 2021	0.18

(1) In 2021, and through October 29, 2021

During the three and nine months ended September 30, 2021, the Corporation repurchased and retired 248 million and 452 million shares of common stock, which reduced shareholders' equity by $9.9 billion and $17.6 billion.

During the nine months ended September 30, 2021, in connection with employee stock plans, the Corporation issued 66 million shares of its common stock and, to satisfy tax withholding obligations, repurchased 26 million shares of its common stock. At September 30, 2021, the Corporation had reserved 562 million unissued shares of common stock for future issuances under employee stock plans, convertible notes and preferred stock.

On October 20, 2021, the Board of Directors declared a quarterly common stock dividend of $0.21 per share.

Preferred Stock

During the three months ended March 31, 2021, June 30, 2021 and September 30, 2021, the Corporation declared $490 million, $260 million and $431 million of cash dividends on preferred stock, or a total of $1.2 billion for the nine months ended September 30, 2021. For more information on the Corporation's preferred stock, including liquidation preference, dividend requirements and redemption period, see *Note 13 – Shareholders' Equity* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

On October 26, 2021, the Corporation issued 52,000 shares of 4.250% Non-Cumulative Preferred Stock, Series QQ for $1.3 billion, with quarterly dividends commencing in February 2022. The Series QQ preferred stock has a liquidation preference of $25,000 per share and is subject to certain restrictions in the event the Corporation fails to declare and pay full dividends.

NOTE 12 Accumulated Other Comprehensive Income (Loss)

The table below presents the changes in accumulated OCI after-tax for the nine months ended September 30, 2021 and 2020.

(Dollars in millions)	Debt Securities	Debit Valuation Adjustments	Derivatives	Employee Benefit Plans	Foreign Currency	Total
Balance, December 31, 2019	$ 323	$ (1,494)	$ (400)	$ (4,168)	$ (894)	$ (6,633)
Net change	4,794	(5)	808	144	(86)	5,655
Balance, September 30, 2020	$ 5,117	$ (1,499)	$ 408	$ (4,024)	$ (980)	$ (978)
Balance, December 31, 2020	$ 5,122	$ (1,992)	$ 426	$ (4,266)	$ (946)	$ (1,656)
Net change	**(1,243)**	**292**	**(1,130)**	**170**	**(29)**	**(1,940)**
Balance, September 30, 2021	**$ 3,879**	**$ (1,700)**	**$ (704)**	**$ (4,096)**	**$ (975)**	**$ (3,596)**

The following table presents the net change in fair value recorded in accumulated OCI, net realized gains and losses reclassified into earnings and other changes for each component of OCI pre- and after-tax for the nine months ended September 30, 2021 and 2020.

(Dollars in millions)	Pretax	Tax effect	After-tax	Pretax	Tax effect	After-tax
	Nine Months Ended September 30					
	2021			2020		
Debt securities:						
Net increase (decrease) in fair value	**$ (1,650)**	**$ 410**	**$ (1,240)**	$ 6,763	$ (1,685)	$ 5,078
Net realized gains reclassified into earnings [1]	**(4)**	**1**	**(3)**	(379)	95	(284)
Net change	**(1,654)**	**411**	**(1,243)**	6,384	(1,590)	4,794
Debit valuation adjustments:						
Net increase (decrease) in fair value	**365**	**(82)**	**283**	(13)	5	(8)
Net realized losses reclassified into earnings [1]	**12**	**(3)**	**9**	4	(1)	3
Net change	**377**	**(85)**	**292**	(9)	4	(5)
Derivatives:						
Net increase (decrease) in fair value	**(1,339)**	**334**	**(1,005)**	977	(238)	739
Reclassifications into earnings:						
Net interest income	**(125)**	**30**	**(95)**	96	(23)	73
Compensation and benefits expense	**(40)**	**10**	**(30)**	(5)	1	(4)
Net realized (gains) losses reclassified into earnings	**(165)**	**40**	**(125)**	91	(22)	69
Net change	**(1,504)**	**374**	**(1,130)**	1,068	(260)	808
Employee benefit plans:						
Net actuarial losses and other reclassified into earnings [2]	**209**	**(39)**	**170**	191	(47)	144
Net change	**209**	**(39)**	**170**	191	(47)	144
Foreign currency:						
Net decrease in fair value	**240**	**(269)**	**(29)**	(29)	(57)	(86)
Net change	**240**	**(269)**	**(29)**	(29)	(57)	(86)
Total other comprehensive income (loss)	**$ (2,332)**	**$ 392**	**$ (1,940)**	$ 7,605	$ (1,950)	$ 5,655

(1) Reclassifications of pretax debt securities, DVA and foreign currency (gains) losses are recorded in other income in the Consolidated Statement of Income.
(2) Reclassifications of pretax employee benefit plan costs are recorded in other general operating expense in the Consolidated Statement of Income.

NOTE 13 Earnings Per Common Share

The calculation of earnings per common share (EPS) and diluted EPS for the three and nine months ended September 30, 2021 and 2020 is presented below. For more information on the calculation of EPS, see *Note 1 – Summary of Significant Accounting Principles*to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

(In millions, except per share information)	Three Months Ended September 30 2021	Three Months Ended September 30 2020	Nine Months Ended September 30 2021	Nine Months Ended September 30 2020
Earnings per common share				
Net income	**$ 7,691**	$ 4,881	**$ 24,965**	$ 12,424
Preferred stock dividends	**(431)**	(441)	**(1,181)**	(1,159)
Net income applicable to common shareholders	**$ 7,260**	$ 4,440	**$ 23,784**	$ 11,265
Average common shares issued and outstanding	**8,430.7**	8,732.9	**8,583.1**	8,762.6
Earnings per common share	**$ 0.86**	$ 0.51	**$ 2.77**	$ 1.29
Diluted earnings per common share				
Net income applicable to common shareholders	**$ 7,260**	$ 4,440	**$ 23,784**	$ 11,265
Add preferred stock dividends due to assumed conversions	**—**	—	**168**	—
Net income allocated to common shareholders	**$ 7,260**	$ 4,440	**$ 23,952**	$ 11,265
Average common shares issued and outstanding	**8,430.7**	8,732.9	**8,583.1**	8,762.6
Dilutive potential common shares [1]	**62.1**	44.6	**119.1**	37.9
Total diluted average common shares issued and outstanding	**8,492.8**	8,777.5	**8,702.2**	8,800.5
Diluted earnings per common share	**$ 0.85**	$ 0.51	**$ 2.75**	$ 1.28

(1) Includes incremental dilutive shares from preferred stock, restricted stock units, restricted stock and warrants.

For the nine months ended September 30, 2021, 62 million average dilutive potential common shares associated with the Series L preferred stock were included in the diluted share count under the "if-converted" method, whereas they were antidilutive for the three months ended September 30, 2021 and the three and nine months ended September 30, 2020.

NOTE 14 Fair Value Measurements

Under applicable accounting standards, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Corporation determines the fair values of its financial instruments under applicable accounting standards and conducts a review of fair value hierarchy classifications on a quarterly basis. Transfers into or out of fair value hierarchy classifications are made if the significant inputs used in the financial models measuring the fair values of the assets and liabilities become unobservable or observable in the current marketplace. During the nine months ended September 30, 2021, there were no changes to valuation approaches or techniques that had, or are expected to have, a material impact on the Corporation's consolidated financial position or results of operations.

For more information regarding the fair value hierarchy, how the Corporation measures fair value and valuation techniques, see *Note 1 – Summary of Significant Accounting Principles* and *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K The Corporation accounts for certain financial instruments under the fair value option. For more information, see *Note 15 – Fair Value Option*.

Recurring Fair Value

Assets and liabilities carried at fair value on a recurring basis at September 30, 2021 and December 31, 2020, including financial instruments that the Corporation accounts for under the fair value option, are summarized in the following tables.

	September 30, 2021				
	Fair Value Measurements				
(Dollars in millions)	Level 1	Level 2	Level 3	Netting Adjustments [1]	Assets/Liabilities at Fair Value
Assets					
Time deposits placed and other short-term investments	$ 336	$ —	$ —	$ —	$ 336
Federal funds sold and securities borrowed or purchased under agreements to resell	—	154,137	—	—	154,137
Trading account assets:					
U.S. Treasury and government agencies	46,195	668	—	—	46,863
Corporate securities, trading loans and other	—	36,895	1,634	—	38,529
Equity securities	96,266	39,577	209	—	136,052
Non-U.S. sovereign debt	9,763	23,176	399	—	33,338
Mortgage trading loans, MBS and ABS:					
U.S. government-sponsored agency guaranteed	—	21,825	84	—	21,909
Mortgage trading loans, ABS and other MBS	—	10,385	1,490	—	11,875
Total trading account assets [2]	152,224	132,526	3,816	—	288,566
Derivative assets	17,376	330,477	3,827	(310,851)	40,829
AFS debt securities:					
U.S. Treasury and government agencies	168,030	1,095	—	—	169,125
Mortgage-backed securities:					
Agency	—	52,297	—	—	52,297
Agency-collateralized mortgage obligations	—	3,776	—	—	3,776
Non-agency residential	—	405	398	—	803
Commercial	—	18,819	—	—	18,819
Non-U.S. securities	—	12,283	10	—	12,293
Other taxable securities	—	2,560	73	—	2,633
Tax-exempt securities	—	15,559	53	—	15,612
Total AFS debt securities	168,030	106,794	534	—	275,358
Other debt securities carried at fair value:					
U.S. Treasury and government agencies	276	—	—	—	276
Non-agency residential MBS	—	411	296	—	707
Non-U.S. and other securities	3,851	5,185	—	—	9,036
Total other debt securities carried at fair value	4,127	5,596	296	—	10,019
Loans and leases	—	6,848	718	—	7,566
Loans held-for-sale	—	3,642	340	—	3,982
Other assets [3]	6,659	2,628	1,744	—	11,031
Total assets [4]	$ 348,752	$ 742,648	$ 11,275	$ (310,851)	$ 791,824
Liabilities					
Interest-bearing deposits in U.S. offices	$ —	$ 542	$ —	$ —	$ 542
Federal funds purchased and securities loaned or sold under agreements to repurchase	—	155,151	—	—	155,151
Trading account liabilities:					
U.S. Treasury and government agencies	20,967	1,105	—	—	22,072
Equity securities	47,035	5,472	—	—	52,507
Non-U.S. sovereign debt	17,766	10,511	—	—	28,277
Corporate securities and other	—	9,350	11	—	9,361
Total trading account liabilities	85,768	26,438	11	—	112,217
Derivative liabilities	18,341	328,506	6,152	(314,937)	38,062
Short-term borrowings	—	4,128	—	—	4,128
Accrued expenses and other liabilities	7,471	2,790	—	—	10,261
Long-term debt	—	27,570	1,126	—	28,696
Total liabilities [4]	$ 111,580	$ 545,125	$ 7,289	$ (314,937)	$ 349,057

(1) Amounts represent the impact of legally enforceable master netting agreements and also cash collateral held or placed with the same counterparties.
(2) Includes securities with a fair value of $10.8 billion that were segregated in compliance with securities regulations or deposited with clearing organizations. This amount is included in the parenthetical disclosure on the Consolidated Balance Sheet. Trading account assets also includes certain commodities inventory of $1.6 billion that is accounted for at the lower of cost or net realizable value, which is the current selling price less any costs to sell.
(3) Includes MSRs of $940 million which are classified as Level 3 assets.
(4) Total recurring Level 3 assets were 0.37 percent of total consolidated assets, and total recurring Level 3 liabilities were 0.26 percent of total consolidated liabilities.

(Dollars in millions)	December 31, 2020				
	Fair Value Measurements				
	Level 1	Level 2	Level 3	Netting Adjustments [(1)]	Assets/Liabilities at Fair Value
Assets					
Time deposits placed and other short-term investments	$ 1,649	$ —	$ —	$ —	$ 1,649
Federal funds sold and securities borrowed or purchased under agreements to resell	—	108,856	—	—	108,856
Trading account assets:					
U.S. Treasury and government agencies	45,219	3,051	—	—	48,270
Corporate securities, trading loans and other	—	22,817	1,359	—	24,176
Equity securities	36,372	31,372	227	—	67,971
Non-U.S. sovereign debt	5,753	20,884	354	—	26,991
Mortgage trading loans, MBS and ABS:					
U.S. government-sponsored agency guaranteed	—	21,566	75	—	21,641
Mortgage trading loans, ABS and other MBS	—	8,440	1,365	—	9,805
Total trading account assets [(2)]	87,344	108,130	3,380	—	198,854
Derivative assets	15,624	416,175	2,751	(387,371)	47,179
AFS debt securities:					
U.S. Treasury and government agencies	115,266	1,114	—	—	116,380
Mortgage-backed securities:					
Agency	—	61,849	—	—	61,849
Agency-collateralized mortgage obligations	—	5,260	—	—	5,260
Non-agency residential	—	631	378	—	1,009
Commercial	—	16,491	—	—	16,491
Non-U.S. securities	—	13,999	18	—	14,017
Other taxable securities	—	2,640	71	—	2,711
Tax-exempt securities	—	16,598	176	—	16,774
Total AFS debt securities	115,266	118,582	643	—	234,491
Other debt securities carried at fair value:					
U.S. Treasury and government agencies	93	—	—	—	93
Non-agency residential MBS	—	506	267	—	773
Non-U.S. and other securities	2,619	8,625	—	—	11,244
Total other debt securities carried at fair value	2,712	9,131	267	—	12,110
Loans and leases	—	5,964	717	—	6,681
Loans held-for-sale	—	1,349	236	—	1,585
Other assets [(3)]	9,898	3,850	1,970	—	15,718
Total assets [(4)]	$ 232,493	$ 772,037	$ 9,964	$ (387,371)	$ 627,123
Liabilities					
Interest-bearing deposits in U.S. offices	$ —	$ 481	$ —	$ —	$ 481
Federal funds purchased and securities loaned or sold under agreements to repurchase	—	135,391	—	—	135,391
Trading account liabilities:					
U.S. Treasury and government agencies	9,425	139	—	—	9,564
Equity securities	38,189	4,235	—	—	42,424
Non-U.S. sovereign debt	5,853	8,043	—	—	13,896
Corporate securities and other	—	5,420	16	—	5,436
Total trading account liabilities	53,467	17,837	16	—	71,320
Derivative liabilities	14,907	412,881	6,219	(388,481)	45,526
Short-term borrowings	—	5,874	—	—	5,874
Accrued expenses and other liabilities	12,297	4,014	—	—	16,311
Long-term debt	—	31,036	1,164	—	32,200
Total liabilities [(5)]	$ 80,671	$ 607,514	$ 7,399	$ (388,481)	$ 307,103

(1) Amounts represent the impact of legally enforceable master netting agreements and also cash collateral held or placed with the same counterparties.
(2) Includes securities with a fair value of $16.8 billion that were segregated in compliance with securities regulations or deposited with clearing organizations. This amount is included in the parenthetical disclosure on the Consolidated Balance Sheet. Trading account assets also includes certain commodities inventory of $576 million that is accounted for at the lower of cost or net realizable value, which is the current selling price less any costs to sell.
(3) Includes MSRs of $1.0 billion which are classified as Level 3 assets.
(4) Total recurring Level 3 assets were0.35 percent of total consolidated assets, and total recurring Level 3 liabilities were0.29 percent of total consolidated liabilities.

The following tables present a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three and nine months ended September 30, 2021 and 2020, including net realized and unrealized gains (losses) included in earnings and accumulated OCI. Transfers into Level 3 occur primarily due to decreased price observability, and transfers out of Level 3 occur primarily due to increased price observability. Transfers occur on a regular basis for long-term debt instruments due to changes in the impact of unobservable inputs on the value of the embedded derivative in relation to the instrument as a whole.

Level 3 – Fair Value Measurements [(1)]

(Dollars in millions)	Balance July 1	Total Realized/Unrealized Gains (Losses) in Net Income [(2)]	Gains (Losses) in OCI [(3)]	Gross Purchases	Gross Sales	Gross Issuances	Settlements	Gross Transfers into Level 3	Gross Transfers out of Level 3	Balance September 30	Change in Unrealized Gains (Losses) in Net Income Related to Financial Instruments Still Held [(2)]
Three Months Ended September 30, 2021											
Trading account assets:											
Corporate securities, trading loans and other	**$ 1,764**	**$ (2)**	**$ —**	**$ 89**	**$ (43)**	**$ —**	**$ (118)**	**$ 239**	**$ (295)**	**$ 1,634**	**$ (20)**
Equity securities	**260**	**(2)**	**—**	**18**	**(11)**	**—**	**—**	**20**	**(76)**	**209**	**(2)**
Non-U.S. sovereign debt	**414**	**4**	**(26)**	**16**	**—**	**—**	**(9)**	**—**	**—**	**399**	**4**
Mortgage trading loans, MBS and ABS	**1,498**	**(43)**	**—**	**97**	**(89)**	**—**	**(61)**	**180**	**(8)**	**1,574**	**(41)**
Total trading account assets	**3,936**	**(43)**	**(26)**	**220**	**(143)**	**—**	**(188)**	**439**	**(379)**	**3,816**	**(59)**
Net derivative assets (liabilities) [(4)]	**(2,884)**	**564**	**—**	**124**	**(168)**	**—**	**23**	**173**	**(157)**	**(2,325)**	**512**
AFS debt securities:											
Non-agency residential MBS	**205**	**(1)**	**(2)**	**—**	**—**	**—**	**(12)**	**208**	**—**	**398**	**(4)**
Non-U.S. securities	**11**	**(3)**	**—**	**—**	**—**	**—**	**2**	**—**	**—**	**10**	**—**
Other taxable securities	**74**	**—**	**(1)**	**—**	**—**	**—**	**—**	**—**	**—**	**73**	**—**
Tax-exempt securities	**51**	**2**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**53**	**2**
Total AFS debt securities	**341**	**(2)**	**(3)**	**—**	**—**	**—**	**(10)**	**208**	**—**	**534**	**(2)**
Other debt securities carried at fair value – Non-agency residential MBS	**281**	**(2)**	**—**	**—**	**—**	**—**	**(9)**	**26**	**—**	**296**	**(2)**
Loans and leases [(5,6)]	**857**	**(59)**	**—**	**—**	**—**	**—**	**(67)**	**—**	**(13)**	**718**	**(59)**
Loans held-for-sale [(5,6)]	**263**	**13**	**(7)**	**94**	**(1)**	**—**	**(22)**	**—**	**—**	**340**	**10**
Other assets [(6,7)]	**1,775**	**15**	**(6)**	**1**	**1**	**51**	**(95)**	**2**	**—**	**1,744**	**49**
Trading account liabilities – Corporate securities and other	**(17)**	**6**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(11)**	**(1)**
Long-term debt [(5)]	**(1,060)**	**(65)**	**2**	**—**	**—**	**(9)**	**30**	**(25)**	**1**	**(1,126)**	**(65)**
Three Months Ended September 30, 2020											
Trading account assets:											
Corporate securities, trading loans and other	$ 1,548	$ (20)	$ —	$ —	$ (49)	$ —	$ (91)	$ 136	$ (54)	$ 1,470	$ (34)
Equity securities	194	8	—	4	(3)	—	—	7	(3)	207	3
Non-U.S. sovereign debt	248	7	(6)	1	(2)	—	(1)	83	(40)	290	6
Mortgage trading loans, MBS and ABS	1,736	2	—	36	(108)	11	(12)	167	(62)	1,770	10
Total trading account assets	3,726	(3)	(6)	41	(162)	11	(104)	393	(159)	3,737	(15)
Net derivative assets (liabilities) [(4)]	(3,343)	228	—	39	(177)	—	(58)	3	(223)	(3,531)	196
AFS debt securities:											
Non-agency residential MBS	462	—	5	—	—	—	(10)	25	(42)	440	—
Non-U.S. securities	5	—	—	—	—	—	(1)	10	—	14	—
Other taxable securities	65	—	—	3	—	—	—	—	—	68	—
Tax-exempt securities	337	15	—	—	—	—	(167)	—	(5)	180	15
Total AFS debt securities	869	15	5	3	—	—	(178)	35	(47)	702	15
Other debt securities carried at fair value – Non-agency residential MBS	449	18	—	—	—	—	(11)	2	—	458	17
Loans and leases [(5,6)]	741	(2)	—	—	(25)	—	(89)	—	—	625	(5)
Loans held-for-sale [(5,6)]	970	(7)	(2)	—	(25)	—	(14)	—	—	922	(10)
Other assets [(6,7)]	1,911	25	6	—	1	53	(121)	—	—	1,875	4
Trading account liabilities – Equity securities	(1)	—	—	—	—	—	—	—	—	(1)	—
Trading account liabilities – Corporate securities and other	(16)	2	—	—	(2)	—	—	—	—	(16)	—
Long-term debt [(5)]	(956)	(50)	(10)	—	—	—	46	—	—	(970)	(50)

(1) Assets (liabilities). For assets, increase (decrease) to Level 3 and for liabilities, (increase) decrease to Level 3.
(2) Includes gains (losses) reported in earnings in the following income statement line items: Trading account assets/liabilities - predominantly market making and similar activities; Net derivative assets (liabilities) - market making and similar activities and other income; AFS debt securities - other income; Other debt securities carried at fair value - other income; Loans and leases - market making and similar activities and other income; Loans held-for-sale - other income; Other assets - primarily market making and similar activities and other income related to MSRs; Long-term debt - market making and similar activities.
(3) Includes unrealized gains (losses) in OCI on AFS debt securities, foreign currency translation adjustments and the impact of changes in the Corporation's credit spreads on long-term debt accounted for under the fair value option. Amounts include net unrealized losses of $38 million and $8 million related to financial instruments still held at September 30, 2021 and 2020.
(4) Net derivative assets (liabilities) include derivative assets of $3.8 billion and $2.5 billion and derivative liabilities of $6.2 billion and $6.0 billion at September 30, 2021 and 2020.
(5) Amounts represent instruments that are accounted for under the fair value option.
(6) Issuances represent loan originations and MSRs recognized following securitizations or whole-loan sales.
(7) Settlements primarily represent the net change in fair value of the MSR asset due to the recognition of modeled cash flows and the passage of time.

Level 3 – Fair Value Measurements [(1)]

(Dollars in millions)	Balance January 1	Total Realized/Unrealized Gains (Losses) in Net Income [(2)]	Gains (Losses) in OCI [(3)]	Gross Purchases	Gross Sales	Gross Issuances	Gross Settlements	Gross Transfers into Level 3	Gross Transfers out of Level 3	Balance September 30	Change in Unrealized Gains (Losses) in Net Income Related to Financial Instruments Still Held [(2)]
Nine Months Ended September 30, 2021											
Trading account assets:											
Corporate securities, trading loans and other	**$ 1,359**	**$ 23**	**$ —**	**$ 515**	**$ (300)**	**$ —**	**$ (251)**	**$ 697**	**$ (409)**	**$ 1,634**	**$ (42)**
Equity securities	**227**	**20**	**—**	**71**	**(60)**	**—**	**—**	**98**	**(147)**	**209**	**(17)**
Non-U.S. sovereign debt	**354**	**24**	**(14)**	**18**	**—**	**—**	**(9)**	**26**	**—**	**399**	**27**
Mortgage trading loans, ABS and other MBS	**1,440**	**(4)**	**—**	**344**	**(584)**	**1**	**(125)**	**624**	**(122)**	**1,574**	**(65)**
Total trading account assets	**3,380**	**63**	**(14)**	**948**	**(944)**	**1**	**(385)**	**1,445**	**(678)**	**3,816**	**(97)**
Net derivative assets (liabilities) [(4)]	**(3,468)**	**855**	**—**	**473**	**(517)**	**—**	**206**	**(18)**	**144**	**(2,325)**	**579**
AFS debt securities:											
Non-agency residential MBS	**378**	**(16)**	**(96)**	**—**	**—**	**—**	**(37)**	**244**	**(75)**	**398**	**(7)**
Non-U.S. securities	**18**	**(4)**	**—**	**—**	**—**	**—**	**(4)**	**—**	**—**	**10**	**—**
Other taxable securities	**71**	**—**	**(6)**	**8**	**—**	**—**	**—**	**—**	**—**	**73**	**—**
Tax-exempt securities	**176**	**19**	**—**	**—**	**—**	**—**	**—**	**—**	**(142)**	**53**	**18**
Total AFS debt securities	**643**	**(1)**	**(102)**	**8**	**—**	**—**	**(41)**	**244**	**(217)**	**534**	**11**
Other debt securities carried at fair value – Non-agency residential MBS	**267**	**—**	**—**	**—**	**—**	**—**	**(29)**	**58**	**—**	**296**	**—**
Loans and leases [(5,6)]	**717**	**45**	**—**	**—**	**—**	**70**	**(147)**	**46**	**(13)**	**718**	**52**
Loans held-for-sale [(5,6)]	**236**	**17**	**(4)**	**132**	**(1)**	**—**	**(62)**	**26**	**(4)**	**340**	**40**
Other assets [(6,7)]	**1,970**	**36**	**2**	**56**	**(144)**	**115**	**(300)**	**9**	**—**	**1,744**	**92**
Trading account liabilities – Corporate securities and other	**(16)**	**6**	**—**	**—**	**—**	**(1)**	**—**	**—**	**—**	**(11)**	**—**
Long-term debt [(5)]	**(1,164)**	**(83)**	**4**	**2**	**—**	**(11)**	**67**	**(57)**	**116**	**(1,126)**	**(54)**
Nine Months Ended September 30, 2020											
Trading account assets:											
Corporate securities, trading loans and other	$ 1,507	$ (150)	$ (1)	$ 280	$ (181)	$ 8	$ (165)	$ 520	$ (348)	$ 1,470	$ (128)
Equity securities	239	(17)	—	33	(37)	—	—	32	(43)	207	(20)
Non-U.S. sovereign debt	482	35	(69)	76	(61)	—	(20)	100	(253)	290	33
Mortgage trading loans, ABS and other MBS	1,553	(145)	(3)	502	(582)	11	(52)	659	(173)	1,770	(135)
Total trading account assets	3,781	(277)	(73)	891	(861)	19	(237)	1,311	(817)	3,737	(250)
Net derivative assets (liabilities) [(4)]	(2,538)	111	—	216	(558)	—	(224)	(273)	(265)	(3,531)	(356)
AFS debt securities:											
Non-agency residential MBS	424	(5)	(4)	23	—	—	(32)	158	(124)	440	(5)
Non-U.S. securities	2	—	—	—	(1)	—	(1)	14	—	14	—
Other taxable securities	65	—	—	6	(4)	—	—	1	—	68	—
Tax-exempt securities	108	(19)	3	—	—	—	(167)	265	(10)	180	(18)
Total AFS debt securities	599	(24)	(1)	29	(5)	—	(200)	438	(134)	702	(23)
Other debt securities carried at fair value – Non-agency residential MBS	299	12	—	—	—	—	(19)	178	(12)	458	(12)
Loans and leases [(5,6)]	693	(74)	—	32	(26)	22	(120)	98	—	625	(61)
Loans held-for-sale [(5,6)]	375	(7)	(35)	—	(106)	691	(89)	93	—	922	(19)
Other assets [(6,7)]	2,360	(294)	(11)	—	2	206	(391)	5	(2)	1,875	(373)
Trading account liabilities – Equity securities	(2)	1	—	—	—	—	—	—	—	(1)	1
Trading account liabilities – Corporate securities and other	(15)	7	—	(7)	(2)	—	1	—	—	(16)	—
Long-term debt [(5)]	(1,149)	5	50	8	—	(45)	201	(52)	12	(970)	(10)

(1) Assets (liabilities). For assets, increase (decrease) to Level 3 and for liabilities, (increase) decrease to Level 3.
(2) Includes gains (losses) reported in earnings in the following income statement line items: Trading account assets/liabilities - predominantly market making and similar activities; Net derivative assets (liabilities) - market making and similar activities and other income; AFS debt securities - other income; Other debt securities carried at fair value - other income; Loans and leases - market making and similar activities and other income; Loans held-for-sale - other income; Other assets - primarily market making and similar activities and other income related to MSRs; Long-term debt - market making and similar activities.
(3) Includes unrealized gains (losses) in OCI on AFS debt securities, foreign currency translation adjustments and the impact of changes in the Corporation's credit spreads on long-term debt accounted for under the fair value option. Amounts include net unrealized losses of $45 million and $47 million related to financial instruments still held at September 30, 2021 and 2020.
(4) Net derivative assets (liabilities) include derivative assets of $3.8 billion and $2.5 billion and derivative liabilities of $6.2 billion and $6.0 billion at September 30, 2021 and 2020.
(5) Amounts represent instruments that are accounted for under the fair value option.
(6) Issuances represent loan originations and MSRs recognized following securitizations or whole-loan sales.
(7) Settlements primarily represent the net change in fair value of the MSR asset due to the recognition of modeled cash flows and the passage of time.

The following tables present information about significant unobservable inputs related to the Corporation's material categories of Level 3 financial assets and liabilities at September 30, 2021 and December 31, 2020.

Quantitative Information about Level 3 Fair Value Measurements at September 30, 2021

(Dollars in millions)

Financial Instrument	Fair Value	Valuation Technique	Inputs: Significant Unobservable Inputs	Inputs: Ranges of Inputs	Inputs: Weighted Average [(1)]
Loans and Securities [(2)]					
Instruments backed by residential real estate assets	**$ 1,359**	Discounted cash flow, Market comparables	Yield	0% to 25%	6 %
Trading account assets – Mortgage trading loans, ABS and other MBS	306		Prepayment speed	1% to 42% CPR	19% CPR
Loans and leases	359		Default rate	0% to 3% CDR	1% CDR
AFS debt securities – Non-agency residential	398		Price	$0 to $160	$91
Other debt securities carried at fair value – Non-agency residential	296		Loss severity	0% to 44%	14 %
Instruments backed by commercial real estate assets	**$ 458**	Discounted cash flow	Yield	0% to 25%	4 %
Trading account assets – Corporate securities, trading loans and other	286		Price	$0 to $100	$62
Trading account assets – Mortgage trading loans, ABS and other MBS	81				
AFS debt securities, primarily other taxable securities	83				
Loans held-for-sale	8				
Commercial loans, debt securities and other	**$ 3,678**	Discounted cash flow, Market comparables	Yield	0% to 20%	10 %
Trading account assets – Corporate securities, trading loans and other	1,348		Prepayment speed	10% to 20%	15 %
Trading account assets – Non-U.S. sovereign debt	399		Default rate	3% to 4%	4 %
Trading account assets – Mortgage trading loans, ABS and other MBS	1,187		Loss severity	35% to 40%	38 %
AFS debt securities – Tax-exempt securities	53		Price	$0 to $186	$67
Loans and leases	359		Long-dated equity volatilities	45%	n/a
Loans held-for-sale	332				
Other assets, primarily auction rate securities	**$ 804**	Discounted cash flow, Market comparables	Price	$10 to $96	$92
			Discount rate	9 %	n/a
MSRs	**$ 940**	Discounted cash flow	Weighted-average life, fixed rate [(5)]	0 to 14 years	4 years
			Weighted-average life, variable rate [(5)]	0 to 11 years	3 years
			Option-adjusted spread, fixed rate	7% to 14%	9 %
			Option-adjusted spread, variable rate	9% to 15%	12 %
Structured liabilities					
Long-term debt	**$ (1,126)**	Discounted cash flow, Market comparables, Industry standard derivative pricing [(3)]	Yield	0% to 16%	14 %
			Equity correlation	3% to 99%	80 %
			Long-dated equity volatilities	4% to 67%	36 %
			Price	$0 to $121	$85
			Natural gas forward price	$2/MMBtu to $12/MMBtu	$4 /MMBtu
Net derivative assets (liabilities)					
Credit derivatives	**$ (109)**	Discounted cash flow, Stochastic recovery correlation model	Credit spreads	1 to 611 bps	62 bps
			Upfront points	16 to 100 points	68 points
			Prepayment speed	15% CPR	n/a
			Default rate	2% CDR	n/a
			Credit correlation	24% to 60%	55 %
			Price	$0 to $122	$66
Equity derivatives	**$ (1,442)**	Industry standard derivative pricing [(3)]	Equity correlation	3% to 99%	80 %
			Long-dated equity volatilities	4% to 67%	36 %
Commodity derivatives	**$ (942)**	Discounted cash flow, Industry standard derivative pricing [(3)]	Natural gas forward price	$2/MMBtu to $12/MMBtu	$4 /MMBtu
			Correlation	64% to 82%	75 %
			Power forward price	$12 to $74	$28
			Volatilities	41% to 113%	80 %
Interest rate derivatives	**$ 168**	Industry standard derivative pricing [(4)]	Correlation (IR/IR)	(1)% to 90%	53 %
			Correlation (FX/IR)	0% to 58%	44 %
			Long-dated inflation rates	(7)% to 12%	5 %
			Long-dated inflation volatilities	0% to 2%	2 %
			Interest rate volatilities	0% to 3%	1 %
Total net derivative assets (liabilities)	**$ (2,325)**				

(1) For loans and securities, structured liabilities and net derivative assets (liabilities), the weighted average is calculated based upon the absolute fair value of the instruments.
(2) The categories are aggregated based upon product type which differs from financial statement classification. The following is a reconciliation to the line items in the table on page 88: Trading account assets – Corporate securities, trading loans and other of $1.6 billion, Trading account assets – Non-U.S. sovereign debt of $399 million, Trading account assets – Mortgage trading loans, MBS and ABS of $1.6 billion, AFS debt securities of $534 million, Other debt securities carried at fair value - Non-agency residential of $296 million, Other assets, including MSRs, of $1.7 billion, Loans and leases of $718 million and LHFS of $340 million.
(3) Includes models such as Monte Carlo simulation and Black-Scholes.
(4) Includes models such as Monte Carlo simulation, Black-Scholes and other methods that model the joint dynamics of interest, inflation and foreign exchange rates.
(5) The weighted-average life is a product of changes in market rates of interest, prepayment rates and other model and cash flow assumptions.
CPR = Constant Prepayment Rate
CDR = Constant Default Rate
MMBtu = Million British thermal units
IR = Interest Rate
FX = Foreign Exchange
n/a = not applicable

Quantitative Information about Level 3 Fair Value Measurements at December 31, 2020

(Dollars in millions)

Financial Instrument	Fair Value	Valuation Technique	Inputs: Significant Unobservable Inputs	Inputs: Ranges of Inputs	Inputs: Weighted Average [1]
Loans and Securities [2]					
Instruments backed by residential real estate assets	**$ 1,543**	Discounted cash flow, Market comparables	Yield	(3)% to 25%	6 %
Trading account assets – Mortgage trading loans, ABS and other MBS	467		Prepayment speed	1% to 56% CPR	20% CPR
Loans and leases	431		Default rate	0% to 3% CDR	1% CDR
AFS debt securities - Non-agency residential	378		Price	$0 to $168	$110
Other debt securities carried at fair value - Non-agency residential	267		Loss severity	0% to 47%	18 %
Instruments backed by commercial real estate assets	**$ 407**	Discounted cash flow	Yield	0% to 25%	4 %
Trading account assets – Corporate securities, trading loans and other	262		Price	$0 to $100	$52
Trading account assets – Mortgage trading loans, ABS and other MBS	43				
AFS debt securities, primarily other taxable securities	89				
Loans held-for-sale	13				
Commercial loans, debt securities and other	**$ 3,066**	Discounted cash flow, Market comparables	Yield	0% to 26%	9 %
Trading account assets – Corporate securities, trading loans and other	1,097		Prepayment speed	10% to 20%	14 %
Trading account assets – Non-U.S. sovereign debt	354		Default rate	3% to 4%	4 %
Trading account assets – Mortgage trading loans, ABS and other MBS	930		Loss severity	35% to 40%	38 %
AFS debt securities – Tax-exempt securities	176		Price	$0 to $142	$66
Loans and leases	286		Long-dated equity volatilities	77%	n/a
Loans held-for-sale	223				
Other assets, primarily auction rate securities	**$ 937**	Discounted cash flow, Market comparables	Price	$10 to $97	$91
			Discount rate	8%	n/a
MSRs	**$ 1,033**	Discounted cash flow	Weighted-average life, fixed rate [5]	0 to 13 years	4 years
			Weighted-average life, variable rate [5]	0 to 10 years	3 years
			Option-adjusted spread, fixed rate	7% to 14%	9 %
			Option-adjusted spread, variable rate	9% to 15%	12 %
Structured liabilities					
Long-term debt	**$ (1,164)**	Discounted cash flow, Market comparables, Industry standard derivative pricing [3]	Yield	0% to 11%	9 %
			Equity correlation	2% to 100%	64 %
			Long-dated equity volatilities	7% to 64%	32 %
			Price	$0 to $124	$86
			Natural gas forward price	$1/MMBtu to $4/MMBtu	$3/MMBtu
Net derivative assets (liabilities)					
Credit derivatives	**$ (112)**	Discounted cash flow, Stochastic recovery correlation model	Yield	5%	n/a
			Upfront points	0 to 100 points	75 points
			Prepayment speed	15% to 100% CPR	22% CPR
			Default rate	2% CDR	n/a
			Credit correlation	21% to 64%	57 %
			Price	$0 to $122	$69
Equity derivatives	**$ (1,904)**	Industry standard derivative pricing [3]	Equity correlation	2% to 100%	64 %
			Long-dated equity volatilities	7% to 64%	32 %
Commodity derivatives	**$ (1,426)**	Discounted cash flow, Industry standard derivative pricing [3]	Natural gas forward price	$1/MMBtu to $4/MMBtu	$3/MMBtu
			Correlation	39% to 85%	73 %
			Volatilities	23% to 70%	39 %
Interest rate derivatives	**$ (26)**	Industry standard derivative pricing [4]	Correlation (IR/IR)	15% to 96%	34 %
			Correlation (FX/IR)	0% to 46%	3 %
			Long-dated inflation rates	(7)% to 84%	14 %
			Long-dated inflation volatilities	0% to 1%	1 %
			Interest rates volatilities	0% to 2%	1 %
Total net derivative assets (liabilities)	**$ (3,468)**				

(1) For loans and securities, structured liabilities and net derivative assets (liabilities), the weighted average is calculated based upon the absolute fair value of the instruments.
(2) The categories are aggregated based upon product type which differs from financial statement classification. The following is a reconciliation to the line items in the table on page 89: Trading account assets – Corporate securities, trading loans and other of $1.4 billion, Trading account assets – Non-U.S. sovereign debt of $354 million, Trading account assets – Mortgage trading loans, MBS and ABS of $1.4 billion, AFS debt securities of $643 million, Other debt securities carried at fair value - Non-agency residential of $267 million, Other assets, including MSRs, of $2.0 billion, Loans and leases of $717 million and LHFS of $236 million.
(3) Includes models such as Monte Carlo simulation and Black-Scholes.
(4) Includes models such as Monte Carlo simulation, Black-Scholes and other methods that model the joint dynamics of interest, inflation and foreign exchange rates.
(5) The weighted-average life is a product of changes in market rates of interest, prepayment rates and other model and cash flow assumptions.
CPR = Constant Prepayment Rate
CDR = Constant Default Rate
MMBtu = Million British thermal units
IR = Interest Rate
FX = Foreign Exchange
n/a = not applicable

Uncertainty of Fair Value Measurements from Unobservable Inputs

For information on the types of instruments, valuation approaches and the impact of changes in unobservable inputs used in Level 3 measurements, see *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements of the Corporation’s 2020 Annual Report on Form 10-K.

Nonrecurring Fair Value

The Corporation holds certain assets that are measured at fair value only in certain situations (e.g., the impairment of an asset), and these measurements are referred to herein as nonrecurring. The amounts below represent assets still held as of the reporting date for which a nonrecurring fair value adjustment was recorded during the three and nine months ended September 30, 2021 and 2020.

Assets Measured at Fair Value on a Nonrecurring Basis

	September 30, 2021		Three Months Ended September 30, 2021	Nine Months Ended September 30, 2021
(Dollars in millions)	**Level 2**	**Level 3**	**Gains (Losses)**	
Assets				
Loans held-for-sale	**$ 124**	**$ 20**	**$ (2)**	**$ 4**
Loans and leases [1]	**—**	**182**	**(16)**	**(47)**
Foreclosed properties [2, 3]	**—**	**17**	**(3)**	**(4)**
Other assets	**354**	**2,101**	**(35)**	**(494)**
	September 30, 2020		Three Months Ended September 30, 2020	Nine Months Ended September 30, 2020
Assets				
Loans held-for-sale	$ 630	$ 903	$ (14)	$ (121)
Loans and leases [1]	—	226	(19)	(59)
Foreclosed properties [2, 3]	—	27	(7)	(11)
Other assets	209	576	(32)	(58)

(1) Includes $7 million and $18 million of losses on loans that were written down to a collateral value of zero during the three and nine months ended September 30, 2021 compared to losses of $9 million and $26 million for the same periods in 2020.
(2) Amounts are included in other assets on the Consolidated Balance Sheet and represent the carrying value of foreclosed properties that were written down subsequent to their initial classification as foreclosed properties. Losses on foreclosed properties include losses recorded during the first 90 days after transfer of a loan to foreclosed properties.
(3) Excludes $55 million and $131 million of properties acquired upon foreclosure of certain government-guaranteed loans (principally FHA-insured loans) at September 30, 2021 and 2020.

The table below presents information about significant unobservable inputs utilized in the Corporation's nonrecurring Level 3 fair value measurements at September 30, 2021 and December 31, 2020.

Quantitative Information about Nonrecurring Level 3 Fair Value Measurements

Financial Instrument	Fair Value	Valuation Technique	Inputs: Significant Unobservable Inputs	Inputs: Ranges of Inputs	Inputs: Weighted Average [1]
(Dollars in millions)			Nine Months Ended September 30, 2021		
Loans and leases [2]	**$ 182**	Market comparables	OREO discount	13% to 59%	24 %
			Costs to sell	8% to 26%	9 %
Other assets [3]	**1,926**	Discounted cash flow	Discount rate	7 %	n/a
	170	Market comparables	Estimated appraisal value	n/a	n/a
			Year Ended December 31, 2020		
Loans held-for-sale	$ 792	Discounted cash flow	Price	$8 to $ 99	$95
Loans and leases [2]	301	Market comparables	OREO discount	13% to 59%	24 %
			Costs to sell	8% to 26%	9 %
Other assets [4]	576	Discounted cash flow	Revenue attrition	2% to 19%	7 %
			Discount rate	11% to 14%	12 %

(1) The weighted average is calculated based upon the fair value of the loans.
(2) Represents residential mortgages where the loan has been written down to the fair value of the underlying collateral.
(3) Represents the fair value of certain impaired renewable energy investments and impaired assets related to the Corporation's real estate rationalization.
(4) Represents the fair value of the intangible asset related to the merchant contracts received from the dissolution of the Corporation's merchant services joint venture.
n/a = not applicable

NOTE 15 Fair Value Option

The Corporation elects to account for certain financial instruments under the fair value option. For more information on the primary financial instruments for which the fair value option elections have been made, see *Note 21 – Fair Value Option* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. The following tables provide information about the fair value carrying amount and the contractual principal outstanding of assets and liabilities accounted for under the fair value option at September 30, 2021 and December 31, 2020, and information about where changes in the fair value of assets and liabilities accounted for under the fair value option are included in the Consolidated Statement of Income for the three and nine months ended September 30, 2021 and 2020.

Fair Value Option Elections

(Dollars in millions)	September 30, 2021			December 31, 2020		
	Fair Value Carrying Amount	**Contractual Principal Outstanding**	**Fair Value Carrying Amount Less Unpaid Principal**	Fair Value Carrying Amount	Contractual Principal Outstanding	Fair Value Carrying Amount Less Unpaid Principal
Federal funds sold and securities borrowed or purchased under agreements to resell	**$ 154,137**	**$ 154,135**	**$ 2**	$ 108,856	$ 108,811	$ 45
Loans reported as trading account assets (1)	**9,410**	**17,534**	**(8,124)**	7,967	17,372	(9,405)
Trading inventory – other	**22,962**	**n/a**	**n/a**	22,790	n/a	n/a
Consumer and commercial loans	**7,566**	**7,628**	**(62)**	6,681	6,778	(97)
Loans held-for-sale (1)	**3,982**	**4,884**	**(902)**	1,585	2,521	(936)
Other assets	**194**	**n/a**	**n/a**	200	n/a	n/a
Long-term deposits	**542**	**530**	**12**	481	448	33
Federal funds purchased and securities loaned or sold under agreements to repurchase	**155,151**	**155,187**	**(36)**	135,391	135,390	1
Short-term borrowings	**4,128**	**4,341**	**(213)**	5,874	5,178	696
Unfunded loan commitments	**95**	**n/a**	**n/a**	99	n/a	n/a
Long-term debt	**28,696**	**29,783**	**(1,087)**	32,200	33,470	(1,270)

(1) A significant portion of the loans reported as trading account assets and LHFS are distressed loans that were purchased at a deep discount to par, and the remainder are loans with a fair value near contractual principal outstanding.
n/a = not applicable

Gains (Losses) Related to Assets and Liabilities Accounted for Under the Fair Value Option

(Dollars in millions)	Three Months Ended September 30					
	2021			2020		
	Market making and similar activities	**Other Income**	**Total**	Market making and similar activities	Other Income	Total
Loans reported as trading account assets	**$ 5**	**$ —**	**$ 5**	$ 58	$ —	$ 58
Trading inventory – other (1)	**(1,155)**	**—**	**(1,155)**	709	—	709
Consumer and commercial loans	**(56)**	**(11)**	**(67)**	(2)	102	100
Loans held-for-sale (2)	**—**	**53**	**53**	—	22	22
Short-term borrowings	**548**	**—**	**548**	(38)	—	(38)
Unfunded loan commitments	**—**	**8**	**8**	—	(18)	(18)
Long-term debt (3)	**225**	**(9)**	**216**	(347)	(6)	(353)
Other (4)	**7**	**—**	**7**	19	7	26
Total	**$ (426)**	**$ 41**	**$ (385)**	$ 399	$ 107	$ 506
	Nine Months Ended September 30					
	2021			2020		
Loans reported as trading account assets	**$ 288**	**$ —**	**$ 288**	$ (15)	$ —	$ (15)
Trading inventory – other (1)	**419**	**—**	**419**	1,259	—	1,259
Consumer and commercial loans	**58**	**34**	**92**	(49)	(85)	(134)
Loans held-for-sale (2)	**—**	**64**	**64**	—	67	67
Short-term borrowings	**1,022**	**—**	**1,022**	196	—	196
Unfunded loan commitments	**—**	**2**	**2**	—	(88)	(88)
Long-term debt (3)	**(436)**	**(33)**	**(469)**	(1,300)	(31)	(1,331)
Other (4)	**18**	**(24)**	**(6)**	28	(31)	(3)
Total	**$ 1,369**	**$ 43**	**$ 1,412**	$ 119	$ (168)	$ (49)

(1) The gains (losses) in market making and similar activities are primarily offset by (losses) gains on trading liabilities that hedge these assets.
(2) Includes the value of IRLCs on funded loans, including those sold during the period.
(3) The net gains (losses) in market making and similar activities relate to the embedded derivatives in structured liabilities and are typically offset by (losses) gains on derivatives and securities that hedge these liabilities. For the cumulative impact of changes in the Corporation's own credit spreads and the amount recognized in accumulated OCI, see *Note 12 – Accumulated Other Comprehensive Income (Loss)* For more information on how the Corporation's own credit spread is determined, see *Note 20 – Fair Value Measurements* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K
(4) Includes gains (losses) on federal funds sold and securities borrowed or purchased under agreements to resell, other assets, long-term deposits and federal funds purchased and securities loaned or sold under agreements to repurchase.

Gains (Losses) Related to Borrower-specific Credit Risk for Assets and Liabilities Accounted for Under the Fair Value Option

(Dollars in millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2021	2020	**2021**	2020
Loans reported as trading account assets	**$ (21)**	$ 11	**$ 166**	$ (225)
Consumer and commercial loans	**(22)**	100	**10**	(96)
Loans held-for-sale	**37**	(24)	**35**	(117)
Unfunded loan commitments	**8**	(18)	**2**	(88)

NOTE 16 Fair Value of Financial Instruments

The following disclosures include financial instruments that are not carried at fair value or only a portion of the ending balance is carried at fair value on the Consolidated Balance Sheet. Certain loans, deposits, long-term debt, unfunded lending commitments and other financial instruments are accounted for under the fair value option. For more information, see *Note 21 – Fair Value Option* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Fair Value of Financial Instruments

The carrying values and fair values by fair value hierarchy of certain financial instruments where only a portion of the ending balance was carried at fair value at September 30, 2021 and December 31, 2020 are presented in the table below.

Fair Value of Financial Instruments

	Carrying Value	Fair Value Level 2	Fair Value Level 3	Fair Value Total
(Dollars in millions)	**September 30, 2021**			
Financial assets				
Loans	**$ 894,158**	**$ 52,330**	**$ 880,083**	**$ 932,413**
Loans held-for-sale	**9,415**	**8,601**	**823**	**9,424**
Financial liabilities				
Deposits [(1)]	**1,964,804**	**1,964,794**	**—**	**1,964,794**
Long-term debt	**278,621**	**286,414**	**1,293**	**287,707**
Commercial unfunded lending commitments [(2)]	**1,633**	**95**	**6,542**	**6,637**
	December 31, 2020			
Financial assets				
Loans	$ 887,289	$ 49,372	$ 877,682	$ 927,054
Loans held-for-sale	9,243	7,864	1,379	9,243
Financial liabilities				
Deposits [(1)]	1,795,480	1,795,545	—	1,795,545
Long-term debt	262,934	271,315	1,164	272,479
Commercial unfunded lending commitments [(2)]	1,977	99	5,159	5,258

(1) Includes demand deposits of $962.9 billion and $799.0 billion with no stated maturities at September 30, 2021 and December 31, 2020.
(2) The carrying value of commercial unfunded lending commitments is included in accrued expenses and other liabilities on the Consolidated Balance Sheet. The Corporation does not estimate the fair value of consumer unfunded lending commitments because, in many instances, the Corporation can reduce or cancel these commitments by providing notice to the borrower. For more information on commitments, see *Note 10 – Commitments and Contingencies*.

NOTE 17 Business Segment Information

The Corporation reports its results of operations through the following four business segments: *Consumer Banking*, *Global Wealth & Investment Management*, *Global Banking* and *Global Markets*, with the remaining operations recorded in *All Other*. For more information, see *Note 23 – Business Segment Information* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K. The following tables present net income and the components thereto (with net interest income on an FTE basis for the business segments, *All Other* and the total Corporation) for the three and nine months ended September 30, 2021 and 2020, and total assets at September 30, 2021 and 2020 for each business segment, as well as *All Other*.

Results of Business Segments and All Other

At and for the three months ended September 30	Total Corporation [1]		Consumer Banking		Global Wealth & Investment Management	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 11,195**	$ 10,243	**$ 6,493**	$ 5,890	**$ 1,451**	$ 1,237
Noninterest income	**11,672**	10,207	**2,345**	2,149	**3,859**	3,309
Total revenue, net of interest expense	**22,867**	20,450	**8,838**	8,039	**5,310**	4,546
Provision for credit losses	**(624)**	1,389	**247**	479	**(58)**	24
Noninterest expense	**14,440**	14,401	**4,558**	4,842	**3,745**	3,533
Income before income taxes	**9,051**	4,660	**4,033**	2,718	**1,623**	989
Income tax expense	**1,360**	(221)	**988**	666	**398**	242
Net income	**$ 7,691**	$ 4,881	**$ 3,045**	$ 2,052	**$ 1,225**	$ 747
Period-end total assets	**$ 3,085,446**	$ 2,738,452	**$ 1,091,431**	$ 947,513	**$ 393,708**	$ 337,576

	Global Banking		Global Markets		All Other	
	2021	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 2,186**	$ 2,028	**$ 1,000**	$ 1,108	**$ 65**	$ (20)
Noninterest income	**3,058**	2,489	**3,519**	3,175	**(1,109)**	(915)
Total revenue, net of interest expense	**5,244**	4,517	**4,519**	4,283	**(1,044)**	(935)
Provision for credit losses	**(781)**	883	**16**	21	**(48)**	(18)
Noninterest expense	**2,534**	2,365	**3,252**	3,102	**351**	559
Income before income taxes	**3,491**	1,269	**1,251**	1,160	**(1,347)**	(1,476)
Income tax expense	**942**	343	**325**	302	**(1,293)**	(1,774)
Net income	**$ 2,549**	$ 926	**$ 926**	$ 858	**$ (54)**	$ 298
Period-end total assets	**$ 623,640**	$ 553,776	**$ 776,929**	$ 676,242	**$ 199,738**	$ 223,345

(1) There were no material intersegment revenues.

Results of Business Segments and All Other

At and for the nine months ended September 30	Total Corporation [1]		Consumer Banking		Global Wealth & Investment Management	
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 31,846**	$ 33,493	**$ 18,386**	$ 18,743	**$ 4,137**	$ 4,186
Noninterest income	**35,529**	32,322	**6,707**	6,277	**11,209**	9,721
Total revenue, net of interest expense	**67,375**	65,815	**25,093**	25,020	**15,346**	13,907
Provision for credit losses	**(4,105)**	11,267	**(1,067)**	5,761	**(185)**	349
Noninterest expense	**45,000**	41,286	**14,548**	14,074	**11,425**	10,596
Income before income taxes	**26,480**	13,262	**11,612**	5,185	**4,106**	2,962
Income tax expense	**1,515**	838	**2,845**	1,270	**1,006**	726
Net income	**$ 24,965**	$ 12,424	**$ 8,767**	$ 3,915	**$ 3,100**	$ 2,236
Period-end total assets	**$ 3,085,446**	$ 2,738,452	**$ 1,091,431**	$ 947,513	**$ 393,708**	$ 337,576

	Global Banking		Global Markets		All Other	
	2021	2020	**2021**	2020	**2021**	2020
Net interest income	**$ 6,150**	$ 7,003	**$ 2,980**	$ 3,558	**$ 193**	$ 3
Noninterest income	**8,817**	7,205	**12,457**	11,301	**(3,661)**	(2,182)
Total revenue, net of interest expense	**14,967**	14,208	**15,437**	14,859	**(3,468)**	(2,179)
Provision for credit losses	**(2,738)**	4,849	**33**	233	**(148)**	75
Noninterest expense	**7,915**	6,910	**10,150**	8,598	**962**	1,108
Income before income taxes	**9,790**	2,449	**5,254**	6,028	**(4,282)**	(3,362)
Income tax expense	**2,643**	661	**1,366**	1,567	**(6,345)**	(3,386)
Net income	**$ 7,147**	$ 1,788	**$ 3,888**	$ 4,461	**$ 2,063**	$ 24
Period-end total assets	**$ 623,640**	$ 553,776	**$ 776,929**	$ 676,242	**$ 199,738**	$ 223,345

(1) There were no material intersegment revenues

The tables below present noninterest income and the associated components for the three and nine months ended September 30, 2021 and 2020 for each business segment, *All Other* and the total Corporation. For more information, see *Note 2 – Net Interest Income and Noninterest Income.*

Noninterest Income by Business Segment and All Other

	Total Corporation		Consumer Banking		Global Wealth & Investment Management	
	Three Months Ended September 30					
(Dollars in millions)	**2021**	2020	**2021**	2020	**2021**	2020
Fees and commissions:						
Card income						
Interchange fees	**$ 1,154**	$ 1,172	**$ 905**	$ 840	**$ 11**	$ 10
Other card income	**429**	396	**412**	380	**11**	11
Total card income	**1,583**	1,568	**1,317**	1,220	**22**	21
Service charges						
Deposit-related fees	**1,619**	1,515	**935**	837	**18**	17
Lending-related fees	**309**	302	**—**	—	**—**	—
Total service charges	**1,928**	1,817	**935**	837	**18**	17
Investment and brokerage services						
Asset management fees	**3,276**	2,740	**49**	36	**3,228**	2,706
Brokerage fees	**960**	883	**32**	32	**455**	399
Total investment and brokerage services	**4,236**	3,623	**81**	68	**3,683**	3,105
Investment banking fees						
Underwriting income	**1,168**	1,239	**—**	—	**82**	93
Syndication fees	**346**	133	**—**	—	**—**	—
Financial advisory services	**654**	397	**—**	—	**—**	—
Total investment banking fees	**2,168**	1,769	**—**	—	**82**	93
Total fees and commissions	**9,915**	8,777	**2,333**	2,125	**3,805**	3,236
Market making and similar activities	**2,005**	1,689	**1**	—	**9**	14
Other income (loss)	**(248)**	(259)	**11**	24	**45**	59
Total noninterest income	**$ 11,672**	$ 10,207	**$ 2,345**	$ 2,149	**$ 3,859**	$ 3,309

	Global Banking		Global Markets		All Other [(1)]	
	Three Months Ended September 30					
	2021	2020	**2021**	2020	**2021**	2020
Fees and commissions:						
Card income						
Interchange fees	**$ 180**	$ 153	**$ 59**	$ 170	**$ (1)**	$ (1)
Other card income	**5**	3	**—**	—	**1**	2
Total card income	**185**	156	**59**	170	**—**	1
Service charges						
Deposit-related fees	**633**	597	**30**	54	**3**	10
Lending-related fees	**257**	249	**53**	54	**(1)**	(1)
Total service charges	**890**	846	**83**	108	**2**	9
Investment and brokerage services						
Asset management fees	**—**	—	**—**	—	**(1)**	(2)
Brokerage fees	**9**	14	**470**	439	**(6)**	(1)
Total investment and brokerage services	**9**	14	**470**	439	**(7)**	(3)
Investment banking fees						
Underwriting income	**512**	536	**629**	643	**(55)**	(33)
Syndication fees	**177**	78	**170**	55	**(1)**	—
Financial advisory services	**608**	356	**45**	40	**1**	1
Total investment banking fees	**1,297**	970	**844**	738	**(55)**	(32)
Total fees and commissions	**2,381**	1,986	**1,456**	1,455	**(60)**	(25)
Market making and similar activities	**40**	16	**2,014**	1,725	**(59)**	(66)
Other income (loss)	**637**	487	**49**	(5)	**(990)**	(824)
Total noninterest income	**$ 3,058**	$ 2,489	**$ 3,519**	$ 3,175	**$ (1,109)**	$ (915)

(1) *All Other* includes eliminations of intercompany transactions.

Noninterest Income by Business Segment and All Other

(Dollars in millions)	Total Corporation 2021	Total Corporation 2020	Consumer Banking 2021	Consumer Banking 2020	Global Wealth & Investment Management 2021	Global Wealth & Investment Management 2020
	Nine Months Ended September 30					
Fees and commissions:						
Card income						
Interchange fees	**$ 3,431**	$ 2,794	**$ 2,687**	$ 2,129	**$ 33**	$ 26
Other card income	**1,173**	1,295	**1,131**	1,255	**29**	30
Total card income	**4,604**	4,089	**3,818**	3,384	**62**	56
Service charges						
Deposit-related fees	**4,671**	4,441	**2,617**	2,538	**54**	49
Lending-related fees	**923**	841	**—**	—	**—**	—
Total service charges	**5,594**	5,282	**2,617**	2,538	**54**	49
Investment and brokerage services						
Asset management fees	**9,434**	7,905	**136**	108	**9,298**	7,811
Brokerage fees	**2,988**	2,898	**100**	96	**1,312**	1,270
Total investment and brokerage services	**12,422**	10,803	**236**	204	**10,610**	9,081
Investment banking fees						
Underwriting income	**4,028**	3,610	**—**	—	**305**	292
Syndication fees	**1,047**	634	**—**	—	**—**	—
Financial advisory services	**1,461**	**1,072**	**—**	—	**—**	—
Total investment banking fees	**6,536**	5,316	**—**	—	**305**	292
Total fees and commissions	**29,156**	25,490	**6,671**	6,126	**11,031**	9,478
Market making and similar activities	**7,360**	6,983	**1**	2	**31**	52
Other income (loss)	**(987)**	(151)	**35**	149	**147**	191
Total noninterest income	**$ 35,529**	$ 32,322	**$ 6,707**	$ 6,277	**$ 11,209**	$ 9,721

	Global Banking 2021	Global Banking 2020	Global Markets 2021	Global Markets 2020	All Other [(1)] 2021	All Other [(1)] 2020
	Nine Months Ended September 30					
Fees and commissions:						
Card income						
Interchange fees	**$ 503**	$ 337	**$ 208**	$ 301	**$ —**	$ 1
Other card income	**12**	10	**—**	—	**1**	—
Total card income	**515**	347	**208**	301	**1**	1
Service charges						
Deposit-related fees	**1,877**	1,693	**117**	134	**6**	27
Lending-related fees	**760**	686	**163**	156	**—**	(1)
Total service charges	**2,637**	2,379	**280**	290	**6**	26
Investment and brokerage services						
Asset management fees	**—**	—	**—**	—	**—**	(14)
Brokerage fees	**90**	45	**1,504**	1,487	**(18)**	—
Total investment and brokerage services	**90**	45	**1,504**	1,487	**(18)**	(14)
Investment banking fees						
Underwriting income	**1,754**	1,607	**2,165**	1,879	**(196)**	(168)
Syndication fees	**547**	357	**500**	278	**—**	(1)
Financial advisory services	**1,341**	948	**119**	123	**1**	1
Total investment banking fees	**3,642**	2,912	**2,784**	2,280	**(195)**	(168)
Total fees and commissions	**6,884**	5,683	**4,776**	4,358	**(206)**	(155)
Market making and similar activities	**99**	88	**7,448**	7,059	**(219)**	(218)
Other income (loss)	**1,834**	1,434	**233**	(116)	**(3,236)**	(1,809)
Total noninterest income	**$ 8,817**	$ 7,205	**$ 12,457**	$ 11,301	**$ (3,661)**	$ (2,182)

(1) *All Other* includes eliminations of intercompany transactions.

The table below presents a reconciliation of the four business segments' total revenue, net of interest expense, on an FTE basis, and net income to the Consolidated Statement of Income, and total assets to the Consolidated Balance Sheet.

Business Segment Reconciliations

(Dollars in millions)	Three Months Ended September 30		Nine Months Ended September 30	
	2021	2020	**2021**	2020
Segments' total revenue, net of interest expense	**$ 23,911**	$ 21,385	**$ 70,843**	$ 67,994
Adjustments [(1)]:				
Asset and liability management activities	**3**	(168)	**(41)**	425
Liquidating businesses, eliminations and other	**(1,047)**	(767)	**(3,427)**	(2,604)
FTE basis adjustment	**(101)**	(114)	**(322)**	(386)
Consolidated revenue, net of interest expense	**$ 22,766**	$ 20,336	**$ 67,053**	$ 65,429
Segments' total net income	**7,745**	4,583	**22,902**	12,400
Adjustments, net-of-tax [(1)]:				
Asset and liability management activities	**10**	(127)	**(20)**	316
Liquidating businesses, eliminations and other	**(64)**	425	**2,083**	(292)
Consolidated net income	**$ 7,691**	$ 4,881	**$ 24,965**	$ 12,424

	September 30	
	2021	2020
Segments' total assets	**$ 2,885,708**	$ 2,515,107
Adjustments [(1)]:		
Asset and liability management activities, including securities portfolio	**1,296,026**	1,018,385
Elimination of segment asset allocations to match liabilities	**(1,162,175)**	(857,788)
Other	**65,887**	62,748
Consolidated total assets	**$ 3,085,446**	$ 2,738,452

(1) Adjustments include consolidated income, expense and asset amounts not specifically allocated to individual business segments.

Glossary

Alt-A Mortgage – A type of U.S. mortgage that is considered riskier than A-paper, or "prime," and less risky than "subprime," the riskiest category. Typically, Alt-A mortgages are characterized by borrowers with less than full documentation, lower credit scores and higher LTVs.

Assets Under Management (AUM) – The total market value of assets under the investment advisory and/or discretion of *GWIM* which generate asset management fees based on a percentage of the assets' market values. AUM reflects assets that are generally managed for institutional, high net worth and retail clients, and are distributed through various investment products including mutual funds, other commingled vehicles and separate accounts.

Banking Book – All on- and off-balance sheet financial instruments of the Corporation except for those positions that are held for trading purposes.

Brokerage and Other Assets – Non-discretionary client assets which are held in brokerage accounts or held for safekeeping.

Committed Credit Exposure – Any funded portion of a facility plus the unfunded portion of a facility on which the lender is legally bound to advance funds during a specified period under prescribed conditions.

Credit Derivatives – Contractual agreements that provide protection against a specified credit event on one or more referenced obligations.

Credit Valuation Adjustment (CVA) – A portfolio adjustment required to properly reflect the counterparty credit risk exposure as part of the fair value of derivative instruments.

Debit Valuation Adjustment (DVA) – A portfolio adjustment required to properly reflect the Corporation's own credit risk exposure as part of the fair value of derivative instruments and/or structured liabilities.

Funding Valuation Adjustment (FVA) – A portfolio adjustment required to include funding costs on uncollateralized derivatives and derivatives where the Corporation is not permitted to use the collateral it receives.

Interest Rate Lock Commitment (IRLC) – Commitment with a loan applicant in which the loan terms are guaranteed for a designated period of time subject to credit approval.

Letter of Credit – A document issued on behalf of a customer to a third party promising to pay the third party upon presentation of specified documents. A letter of credit effectively substitutes the issuer's credit for that of the customer.

Loan-to-value (LTV) – A commonly used credit quality metric. LTV is calculated as the outstanding carrying value of the loan divided by the estimated value of the property securing the loan.

Margin Receivable – An extension of credit secured by eligible securities in certain brokerage accounts.

Matched Book – Repurchase and resale agreements or securities borrowed and loaned transactions where the overall asset and liability position is similar in size and/or maturity. Generally, these are entered into to accommodate customers where the Corporation earns the interest rate spread.

Mortgage Servicing Rights (MSR) – The right to service a mortgage loan when the underlying loan is sold or securitized. Servicing includes collections for principal, interest and escrow payments from borrowers and accounting for and remitting principal and interest payments to investors.

Nonperforming Loans and Leases – Includes loans and leases that have been placed on nonaccrual status, including nonaccruing loans whose contractual terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties.

Prompt Corrective Action (PCA) – A framework established by the U.S. banking regulators requiring banks to maintain certain levels of regulatory capital ratios, comprised of five categories of capitalization: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." Insured depository institutions that fail to meet certain of these capital levels are subject to increasingly strict limits on their activities, including their ability to make capital distributions, pay management compensation, grow assets and take other actions.

Subprime Loans – Although a standard industry definition for subprime loans (including subprime mortgage loans) does not exist, the Corporation defines subprime loans as specific product offerings for higher risk borrowers.

Troubled Debt Restructurings (TDRs) – Loans whose contractual terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. Certain consumer loans for which a binding offer to restructure has been extended are also classified as TDRs.

Value-at-Risk (VaR) – VaR is a model that simulates the value of a portfolio under a range of hypothetical scenarios in order to generate a distribution of potential gains and losses. VaR represents the loss the portfolio is expected to experience with a given confidence level based on historical data. A VaR model is an effective tool in estimating ranges of potential gains and losses on our trading portfolios.

Key Metrics

Active Digital Banking Users – Mobile and/or online users with activity at period end.

Active Mobile Banking Users – Mobile users with activity at period end.

Book Value – Ending common shareholders' equity divided by ending common shares outstanding.

Deposit Spread – Annualized net interest income divided by average deposits.

Efficiency Ratio – Noninterest expense divided by total revenue, net of interest expense.

Gross Interest Yield – Effective annual percentage rate divided by average loans.

Net Interest Yield – Net interest income divided by average total interest-earning assets.

Operating Margin – Income before income taxes divided by total revenue, net of interest expense.

Return on Average Allocated Capital – Adjusted net income divided by allocated capital.

Return on Average Assets – Net income divided by total average assets.

Return on Average Common Shareholders' Equity – Net income applicable to common shareholders divided by average common shareholders' equity.

Return on Average Shareholders' Equity – Net income divided by average shareholders' equity.

Risk-adjusted Margin – Difference between total revenue, net of interest expense, and net credit losses divided by average loans.

Acronyms

ABS	Asset-backed securities
AFS	Available-for-sale
ALM	Asset and liability management
ARR	Alternative reference rates
AUM	Assets under management
BANA	Bank of America, National Association
BHC	Bank holding company
BofAS	BofA Securities, Inc.
BofASE	BofA Securities Europe SA
bps	Basis points
CCAR	Comprehensive Capital Analysis and Review
CDO	Collateralized debt obligation
CECL	Current expected credit losses
CET1	Common equity tier 1
CFTC	Commodity Futures Trading Commission
CLTV	Combined loan-to-value
CVA	Credit valuation adjustment
DVA	Debit valuation adjustment
EPS	Earnings per common share
ESG	Environmental, social and governance
FCA	Financial Conduct Authority
FHA	Federal Housing Administration
FHLB	Federal Home Loan Bank
FHLMC	Freddie Mac
FICC	Fixed income, currencies and commodities
FICO	Fair Isaac Corporation (credit score)
FINRA	Financial Industry Regulatory Authority, Inc.
FNMA	Fannie Mae
FTE	Fully taxable-equivalent
FVA	Funding valuation adjustment
GAAP	Accounting principles generally accepted in the United States of America
GLS	Global Liquidity Sources
GNMA	Government National Mortgage Association
GSE	Government-sponsored enterprise
G-SIB	Global systemically important bank
GWIM	Global Wealth & Investment Management
HELOC	Home equity line of credit
HQLA	High Quality Liquid Assets
HTM	Held-to-maturity
IBOR	Interbank Offered Rates
IRLC	Interest rate lock commitment
ISDA	International Swaps and Derivatives Association, Inc.
LCR	Liquidity Coverage Ratio
LHFS	Loans held-for-sale
LIBOR	London Interbank Offered Rate
LTV	Loan-to-value
MBS	Mortgage-backed securities
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
MLGWM	Merrill Lynch Global Wealth Management
MLI	Merrill Lynch International
MLPCC	Merrill Lynch Professional Clearing Corp
MLPF&S	Merrill Lynch, Pierce, Fenner & Smith Incorporated
MSA	Metropolitan Statistical Area
MSR	Mortgage servicing right
NSFR	Net Stable Funding Ratio
OCI	Other comprehensive income
OREO	Other real estate owned
PCA	Prompt Corrective Action
PPP	Paycheck Protection Program
RWA	Risk-weighted assets
SBLC	Standby letter of credit
SCB	Stress capital buffer
SEC	Securities and Exchange Commission
SLR	Supplementary leverage ratio
SOFR	Secured Overnight Financing Rate
TDR	Troubled debt restructurings
TLAC	Total loss-absorbing capacity
VaR	Value-at-Risk
VIE	Variable interest entity

Part II. Other Information

Bank of America Corporation and Subsidiaries

Item 1. Legal Proceedings

See Litigation and Regulatory Matters in *Note 10 – Commitments and Contingencies* to the Consolidated Financial Statements, which is incorporated by reference in this Item 1, for litigation and regulatory disclosure that supplements the disclosure in *Note 12 – Commitments and Contingencies* to the Consolidated Financial Statements of the Corporation's 2020 Annual Report on Form 10-K.

Item 1A. Risk Factors

There are no material changes from the risk factors set forth under Part 1, Item 1A. Risk Factors of the Corporation's 2020 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below presents share repurchase activity for the three months ended September 30, 2021. The primary source of funds for cash distributions by the Corporation to its shareholders is dividends received from its banking subsidiaries. Each of the banking subsidiaries is subject to various regulatory policies and requirements relating to the payment of dividends, including requirements to maintain capital above regulatory minimums. All of the Corporation's preferred stock outstanding has preference over the Corporation's common stock with respect to payment of dividends.

(Dollars in millions, except per share information; shares in thousands)	Total Common Shares Repurchased (1,2)	Weighted-Average Per Share Price	Total Shares Purchased as Part of Publicly Announced Programs (2)	Remaining Buyback Authority Amounts (3)
July 1 - 31, 2021	77,529	$ 38.66	77,529	$ 17,892
August 1 - 31, 2021	133,677	40.55	131,990	12,709
September 1 - 30, 2021	38,045	41.18	38,043	11,191
Three months ended September 30, 2021	**249,251**	**40.06**	**247,562**	

(1) Includes 1.7 million shares of the Corporation's common stock acquired by the Corporation in connection with satisfaction of tax withholding obligations on vested restricted stock or restricted stock units and certain forfeitures and terminations of employment-related awards and for potential re-issuance to certain employees under equity incentive plans.
(2) On April 15, 2021, the Corporation announced the Board has authorized the repurchase of up to $25 billion of common stock over time. The Board also authorized repurchases to offset shares awarded under equity-based compensation plans. During the three months ended September 30, 2021, the Corporation repurchased 248 million shares, or $9.9 billion, of its common stock, including to offset shares awarded under the equity-based compensation plans. For more information, see Capital Management - CCAR and Capital Planning in the MD&A on page 22 and *Note 11 – Shareholders' Equity* to the Consolidated Financial Statements.
(3) Excludes repurchases to offset shares awarded under equity-based compensation plans. On October 20, 2021, the Board renewed the Corporation's $25 billion common stock repurchase program previously announced in April 2021. The Board's authorization replaces the previous program.

The Corporation did not have any unregistered sales of equity securities during the three months ended September 30, 2021.

Item 5. Other Information

Pursuant to Section 13(r) of the Securities Exchange Act of 1934, as amended (Exchange Act), an issuer is required to disclose in its annual or quarterly reports, as applicable, whether it or any of its affiliates knowingly engaged in certain activities, transactions or dealings relating to Iran or with individuals or entities designated pursuant to certain Executive Orders. Disclosure may be required even where the activities, transactions or dealings were conducted in compliance with applicable law. Except as set forth below, as of the date of this Quarterly Report on Form 10-Q, the Corporation is not aware of any other activity, transaction or dealing by any of its affiliates during the quarter ended September 30, 2021 that requires disclosure under Section 13(r) of the Exchange Act.

Pursuant to a specific license from the U.S. Treasury Department's Office of Foreign Assets Control issued on May 28, 2021, during the third quarter of 2021, Bank of America, National Association (BANA), a U.S. subsidiary of Bank of America Corporation, processed four authorized wire deposits totaling $1.2 million on behalf of a U.S. client into its account at BANA. The wire deposits settled invoices owed to the U.S. client and were unblocked funds belonging to Jammal Trust Bank, which at the time of the deposits was designated pursuant to Executive Order 13224. There was no measurable gross revenue or net profit to the Corporation relating to these transactions. The Corporation may in the future engage in similar transactions for its clients to the extent permitted by U.S. law.

Item 6. Exhibits

Exhibit No.	Description	Notes	Form	Exhibit	Filing Date	File No.
3.1	Restated Certificate of Incorporation, as amended and in effect on the date hereof	1				
3.2	Amended and Restated Bylaws of the Corporation as in effect on the date hereof		10-Q	3.2	10/30/20	1-6523
22	Subsidiary Issuers of Guaranteed Securities	1				
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	1				
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	1				
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	1				
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	1				
101.INS	Inline XBRL Instance Document	2				
101.SCH	Inline XBRL Taxonomy Extension Schema Document	1				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	1				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	1				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	1				
101.DEF	Inline XBRL Taxonomy Extension Definitions Linkbase Document	1				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					

(1) Filed herewith.
(2) The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bank of America Corporation
Registrant

Date: October 29, 2021

/s/ Rudolf A. Bless
Rudolf A. Bless
Chief Accounting Officer

Exhibit 3.1

RESTATED
CERTIFICATE OF INCORPORATION
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that (i) the Certificate of Incorporation of the Corporation was originally filed on July 31, 1998, (ii) the Corporation was originally incorporated under the name "NationsBank (DE) Corporation," which name was changed to "NationsBank Corporation" on September 25, 1998, which name was changed to "BankAmerica Corporation" on September 30, 1998, and which name was changed to "Bank of America Corporation" on April 28, 1999, (iii) this Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Corporation's Certificate of Incorporation as theretofore amended or supplemented and there is no discrepancy between the provisions of the Certificate of Incorporation as theretofore amended and supplemented and the provisions of this Restated Certificate of Incorporation, (iv) this Restated Certificate of Incorporation has been duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware, and (v) the Certificate of Incorporation of the Corporation is hereby integrated and restated to read in its entirety as follows:

1. The name of the Corporation is Bank of America Corporation.

2. The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

3. The number of shares, par value $.01 per share, the Corporation is authorized to issue is Twelve Billion Nine Hundred Million (12,900,000,000), divided into the following classes:

Class	**Number of Shares**
Common…	12,800,000,000
Preferred……	100,000,000.

The class of common ("Common Stock") has unlimited voting rights and, after satisfaction of claims, if any, of the holders of preferred shares, is entitled to receive the net assets of the Corporation upon distribution.

The Board of Directors of the Corporation shall have full power and authority to establish one or more series within the class of preferred shares (the "Preferred Shares"), to define the designations, preferences, limitations and relative rights (including conversion rights) of shares within such class and to determine all variations between series.

The Board of Directors of the Corporation has designated, established and authorized the following series of Preferred Shares:

(a) 7% Cumulative Redeemable Preferred Stock, Series B.

A. Designation.

The designation of this series is "7% Cumulative Redeemable Preferred Stock, Series B" (hereinafter referred to as the "Series B Preferred Stock") and the number of shares constituting such series is Thirty-Five Thousand Forty-Five (35,045). Shares of Series B Preferred Stock shall have a stated value of $100.00 per share.

B. Dividends.

The holders of record of the shares of the Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of any funds legally available for such purpose, cumulative cash dividends at an annual dividend rate per share of 7% of the stated value thereof, which amount if $7.00 per annum, per share, and no more. Such dividends shall be payable each calendar quarter at the rate of $1.75 per share on such dates as shall be fixed by resolution of the Board of Directors of the Corporation. The date from which dividends on such shares shall be cumulative shall be the first day after said shares are issued. Accumulations of dividends shall not bear interest. No cash dividend shall be declared, paid or set apart for any shares of Common Stock unless all dividends on all shares of the Series B Preferred Stock at the time outstanding for all past dividend periods and for the then current dividend shall have been paid, or shall have been declared and a sum sufficient for the payment thereof, shall have been set apart. Subject to the foregoing provisions of this paragraph B, cash dividends or other cash distributions as may be determined by the Board of Directors of the Corporation may be declared and paid upon the shares of the Common Stock of the Corporation from time to time out of funds legally available therefor, and the shares of the Series B Preferred Stock shall not be entitled to participate in any such cash dividend or other such cash distribution so declared and paid or made on such shares of Common Stock.

C. Redemption.

From and after October 31, 1988, any holder may, by written request, call upon the Corporation to redeem all or any part of said holder's shares of said Series B Preferred Stock at a redemption price of $100.00 per share plus accumulated unpaid dividends to the date said request for redemption is received by the Corporation and no more (the "Redemption Price"). Any such request for redemption shall be accompanied by the certificates for which redemption is requested, duly endorsed or with appropriate stock power attached, in either case with signature guaranteed. Upon receipt by the Corporation of any such request for redemption from any holder of the Series B Preferred Stock, the Corporation shall forthwith redeem said stock at the Redemption Price, provided that: (i) full cumulative dividends have been paid or declared and set apart for payment upon all shares of any series of preferred stock ranking superior to the Series B Preferred Stock as to dividends or other distributions (collectively the "Superior Stock"); and (ii) the Corporation is not then in default or in arrears with respect to any sinking or analogous fund or call for tenders obligation or agreement for the purchase, redemption or retirement of any shares of Superior Stock. In the event that, upon receipt of a request for redemption, either or both of the conditions set forth in clauses (i) and (ii) above are not met, the Corporation shall forthwith return said request to the submitting shareholder along with a statement that the Corporation is unable to honor such request and explanation of the reasons therefor. From and after the receipt by the Corporation of a request for redemption from any holder of said Series B Preferred Stock, which request may be honored consistent with the foregoing provisions, all rights of such holder in the Series B Preferred Stock for which redemption is requested shall cease and terminate, except only the right to receive the Redemption Price thereof, but without interest.

D. Liquidation Preference.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series B Preferred Stock shall be entitled to receive, subject to the provisions of paragraph G and before any payment shall be made to the holders of the shares of Common Stock, the amount of $100.00 per share, plus accumulated dividends. After payment to the holders of the Series B Preferred Stock of the full amount as aforesaid, the holders of the Series B Preferred Stock as such shall have no right or claim to any of the remaining assets which shall be distributed ratably to the holders of the Common Stock If, upon any such liquidation, dissolution or winding up, the assets available therefor are not sufficient to permit payments to the holders of Series B Preferred Stock of the full amount as aforesaid, then subject to the provisions of paragraph G, the holders of the Series B Preferred Stock then outstanding shall share ratably in the distribution of assets in accordance with the sums which would be payable if such holders were to receive the full amounts as aforesaid.

E. Sinking Fund.

There shall be no sinking fund applicable to the shares of Series B Preferred Stock.

F. Conversion.

The shares of Series B Preferred Stock shall not be convertible into any shares of Common Stock or any other class of shares, nor exchanged for any shares of Common Stock or any other class of shares.

G. Superior Stock.

The Corporation may issue stock with preferences superior or equal to the shares of the Series B Preferred Stock without the consent of the holders thereof.

H. Voting Rights.

Each share of the Series B Preferred Stock shall be entitled to equal voting rights, share for share, with each share of the Common Stock.

(b) ESOP Convertible Preferred Stock, Series C.

The shares of the ESOP Convertible Preferred Stock, Series C, of the Corporation shall be designated "ESOP Convertible Preferred Stock, Series C," and the number of shares constituting such series shall be 1,027,270. The ESOP Convertible Preferred Stock, Series C, shall hereinafter be referred to as the "ESOP Preferred Stock."

A. Special Purpose Restricted Transfer Issue.

Shares of ESOP Preferred Stock shall be issued only to a trustee acting on behalf of an employee stock ownership plan or other employee benefit plan of the Corporation or any subsidiary of the Corporation. In the event of any transfer of shares of ESOP Preferred Stock to any person other than any such plan trustee or the Corporation, the shares of ESOP Preferred Stock so transferred, upon such transfer and without any further action by the Corporation or the holder, shall be automatically converted into shares of Common Stock on the terms otherwise provided for the conversion of shares of ESOP Preferred Stock into shares of Common Stock pursuant to paragraph E hereof and no such transferee shall have any of the voting powers, preferences and relative, participating, optional or special rights ascribed to the shares of ESOP Preferred Stock hereunder but, rather, only the powers and rights pertaining to the Common Stock into which such shares of ESOP Preferred Stock shall be so converted. Certificates representing shares of ESOP Preferred Stock shall be legended to reflect such restrictions on transfer. Notwithstanding the foregoing provisions of this paragraph A, shares of ESOP Preferred Stock (i) may be converted into shares of Common Stock as provided by paragraph E hereof and the shares of Common Stock issued upon such conversion may be transferred by the holder thereof as permitted by law and (ii) shall be redeemable by the Corporation upon the terms and conditions provided by paragraphs F, G and H hereof.

B. Dividends and Distributions.

(1) Subject to the provisions for adjustment hereinafter set forth, the holders of shares of ESOP Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available therefor, cash dividends (“Preferred Dividends”) in an amount equal to $3.30 per share per annum, and no more, payable semi-annually, one-half on the first day of January and one-half on the first day of July of each year (each a “Dividend Payment Date”) to holders of record at the start of business on such Dividend Payment Date. Preferred Dividends shall accrue on a daily basis whether or not the Corporation shall have earnings or surplus at the time, but Preferred Dividends on the shares of ESOP Preferred Stock for any period less than a full semi-annual period between Dividend Payment Dates shall be computed on the basis of a 360-day year of 30-day months. Accumulated but unpaid Preferred Dividends shall accumulate as of the Dividend Payment Date on which they first become payable, but no interest shall accrue on accumulated but unpaid Preferred Dividends.

(2) So long as any ESOP Preferred Stock shall be outstanding, no dividend shall be declared or paid or set apart for payment on any other series of stock ranking on a parity with the ESOP Preferred Stock as to dividends, unless there shall also be or have been declared and paid or set apart for payment on the ESOP Preferred Stock, like dividends for all dividend payment periods of the ESOP Preferred Stock ending on or before the dividend payment date of such parity stock, ratably in proportion to the respective amount of dividends accumulated and unpaid through such dividend payment period on the ESOP Preferred Stock and accumulated and unpaid or payable on such parity stock through the dividend payment period on such parity stock next preceding such Dividend Payment Date. In the event that full cumulative dividends on the ESOP Preferred Stock have not been declared and paid or set apart for payment when due, the Corporation shall not declare or pay or set apart for payment any dividends or make any other distributions on, or make any payment on account of the purchase, redemption or other retirement of any other class of stock or series thereof of the Corporation ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Corporation, junior to the ESOP Preferred Stock until full cumulative dividends on the ESOP Preferred Stock shall have been paid or declared and provided for; provided, however, that the foregoing shall not apply to (i) any dividend payable solely in any shares of any stock ranking, as to dividends or as to distributions in the event of the liquidation, dissolution or winding-up of the Corporation, junior to the ESOP Preferred Stock, or (ii) the acquisition of shares of any stock ranking, as to dividends or as to distributions in the event of a liquidation, dissolution or winding-up of the Corporation, junior to the ESOP Preferred Stock either (A) pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted or (B) in exchange solely for shares of any other stock ranking junior to the ESOP Preferred Stock.

C. Voting Rights.

The holders of shares of ESOP Preferred Stock shall have the following voting rights:

(1) The holders of ESOP Preferred Stock shall be entitled to vote on all matters submitted to a vote of the holders of Common Stock of the Corporation, voting together with the holders of Common Stock as one class. Each share of the ESOP Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of ESOP Preferred Stock could be converted on the record date for determining the shareholders entitled to vote, rounded to the nearest whole vote; it being understood that whenever the “Conversion Ration” (as defined in paragraph E hereof) is adjusted as provided in paragraph I hereof, the voting rights of the ESOP Preferred Stock shall also be similarly adjusted.

(2) Except as otherwise required by the General Corporation Law of the State of Delaware or set forth in paragraph C(1), holders of ESOP Preferred Stock shall have no special voting rights and their consent shall not be required for the taking of any corporate action.

D. Liquidation, Dissolution or Winding-Up.

(1) Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of ESOP Preferred Stock shall be entitled to receive out of the assets of the Corporation which remain after satisfaction in full of all valid claims of creditors of the Corporation and which are available for payment to shareholders and subject to the rights of the holders of any stock of the Corporation ranking senior to or on a parity with the ESOP Preferred Stock in respect of distributions upon liquidation, dissolution or winding-up of the Corporation, before any amount shall be paid or distributed among the holders of Common Stock or any other shares ranking junior to the ESOP Preferred Stock in respect of the distribution upon liquidation, dissolution or winding-up of the Corporation, liquidating distributions in the amount of $42.50 per share, plus an amount equal to all accrued and unpaid dividends thereon to the date fixed for distribution, and no more. If upon any liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the ESOP Preferred Stock and any other stock ranking as to any such distribution on a parity with the ESOP Preferred Stock are not paid in full, the holders of the ESOP Preferred Stock and such other stock shall share ratably in any distribution of assets in proportion to the full respective preferential amounts to which they are entitled. After payment of the full amount to which they are entitled as provided by the foregoing provisions of this paragraph D(1), the holders of shares of ESOP Preferred Stock shall not be entitled to any further right or claim to any of the remaining assets of the Corporation.

(2) Neither the merger or consolidation of the Corporation with or into any other corporation, nor the merger or consolidation of any other corporation with or into the Corporation, nor the sale, transfer or lease of all or any portion of the assets of the Corporation, shall be deemed to be a dissolution, liquidation or winding-up of the affairs of the Corporation for purposes of this paragraph D, but the holders of ESOP Preferred Stock shall nevertheless be entitled in the event of any such merger or consolidation to the rights provided by paragraph H hereof.

(3) Written notice of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable to holders of ESOP Preferred Stock in such circumstances shall be payable, shall be given by first-class mail, postage prepaid, mailed not less than twenty (20) days prior to any payment date stated therein, to the holders of ESOP Preferred Stock, at the address shown on the books of the Corporation or any transfer agent for the ESOP Preferred Stock.

E. Conversion into Common Stock.

(1) A holder of shares of ESOP Preferred Stock shall be entitled, at any time prior to the close of business on the date fixed for redemption of such shares pursuant to paragraph F, G or H hereof, to cause any or all of such shares to be converted into shares of Common Stock at a conversion rate equal to the ratio of 1.0 share of ESOP Preferred Stock to 1.68 shares of Common Stock (as adjusted as hereinafter provided, the "Conversion Ratio"). The Conversion Ratio set forth above is subject to adjustment pursuant to this Certificate of Incorporation.

(2) Any holder of shares of ESOP Preferred Stock desiring to convert such shares into shares of Common Stock shall surrender the certificate or certificates representing the shares of ESOP Preferred Stock being converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto), at the principal executive office of the Corporation or the offices of the transfer agent for the ESOP Preferred Stock or such office or offices in the continental United States of an agent for conversion as may from time to time be designated by notice to the holders of the ESOP Preferred Stock by the Corporation or the transfer agent for the ESOP Preferred Stock, accompanied by written notice of conversion. Such notice to conversion shall specify (i) the number of shares of ESOP Preferred Stock to be converted and the name or names in which such holder wishes the certificate or certificates for Common Stock and for any shares of ESOP Preferred Stock not to be so converted to be issued, and (ii) the address to which such holder wishes delivery to be made of such new certificates to be issued upon such conversion.

(3) Upon surrender of a certificate representing a share or shares of ESOP Preferred Stock for conversion, the Corporation shall issue and send by hand delivery (with receipt to be acknowledged) or by first-class mail, postage prepaid, to the holder thereof or to such holder's designee, at the address designated by such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled upon conversion. In the event that there shall have been surrendered a certificate or certificates representing shares of ESOP Preferred Stock, only part of which are to be converted, the Corporation shall issue and deliver to such holder or such holder's designee a new certificate or certificates representing the number of shares of ESOP Preferred Stock which shall not have been converted.

(4) The issuance by the Corporation of shares of Common Stock upon a conversion of shares of ESOP Preferred Stock into shares of Common Stock made at the option of the holder thereof shall be effective as of the earlier of (i) the delivery to such holder or such holder's designee of the certificate or certificates representing the shares of Common Stock issued upon conversion thereof or (ii) the commencement of business on the second business day after the surrender of the certificate or certificates for the shares of ESOP Preferred Stock to be converted, duly assigned or endorsed for transfer to the corporation (or accompanied by duly executed stock powers relating thereto) as provided hereby. On and after the effective date of conversion,

the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock, but no allowance or adjustment shall be made in respect of dividends payable to holders of Common Stock in respect of any period prior to such effective date. The Corporation shall not be obligated to pay any dividends which shall have been declared and shall be payable to holders of shares of ESOP Preferred Stock on a Dividend Payment Date if such Dividend Payment Date for such dividend shall coincide with or be on or subsequent to the effective date of conversion of such shares.

(5) The Corporation shall not be obligated to deliver to holders of ESOP Preferred Stock any fractional share or shares of Common Stock issuable upon any conversion of such shares of ESOP Preferred Stock, but in lieu thereof may make a cash payment in respect thereof in any manner permitted by law.

(6) The Corporation shall at all times reserve and keep available out of its authorized and unissued Common Stock, solely for issuance upon the conversion of shares of ESOP Preferred Stock as herein provided, free for any preemptive rights, such number of shares of Common Stock as shall from time to time be issuable upon the conversion of all shares of ESOP Preferred Stock then outstanding. The Corporation shall prepare and shall use its best efforts to obtain and keep in force such governmental or regulatory permits or other authorizations as may be required by law, and shall comply with all requirements as to registration or qualification of the Common Stock, in order to enable the Corporation lawfully to issue and deliver to each holder of record of ESOP Preferred Stock such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all shares of ESOP Preferred Stock then outstanding and convertible into shares of Common Stock.

F. Redemption At the Option of the Corporation.

(1) The ESOP Preferred Stock shall be redeemable, in whole or in part, at the option of the Corporation at any time, at a redemption price per share (except as to redemption pursuant to paragraph F(3))of $42.83 prior to July 1, 1999 and $42.50 thereafter, plus, in each case, an amount equal to all accrued and unpaid dividends thereon to the date fixed for redemption. Payment of the redemption price shall be made by the Corporation in cash or shares of Common Stock, or a combination thereof, as permitted by paragraph F(5). From and after the date fixed for redemption, dividends on shares of ESOP Preferred Stock called for redemption will cease to accrue, such shares will no longer be deemed to be outstanding and all rights in respect of such shares of the Corporation shall cease, except the right to receive the redemption price. If less than all of the outstanding shares of ESOP Preferred Stock are to be redeemed, the Corporation shall either redeem a portion of the shares of each holder determined pro rata based on the number of shares held by each holder or shall select the shares to be redeemed by lot, as may be determined by the Board of Directors of the Corporation.

(2) Unless otherwise required by law, notice of redemption will be sent to the holders of ESOP Preferred Stock at the address shown on the books of the Corporation or any transfer agent for the ESOP Preferred Stock by first-class mail, postage prepaid, mailed not less than twenty (20) days nor more than sixty (60) days prior to the redemption date. Each such notice shall state: (i) the redemption date; (ii) the total number of shares of the ESOP Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where certificates for such shares are to be surrendered for payment of the redemption price (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date; and (vi) the conversion rights of the shares to be redeemed, the period within which conversion rights may be exercised, and the Conversion Ratio and number of shares of Common Stock issuable upon conversion of a share of ESOP Preferred Stock at the time. These notice provisions may be supplemented if necessary in order to comply with optional redemption provisions for preferred stock which may be required under the Internal Revenue Code of 1986, as amended, or the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Upon surrender of the certificates for any shares so called for redemption and not previously converted (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the date fixed for redemption and at the applicable redemption price set forth in this paragraph F.

(3) In the event of a change in the federal tax law of the United States of America which has the effect of precluding the Corporation from claiming any of the tax deductions for dividends paid on the ESOP Preferred Stock when such dividends are used as provided under Section 404(k)(2) of the Internal Revenue Code of 1986, as amended and in effect on the date shares of ESOP Preferred Stock are initially issued, the Corporation may, within 180 days following the effective date of such tax legislation and implementing regulations of the Internal Revenue Service, if any, in its sole discretion and notwithstanding anything to the contrary in paragraph F(1), elect to redeem any or all such shares for the amount payable in respect of the shares upon liquidation of the Corporation pursuant to paragraph D.

(4) In the event the C&S/Sovran Retirement Savings, ESOP and Profit Sharing Plan (as amended, together with any successor plan, the "Plan") is terminated, the Corporation shall, notwithstanding anything to the contrary in paragraph F(1), redeem all shares of ESOP Preferred Stock for the amount payable in respect of the shares upon redemption of the ESOP Preferred Stock pursuant to paragraph F(1) hereof).

(5) The Corporation, at its option, may make payment of the redemption price required upon redemption of shares of ESOP Preferred Stock in case or in shares of Common Stock, or in a combination of such shares and cash, any such shares to be valued for such purpose at their Fair Market Value (as defined in paragraph I(7) hereof.

G. Other Redemption Rights.

Shares of ESOP Preferred Stock shall be redeemed by the Corporation at a price which is the greater of the Conversion Value (as defined in paragraph I) of the ESOP Preferred Stock on the date fixed for redemption or a redemption price of $42.50 per share plus accrued and unpaid dividends thereon to the date fixed for redemption, for shares of Common Stock (any such shares of Common Stock to be valued for such purpose as provided by paragraph F(5) hereof), at the option of the holder, at any time and from time to time upon notice to the Corporation given not less than five (5) business days prior to the date fixed by the Corporation in such notice for such redemption, when and to the extent necessary (i) to provide for distributions required to be made under, or to satisfy an investment election provided to participants in accordance with, the Plan to participants in the Plan or (ii) to make payment of principal, interest or premium due and payable (whether as scheduled or upon acceleration) on any indebtedness incurred by the holder or Trustee under the Plan for the benefit of the Plan.

H. Consolidation, Merger, etc.

(1) In the event that the Corporation shall consummate any consolidation or merger or similar transaction, however named, pursuant to which the outstanding shares of Common Stock are by operation of law exchanged solely for or changed, reclassified or converted solely into stock of any successor or resulting company (including the Corporation and any company that directly or indirectly owns all of the outstanding capital stock of such successor or resulting company) that constitutes "qualifying employer securities" with respect to a holder of ESOP Preferred Stock within the meaning of Section 409(1) of the Internal Revenue Code of 1986, as amended, and Section 407(d)(5) of ERISA, or any successor provisions of law, and, if applicable, for a cash payment in lieu of fractional shares, if any, the shares of ESOP Preferred Stock of such holder shall be assumed by and shall become preferred stock of such successor or resulting company, having in respect of such company insofar as possible the same powers, preferences and relative, participating, optional or other special rights (including the redemption rights provided by paragraphs F, G and H hereof), and the qualifications, limitations or restrictions thereon, that the ESOP Preferred Stock had immediately prior to such transaction, except that after such transaction each share of the ESOP Preferred Stock shall be convertible, otherwise on the terms and conditions provided by paragraph E hereof, into the qualifying employer securities so receivable by a holder of the number of shares of Common Stock into which such shares of ESOP Preferred Stock could have been converted immediately prior to such transaction if such holder of Common Stock failed to exercise any rights of election to receive any kind or amount of stock, securities, cash or other property (other than such qualifying employer securities and a cash payment, if applicable, in lieu of fractional shares) receivable upon such transaction (provided that, if the kind or amount of qualifying employer securities receivable upon such transaction is not the same for each non-electing share, then the kind and amount of qualifying employer securities receivable upon such transaction for each non-electing share shall be the kind and amount so receivable per share by a plurality of the non-electing shares). The rights of the ESOP Preferred Stock as preferred stock of such successor or resulting company shall successively be subject to adjustments pursuant to paragraph I hereof after any such transaction as nearly equivalent to the adjustments provided for by such paragraph prior to such transaction. The Corporation shall not consummate any such merger, consolidation or similar transaction unless all then outstanding shares of the ESOP Preferred Stock shall be assumed and authorized by the successor or resulting company as aforesaid.

(2) In the event that the Corporation shall consummate any consolidation or merger or similar transaction, however named, pursuant to which the outstanding shares of Common Stock are by operation of law exchanged for or changed, reclassified or converted into other stock or securities or cash or any other property, or any combination thereof, other than any such consideration which is constituted solely of qualifying employer securities (as referred to in paragraph H(1)) and cash payments, if applicable, in lieu of fractional shares, all outstanding shares of ESOP Preferred Stock shall, without any action on the part of the Corporation or any holder thereof (but subject to paragraph H(3)), be deemed converted by virtue of such merger, consolidation or similar transaction immediately prior to such consummation into the number of shares of Common Stock into which such shares of ESOP Preferred Stock could have been converted at such time, and each share of ESOP Preferred Stock shall, by virtue of such transaction and on the same terms as apply to the holders of Common Stock, be converted into or exchanged for the aggregate amount of stock, securities, cash or other property (payable in like kind)
receivable by a holder of the number of shares of Common Stock into which such shares of ESOP Preferred Stock could have been converted immediately prior to such transaction if such holder of Common Stock failed to exercise any rights of election as to the kind or amount of stock, securities, cash or other property receivable upon such transaction (provided that, if the kind or amount of stock, securities, cash or other property receivable upon such transaction is not the same for each non-electing share, then the kind and amount of stock, securities, cash or other property receivable upon such transaction for each non-electing share shall be the kind and amount so receivable per share by a plurality of the non-electing shares).

(3) In the event the Corporation shall enter into any agreement providing for any consolidation or merger or similar transaction described in paragraph H(2), then the Corporation shall as soon as practicable thereafter (and in any event at least ten (10) business days before consummation of such transaction) give notice of such agreement and the material terms thereof to each holder of ESOP Preferred Stock and each such holder shall have the right to elect, by written notice to the Corporation, to receive, upon consummation of such transaction (if and when such transaction is consummated), from the Corporation or the successor of the Corporation, in redemption and retirement of such ESOP Preferred Stock, a cash payment equal to the amount payable in respect of shares of ESOP Preferred Stock upon redemption pursuant to paragraph F(1) hereof. No such notice of redemption shall be effective unless given to the Corporation prior to the close of business on the second business day prior to consummation of such transaction, unless the Corporation or the successor of the Corporation shall waive such prior notice, but any notice of redemption so given prior to such time may be withdrawn by notice of withdrawal given to the Corporation prior to the close of business on the second business day prior to consummation of such transaction.

I. Anti-dilution Adjustments.

(1) In the event the Corporation shall, at any time or from time to time while any of the shares of the ESOP Preferred Stock are outstanding, (i) pay a dividend or make a distribution in respect of the Common Stock in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock, or (iii) combine the outstanding shares of Common Stock into a smaller number of shares, in each case whether by reclassification of shares, recapitalization of the Corporation (including a recapitalization effected by a merger or consolidation to which paragraph H hereof does not apply) or otherwise, the Conversion Ratio in effect immediately prior to such action shall be adjusted by multiplying such Conversion Ratio by the fraction the numerator of which is the number of shares of Common Stock outstanding immediately before such event and the denominator of which is the number of shares of Common Stock outstanding immediately after such event. An adjustment made pursuant to this paragraph I(1) shall be given effect, upon payment of such a dividend or distribution, as of the record date for the determination of shareholders entitled to receive such dividend or distribution (on a retroactive basis) and in the case of a subdivision or combination shall become effective immediately as of the effective date thereof.

(2) In the event that the Corporation shall, at any time or from time to time while any of the shares of ESOP Preferred Stock are outstanding, issue to holders of shares of Common Stock as a dividend or distribution, including by way of a reclassification of shares or a recapitalization of the Corporation, any right or warrant to purchase shares of Common Stock (but not including as such a right or warrant any security convertible into or exchangeable for shares of Common Stock) at a purchase price per share less than the Fair Market Value (as hereinafter defined) of a share of Common Stock on the date of issuance of such right or warrant, then, subject to the provisions of paragraphs I(5) and I(6), the Conversion Ratio shall be adjusted by multiplying such Conversion Ratio by the fraction the numerator of which shall be the number of shares of Common Stock outstanding immediately before such issuance of rights or warrants plus the number of shares of Common Stock which could be purchased at the Fair Market Value of a share of Common Stock at the time of such issuance for the maximum aggregate consideration payable upon exercise in full of all such rights or warrants and the denominator of which shall be the number of shares of Common Stock outstanding immediately before such issuance of rights or warrants plus the maximum number of shares of Common Stock that could be acquired upon exercise in full of all such rights and warrants.

(3) In the event the Corporation shall, at any time and from time to time while any of the shares of ESOP Preferred Stock are outstanding, issue, sell or exchange shares of Common Stock (other than pursuant to any right or warrant to purchase or acquire shares of Common Stock (including as such a right or warrant any security convertible into or exchangeable for shares of Common Stock) and other than pursuant to any dividend reinvestment plan or employee or director incentive or benefit plan or arrangement, including any employment, severance or consulting agreement, of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted) for a consideration having a Fair Market Value on the date of such issuance, sale or exchange less than the Fair Market Value of such shares on the date of such issuance, sale or exchange, then, subject to the provisions of paragraphs I(5) and I(6), the Conversion Ratio shall be adjusted by multiplying such Conversion Ratio by the fraction the numerator of which shall be the sum of (i) the Fair Market Value of all the shares of Common Stock outstanding on the day immediately preceding the first public announcement of such issuance, sale or exchange plus (ii) the Fair Market Value of the consideration received by the Corporation in respect of such issuance, sale or exchange of shares of Common Stock, and the denominator of which shall be the product of (i) the Fair Market Value of a share of Common Stock on the day immediately preceding the first public announcement of such issuance, sale or exchange multiplied by (ii) the sum of the number of shares of Common Stock outstanding on such day plus the number of shares of Common Stock so issued, sold or exchanges by the Corporation. In the event the Corporation shall, at any time or from time to time while any shares of ESOP Preferred Stock are outstanding, issue, sell or exchange any right or warrant to purchase or acquire shares of Common Stock (including as such a right or warrant any security convertible into or exchangeable for shares of Common Stock), other than any such issuance to holders of shares of Common Stock as a dividend or distribution (including by way of a reclassification of shares or a recapitalization of the Corporation) and other than pursuant to any dividend reinvestment plan or employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted, for a consideration having a Fair

Market Value of the date of such issuance, sale or exchange less than the Non-Dilutive Amount (as hereinafter defined), then, subject to the provisions of paragraphs I(5) and (6), the Conversion Ratio shall be adjusted by multiplying such Conversion Ratio by a fraction the numerator of which shall be the sum of (a) the Fair Market Value of all the shares of Common Stock outstanding on the day immediately preceding the first public announcement of such issuance, sale or exchange plus (b) the Fair Market Value of the consideration received by the Corporation in respect of such issuance, sale or exchange of such right or warrant plus (c) the Fair Market Value at the time of such issuance of the consideration which the Corporation would receive upon exercise in full of all such rights or warrants, and the denominator of which shall be the product of (a) Fair Market Value of a share of Common Stock on the day immediately preceding the first public announcement of such issuance, sale or exchange multiplied by (b) the sum of the number of shares of Common Stock outstanding on such day plus the maximum number of shares of Common Stock which could be acquired pursuant to such right or warrant at the time of the issuance, sale or exchange of such right or warrant (assuming shares of Common Stock could be acquired pursuant to such right or warrant at such time).

(4) In the event the Corporation shall, at any time or from time to time while any of the shares of ESOP Preferred Stock are outstanding, make any Extraordinary Distribution (as hereinafter defined) in respect of the Common Stock, whether by dividend, distribution, reclassification of shares or recapitalization of the Corporation (including a recapitalization or reclassification effected by a merger or consolidation to which paragraph H hereof does not apply) or effect a Pro Rata Repurchase (as herein defined) of Common Stock, the Conversion Ratio in effect immediately prior to such Extraordinary Distribution or Pro Rata Repurchase shall, subject to paragraphs I(5) and I(6), be adjusted by multiplying such Conversion Ratio by a fraction the numerator of which shall be (a) the product of (i) the number of shares of Common Stock outstanding immediately before such Extraordinary Distribution or Pro Rata Repurchase multiplied by (ii) the Fair Market Value (as herein defined) of a share of Common Stock on the Valuation Date (as hereinafter defined) with respect to an Extraordinary Distribution, or on the applicable expiration date (including all extensions thereof) of any tender offer which is a Pro Rata Repurchase, or on the date of purchase with respect to any Pro Rata Repurchase which is not a tender offer, as the case may be, minus (b) the Fair Market Value of the Extraordinary Distribution or the aggregate purchase price of the Pro Rata Repurchase, as the case may be, and the denominator of which shall be the product of (i) the number of shares of Common Stock outstanding immediately before such Extraordinary Distribution or Pro Rata Repurchase minus, in the case of a Pro Rata Repurchase, the number of shares of Common Stock repurchased by the Corporation multiplied by (ii) the Fair Market Value of a share of Common Stock on the record date with respect to an Extraordinary Distribution or on the applicable expiration date (including all extensions thereof) of any tender offer which is a Pro Rata Repurchase or on the date of purchase with respect to any Pro Rata Repurchase which is not a tender offer, as the case may be. The Corporation shall send each holder of ESOP Preferred Stock (x) notice of its intent to make any Extraordinary Distribution and (y) notice of any offer by the Corporation to make a Pro Rata Repurchase, in each case at the same time as, or as soon as practicable after, such offer is first communicated (including by announcement of a record date in accordance with the rules of any stock exchange on which the Common Stock is listed or admitted to trading) to holders of Common Stock. Such notice shall indicate the intended record date and the amount and nature of such dividend or distribution, or the number of share subject to such offer for a Pro Rata Repurchase and the purchase price payable by the Corporation pursuant to such offer, as well as the Conversion Ratio and the number of share of Common Stock into which a share of ESOP Preferred Stock may be converted at such time.

(5) Notwithstanding any other provision of this paragraph I, the Corporation shall not be required to make any adjustment of the Conversion Ratio unless such adjustment would require an increase or decrease of at least one percent (1%) in the Conversion Ratio. Any lesser adjustment shall be carried forward and shall be made no later than the time of, and together with, the next subsequent adjustment which, together with any adjustment or adjustments so carried forward, shall amount to an increase or decrease of at least one percent (1%) in the Conversion Ratio.

(6) If the Corporation shall make any dividend or distribution on the Common Stock or issue any Common Stock, other capital stock or other security of the Corporation or any rights or warrants to purchase or acquire any such security, which transaction does not result in an adjustment to the Conversion Ratio pursuant to the foregoing provision of this paragraph I, the Board of Directors of the Corporation shall consider whether such action is of such a nature that an adjustment to the Conversion Ratio should equitably be made in respect of such transaction. If in such case the Board of Directors of the Corporation determines that the adjustment to the Conversion Ratio should be made, an adjustment shall be made effective as of such date, as determined by the Board of Directors of the Corporation. The determination of the Board of Directors of the Corporation as to whether an adjustment to the Conversion Ratio should be made pursuant to the foregoing provisions of this paragraph I(6), and, if so, as to what adjustment should be made and when, shall be final and binding on the Corporation and all shareholders of the Corporation. The Corporation shall be entitled to make such additional adjustments in the Conversion Ratio, in addition to those required by the foregoing provisions of this paragraph I, as shall be necessary in order that any dividend or distribution in shares of capital stock of the Corporation, subdivision, reclassification or combination of shares of stock of the Corporation or any recapitalization of the Corporation shall not be taxable to holders of the Common Stock.

(7) For purposes of this paragraph I, the following definitions shall apply:

“Conversion Value” shall mean the Fair Market Value of the aggregate number of shares of Common Stock into which a share of ESOP Preferred Stock is convertible.

“Extraordinary Distribution” shall mean any dividend or other distribution (effected while any of the shares of ESOP Preferred Stock are outstanding) (a) of cash, where the aggregate amount of such cash dividend and distribution together with the amount of all cash dividends and distributions made during the preceding period of 12 months, when combined with the aggregate amount of all Pro Rata Repurchases (for this purpose, including only that portion of the aggregate purchase price of such Pro Rata Repurchase which is in excess of the Fair Market Value of the Common Stock repurchased as determined on the applicable expiration date (including all extension thereof) or any tender offer or exchange offer which is a Pro Rata Repurchase, or the date of purchase with respect to any other Pro Rata Repurchase which is not a tender offer or exchange offer made during such period), exceeds Twelve and One-Half percent (12.5%) of the aggregate Fair Market Value of all shares of Common Stock outstanding on the record date for determining the shareholders entitled to receive such Extraordinary Distribution and (b) any shares of capital stock of the Corporation (other than securities of the type referred to in paragraph I(2)), evidence of indebtedness of the Corporation or any other person or any other property (including shares of any subsidiary of the Corporation), or any combination thereof. The Fair Market Value of an Extraordinary Distribution for purposes of paragraph I(4) shall be the sum of the Fair Market Value of such Extraordinary Distribution plus the amount of any cash dividends which are not Extraordinary Distributions made during such twelve-month period and not previously included in the calculation of an adjustment pursuant to paragraph I(4).

“Fair Market Value” shall mean, as to shares of Common Stock or any other class of capital stock or securities of the Corporation or any other issuer which are publicly traded, the average of the Current Market Prices (as hereinafter defined) of such shares or securities for each day of the Adjustment Period (as hereinafter defined). “Current Market Price” of publicly traded shares of Common Stock or any other class of capital stock or other security of the Corporation or any other issuer for a day shall mean the last reported sales price, regular way, or, in case no sale takes place on such day, the average of the reported closing bid and asked prices, regular way, in either case as reported on the New York Stock Exchange Composite Tape or, if such security is not listed or admitted to trading on the New York Stock Exchange, on the principal national securities exchange on which such security is listed or admitted to trading or, if not listed or admitted to trading on any national securities exchange, on The Nasdaq National Market or, if such security is not quoted on Nasdaq, the average of the closing bid and asked prices on each such day in the over-the-counter market as reported by Nasdaq or, if bid and asked prices for such security on each such day shall not have been reported through Nasdaq, the average of the bid and asked prices for such day as furnished by any New York Stock Exchange member firm selected for such purpose by the Board of Directors of the Corporation or a committee thereof on each trading day during the Adjustment Period. “Adjustment Period” shall mean the period of five (5) consecutive trading days preceding the date as of which the Fair Market Value of a security is to be determined. The “Fair Market Value” of any security which is not publicly traded or of any other property shall mean the fair value thereof as determined by an independent investment banking or appraisal firm experienced in the valuation of such securities or property selected in good faith by the Board of Directors of the Corporation or a committee thereof, or, if no such investment banking or appraisal firm is in the good faith judgment of the Board of Directors or such committee available to make such determination, as determined in good faith by the Board of Directors of the Corporation or such committee.

“Non-Dilutive Amount” in respect of an issuance, sale or exchange by the Corporation of any right or warrant to purchase or acquire shares of Common Stock (including any security convertible into or exchangeable for shares of Common Stock) shall mean the remainder of (a) the product of the Fair Market Value of a share of Common Stock on the day preceding the first public announcement of such issuance, sale or exchange multiplied by the maximum number of shares of Common Stock which could be acquired on such date upon the exercise in full of such rights and warrants (including upon the conversion or exchange of all such convertible or exchangeable securities), whether or not exercisable (or convertible or exchangeable) at such date, minus (b) the aggregate amount payable pursuant to such right or warrant to purchase or acquire with maximum number of shares of Common Stock; provided, however, that in no event shall the Non-Dilutive Amount be less than zero. For purposes of the foregoing sentence, in the case of a security convertible into or exchangeable for shares of Common Stock, the amount payable pursuant to a right or warrant to purchase or acquire shares of Common Stock shall be the Fair Market Value of such security on the date of the issuance, sale or exchange of such security by the Corporation.

"Pro Rata Repurchase" shall mean any purchase of shares of Common Stock by the Corporation or any subsidiary thereof, whether for cash, shares of capital stock of the Corporation, other securities of the Corporation, evidences of indebtedness of the Corporation or any other person or any other property (including shares of a subsidiary of the Corporation), or any combination thereof, effected while any of the shares of ESOP Preferred Stock are outstanding, pursuant to any tender offer or exchange offer subject to Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any successor provision of law, or pursuant to any other offer available to substantially all holders of Common Stock; provided, however, that no purchase of shares by the Corporation or any subsidiary thereof made in open market transactions shall be deemed a Pro Rata Repurchase. For purposes of this paragraph I(7), shares shall be deemed to have been purchased by the Corporation or any subsidiary thereof "in open market transactions" if they have been purchased substantially in accordance with the requirements or Rule 10b-18 as in effect under the Exchange Act, on the date shares of ESOP Preferred Stock are initially issued by the Corporation or on such other terms and conditions as the Board of Directors of the Corporation or a committee thereof shall have determined are reasonably designed to prevent such purchases from having a material effect on the trading market for the Common Stock.

"Valuation Date" with respect to an Extraordinary Distribution shall mean the date that is five (5) business days prior to the record date for such Extraordinary Distribution.

(8) Whenever an adjustment to the Conversion Ratio is required pursuant hereto, the Corporation shall forthwith place on file with the transfer agent for the Common Stock and the ESOP Preferred Stock if there be one, and with the Secretary of the Corporation, a statement signed by two officers of the Corporation, stating the adjusted Conversion Ratio determined as provided herein and the voting rights (as appropriately adjusted) of the ESOP Preferred Stock. Such statement shall set forth in reasonable detail such facts as shall be necessary to show the reason and the manner of computing such adjustment, including any determination of Fair Market Value involved in such computation. Promptly after each adjustment to the Conversion Ratio and the related voting rights of the ESOP Preferred Stock, the Corporation shall mail a notice thereof to each holder of shares of the ESOP Preferred Stock.

J. Ranking; Retirement of Shares.

(1) The ESOP Preferred Stock shall rank (a) senior to the Common Stock as to the payment of dividends and the distribution of assets on liquidation, dissolution and winding-up of the Corporation and (b) unless otherwise provided in the Articles of Incorporation of the Corporation or an amendment to such Articles of Incorporation relating to a subsequent series of Preferred Shares, junior to all other series of Preferred Shares as to the payment of dividends and the distribution of assets on liquidation, dissolution or winding-up.

(2) Any shares of ESOP Preferred Stock acquired by the Corporation by reason of the conversion or redemption of such shares as provided hereby, or otherwise so acquired, shall be retired as shares of ESOP Preferred Stock and restored to the status of authorized but unissued shares of Preferred Shares, undesignated as to series, and may thereafter be reissued as part of a new series of such Preferred Shares as permitted by law.

K. Miscellaneous.

(1) All notices referred to herein shall be in writing, and all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three (3) business days after the mailing thereof if sent by registered mail (unless first-class mail shall be specifically permitted for such notice under the terms hereof) with postage prepaid, addressed: (a) if to the Corporation, to its office at Bank of America Corporate Center, Charlotte, North Carolina 28255 (Attention: Treasurer) or to the transfer agent for the ESOP Preferred Stock, or other agent of the Corporation designated as permitted hereby or (b) if to any holder of the ESOP Preferred Stock or Common Stock, as the case may be, to such holder at the address of such holder as listed in the stock record books of the Corporation (which may include the records of any transfer agent for the ESOP Preferred Stock or Common Stock, as the case may be) or (c) to such other address as the Corporation or any such holder, as the case may be, shall have designated by notice similarly given.

(2) The term "Common Stock" as used herein means the Corporation's Common Stock, as the same existed at the date of filing of the Amendment to the Corporation's Articles of Incorporation relating to the ESOP Preferred Stock or any other class of stock resulting from successive changes or reclassification of such Common Stock consisting solely of changes in par value, or from par value to no par value. In the event that, at any time as a result of an adjustment made pursuant to paragraph I hereof, the holder of any share of the ESOP Preferred Stock upon thereafter surrendering such shares for conversion shall become entitled to receive any shares or other securities of the Corporation other than shares of Common Stock, the Conversion Ratio in respect of such other shares or securities so receivable upon conversion of shares of ESOP Preferred Stock shall thereafter be adjusted, and shall be subject to further adjustment from time to time, in a manner and on terms as nearly equivalent as practicable to the provisions with respect to Common Stock contained in paragraph I hereof, and the provisions of paragraphs A through H, J, and K hereof with respect to the Common Stock shall apply on like or similar terms to any such other shares or securities.

(3) The Corporation shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of shares of ESOP Preferred Stock or shares of Common Stock or other securities issued on account of ESOP Preferred Stock pursuant hereto or certificates representing such shares or securities. The Corporation shall not, however, be required to pay any such tax which may be payable in respect of any transfer involved in the issuance or delivery of shares of ESOP Preferred Stock or Common Stock or other securities in a name other than that in which the shares of ESOP Preferred Stock with respect to which such shares or other securities are issued or delivered were registered, or in respect of any payment to any person with respect to any such shares or securities other than a payment to the registered holder thereof, and shall not be required to make any such issuance, delivery or payment unless and until the person otherwise entitled to such issuance, delivery or payment has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid or is not payable.

(4) In the event that a holder of shares of ESOP Preferred Stock shall not by written notice designate the name in which shares of Common Stock to be issued upon conversion of such shares should be registered or to whom payment upon redemption of shares of ESOP Preferred Stock should be made or the address to which the certificate or certificates representing such shares, or such payment, should be sent, the Corporation shall be entitled to register such shares, and make such payment, in the name of the holder of such ESOP Preferred Stock as shown on the records of the Corporation and to send the certificate or certificates representing such shares, or such payment, to the address of such holder shown on the records of the Corporation.

(5) The Corporation may appoint, and from time to time discharge and change, a transfer agent for the ESOP Preferred Stock. Upon any such appointment or discharge of a transfer agent, the Corporation shall send notice thereof by first-class mail, postage prepaid, to each holder of record of ESOP Preferred Stock.

(c) $2.50 Cumulative Convertible Preferred Stock, Series BB.

A. Designation.

The designation of this series is “$2.50 Cumulative Convertible Preferred Stock, Series BB” (hereinafter referred to as the “Series BB Preferred Stock”), and the initial number of shares constituting such series shall be 19,993,432, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by the Board of Directors. The Series BB Preferred Stock shall rank prior to each of the Common Stock, the Series B Preferred Stock and the ESOP Preferred Stock with respect to the payment of dividends and the distribution of assets.

B. Dividend Rights.

(1) The holders of shares of Series BB Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available therefor, cumulative preferential cash dividends, accruing from January 1, 1998, at an annual rate of $2.50 per share, and no more, payable quarterly on the first day of January, April, July and October of each year (each of the quarterly periods ending on the last day of March, June, September and December being hereinafter referred to as a “dividend period”). Dividends on the Series BB Preferred Stock shall first become payable on the first day of January, April, July or October, as the case may be, next following the date of issuance; provided, however, that if the first dividend period ends within 20 days of the date of issuance, such initial dividend shall be payable at the completion of the first full dividend period.

(2) Dividends on shares of Series BB Preferred Stock shall be cumulative from January 1, 1998, whether or not there shall be funds legally available for the payment thereof. Accumulations of dividends on the Series BB Preferred Stock shall not bear interest. The Corporation shall not (i) declare or pay or set apart for payment any dividends or distributions on any stock ranking as to dividends junior to the Series BB Preferred Stock (other than dividends paid in shares of such junior stock) or (ii) make any purchase or redemption of, or any sinking fund payment for the purchase or redemption of, any stock ranking as to dividends junior to the Series BB Preferred Stock (other than a purchase or redemption made by issue or delivery of such junior stock) unless all dividends payable on all outstanding shares of Series BB Preferred Stock for all past dividend periods shall have been paid in full or declared and a sufficient sum set apart for payment thereof; provided, however, that any moneys theretofore deposited in any sinking fund with respect to any preferred stock of the Corporation in compliance with the provisions of such sinking fund may thereafter be applied to the purchase or redemption of such preferred stock in accordance with the terms of such sinking fund regardless of whether at the time of such application all dividends payable on all outstanding shares of Series BB Preferred Stock for all past dividend periods shall have been paid in full or declared and a sufficient sum set apart for payment thereof.

(3) All dividends declared on shares of Series BB Preferred Stock and any other class of preferred stock or series thereof ranking on a parity as to dividends with the Series BB Preferred Stock shall be declared pro rata, so that the amounts of dividends declared on the Series BB Preferred Stock and such other preferred stock for the same dividend period, or for the dividend period of the Series BB Preferred Stock ending within the dividend period of such other stock, shall, in all cases, bear to each other the same ratio that accrued dividends on the shares of Series BB Preferred Stock and such other stock bear to each other.

C. Liquidation Preference.

(1) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Series BB Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to shareholders an amount equal to $25 per share plus an amount equal to accrued and unpaid dividends thereon to and including the date of such distribution, and no more, before any distribution shall be made to the holders of any class of stock of the Corporation ranking junior to the Series BB Preferred Stock as to the distribution of assets.

(2) In the event the assets of the Corporation available for distribution to shareholders upon any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, shall be insufficient to pay in full the amounts payable with respect to the Series BB Preferred Stock and any other shares of preferred stock of the Corporation ranking on a parity with the Series BB Preferred Stock as to the distribution of assets, the holders of Series BB Preferred Stock and the holders of such other preferred stock shall share ratably in any distribution of assets of the Corporation in proportion to the full respective preferential amounts to which they are entitled.

(3) The merger or consolidation of the Corporation into or with any other corporation, the merger or consolidation of any other corporation into or with the Corporation or the sale of the assets of the Corporation substantially as an entirety shall not be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this paragraph C.

D. Redemption.

(1) The Corporation, at its option, may redeem all or any shares of the Series BB Preferred Stock at any time at a redemption price (the “Redemption Price”) consisting of the sum of (i) $25 per share and (ii) an amount equal to accrued and unpaid dividends thereon to and including the date of redemption.

(2) If less than all the outstanding shares of Series BB Preferred Stock are to be redeemed, the shares to be redeemed shall be selected pro rata as nearly as practicable or by lot, as the Board of Directors may determine.

(3) Notice of any redemption shall be given by first class mail, postage prepaid, mailed not less than 60 nor more than 90 days prior to the date fixed for redemption to the holders of record of the shares of Series BB Preferred Stock to be redeemed, at their respective addresses appearing on the books of the Corporation. Notice so mailed shall be conclusively presumed to have been duly given whether or not actually received. Such notice shall state: (1) the date fixed for redemption; (2) the Redemption Price; (3) the right of the holders of Series BB Preferred Stock to convert such stock into Common Stock until the close of business on the 15th day prior to the redemption date (or the next succeeding business day, if the 15th day is not a business day); (4) if no less than all the shares held by such holder are to be redeemed, the number of shares to be redeemed from such holder; and (5) the place(s) where certificates for such shares are to be surrendered for payment of the Redemption Price. If such notice is mailed as aforesaid, and if on or before the date fixed for redemption funds sufficient to redeem the shares called for redemption are set aside by the Corporation in trust for the account of the holders of the shares to be redeemed, notwithstanding the fact that any certificate for shares called for redemption shall not have been surrendered for cancellation, on and after the redemption date the shares represented thereby so called for redemption shall be deemed to be no longer outstanding, dividends thereon shall cease to accrue, and all rights of the holders of such shares as shareholders of the corporation shall cease, except the right to receive the Redemption Price, without interest, upon surrender of the certificate(s) representing such shares. Upon surrender in accordance with the aforesaid notice of the certificate(s) for any shares so redeemed (duly endorsed or accompanied by appropriate instruments of transfer, if so required by the Corporation in such notice), the holders of record of such shares shall be entitled to receive the Redemption Price, without interest.

(4) At the option of the Corporation, if notice of redemption is mailed as aforesaid, and if prior to the date fixed for redemption funds sufficient to pay in full the Redemption Price are deposited in trust, for the account of the holders of the shares to be redeemed, with a bank or trust company named in such notice doing business in the Borough of Manhattan, the City of New York, State of New York or the City of Charlotte, State of North Carolina and having capital, surplus and undivided profits of at least $3 million, which bank or trust company also may be the Transfer Agent and/or Paying Agent for the Series BB Preferred Stock, notwithstanding the fact that any certificate for shares called for redemption shall not have been surrendered for cancellation, on and after such date of deposit the shares represented thereby so called for redemption shall be deemed to be no longer outstanding, and all rights of the holders of such shares as shareholders of the Corporation shall cease, except the right of the holders thereof to convert such shares in accordance with the provisions of paragraph F at any time prior to the close of business on the 15th day prior to the redemption date (or the next succeeding business day, if the 15th day is not a business day), and the right of the holders thereof to receive out of the funds so deposited in trust the Redemption Price, without interest, upon surrender of the certificate(s) representing such shares. Any funds so deposited with such bank or trust company in respect of such shares of Series BB Preferred Stock converted before the close of business on the 15th day prior to the redemption date (or the next succeeding business day, if the 15th day is not a business day) shall be returned to the Corporation upon such conversion. Any funds so deposited with such a bank or trust company which shall remain unclaimed by the holders of shares called for redemption at the end of six years after the redemption date shall be repaid to the Corporation,

on demand, and thereafter the holder of any such shares shall look only to the Corporation for the payment, without interest, of the Redemption Price.

(5) Any provisions of paragraph D or E to the contrary notwithstanding, in the event that any quarterly dividend payable on the Series BB Preferred Stock shall be in arrears and until all such dividends in arrears shall have been paid or declared and set apart for payment, the Corporation shall not redeem any shares of Series BB Preferred Stock unless all outstanding shares of Series BB Preferred Stock are simultaneously redeemed and shall not purchase or otherwise acquire any shares of Series BB Preferred Stock except in accordance with a purchase offer made by the Corporation on the same terms to all holders of record of Series BB Preferred Stock for the purchase of all outstanding shares thereof.

E. Purchase by the Corporation.

(1) Except as provided in paragraph D(5), the Corporation shall be obligated to purchase shares of Series BB Preferred Stock tendered by the holder thereof for purchase hereunder, at a purchase price consisting of the sum of (i) $25 per share and (ii) an amount equal to accrued and unpaid dividends thereon to and including the date of purchase. In order to exercise his right to require the Corporation to purchase his shares of Series BB Preferred Stock, the holder thereof shall surrender the Certificate(s) therefor duly endorsed if the Corporation shall so require or accompanied by appropriate instruments of transfer satisfactory to the Corporation, at the office of the Transfer Agent(s) for the Series BB Preferred Stock, or at such other office as may be designated by the Corporation, together with written notice that such holder irrevocably elects to sell such shares to the Corporation. Shares of Series BB Preferred Stock shall be deemed to have been purchased by the Corporation immediately prior to the close of business on the date such shares are tendered for sale to the Corporation and notice of election to sell the same is received by the Corporation in accordance with the foregoing provisions. As of such date the shares so tendered for sale shall be deemed to be no longer outstanding, dividends thereon shall cease to accrue and all rights of the holder of such shares as a shareholder of the Corporation shall cease, except the right to receive the purchase price.

F. Conversion Rights.

The holders of shares of Series BB Preferred Stock shall have the right, at their option, to convert such shares into shares of Common Stock on the following terms and conditions:

(1) Shares of Series BB Preferred Stock shall be convertible at any time into fully paid and nonassessable shares of Common Stock (calculated as to each conversion to the nearest 1/1,000 of a share) at the initial rate of 6.17215 shares of Common Stock for each share of Series BB Preferred Stock surrendered for conversion (the “Conversion Rate”). The Conversion Rate shall be subject to adjustment from time to time as hereinafter provided. No payment or adjustment shall be made on account of any accrued and unpaid dividends on shares of Series BB Preferred Stock surrendered for conversion prior to the record date for the determination of shareholders entitled to such dividends or on account of any dividends on the Common Stock issued upon such conversion subsequent to the record date for the determination of shareholders entitled to such dividends. If any shares of Series BB Preferred Stock shall be called for redemption, the right to convert the shares designated for redemption shall terminate at the close of business on the 15th day prior to the redemption date (or the next succeeding business day, if the 15th day is not a business day) unless default be made in the payment of the Redemption Price. In the event of default in the payment of the Redemption Price, the right to convert the shares designated for redemption shall terminate at the close of business on the business day immediately preceding the date that such default is cured.

(2) In order to convert shares of Series BB Preferred Stock into Common Stock, the holder thereof shall surrender the certificate(s) therefor, duly endorsed if the Corporation shall so require, or accompanied by appropriate instruments of transfer satisfactory to the Corporation, at the office of the Transfer Agent(s) for the Series BB Preferred Stock, or at such other office as may be designated by the Corporation, together with written notice that such holder irrevocably elects to convert such shares. Such notice shall also state the name(s) and address(es) in which such holder wishes the certificate(s) for the shares of Common Stock issuable upon conversion to be issued. As soon as practicable after receipt of the certificate(s) representing the shares of Series BB Preferred Stock to be converted and the notice of election to convert the same, the Corporation shall issue and deliver at said office a certificate or certificates for the number of whole shares of Common Stock issuable upon conversion of the shares of Series BB Preferred Stock surrendered for conversion, together with a cash payment in lieu of any fraction of a share, as hereinafter provided, to the person(s) entitled to receive the same. Shares of Series BB Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the date such shares are surrendered for conversion and notice of election to convert the same is received by the Corporation in accordance with the foregoing provisions, and the person(s) entitled to receive the Common Stock issuable upon such conversion shall be deemed for all purposes as record holder(s) of such Common Stock as of such date.

(3) No fractional shares of Common Stock shall be issued upon conversion of any shares of Series BB Preferred Stock. If more than one share of Series BB Preferred Stock is surrendered at one time by the same holder, the number of full shares issuable upon conversion

thereof shall be computed on the basis of the aggregate number of shares so surrendered. If the conversion of any shares of Series BB Preferred Stock results in a fractional share of Common Stock, the Corporation shall pay cash in lieu thereof in an amount equal to such fraction multiplied times the closing price of the Common Stock on the date on which the shares of Series BB Preferred Stock were duly surrendered for conversion, or if such date is not a trading date, on the next succeeding trading date. The closing price of the Common Stock for any day shall mean the last reported sales price regular way on such day or, in case no such sale takes place on such day, the average of the reported closing bid and asked prices, regular way, on the New York Stock Exchange, or, if the Common Stock is not then listed on such Exchange, on the principal national securities exchange on which the Common Stock is listed for trading, or, if not then listed for trading on any national securities exchange, the average of the closing bid and asked prices of the Common Stock as furnished by the National Quotation Bureau, Inc., or if the National Quotation Bureau, Inc. ceases to furnish such information, by a comparable independent securities quotation service.

(4) In the event the Corporation shall at any time (i) pay a dividend or make a distribution to holders of Common Stock in shares of Common Stock, (ii) subdivide its outstanding shares of Common Stock into a larger number of shares, or (iii) combine its outstanding shares of Common Stock into a smaller number of shares, the Conversion Rate in effect at the time of the record date for such dividend or distribution or the effective date of such subdivision or combination shall be adjusted so that the holder of any shares of Series BB Preferred Stock surrendered for conversion after such record date or effective date shall be entitled to receive the number of shares of Common Stock which he would have owned or have been entitled to receive immediately following such record date or effective date had such shares of Series BB Preferred Stock been converted immediately prior thereto.

(5) Whenever the Conversion Rate shall be adjusted as herein provided (i) the Corporation shall forthwith keep available at the office of the Transfer Agent(s) for the Series BB Preferred Stock a statement describing in reasonable detail the adjustment, the facts requiring such adjustment and the method of calculation used; and (ii) the Corporation shall cause to be mailed by first class mail, postage prepaid, as soon as practicable to each holder of record of shares of Series BB Preferred Stock a notice stating that the Conversion Rate has been adjusted and setting forth the adjusted Conversion Rate.

(6) In the event of any consolidation of the Corporation with or merger of the Corporation into any other corporation (other than a merger in which the Corporation is the surviving corporation) or a sale of the assets of the Corporation substantially as an entirety, the holder of each share of Series BB Preferred Stock shall have the right, after such consolidation, merger or sale to convert such share into the number and kind of shares of stock or other securities and the amount and kind of property receivable upon such consolidation, merger or sale by a holder of the number of shares of Common Stock issuable upon conversion of such share of Series BB Preferred Stock immediately prior to such consolidation, merger or sale. Provision shall be made for adjustments in the Conversion Rate which shall be as nearly equivalent as may be practicable to the adjustments provided for in paragraph F(4). The provisions of this paragraph F(6) shall similarly apply to successive consolidations, mergers and sales.

(7) The Corporation shall pay any taxes that may be payable in respect of the issuance of shares of Common Stock upon conversion of shares of Series BB Preferred Stock, but the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance of shares of Common Stock in a name other than that in which the shares of Series BB Preferred Stock so converted are registered,, and the Corporation shall not be required to issue or deliver any such shares unless and until the person(s) requesting such issuance shall have paid to the Corporation the amount of any such taxes or shall have established to the satisfaction of the Corporation that such taxes have been paid.

(8) The Corporation shall at all times reserve and keep available out of its authorized but unissued Common Stock the full number of shares of Common Stock issuable upon the conversion of all shares of Series BB Preferred Stock then outstanding.

(9) In the event that:

(i) The Corporation shall declare a dividend or any other distribution on its Common Stock, payable otherwise than in cash out of retained earnings; or

(ii) The Corporation shall authorize the granting to the holders of its Common Stock of rights to subscribe for or purchase any shares of capital stock of any class or of any other rights; or

(iii) The Corporation shall propose to effect any consolidation of the Corporation with or merger of the Corporation with or into any other corporation or a sale of the assets of the company substantially as an entirety which would result in an adjustment under paragraph F(6),

the Corporation shall cause to be mailed to the holders of record of Series BB Preferred Stock at least 20 days prior to the applicable date hereinafter specified a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution or rights or, if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution or rights are to be determined or (y) the date on which such consolidation, merger or sale is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such consolidation, merger or sale. Failure to give such notice, or any defect therein, shall not affect the legality or validity of such dividend, distribution, consolidation, merger or sale.

G. Voting Rights.

Holders of Series BB Preferred Stock shall have no voting rights except as required by law and as follows: in the event that any quarterly dividend payable on the Series BB Preferred Stock is in arrears, the holders of Series BB Preferred Stock shall be entitled to vote together with the holders of Common Stock at the Corporation's next meeting of shareholders and at each subsequent meeting of shareholders unless all dividends in arrears have been paid or declared and set apart for payment prior to the date of such meeting. For the purpose of this paragraph G, each holder of Series BB Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which his Series BB Preferred Stock is then convertible.

H. Reacquired Shares.

Shares of Series BB Preferred Stock converted, redeemed, or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

I. No Sinking Fund.

Shares of Series BB Preferred Stock are not subject to the operation of a sinking fund.

(d) Pursuant to the authority conferred by this Article 3, the following series of Preferred Shares have been designated, each such series consisting of such number of shares, with such voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as are stated and expressed in the exhibit with respect to such series attached hereto as specified below and incorporated herein by reference:

Exhibit A	Floating Rate Non-Cumulative Preferred Stock, Series E
Exhibit B	Floating Rate Non-Cumulative Preferred Stock, Series F
Exhibit C	Adjustable Rate Non-Cumulative Preferred Stock, Series G
Exhibit D	7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L
Exhibit E	Floating Rate Non-Cumulative Preferred Stock, Series 1
Exhibit F	Floating Rate Non-Cumulative Preferred Stock, Series 2
Exhibit G	Floating Rate Non-Cumulative Preferred Stock, Series 4
Exhibit H	Floating Rate Non-Cumulative Preferred Stock, Series 5
Exhibit I	Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U
Exhibit J	6% Non-Cumulative Perpetual Preferred Stock, Series T
Exhibit K	Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X
Exhibit L	Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z
Exhibit M	6.500% Non-Cumulative Preferred Stock, Series Y
Exhibit N	Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA
Exhibit O	6.200% Non-Cumulative Preferred Stock, Series CC
Exhibit P	Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD
Exhibit Q	6.000% Non-Cumulative Preferred Stock, Series EE
Exhibit R	Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF
Exhibit S	6.000% Non-Cumulative Preferred Stock, Series GG
Exhibit T	5.875% Non-Cumulative Preferred Stock, Series HH
Exhibit U	Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ
Exhibit V	5.375% Non-Cumulative Preferred Stock, Series KK
Exhibit W	5.000% Non-Cumulative Preferred Stock, Series LL

4. The address of the Corporation’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of the Corporation’s registered agent at such address is The Corporation Trust Company.

5. No holder of any stock of the Corporation of any class now or hereafter authorized shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares whether such shares, securities, warrants or other instruments be unissued, or issued and thereafter acquired by the Corporation.

6. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation, its shareholders or otherwise for monetary damage for breach of his duty as a director. Any repeal or modification of this Article shall be

prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

7. In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation by a majority vote at any regular or special meeting of the Board of Directors or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaws made by the Board of Directors.

8. The Corporation reserves the right at any time from time to time to amend or repeal any provision contained in this Certificate of Incorporation, and to add any other provisions authorized by the laws of the State of Delaware at the time in force; and all rights, preferences and privileges conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

9. Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

10. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation or may be effected by consent in writing in lieu of a meeting of such stockholders only if consents are signed by all stockholders of the Corporation entitled to vote on such action.

[*Signature Page Follows*]

IN WITNESS WHEREOF, Bank of America Corporation has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer this 27th day of December, 2019.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit A

Floating Rate Non-Cumulative Preferred Stock, Series E

CERTIFICATE OF DESIGNATIONS
OF
FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES E
OF
BANK OF AMERICA CORPORATION

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. At a meeting duly convened and held on July 26, 2006, the Board of Directors of the Corporation (the "Board") duly adopted resolutions (a) authorizing the issuance and sale by the Corporation of one or more series of the Corporation's preferred stock, and (b) appointing a Committee (the "Committee") of the Board to act on behalf of the Board in establishing the number of authorized shares, the dividend rate and other powers, designations, preferences and rights of the preferred stock.

2. Thereafter, on October 30, 2006, the Committee duly adopted the following resolution by written consent:

"**RESOLVED**, that the powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the Corporation's Floating Rate Non-Cumulative Preferred Stock, Series E, including those established by the Board and the number of authorized shares and dividend rate established hereby, are authorized and approved as set forth in Exhibit A hereto, which is incorporated herein by reference."

IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by its duly authorized officer this 3rd day of November, 2006.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

EXHIBIT A

TO

CERTIFICATE OF DESIGNATIONS

OF

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES E

OF

BANK OF AMERICA CORPORATION

Section 1. Designation. The designation of the series of preferred stock shall be "Floating Rate Non-Cumulative Preferred Stock, Series E" (the "*Series E Preferred Stock*"). Each share of Series E Preferred Stock shall be identical in all respects to every other share of Series E Preferred Stock. Series E Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares. The number of authorized shares of Series E Preferred Stock shall be 85,100. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series E Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors of the Corporation, the Committee or any other duly authorized committee of the Board of Directors of the Corporation and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such increase or reduction, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series E Preferred Stock.

Section 3. Definitions. As used herein with respect to Series E Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Calculation Agent*" shall mean The Bank of New York Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series E Preferred Stock.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series E Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means (a) the Corporation's 7% Cumulative Redeemable Preferred Stock, Series B, (b) the Corporation's 6.204% Non-Cumulative Preferred Stock, Series D and (c) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series E Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Senior Stock*" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series E Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series E Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"*Telerate Page 3750*" means the display page so designated on the Moneyline/Telerate Service (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying rates or prices comparable to the London Interbank Offered Rate for U.S. dollar deposits).

"*Three-Month LIBOR*" means, with respect to any Dividend Period, the offered rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Telerate Page 3750 as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If such rate does not appear on Telerate Page 3750, Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Corporation, at approximately 11:00 A.M., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected by the Corporation, at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Corporation to provide quotations are not quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had Series E Preferred Stock been outstanding. The calculation agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series E Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series E Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation, but only out of assets legally available therefor, non-cumulative cash dividends on the liquidation preference of $25,000 per share of Series E Preferred Stock, and no more, payable quarterly in arrears on each February 15, May 15, August 15 and November 15; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day (in either case, without any interest or other payment in respect of such delay) (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from and including the date of issuance of the Series E Preferred Stock or any Dividend Payment Date to but excluding the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series E Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate per annum equal to the greater of (i) Three-Month LIBOR plus a spread of 0.35% and (ii) 4.00%. The record date for payment of dividends on the Series E Preferred Stock shall be the last Business Day of the calendar month immediately preceding the month during which the Dividend Payment Date falls. The amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period.

(b) Non-Cumulative Dividends. Dividends on shares of Series E Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series E Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable and the Corporation shall have no obligation to pay, and the holders of Series E Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series E Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series E Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series E Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case unless full dividends on all outstanding shares of Series E Preferred Stock for the then-current Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series E Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series E Preferred Stock for the then-current Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series E Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a pro rate basis among the holders of the shares of Series E Preferred Stock and the holders of any Parity Stock. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series E Preferred Stock and the aggregate of the current and accrued dividends due on the Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series E Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may be declared and paid on any Junior Stock from time to time out of any assets legally available therefor, and the shares of Series E Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series E Preferred Stock shall be entitled, out of assets legally available therefor, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series E Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series E Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series E Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series E Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences plus any dividends which have been declared but not yet paid of Series E Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series E Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors of the Corporation, may redeem out of funds legally available therefor, in whole or in part, the shares of Series E Preferred Stock at the time outstanding, at any time on any Dividend Payment Date on or after the Dividend Payment Date on November 15, 2011, upon notice given as provided in Section 6(b) below. The redemption price for shares of Series E Preferred Stock shall be $25,000 per share plus dividends that have been declared but not paid.

(b) Notice of Redemption. Notice of every redemption of shares of Series E Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series E Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series E Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series E Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series E Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series E Preferred Stock at the time outstanding, the shares of Series E Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series E Preferred Stock in proportion to the number of Series E Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors of the Corporation, the Committee or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series E Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other assets, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series E Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraph 7(b) below or as required by Delaware law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series E Preferred Stock or any other class or series of preferred stock that ranks on parity with Series E Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b) have been conferred and are exercisable, have not been paid in an aggregate amount equal, as to any class or series, to at least six quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors of the Corporation shall be increased by two, and the holders of the Series E Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of the such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors of the Corporation shall at no time include more than two such directors. Each such director elected by the holders of shares of Series E Preferred Stock and any other class or series of preferred stock that ranks on parity with the Series E Preferred Stock as to payment of dividends is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series E Preferred Stock and any other class or series of our stock that ranks on parity with Series E Preferred Stock as to payment of dividends and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series E Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series E Preferred Stock and any other class or series of preferred stock that ranks on parity with Series E Preferred Stock as to payment of dividends and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting will be given in a similar manner to that provided in the Corporation's by-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series E Preferred Stock may (at our expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of our stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series E Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series E Preferred Stock and any other class or series of preferred stock that ranks on parity with Series E Preferred Stock as to payment of dividends, if any, for at least four quarterly Dividend Periods, then the right of the holders of Series E Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate and the number of directors constituting the board of directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series E Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

Section 8. Preemption and Conversion. The holders of Series E Preferred Stock shall not have any rights of preemption or rights to convert such Series E Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors of the Corporation, the Committee or any authorized committee of the Board of Directors of the Corporation, without the vote of the holders of the Series E Preferred Stock, may authorize and issue additional shares of Junior Stock, Parity Stock or any class or series of Senior Stock or any other securities ranking senior to the Series E Preferred Stock as to dividends and the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series E Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series E Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series E Preferred Stock are not subject to the operation of a sinking fund.

Exhibit B

Floating Rate Non-Cumulative Preferred Stock, Series F

CERTIFICATE OF DESIGNATIONS
OF
FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES F
OF
BANK OF AMERICA CORPORATION

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "*Corporation*"), does hereby certify that:

1. At a meeting duly convened and held on April 26, 2006, the Board of Directors of the Corporation (the "*Board*") duly adopted resolutions (a) authorizing the issuance and sale by the Corporation of one or more series of the Corporation's preferred stock, and (b) appointing a Committee (the "*Committee*") of the Board to act on behalf of the Board in establishing the number of authorized shares, the dividend rate and other powers, designations, preferences and rights of the preferred stock.

2. Thereafter, on February 12, 2007, the Committee duly adopted the following resolution by written consent: "**RESOLVED**, that the powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the Corporation's Floating Rate Non-Cumulative Preferred Stock, Series F, including those established by the Board and the number of authorized shares and dividend rate established hereby, are authorized and approved as set forth in Exhibit A hereto, which is incorporated herein by reference."

IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by its duly authorized officer this 15th day of February, 2007.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

EXHIBIT A

TO

CERTIFICATE OF DESIGNATIONS

OF

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES F

OF

BANK OF AMERICA CORPORATION

Section 1. Designation. The designation of the series of preferred stock shall be "Floating Rate Non-Cumulative Preferred Stock, Series F" (the "*Series F Preferred Stock*"). Each share of Series F Preferred Stock shall be identical in all respects to every other share of Series F Preferred Stock. Series F Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares. The number of authorized shares of Series F Preferred Stock shall be 7,001. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series F Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors of the Corporation, the Committee or any other duly authorized committee of the Board of Directors of the Corporation and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such increase or reduction, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series F Preferred Stock.

Section 3. Definitions. As used herein with respect to Series F Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Calculation Agent*" shall mean The Bank of New York Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series F Preferred Stock.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series F Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means (a) the Corporation's 7% Cumulative Redeemable Preferred Stock, Series B, (b) the Corporation's 6.204% Non-Cumulative Preferred Stock, Series D, (c) the Corporation's Floating Rate Non-Cumulative Preferred Stock, Series E, (d) the Corporation's Adjustable Rate Non-Cumulative Preferred Stock, Series G and (e) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series F Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Senior Stock*" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series F Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series F Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"*Telerate Page 3750*" means the display page so designated on the Moneyline/Telerate Service (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying rates or prices comparable to the London Interbank Offered Rate for U.S. dollar deposits).

"*Three-Month LIBOR*" means, with respect to any Dividend Period, the offered rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Telerate Page 3750 as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If such rate does not appear on Telerate Page 3750, Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Corporation, at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected by the Corporation, at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Corporation to provide quotations are not quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had Series F Preferred Stock been outstanding. The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series F Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series F Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation, but only out of assets legally available therefor, non-cumulative cash dividends on the liquidation preference of $100,000 per share of Series F Preferred Stock, and no more, payable quarterly in arrears on each March 15, June 15, September 15 and December 15; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day (in either case, without any interest or other payment in respect of such delay) (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from and including the date of issuance of the Series F Preferred Stock or any Dividend Payment Date to but excluding the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series F Preferred Stock will accrue on the liquidation preference of $100,000 per share for each Dividend Period (1) from the date of issuance to, but excluding, the Dividend Payment Date in March 2012 (if issued prior to that date) at a rate per annum equal to Three-Month LIBOR plus a spread of 0.40% and (2) thereafter at a rate per annum equal to the greater of (i) Three-Month LIBOR plus a spread of 0.40% and (ii) 4.00%. The record date for payment of dividends on the Series F Preferred Stock shall be the last Business Day of the calendar month immediately preceding the month during which the Dividend Payment Date falls. The amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period.

(b) Non-Cumulative Dividends. Dividends on shares of Series F Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series F Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable and the Corporation shall have no obligation to pay, and the holders of Series F Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series F Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series F Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series F Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case unless full dividends on all outstanding shares of Series F Preferred Stock for the then-current Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series F Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series F Preferred Stock for the then-current Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series F Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series F Preferred Stock and the holders of any Parity Stock. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series F Preferred Stock and the aggregate of the current and accrued dividends due on the Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series F Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may be declared and paid on any Junior Stock from time to time out of any assets legally available therefor, and the shares of Series F Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series F Preferred Stock shall be entitled, out of assets legally available therefor, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series F Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $100,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series F Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series F Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series F Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences plus any dividends which have been declared but not yet paid of Series F Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series F Preferred Stock and all holders of any Parity Stock, then the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors of the Corporation, may redeem out of funds legally available therefor, in whole or in part, the shares of Series F Preferred Stock at the time outstanding, at any time on or after the later of March 15, 2012 and the date of original issuance of the Series F Preferred Stock, upon notice given as provided in Section 6(b) below. The redemption price for shares of Series F Preferred Stock shall be $100,000 per share plus dividends that have been declared but not paid plus accrued and unpaid dividends for the then-current Dividend Period to the redemption date.

(b) Notice of Redemption. Notice of every redemption of shares of Series F Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 15 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series F Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series F Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series F Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series F Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series F Preferred Stock at the time outstanding, the shares of Series F Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series F Preferred Stock in proportion to the number of Series F Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors of the Corporation, the Committee or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series F Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other assets, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights. The holders of the Series F Preferred Stock will have no voting rights and will not be entitled to elect any directors, except as expressly provided by law.

Section 8. Preemption and Conversion. The holders of Series F Preferred Stock shall not have any rights of preemption or rights to convert such Series F Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors of the Corporation, the Committee or any authorized committee of the Board of Directors of the Corporation, without the vote of the holders of the Series F Preferred Stock, may authorize and issue additional shares of Junior Stock, Parity Stock or any class or series of Senior Stock or any other securities ranking senior to the Series F

Preferred Stock as to dividends and the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series F Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series F Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series F Preferred Stock are not subject to the operation of a sinking fund.

<u>Exhibit C</u>

Adjustable Rate Non-Cumulative Preferred Stock, Series G

CERTIFICATE OF DESIGNATIONS
OF
ADJUSTABLE RATE NON-CUMULATIVE PREFERRED STOCK, SERIES G
OF
BANK OF AMERICA CORPORATION

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "*Corporation*"), does hereby certify that:

1. At a meeting duly convened and held on April 26, 2006, the Board of Directors of the Corporation (the "*Board*") duly adopted resolutions (a) authorizing the issuance and sale by the Corporation of one or more series of the Corporation's preferred stock, and (b) appointing a Committee (the "*Committee*") of the Board to act on behalf of the Board in establishing the number of authorized shares, the dividend rate and other powers, designations, preferences and rights of the preferred stock.

2. Thereafter, on February 12, 2007, the Committee duly adopted the following resolution by written consent:

"**RESOLVED**, that the powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the Corporation's Adjustable Rate Non-Cumulative Preferred Stock, Series G, including those established by the Board and the number of authorized shares and dividend rate established hereby, are authorized and approved as set forth in Exhibit A hereto, which is incorporated herein by reference."

IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by its duly authorized officer this 15th day of February, 2007.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

EXHIBIT A

TO

CERTIFICATE OF DESIGNATIONS

OF

ADJUSTABLE RATE NON-CUMULATIVE PREFERRED STOCK, SERIES G

OF

BANK OF AMERICA CORPORATION

Section 1. Designation. The designation of the series of preferred stock shall be "Adjustable Rate Non-Cumulative Preferred Stock, Series G" (the "*Series G Preferred Stock*"). Each share of Series G Preferred Stock shall be identical in all respects to every other share of Series G Preferred Stock. Series G Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares. The number of authorized shares of Series G Preferred Stock shall be 8,501. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series G Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors of the Corporation, the Committee or any other duly authorized committee of the Board of Directors of the Corporation and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such increase or reduction, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series G Preferred Stock.

Section 3. Definitions. As used herein with respect to Series G Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Calculation Agent*" shall mean The Bank of New York Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series G Preferred Stock.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series G Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means (a) the Corporation's 7% Cumulative Redeemable Preferred Stock, Series B, (b) the Corporation's 6.204% Non-Cumulative Preferred Stock, Series D, (c) the Corporation's Floating Rate Non-Cumulative Preferred Stock, Series E, (d) the Corporation's Floating Rate Non-Cumulative Preferred Stock, Series F and (e) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series G Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

“*Senior Stock*” means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series G Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

“*Series G Preferred Stock*” shall have the meaning set forth in Section 1 hereof.

“*Telerate Page 3750*” means the display page so designated on the Moneyline/Telerate Service (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying rates or prices comparable to the London Interbank Offered Rate for U.S. dollar deposits).

“*Three-Month LIBOR*” means, with respect to any Dividend Period, the offered rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Telerate Page 3750 as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the “*Dividend Determination Date*”). If such rate does not appear on Telerate Page 3750, Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Corporation, at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected by the Corporation, at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Corporation to provide quotations are not quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had Series G Preferred Stock been outstanding. The Calculation Agent’s establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series G Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series G Preferred Stock shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation, but only out of assets legally available therefor, non-cumulative cash dividends on the liquidation preference of $100,000 per share of Series G Preferred Stock, and no more, payable as follows: (i) if the Series G Preferred Stock is issued prior to March 15, 2012, semi- annually in arrears on each March 15 and September 15 through March 15, 2012; and (ii) from and including the later of March 15, 2012 and the date of issuance, quarterly in arrears on each March 15, June 15, September 15 and December 15; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day (in either case, without any interest or other payment in respect of such delay) (each such day on which dividends are payable a “*Dividend Payment Date*”). The period from and including the date of issuance of the Series G Preferred Stock or any Dividend Payment Date to but excluding the next Dividend Payment Date is a “*Dividend Period.*” Dividends on each share of Series G Preferred Stock will accrue on the liquidation preference of $100,000 per share for each Dividend Period (1) from the date of issuance to, but excluding, the Dividend Payment Date in March 2012 (if issued prior to that date) at a rate per annum equal to 5.63% and (2) thereafter at a rate per annum equal to the greater of (x) Three-Month LIBOR plus a spread of 0.40% and (y) 4.00%. The record date for payment of dividends on the Series G Preferred Stock shall be the last Business Day of the calendar month immediately preceding the month during which the Dividend Payment Date falls. The amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period.

(b) Non-Cumulative Dividends. Dividends on shares of Series G Preferred Stock shall be non-cumulative. To the extent that any dividends payable on the shares of Series G Preferred Stock on any Dividend Payment Date are not declared and paid, in full or otherwise, on such Dividend Payment Date, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable and the Corporation shall have no obligation to pay, and the holders of Series G Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series G Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series G Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series G Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case unless full dividends on all outstanding shares of Series G Preferred Stock for the then-current Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series G Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series G Preferred Stock for the then-current Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series G Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series G Preferred Stock and the holders of any Parity Stock. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series G Preferred Stock and the aggregate of the current and accrued dividends due on the Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series G Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may be declared and paid on any Junior Stock from time to time out of any assets legally available therefor, and the shares of Series G Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series G Preferred Stock shall be entitled, out of assets legally available therefor, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series G Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $100,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series G Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series G Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series G Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences plus any dividends which have been declared but not yet paid of Series G Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series G Preferred Stock and all holders of any Parity Stock, then the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors of the Corporation, may redeem out of funds legally available therefor, in whole or in part, the shares of Series G Preferred Stock at the time outstanding, at any time on or after the later of March 15, 2012 and the date of original issuance of the Series G Preferred Stock, upon notice given as provided in Section 6(b) below. The redemption price for shares of Series G Preferred Stock shall be $100,000 per share plus dividends that have been declared but not paid plus accrued and unpaid dividends for the then-current Dividend Period to the redemption date.

(b) Notice of Redemption. Notice of every redemption of shares of Series G Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 15 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series G Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series G Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series G Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series G Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series G Preferred Stock at the time outstanding, the shares of Series G Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series G Preferred Stock in proportion to the number of Series G Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors of the Corporation, the Committee or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series G Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other assets, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue after such redemption date, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights. The holders of the Series G Preferred Stock will have no voting rights and will not be entitled to elect any directors, except as expressly provided by law.

Section 8. Preemption and Conversion. The holders of Series G Preferred Stock shall not have any rights of preemption or rights to convert such Series G Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors of the Corporation, the Committee or any authorized committee of the Board of Directors of the Corporation, without the vote of the holders of the Series G Preferred Stock, may authorize and issue additional shares of Junior Stock, Parity Stock or any class or series of Senior Stock or any other securities ranking senior to the Series G

Preferred Stock as to dividends and the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series G Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors of the Corporation or any duly authorized committee of the Board of Directors of the Corporation may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series G Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series G Preferred Stock are not subject to the operation of a sinking fund.

Exhibit D

7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L

CERTIFICATE OF DESIGNATIONS
OF
7.25% NON-CUMULATIVE PERPETUAL
CONVERTIBLE PREFERRED STOCK, SERIES L
OF
BANK OF AMERICA CORPORATION

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. At meetings duly convened and held on December 11, 2007 and January 23, 2008, the Board of Directors of the Corporation (the "Board") duly adopted resolutions (a) authorizing the issuance and sale by the Corporation of one or more series of the Corporation's preferred stock, and (b) appointing a Special Committee (the "Committee") of the Board to act on behalf of the Board in establishing the number of authorized shares, the dividend rate and other powers, designations, preferences and rights of the preferred stock.

2. Thereafter, on January 28, 2008, the Committee duly adopted the following resolution by written consent:

"**RESOLVED**, that the powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the Corporation's 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, including those established by the Board and the number of authorized shares and dividend rate established hereby, are authorized and approved as set forth in the Certificate of Designations attached hereto as Exhibit A, which is incorporated herein and made a part of these resolutions by reference."

IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by its duly authorized officer this 28th day of January, 2008.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

EXHIBIT A

**CERTIFICATE OF DESIGNATIONS
OF
7.25% NON-CUMULATIVE PERPETUAL
CONVERTIBLE PREFERRED STOCK, SERIES L
OF
BANK OF AMERICA CORPORATION**

Section 1. Designation. The designation of the series of preferred stock shall be "7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L", $0.01 par value, with a liquidation preference of $1,000 per share (the "*Series L Preferred Stock*"). Each share of Series L Preferred Stock shall be identical in all respects to every other share of Series L Preferred Stock. Series L Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares. The number of authorized shares of Series L Preferred Stock shall be 6,900,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series L Preferred Stock then outstanding) by further resolution duly adopted by the Board, the Committee or any other duly authorized committee of the Board and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such increase or reduction, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series L Preferred Stock.

Section 3. Definitions. As used herein with respect to Series L Preferred Stock:

"*Applicable Conversion Price*" at any given time means, for each share of Series L Preferred Stock, the price equal to $1,000 divided by the Applicable Conversion Rate in effect at such time.

"*Applicable Conversion Rate*" means the Conversion Rate in effect at any given time.

"*Base Price*" has the meaning set forth in Section 6(d)(i).

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or required by law or regulation to close in New York, New York or in Charlotte, North Carolina.

"*Closing Price*" of the Common Stock on any determination date means the closing sale price or, if no closing sale price is reported, the last reported sale price of the shares of the Common Stock on the New York Stock Exchange on such date. If the Common Stock is not traded on the New York Stock Exchange on any determination date, the Closing Price of the Common Stock on such determination date means the closing sale price as reported in the composite transactions for the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or, if no closing sale price is reported, the last reported sale price on the principal U.S. national or regional securities exchange on which the Common Stock is so listed or quoted, or if the Common Stock is not so listed or quoted on a U.S. national or regional securities exchange, the last quoted bid price for the Common Stock in the over-the-counter market as reported by Pink Sheets LLC or a similar organization, or, if that bid price is not available, the market price of the Common Stock on that date as determined by a nationally recognized independent investment banking firm retained by the Corporation for this purpose.

For purposes of this Certificate of Designations, all references herein to the "Closing Price" and "last reported sale price" of the Common Stock on the New York Stock Exchange shall be such closing sale price and last reported sale price as reflected on the website of the New York Stock Exchange (http://www.nyse.com) and as reported by Bloomberg Professional Service; *provided* that in the event that there is a discrepancy between the closing sale price or last reported sale price as reflected on the website of the New York Stock Exchange and as reported by Bloomberg Professional Service, the closing sale price and last reported sale price on the website of the New York Stock Exchange will govern.

"*Common Stock*" means the common stock, $0.01 par value, of the Corporation.

"*Conversion Agent*" shall mean Computershare Trust Company, N.A. and Computershare Inc. collectively acting in their capacity as conversion agent for the Series L Preferred Stock, and their respective successors and assigns.

"*Conversion Date*" has the meaning set forth in Section 6(a)(v)(B).

"*Conversion Rate*" means for each share of Series L Preferred Stock, 20 shares of Common Stock, plus cash in lieu of fractional shares, subject to adjustment as set forth herein.

"*Current Market Price*" of the Common Stock on any day, means the average of the VWAP of the Common Stock over each of the ten consecutive Trading Days ending on the earlier of the day in question and the day before the Ex-Date or other specified date with respect to the issuance or distribution requiring such computation, appropriately adjusted to take into account the occurrence during such period of any event described in Section 7(a)(i) through (vi).

"*Depository*" means DTC or its nominee or any successor depository appointed by the Corporation.

"*Dividend Payment Date*" has the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" has the meaning set forth in Section 4(a) hereof.

"*Dividend Threshold Amount*" has the meaning set forth in Section 7(a)(v).

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Exchange Act*" means the Securities Exchange Act of 1934, as amended.

"*Exchange Property*" has the meaning set forth in Section 8(a).

"*Ex-Date*," when used with respect to any issuance or distribution, means the first date on which the Common Stock or other securities trade without the right to receive the issuance or distribution.

"*Fundamental Change*" has the meaning set forth in Section 6(d)(i).

"*Holder*" means the Person in whose name the shares of Series L Preferred Stock are registered, which may be treated by the Corporation, Transfer Agent, Registrar, paying agent and Conversion Agent as the absolute owner of the shares of Series L Preferred Stock for the purpose of making payment and settling conversions and for all other purposes.

"*Junior Stock*" means the Common Stock and any other class or series of capital stock of the Corporation over which Series L Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Make-Whole Acquisition*" means the occurrence, prior to any Conversion Date, of one of the following:

(a) a "person" or "group" within the meaning of Section 13(d) of the Exchange Act files a Schedule TO or any schedule, form, or report under the Exchange Act disclosing that such person or group has become the direct or indirect ultimate "beneficial owner," as defined in Rule 13d-3 under the Exchange Act, of common equity of the Corporation representing more than 50% of the voting power of the Common Stock; or

(b) consummation of the Corporation's consolidation or merger or similar transaction or any sale, lease, or other transfer in one transaction or a series of related transactions of all or substantially all of the Corporation's and the Corporation's subsidiaries' consolidated assets, taken as a whole, to any Person other than one of the Corporation's subsidiaries, in each case pursuant to which the Common Stock will be converted into cash, securities, or other property, other than pursuant to a transaction in which the persons that "beneficially owned" (as defined in Rule 13d-3 under the Exchange Act) directly or indirectly, voting shares immediately prior to such transaction beneficially own, directly or indirectly, voting shares representing a majority of the total voting power of all outstanding classes of voting shares of the continuing or surviving person immediately after the transaction; *provided, however* that a Make-Whole Acquisition will not be deemed to have occurred if at least 90% of the consideration received by holders of the Common Stock in the transaction or transactions consists of shares of common stock or American Depositary Receipts in respect of common stock that are traded on a U.S. national securities exchange or securities exchange in the European Economic Area or that will be so traded when issued or exchanged in connection with a Make-Whole Acquisition.

"*Make-Whole Acquisition Conversion*" has the meaning set forth in Section 6(c)(i).

"*Make-Whole Acquisition Conversion Period*" has the meaning set forth in Section 6(c)(i).

"*Make-Whole Acquisition Effective Date*" has the meaning set forth in Section 6(c)(i).

"*Make-Whole Acquisition Stock Price*" means the price paid per share of Common Stock in the event of a Make-Whole Acquisition. If the holders of shares of Common Stock receive only cash in the Make-Whole Acquisition, the Make-Whole Acquisition Stock Price will be the cash amount paid per share of Common Stock. Otherwise, the Make-Whole Acquisition Stock Price shall be the average of the Closing Price per share of Common Stock on the ten Trading Days up to, but not including, the Make-Whole Acquisition Effective Date.

"*Make-Whole Shares*" has the meaning set forth in Section 6(c)(i).

"*Nonpayment*" has the meaning set forth in Section 11(b)(i).

"*Notice of Optional Conversion*" has the meaning set forth in Section 6(b)(iii).

"*Optional Conversion Date*" has the meaning set forth in Section 6(b)(iii).

"*Parity Stock*" means (a) the Corporation's 7% Cumulative Redeemable Preferred Stock, Series B, (b) the Corporation's 6.204% Non-Cumulative Preferred Stock, Series D, (c) the Corporation's Floating Rate Non-Cumulative Preferred Stock, Series E, (d) the Corporation's Floating Rate Non-Cumulative Preferred Stock, Series F (if and when issued and outstanding), (e) the Corporation's Adjustable Rate Non-Cumulative Preferred Stock, Series G (if and when issued and outstanding), (f) the Corporation's 6.625% Non-Cumulative Preferred Stock, Series I, (g) the Corporation's 7.25% Non-Cumulative Preferred Stock, Series J, (h) the Corporation's Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K (if and when issued and outstanding) and (i) any other class or series of capital stock of the Corporation hereafter authorized that ranks on par with the Series L Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Person*" means a legal person, including any individual, corporation, estate, partnership, joint venture, association, joint- stock company, limited liability company or trust.

"*Preferred Director*" has the meaning set forth in Section 11(b)(i).

"*Purchased Shares*" has the meaning set forth in Section 7(a)(vi)

"*Reference Price*" means the price paid per share of Common Stock in the event of a Fundamental Change. If the holders of shares of Common Stock receive only cash in the Fundamental Change, the Reference Price shall be the cash amount paid per share. Otherwise, the Reference Price will be the average of the Closing Price per share of Common Stock on the ten Trading Days up to, but not including, the effective date of the Fundamental Change.

"*Reorganization Event*" has the meaning set forth in Section 8.

"*Registrar*" means Computershare Trust Company, N.A. or its nominee or any successor or registrar appointed by the Corporation.

"*Senior Stock"* means any class or series of capital stock of the Corporation authorized which has preference or priority over the Series L Preferred Stock as to the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Series L Preferred Stock*" has the meaning set forth in Section 1.

"s*pin-off*" has the meaning set forth in Section 7(a)(iv).

"*Trading Day*" for purposes of determining the VWAP or Closing Price means a day on which the shares of Common Stock:

(a) are not suspended from trading on any national or regional securities exchange or association or over-the- counter market at the close of business; and

(b) have traded at least once on the national or regional securities exchange or association or over-the-counter market that is the primary market for the trading of the Common Stock.

"*Transfer Agent*" means Computershare Trust Company, N.A. acting as Transfer Agent, Registrar, and Conversion Agent for the Series L Preferred Stock, and its successors and assigns.

"*Voting Parity Securities*" has the meaning set forth in Section 11(b)(i).

"*VWAP*" means, per share of the Common Stock on any Trading Day, the per share volume-weighted average price as displayed under the heading "Bloomberg VWAP" on Bloomberg page "BAC UN <equity> AQR" (or its equivalent successor if such page is not available) in respect of the period from the open of trading on the relevant Trading Day until the close of trading on the relevant Trading Day (or if such volume-weighted average price is unavailable, the market price of one share of the Common Stock on such trading days determined, using a volume-weighted average method, by a nationally recognized investment banking firm (unaffiliated with the Corporation) retained for this purpose by the Corporation).

Section 4. Dividends.

(a) Rate. Holders of Series L Preferred Stock shall be entitled to receive, when, as and if declared by the Board or any duly authorized committee of the Board, but only out of assets legally available under Delaware law for payment, non- cumulative cash dividends on the liquidation preference of $1,000 per share of Series L Preferred Stock, and no more, payable quarterly in arrears on each January 30, April 30, July 30 and October 30 of each year, beginning on April 30, 2008; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day, unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day (in either case, without any interest or other payment in respect of such delay) (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from and including the date of issuance of the Series L Preferred Stock or any Dividend Payment Date to but excluding the next Dividend Payment Date is a "*Dividend Period*". Dividends on each share of Series L Preferred Stock will accrue on the liquidation preference of $1,000 per share at a rate per annum equal to 7.25%. The record date for payment of dividends on the Series L Preferred Stock shall be the first day of the calendar month in which the relevant Dividend Payment Date falls. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation will be rounded to the nearest cent, with one-half cent being rounded upward. Dividends on the Series L Preferred Stock will cease to accrue after conversion, as described below. If the Corporation issues additional shares of the Series L Preferred Stock, dividends on those additional shares will accrue from the preceding scheduled Dividend Payment Date at the dividend rate.

(b) Non-Cumulative Dividends. Dividends on shares of Series L Preferred Stock shall be non-cumulative. Accordingly, if for any reason the Board or a duly authorized committee of the Board does not declare a dividend on the Series L Preferred Stock for a Dividend Period prior to the related Dividend Payment Date, that dividend will not accrue, and the Corporation will have no obligation to pay a dividend for that Dividend Period on the Dividend Payment Date or at any time in the future, whether or not the Board or a duly authorized committee of the Board declares a dividend on the Series L Preferred Stock or any other series of the Corporation's preferred stock or Common Stock for any future Dividend Period.

(c) Dividend Stopper. So long as any share of Series L Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared and made or set aside for payment on any Junior Stock (other than a dividend payable solely in shares of Junior Stock), (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock will be repurchased, redeemed, or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series L Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, during a Dividend Period, unless, in each case, the full dividends for the then-current Dividend Period on all outstanding shares of Series L Preferred Stock have been declared and paid or declared and a sum sufficient for the payment of those dividends has been set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreements) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series L Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series L Preferred Stock for the then-current Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series L Preferred Stock and on any Parity Stock but does not make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series L Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series L Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. The Corporation is not obligated to and will not pay Holders of the Series L

Preferred Stock any interest or sum of money in lieu of interest on any dividend not paid on a Dividend Payment Date. The Corporation is not obligated to and will not pay Holders of the Series L Preferred Stock any dividend in excess of the dividends on the Series L Preferred Stock that are payable as described herein. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board or any duly authorized committee of the Board may be declared and paid on any Junior Stock from time to time out of any assets legally available therefor, and the shares of Series L Preferred Stock shall not be entitled to participate in any such dividend

Section 5. Right to Convert. Each Holder shall have the right, at such Holder's option, at any time, to convert all or any portion of such Holder's Series L Preferred Stock into shares of Common Stock at the Applicable Conversion Rate (subject to the conversion procedures set forth in Section 6 herein) plus cash in lieu of fractional shares.

Section 6. Conversion.

(a) Conversion Procedures.

(i) Effective immediately prior to the close of business on the Optional Conversion Date or any applicable Conversion Date, dividends shall no longer be declared on any converted shares of Series L Preferred Stock and such shares of Series L Preferred Stock shall cease to be outstanding, in each case, subject to the right of Holders to receive any declared and unpaid dividends on such shares and any other payments to which they are otherwise entitled pursuant to Section 5, Section 6 (b), Section 6(c), Section 6(d), Section 8 or Section 12 hereof, as applicable.

(ii) Prior to the close of business on the Optional Conversion Date or any applicable Conversion Date, shares of Common Stock issuable upon conversion of, or other securities issuable upon conversion of, any shares of Series L Preferred Stock shall not be deemed outstanding for any purpose, and Holders shall have no rights with respect to the Common Stock or other securities issuable upon conversion (including voting rights, rights to respond to tender offers for the Common Stock and rights to receive any dividends or other distributions on the Common Stock or other securities issuable upon conversion) by virtue of holding shares of Series L Preferred Stock.

(iii) Shares of Series L Preferred Stock duly converted in accordance with the terms hereof, or otherwise reacquired by the Corporation, will resume the status of authorized and unissued preferred stock, undesignated as to series and available for future issuance. The Corporation may from time-to-time take such appropriate action as may be necessary to reduce the authorized number of shares of Series L Preferred Stock.

(iv) The Person or Persons entitled to receive the Common Stock and/or securities issuable upon conversion of Series L Preferred Stock shall be treated for all purposes as the record holder(s) of such shares of Common Stock and/or securities as of the close of business on the Optional Conversion Date or any applicable Conversion Date. In the event that a Holder shall not by written notice designate the name in which shares of Common Stock and/or cash, securities or other property (including payments of cash in lieu of fractional shares) to be issued or paid upon conversion of shares of Series L Preferred Stock should be registered or paid or the manner in which such shares should be delivered, the Corporation shall be entitled to register and deliver such shares, and make such payment, in the name of the Holder and in the manner shown on the records of the Corporation or, in the case of global certificates, through book-entry transfer through the Depository.

(v) Conversion into shares of Common Stock will occur on the Optional Conversion Date or any applicable Conversion Date as follows:

(A) On the Optional Conversion Date, certificates representing shares of Common Stock shall be issued and delivered to Holders or their designee upon presentation and surrender of the certificate evidencing the Series L Preferred Stock to the Conversion Agent if shares of the Series L Preferred Stock are held in certificated form, and, if required, the furnishing of appropriate endorsements and transfer documents and the payment of all transfer and similar taxes. If a Holder's interest is a beneficial interest in a global certificate representing Series L Preferred Stock, a book-entry transfer through the Depository will be made by the Conversion Agent upon compliance with the Depository's procedures for converting a beneficial interest in a global security.

(B) On the date of any conversion at the option of Holders pursuant to Section 5, Section 6(b), Section 6(c) or Section 6(d), if a Holder's interest is in certificated form, a Holder must do each of the following in order to convert:

(1) complete and manually sign the conversion notice provided by the Conversion Agent, or a facsimile of the conversion notice, and deliver this irrevocable notice to the Conversion Agent;

(2) surrender the shares of Series L Preferred Stock to the Conversion Agent;

(3) if required, furnish appropriate endorsements and transfer documents;

(4) if required, pay all transfer or similar taxes; and

(5) if required, pay funds equal to any declared and unpaid dividend payable on the next Dividend Payment Date to which such Holder is entitled.

If a Holder's interest is a beneficial interest in a global certificate representing Series L Preferred Stock, in order to convert a Holder must comply with paragraphs (3) through (5) listed above and comply with the Depository's procedures for converting a beneficial interest in a global security.

The date on which a Holder complies with the procedures in this clause (v) is the "*Conversion Date*."

(C) The Conversion Agent shall, on a Holder's behalf, convert the Series L Preferred Stock into shares of Common Stock, in accordance with the terms of the notice delivered by such Holder described in clause (B) above. If the Conversion Date is prior to the record date relating to any declared dividend for the Dividend Period in which a Holder elects to convert, the Holder will not receive any declared dividends for that Dividend Period. If the Conversion Date is after the record date relating to any declared dividend and prior to the Dividend Payment Date, the Holder will receive that dividend on the relevant Dividend Payment Date if the Holder was the holder of record on the record date for that dividend. However, if the Conversion Date is after the record date and prior to the Dividend Payment Date, whether or not the Holder was the holder of record on the record date, the Holder must pay to the Conversion Agent when it converts its shares of Series L Preferred Stock an amount in cash equal to the full dividend actually paid on the Dividend Payment Date for the then-current Dividend Period on the shares of Series L Preferred Stock being converted, unless the Holder's shares of Series L Preferred Stock are being converted as a result of a conversion pursuant to Section 6(b), Section 6(c) or Section 6(d).

(b) Conversion at the Corporation's Option.

(i) On or after January 30, 2013, the Corporation may, at its option, at any time or from time to time, cause some or all of the Series L Preferred Stock to be converted into shares of Common Stock at the then-Applicable Conversion Rate if, for 20 Trading Days during any period of 30 consecutive Trading Days the Closing Price of the Common Stock exceeds 130% of the then-Applicable Conversion Price of the Series L Preferred Stock. If the Corporation exercises its optional conversion right on January 30, 2013, it will still pay any dividend payable (in accordance with Section 4) on January 30, 2013 to the applicable Holders of record. The Corporation will provide notice of its optional conversion within five Trading Days of the end of the 30 consecutive Trading Day period.

(ii) If the Corporation elects to cause less than all of the Series L Preferred Stock to be converted under clause (i) above, the Conversion Agent will select the Series L Preferred Stock to be converted by lot, or on a *pro rata* basis or by another method the Conversion Agent considers fair and appropriate, including any method required by DTC or any successor depository (so long as such method is not prohibited by the rules of any stock exchange or quotation association on which the Series L Preferred Stock is then traded or quoted). If the Conversion Agent selects a portion of a Holder's Series L Preferred Stock for partial conversion at the Corporation's option and such Holder converts a portion of its shares of Series L Preferred Stock, the converted portion will be deemed to be from the portion selected for conversion at the Corporation's option under this Section 6(b).

(iii) If the Corporation exercises the optional conversion right described in this Section 6(b), the Corporation shall provide notice of such conversion by first class mail to each Holder of record for the shares of Series L Preferred Stock to be converted (such notice a "*Notice of Optional Conversion*") or issue a press release for publication and make this information available on its website. The Conversion Date shall be a date selected by the Corporation (the "*Optional Conversion Date*"), and the Notice of Optional Conversion must be mailed, or the Corporation must issue the press release, not more than 20 days prior to the Optional Conversion Date. In addition to any information required by applicable law or regulation, the Notice of Optional Conversion or press release shall state, as appropriate:

(A) the Optional Conversion Date;

(B) the aggregate number of shares of Series L Preferred Stock to be converted and, if less than all of the shares of Series L Preferred Stock are to be converted, the percentage of shares of Series L Preferred Stock to be converted; and

(C) the number of shares of Common Stock to be issued upon conversion of each share of Series L Preferred Stock.

(c) Conversion Upon Make-Whole Acquisition.

(i) In the event of a Make-Whole Acquisition, each Holder shall have the option to convert its shares of Series L Preferred Stock (a "*Make-Whole Acquisition Conversion*") during the period (the "*Make-Whole Acquisition Conversion Period*") beginning on the effective date of the Make-Whole Acquisition (the "*Make-Whole Acquisition Effective Date*") and ending on the date that is 30 days after the Make-Whole Acquisition Effective Date and receive an additional number of shares of Common Stock (the "*Make-Whole Shares*") as set forth in clause (ii) below.

(ii) The number of Make-Whole Shares per share of Series L Preferred Stock shall be determined by reference to the table below for the applicable Make-Whole Acquisition Effective Date and the applicable Make-Whole Acquisition Stock Price:

Effective Date	$40.00	$41.00	$42.00	$44.00	$47.00	$50.00	$60.00	$80.00	$110.00	$150.00	$200.00
1/24/2008	5.000	4.7993	4.6190	4.2023	3.6851	3.2540	2.1450	1.0450	0.5164	0.2765	0.1468
1/30/2009	5.000	4.7512	4.4643	4.1386	3.5702	3.1760	2.0317	0.9563	0.4682	0.2480	0.1285
1/30/2010	5.000	4.6439	4.2929	3.9886	3.3830	2.9300	1.7617	0.6462	0.2287	0.1033	0.0390
1/30/2011	5.000	4.6049	4.2429	3.9250	3.3170	2.8040	1.5650	0.5300	0.1964	0.1067	0.0500
1/30/2012	5.000	4.5780	4.2405	3.8386	3.2596	2.5840	1.2667	0.2313	0.0755	0.0429	0.0206
1/30/2013	5.000	4.5366	4.2214	3.7932	3.1660	2.5260	1.0217	0.0000	0.0000	0.0000	0.0000
Thereafter	5.000	4.5366	4.2214	3.7932	3.1660	2.5260	1.0217	0.0000	0.0000	0.0000	0.0000

(A) The exact Make-Whole Acquisition Stock Prices and Make-Whole Acquisition Effective Dates may not be set forth in the table, in which case:

(1) if the Make-Whole Acquisition Stock Price is between two Make-Whole Acquisition Stock Price amounts in the table or the Make-Whole Acquisition Effective Date is between two dates in the table, the number of Make- Whole Shares will be determined by straight-line interpolation between the number of Make-Whole Shares set forth for the higher and lower Make-Whole Acquisition Stock Price amounts and the two Make-Whole Acquisition Effective Dates, as applicable, based on a 365-day year;

(2) if the Make-Whole Acquisition Stock Price is in excess of $200.00 per share (subject to adjustment pursuant to Section 7 hereof), no Make-Whole Shares will be issued upon conversion of the Series L Preferred Stock; and

(3) if the Make-Whole Acquisition Stock Price is less than $40.00 per share (subject to adjustment pursuant to Section 7 hereof), no Make-Whole Shares will be issued upon conversion of the Series L Preferred Stock.

(B) The Make-Whole Acquisition Stock Prices set forth in the table above are subject to adjustment pursuant to Section 7 hereof and shall be adjusted as of any date the Conversion Rate is adjusted. The adjusted Make-Whole Acquisition Stock Prices will equal the Make-Whole Acquisition Stock Prices applicable immediately prior to such adjustment multiplied by a fraction, the numerator of which is the Conversion Rate immediately prior to the adjustment giving rise to the Make-Whole Acquisition Stock Prices adjustment and the denominator of which is the Conversion Rate as so adjusted. Each of the number of Make-Whole Shares in the table shall also be subject to adjustment in the same manner as the Conversion Rate pursuant to Section 7.

(iii) On or before the twentieth day prior to the date the Corporation anticipates being the effective date for the Make-Whole Acquisition, a written notice shall be sent by or on behalf of the Corporation, by first-class mail, postage prepaid, to the Holders as they appear in the records of the Corporation. Such notice shall contain:

(A) the anticipated effective date of the Make-Whole Acquisition; and

(B) the date, which shall be 30 days after the anticipated Make-Whole Acquisition Effective Date, by which a Make-Whole Acquisition Conversion must be exercised.

(iv) On the Make-Whole Acquisition Effective Date, another written notice shall be sent by or on behalf of the Corporation, by first-class mail, postage prepaid, to the Holders as they appear in the records of the Corporation. Such notice shall contain:

(A) the date that shall be 30 days after the Make-Whole Acquisition Effective Date;

(B) the number of Make-Whole Shares;

(C) the amount of cash, securities and other consideration receivable by a Holder of Series L Preferred Stock upon conversion; and

(D) the instructions a Holder must follow to exercise its conversion option in connection with such Make-Whole Acquisition.

(v) To exercise a Make-Whole Acquisition Conversion option, a Holder must, no later than 5:00 p.m., New York City time on or before the date by which the Make-Whole Acquisition Conversion option must be exercised as specified in the notice delivered under clause (iv) above, comply with the procedures set forth in Section 6(a)(v)(B).

(vi) If a Holder does not elect to exercise the Make-Whole Acquisition Conversion option pursuant to this Section 6(c), the shares of Series L Preferred Stock or successor security held by it will remain outstanding, and the Holder will not be eligible to receive Make-Whole Shares.

(vii) Upon a Make-Whole Acquisition Conversion, the Conversion Agent shall, except as otherwise provided in the instructions provided by the Holder thereof in the written notice provided to the Corporation or its successor as set forth in Section 6(a)(iv) above, deliver to the Holder such cash, securities or other property as are issuable with respect to Make-Whole Shares in the Make-Whole Acquisition.

(viii) In the event that a Make-Whole Acquisition Conversion is effected with respect to shares of Series L Preferred Stock or a successor security representing less than all the shares of Series L Preferred Stock or a successor security held by a Holder, upon such Make-Whole Acquisition Conversion the Corporation or its successor shall execute and the Conversion Agent shall, unless otherwise instructed in writing, countersign and deliver to the Holder thereof, at the expense of the Corporation or its successors, a certificate evidencing the shares of Series L Preferred Stock or such successor security held by the Holder as to which a Make-Whole Acquisition Conversion was not effected.

(d) Conversion Upon Fundamental Change.

(i) In lieu of receiving the Make-Whole Shares, if the Reference Price in connection with a Make-Whole Acquisition is less than the Applicable Conversion Price (a "*Fundamental Change*"), a Holder may elect to convert each share of Series L Preferred Stock during the period beginning on the effective date of the Fundamental Change and ending on the date that is 30 days after the effective date of such Fundamental Change at an adjusted conversion price equal to the greater of (1) the Reference Price and (2) $19.95, subject to adjustment as described in clause (ii) below (the "*Base Price*"). If the Reference Price is less than the Base Price, Holders will receive a maximum of 50.1253 shares of Common Stock per share of Series L Preferred Stock converted, subject to adjustment as described in clause (ii) below.

(ii) The Base Price shall be adjusted as of any date the Conversion Rate of the Series L Preferred Stock is adjusted pursuant to Section 7. The adjusted Base Price shall equal the Base Price applicable immediately prior to such adjustment multiplied by a fraction, the numerator of which is the Conversion Rate immediately prior to the adjustment giving rise to the Conversion Rate adjustment and the denominator of which is the Conversion Rate as so adjusted.

(iii) In lieu of issuing Common Stock upon conversion in the event of a Fundamental Change, the Corporation may at its option, and if it obtains Federal Reserve Board approval, pay an amount in cash (computed to the nearest cent) equal to the Reference Price for each share of Common Stock otherwise issuable upon conversion.

(iv) On or before the twentieth day prior to the date the Corporation anticipates being the effective date for the Fundamental Change, a written notice shall be sent by or on behalf of the Corporation, by first-class mail, postage prepaid, to the Holders as they appear in the records of the Corporation. Such notice shall contain:

(A) the anticipated effective date of the Fundamental Change; and

(B) the date, which shall be 30 days after the anticipated effective date of a Fundamental Change, by which a Fundamental Change conversion must be exercised.

(v) On the effective date of a Fundamental Change, another written notice shall be sent by or on behalf of the Corporation, by first-class mail, postage prepaid, to the Holders as they appear in the records of the Corporation. Such notice shall contain:

(A) the date that shall be 30 days after the effective date of the Fundamental Change;

(B) the adjusted conversion price following the Fundamental Change;

(C) the amount of cash, securities and other consideration received by a Holder of Series L Preferred Stock upon conversion; and

(D) the instructions a Holder must follow to exercise its conversion option in connection with such Fundamental Change.

(vi) To exercise its conversion option upon a Fundamental Change, a Holder must, no later than 5:00 p.m., New York City time on or before the date by which the conversion option upon the Fundamental Change must be exercised as specified in the notice delivered under clause (v) above, comply with the procedures set forth in Section 6(a)(v)(B) and indicate that it is exercising the Fundamental Change conversion option.

(vii) If a Holder does not elect to exercise its conversion option upon a Fundamental Change pursuant to this Section 6(d), the Holder will not be eligible to convert such Holder's shares at the Base Price and such Holder's shares of Series L Preferred Stock or successor security held by it will remain outstanding.

(viii) Upon a conversion upon a Fundamental Change, the Conversion Agent shall, except as otherwise provided in the instructions provided by the Holder thereof in the written notice provided to the Corporation or its successor as set forth in Section 6(a)(iv) above, deliver to the Holder such cash, securities or other property as are issuable with respect to the adjusted conversion price following the Fundamental Change.

(ix) In the event that a conversion upon a Fundamental Change is effected with respect to shares of Series L Preferred Stock or a successor security representing less than all the shares of Series L Preferred Stock or a successor security held by a Holder, upon such conversion the Corporation or its successor shall execute and the Conversion Agent shall, unless otherwise instructed in writing, countersign and deliver to the Holder thereof, at the expense of the Corporation, a certificate evidencing the shares of Series L Preferred Stock or such successor security held by the Holder as to which a conversion upon a Fundamental Change was not effected.

Section 7. Anti-Dilution Adjustments.

(a) The Conversion Rate shall be subject to the following adjustments.

(i) **Stock Dividend Distributions**. If the Corporation pays dividends or other distributions on the Common Stock in shares of Common Stock, then the Conversion Rate in effect immediately following the record date for such dividend or distribution will be multiplied by the following fraction:

$$\frac{OS_1}{OS_0}$$

Where,

OS_0 = the number of shares of Common Stock outstanding immediately prior to the Ex-Date for such dividend or distribution.

OS_1 = the sum of the number of shares of Common Stock outstanding immediately prior to the Ex-Date for such dividend or distribution plus the total number of shares of Common Stock constituting such dividend.

Notwithstanding the foregoing, no adjustment will be made for the issuance of the Common Stock as a dividend or distribution to all holders of Common Stock that is made in lieu of quarterly dividends or distributions to such holders, to the extent such dividend or distribution does not exceed the dividend threshold amount defined in clause (v) below. For purposes of this paragraph, the amount of any dividend or distribution will equal the number of shares being issued multiplied by the average VWAP of the Common Stock over each of the five consecutive Trading Days prior to the record date for such distribution.

(ii) **Subdivisions, Splits, and Combination of the Common Stock** If the Corporation subdivides, splits, or combines the shares of Common Stock, then the Conversion Rate in effect immediately following the effective date of such share subdivision, split, or combination will be multiplied by the following fraction:

$$\frac{OS_1}{OS_0}$$

Where,

OS_0 = the number of shares of Common Stock outstanding immediately prior to the effective date of such share subdivision, split, or combination.

OS_1 = the number of shares of Common Stock outstanding immediately after the opening of business on the effective date of such share subdivision, split, or combination.

(iii) **Issuance of Stock Purchase Rights**. If the Corporation issues to all holders of the shares of Common Stock rights or warrants (other than rights or warrants issued pursuant to a dividend reinvestment plan or share purchase plan or other similar plans) entitling them, for a period of up to 60 days from the date of issuance of such rights or warrants, to subscribe for or purchase the shares of Common Stock (or securities convertible into shares of Common Stock) at less than
(or having a conversion price per share less than) the Current Market Price on the date fixed for the determination of stockholders entitled to receive such rights or warrants, then the Conversion Rate in effect immediately following the close of business on the record date for such distribution will be multiplied by the following fraction:

$$\frac{OS_0 + X}{OS_0 + Y}$$

Where,

OS_0 = the number of shares of Common Stock outstanding at the close of business on the record date for such distribution.

X = the total number of shares of Common Stock issuable pursuant to such rights or warrants (or upon conversion of such securities).

Y = the number of shares of Common Stock equal to the aggregate price payable to exercise such rights or warrants (or the conversion price for such securities) divided by the Current Market Price.

To the extent that such rights or warrants are not exercised prior to their expiration or shares of Common Stock are otherwise not delivered pursuant to such rights or warrants upon the exercise of such rights or warrants, the Conversion Rate shall be readjusted to such Conversion Rate that would then be in effect had the adjustment made upon the issuance of such rights or warrants been made on the basis of the delivery of only the number of shares of Common Stock actually delivered. In determining the aggregate offering price payable for such shares of Common Stock, the Conversion Agent will take into account any consideration received for such rights or warrants and the value of such consideration (if other than cash, to be determined by the Board).

(iv) **Debt or Asset Distributions**. If the Corporation distributes to all holders of shares of Common Stock evidences of indebtedness, shares of capital stock (other than Common Stock), securities, or other assets (excluding any dividend or distribution referred to in clauses (i) or (ii) above, any rights or warrants referred to in clause (iii) above, any dividend or distribution paid exclusively in cash, any consideration payable in connection with a tender or exchange offer made by the Corporation or any of its subsidiaries, and any dividend of shares of capital stock of any class or series, or similar equity interests, of or relating to a subsidiary or other business unit in the case of certain spin-off transactions as described below), then the Conversion Rate in effect immediately following the close of business on the record date for such distribution will be multiplied by the following fraction:

$$\frac{SP_0}{SP_0 - FMV}$$

Where,

SP_0 = the Current Market Price per share of Common Stock on the Ex-Date.

FMV = the fair market value of the portion of the distribution applicable to one share of Common Stock on the date immediately preceding the Ex-Date as determined by the Board.

In a spin-off, where the Corporation makes a distribution to all holders of shares of Common Stock consisting of capital stock of any class or series, or similar equity interests of, or relating to, a subsidiary or other business unit, the Conversion Rate will be adjusted on the fifteenth Trading Day after the effective date of the distribution by multiplying such Conversion Rate in effect immediately prior to such fifteenth Trading Day by the following fraction:

$$\frac{MP_0 + MP_s}{MP_0}$$

Where,

MP_0 = the average of the VWAP of the Common Stock over each of the first ten Trading Days commencing on and including the fifth Trading Day following the effective date of such distribution.

MPs = the average of the VWAP of the capital stock or equity interests representing the portion of the distribution applicable to one share of Common Stock over each of the first ten Trading Days commencing on and including the fifth Trading Day following the effective date of such distribution, or, if not traded on a national or regional securities exchange or over-the-counter market, the fair market value of the capital stock or equity interests representing the portion of the distribution applicable to one share of Common Stock on such date as determined by the Board.

(v) **Cash Distributions**. If the Corporation makes a distribution consisting exclusively of cash to all holders of the Common Stock, excluding (a) any cash dividend on the Common Stock to the extent that the aggregate cash dividend per share of the Common Stock does not exceed $0.64 in any fiscal quarter (the "*Dividend Threshold Amount*"), (b) any cash that is distributed in a Reorganization Event or as part of a spin-off referred to in clause (iv) above, (c) any dividend or distribution, in connection with the Corporation's liquidation, dissolution, or winding up, and (d) any consideration payable in connection with a tender or exchange offer made by the Corporation or any of its subsidiaries, then in each event, the Conversion Rate in effect immediately following the record date for such distribution will be multiplied by the following fraction:

$$\frac{Sp_0}{Sp_0 - DIV}$$

Where,

SP_0 = the VWAP per share of Common Stock on the Trading Day immediately preceding the Ex-Date.

DIV = the cash amount per share of Common Stock of the dividend or distribution, as determined pursuant to the following paragraph.

If an adjustment is required to be made as set forth in this clause as a result of a distribution (1) that is a regularly scheduled quarterly dividend, such adjustment would be based on the amount by which such dividend exceeds the Dividend Threshold Amount or (2) that is not a regularly scheduled quarterly dividend, such adjustment would be based on the full amount of such distribution.

The Dividend Threshold Amount is subject to adjustment on an inversely proportional basis whenever the Conversion Rate is adjusted; *provided* that no adjustment will be made to the Dividend Threshold Amount for any adjustment made to the Conversion Rate pursuant to this clause (v).

(vi) **Self-Tender Offers and Exchange Offers**. If the Corporation or any of its subsidiaries successfully completes a tender or exchange offer for the Common Stock where the cash and the value of any other consideration included in the payment per share of the Common Stock exceeds the VWAP per share of the Common Stock on the Trading Day immediately succeeding the expiration of the tender or exchange offer, then the Conversion Rate in effect at the close of business on such immediately succeeding Trading Day will be multiplied by the following fraction:

$$\frac{AC + (SP_0 \text{ X } OS_1)}{OS_0 \text{ x } SP_0}$$

Where,

SP_0 = the VWAP per share of Common Stock on the Trading Day immediately succeeding the expiration of the tender or exchange offer.

OS_0 = the number of shares of Common Stock outstanding immediately prior to the expiration of the tender or exchange offer, including any shares validly tendered and not withdrawn (the "*Purchased Shares*").

OS_1 = the number of shares of Common Stock outstanding immediately after the expiration of the tender or exchange offer, less any Purchased Shares.

AC = the aggregate cash and fair market value of the other consideration payable in the tender or exchange offer, as determined by the Board.

In the event that the Corporation, or one of its subsidiaries, is obligated to purchase shares of Common Stock pursuant to any such tender offer or exchange offer, but the Corporation, or such subsidiary, is permanently prevented by applicable law from effecting any such purchases, or all such purchases are rescinded, then the Conversion Rate shall be readjusted to be such Conversion Rate that would then be in effect if such tender offer or exchange offer had not been made.

(vii) **Rights Plans**. To the extent that the Corporation has a rights plan in effect with respect to the Common Stock on any Conversion Date, upon conversion of any shares of the Series L Preferred Stock, Holders will receive, in addition to the shares of Common Stock, the rights under the rights plan, unless, prior to such Conversion Date, the rights have separated from the shares of Common Stock, in which case the Conversion Rate will be adjusted at the time of separation as if the Corporation had made a distribution to all holders of the Common Stock as described in clause (iv) above, subject to readjustment in the event of the expiration, termination, or redemption of such rights.

(b) The Corporation may make such increases in the Conversion Rate, in addition to any other increases required by this Section 7, if the Corporation deems it advisable in order to avoid or diminish any income tax to holders of the Common Stock resulting from any dividend or distribution of shares of Common Stock (or issuance of rights or warrants to acquire shares of Common Stock) or from any event treated as such for income tax purposes or for any other reason.

(c)(i) All adjustments to the Conversion Rate shall be calculated to the nearest 1/10,000th of a share of Common Stock. No adjustment in the Conversion Rate will be made unless such adjustment would require an increase or decrease of at least one percent therein; *provided*, that any adjustments which by reason of this subparagraph are not required to be made shall be carried forward and taken into account in any subsequent adjustment; *provided further* that on the Optional Conversion Date, the Make-Whole Acquisition Effective Date or the effective date of a Fundamental Change, adjustments to the Conversion Rate will be made with respect to any such adjustment carried forward and which has not been taken into account before such date.

(ii) No adjustment to the Conversion Rate shall be made if Holders may participate in the transaction that would otherwise give rise to an adjustment, as a result of holding the Series L Preferred Stock, without having to convert the Series L Preferred Stock, as if they held the full number of shares of Common Stock into which their shares of the Series L Preferred Stock may then be converted.

(iii) The Applicable Conversion Rate will not be adjusted:

(A) upon the issuance of any shares of the Common Stock pursuant to any present or future plan providing for the reinvestment of dividends or interest payable on the Corporation's securities and the investment of additional optional amounts in shares of Common Stock under any plan;

(B) upon the issuance of any shares of the Common Stock or rights or warrants to purchase those shares pursuant to any present or future employee, director, or consultant benefit plan or program of or assumed by the Corporation or any of its subsidiaries;

(C) upon the issuance of any shares of the Common Stock pursuant to any option, warrant, right or exercisable, exchangeable or convertible security outstanding as of the date the shares of the Series L Preferred Stock were first issued;

(D) for a change in the par value or no par value of the Common Stock; or

(E) for accrued and unpaid dividends on the Series L Preferred Stock.

(d) Whenever the Conversion Rate is to be adjusted in accordance with Section 7(a) or Section 7(b), the Corporation shall: (i) compute the Conversion Rate in accordance with Section 7(a) or Section 7(b), taking into account the one percent threshold set forth in Section 7(c) hereof, and prepare and transmit to the Transfer Agent an officer's certificate setting forth the Conversion Rate, the method of calculation thereof in reasonable detail, and the facts requiring such adjustment and upon which such adjustment is based; (ii) as soon as practicable following the occurrence of an event that requires an adjustment to the Conversion Rate pursuant to Section 7(a) or Section 7(b), taking into account the one percent threshold set forth in Section 7(c) hereof (or if the Corporation is not aware of such occurrence, as soon as practicable after becoming so aware), provide, or cause to be provided, a written notice to the Holders of the occurrence of such event; and (iii) as soon as practicable following the determination of the revised Conversion Rate in accordance with Section 7(a) or Section 7(b) hereof, provide, or cause to be provided, a written notice to the Holders setting forth in reasonable detail the method by which the adjustment to the Conversion Rate was determined and setting forth the revised Conversion Rate.

Section 8. Reorganization Events.

(a) In the event of:

(i) the Corporation's consolidation or merger with or into another Person, in each case pursuant to which the Common Stock will be converted into cash, securities, or other property of the Corporation or another Person;

(ii) any sale, transfer, lease, or conveyance to another Person of all or substantially all of the Corporation's property and assets, in each case pursuant to which the Common Stock will be converted into cash, securities, or other property; or

(iii) any statutory exchange of the Corporation's securities with another Person (other than in connection with a merger or acquisition);

(any such event specified in this Section 8(a), a "*Reorganization Event*"); each share of Series L Preferred Stock outstanding immediately prior to such Reorganization Event will, without the consent of Holders, become convertible into the kind of securities, cash, and other property receivable in such Reorganization Event by a holder of the shares of Common Stock that was not the counterparty to the Reorganization Event or an affiliate of such other party (such securities, cash, and other property, the "*Exchange Property*").

(b) In the event that holders of the shares of the Common Stock have the opportunity to elect the form of consideration to be received in such transaction, the consideration that the Holders are entitled to receive will be deemed to be the types and amounts of consideration received by the majority of the holders of the shares of the Common Stock that affirmatively make an election (or of all such holders if none make an election). On each Conversion Date following a Reorganization Event, the Conversion Rate then in effect will be applied to the value on such Conversion Date of the securities, cash, or other property received per share of Common Stock, determined as set forth above. The amount of Exchange Property receivable upon conversion of any Series L Preferred Stock in accordance with Section 5, Section 6(b), Section 6(c) or Section 6(d) hereof shall be determined based upon the then Applicable Conversion Rate.

(c) The above provisions of this Section 8 shall similarly apply to successive Reorganization Events and the provisions of Section 7 shall apply to any shares of capital stock of the Corporation (or any successor) received by the holders of the Common Stock in any such Reorganization Event.

(d) The Corporation (or any successor) shall, within 20 days of the occurrence of any Reorganization Event, provide written notice to the Holders of such occurrence of such event and of the kind and amount of the cash, securities or other property that constitutes the Exchange Property. Failure to deliver such notice shall not affect the operation of this Section 8.

Section 9. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series L Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders before any distribution of the assets of the Corporation may be made to the Holders of any Junior Stock to receive in full a liquidating distribution in the amount of the liquidation preference of $1,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. After payment of this liquidating distribution, the holders of Series L Preferred Stock will not be entitled to any further participation in any distribution of the Corporation's assets in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation. Distributions will be made only to the extent of the Corporation's assets remaining available after satisfaction of all liabilities to creditors and subject to the rights of holders of any securities ranking senior to the Series L Preferred Stock and *pro rata* as to the Series L Preferred Stock and any other shares of the Corporation's stock ranking equally as to such distribution.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series L Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series L Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series L Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series L Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 9, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or business of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 10. Redemption.

The Series L Preferred Stock shall not be redeemable either at the Corporation's option or at the option of the Holders at any time.

Section 11. Voting Rights.

(a) General. The holders of Series L Preferred Stock shall not be entitled to vote on any matter except as set forth in Section 11(b) below or as required by Delaware law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series L Preferred Stock or any other class or series of preferred stock ranking equally with Series L Preferred Stock as to payment of dividends and upon which voting rights equivalent to those granted by this Section 11 have been conferred ("*Voting Parity Securities*") and are exercisable, have not been declared and paid for the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not (a "*Nonpayment*")), the number of directors constituting the Board shall be increased by two, and the Holders of the outstanding shares of Series L Preferred Stock voting as a class with holders of any series of the Corporation's preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist, shall have the right, voting separately as a single class without regard to series, with voting rights allocated *pro rata* based on liquidation preference, to the exclusion of the holders of Common Stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and provided further that the Board shall at no time include more than two such directors. Each such director elected by the holders of shares of Series L Preferred Stock and any Voting Parity Securities is a "*Preferred Director*." Any Preferred Director elected by the holders of the Series L Preferred Stock and any Parity Stock may only be removed by the vote of the holders of record of the outstanding Series L Preferred Stock and any such Parity Stock, voting together as a single and separate class, at a meeting of the Corporation's stockholders called for that purpose. Any vacancy created by the removal of any Preferred Director may be filled only by the vote of the holders of the outstanding Series L Preferred Stock and any such Parity Stock, voting together as a single and separate class.

Notwithstanding the foregoing, without the consent of the Holders, so long as such action does not adversely affect the interests of the Holders, the Corporation may amend, alter, supplement, or repeal any terms of the Series L Preferred Stock for the following purposes:

(1) to cure any ambiguity, or to cure, correct, or supplement any provision contained in this Certificate of Designations that may be ambiguous, defective, or inconsistent; or

(2) to make any provision with respect to matters or questions relating to the Series L Preferred Stock that is not inconsistent with the provisions of this Certificate of Designations.

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the Holders Series L Preferred Stock and any Voting Parity Securities with exercisable voting rights, called as provided herein. At any time after the special voting right has vested pursuant to Section 11(b)(i) above, the secretary of the Corporation may, and upon the written request of any Holder of Series L Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series L Preferred Stock and any Voting Parity Securities with exercisable voting rights, for the election of the two directors to be elected by them as provided in Section 11(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting will be given in a similar manner to that provided in the Corporation's by-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any Holder of Series L Preferred Stock may (at our expense) call such meeting, upon notice as provided in this Section 11(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of our stockholders unless they have been previously terminated or removed pursuant to Section 11(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the Holders of the Series L Preferred Stock (voting together on a single and separate class with holders of any Voting Parity Securities, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. The voting rights described above will terminate, except as provided by law, upon the earlier of (A) the conversion of all of the Series L Preferred Stock or (B) the payment of full dividends on the Series L Preferred Stock and any other series of the Corporation's preferred stock, if any, for the equivalent of at least four quarterly Dividend Periods (but subject to revesting in the case of any similar non-payment of dividends in respect of future Dividend Periods) following a Nonpayment on the Series L Preferred Stock and any other series of the Corporation's preferred stock. Upon termination of the special voting right described above, the terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series L Preferred Stock (voting together as a single and separate class with holders of any Voting Parity Securities, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist).

Section 12. Fractional Shares.

(a) No fractional shares of Common Stock will be issued as a result of any conversion of shares of Series L Preferred Stock.

(b) In lieu of any fractional share of Common Stock otherwise issuable in respect of any conversion at the Corporation's option pursuant to Section 5 hereof or any conversion at the option of the Holder pursuant to Section 6(b), Section 6(c) or Section 6(d) hereof, the Corporation shall pay an amount in cash (computed to the nearest cent) equal to the same fraction of the Closing Price of the Common Stock determined as of the second Trading Day immediately preceding the effective date of conversion.

(c) If more than one share of the Series L Preferred Stock is surrendered for conversion at one time by or for the same Holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of the Series L Preferred Stock so surrendered.

Section 13. Reservation of Common Stock.

(a) The Corporation shall at all times reserve and keep available out of its authorized and unissued Common Stock or shares held in the treasury by the Corporation, solely for issuance upon the conversion of shares of Series L Preferred Stock as provided in this Certificate of Designations, free from any preemptive or other similar rights, such number of shares of Common Stock as shall from time to time be issuable upon the conversion of all the shares of Series L Preferred Stock then outstanding, at the Applicable Conversion Price subject to adjustment as described under Section 7. For purposes of this Section 13(a), the number of shares of Common Stock that shall be deliverable upon the conversion of all outstanding shares of Series L Preferred Stock shall be computed as if at the time of computation all such outstanding shares were held by a single Holder.

(b) Notwithstanding the foregoing, the Corporation shall be entitled to deliver upon conversion of shares of Series L Preferred Stock, as herein provided, shares of Common Stock acquired by the Corporation (in lieu of the issuance of authorized and unissued shares of Common Stock), so long as any such acquired shares are free and clear of all liens, charges, security interests or encumbrances (other than liens, charges, security interests and other encumbrances created by the Holders).

(c) All shares of Common Stock delivered upon conversion of the Series L Preferred Stock shall be duly authorized, validly issued, fully paid and non-assessable, free and clear of all liens, claims, security interests and other encumbrances (other than liens, charges, security interests and other encumbrances created by the Holders).

(d) Prior to the delivery of any securities that the Corporation shall be obligated to deliver upon conversion of the Series L Preferred Stock, the Corporation shall use its reasonable best efforts to comply with all federal and state laws and regulations thereunder requiring the registration of such securities with, or any approval of or consent to the delivery thereof by, any governmental authority.

(e) The Corporation hereby covenants and agrees that, if at any time the Common Stock shall be listed on the New York Stock Exchange or any other national securities exchange or automated quotation system, the Corporation will, if permitted by the rules of such exchange or automated quotation system, list and keep listed, so long as the Common Stock shall be so listed on such exchange or automated quotation system, all the Common Stock issuable upon conversion of the Series L Preferred Stock; *provided, however*, that if the rules of such exchange or automated quotation system permit the Corporation to defer the listing of such Common Stock until the first conversion of Series L Preferred Stock into Common Stock in accordance with the provisions hereof, the Corporation covenants to list such Common Stock issuable upon conversion of the Series L Preferred Stock in accordance with the requirements of such exchange or automated quotation system at such time.

Section 14. Preemption. The Holders of Series L Preferred Stock shall not have any rights of preemption.

Section 15. Rank. Notwithstanding anything set forth in the Corporation's Amended and Restated Certificate of Incorporation or this Certificate of Designations to the contrary, the Board, the Committee or any authorized committee of the Board, without the vote of the Holders of the Series L Preferred Stock, may authorize and issue additional shares of Junior Stock, Parity Stock or any class or series of Senior Stock or any other securities ranking senior to the Series L Preferred Stock as to dividends and the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 16. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell shares of Series L Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board or any duly authorized committee of the Board may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 17. Unissued or Reacquired Shares. Shares of Series L Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series and shall be available for subsequent issuance.

Section 18. No Sinking Fund. Shares of Series L Preferred Stock are not subject to the operation of a sinking fund.

Exhibit E

Floating Rate Non-Cumulative Preferred Stock, Series 1

BANK OF AMERICA CORPORATION

CERTIFICATE OF DESIGNATIONS
Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 1
(Par Value $0.01 Per Share)

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the following resolutions were adopted by the Board of Directors of the Corporation (the "Board of Directors") pursuant to the authority of the Board of Directors conferred by Section 151 of the General Corporation Law of the State of Delaware, at a meeting duly convened and held on December 9, 2008:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors by the Amended and Restated Certificate of Incorporation of the Corporation, the Board of Directors hereby creates a series of the Corporation's previously authorized preferred stock, par value $0.01 per share (the "Preferred Stock"), and hereby states the designation and number of shares thereof and establishes the voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as follows:

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 1

(1) Number of Shares and Designation. 21,000 shares of the preferred stock, par value $0.01 per share, of the Corporation are hereby constituted as a series of preferred stock, par value $0.01 per share, designated as Floating Rate Non- Cumulative Preferred Stock, Series 1 (hereinafter called the "Preferred Stock, Series 1").

(2) Dividends. (a) The holders of shares of the Preferred Stock, Series 1, shall be entitled to receive, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), out of assets of the Corporation legally available under Delaware law for the payment of dividends, non-cumulative cash dividends at the rate set forth below in this Section (2) applied to the amount of $30,000 per share. Such dividends shall be payable quarterly, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), on February 28, May 28, August 28 and November 28 (the "Payment Dates ") commencing on February 28, 2009; provided that if any such Payment Date is not a New York Business Day and London Business Day, dividends (if declared) on the Preferred Stock, Series 1, will be paid on the immediately succeeding New York Business Day and London Business Day, without interest, unless such day falls in the next calendar month, in which case the Payment Date will be the immediately preceding New York Business Day and London Business Day. Each such dividend shall be payable to the holders of record of shares of the Preferred Stock, Series 1, as they appear on the stock register of the Corporation on such record dates, which shall be a date not more than 30 nor less than 10 days preceding the applicable Payment Dates, as shall be fixed by the Board of Directors of the Corporation (or a duly authorized committee thereof). "London Business Day" means a day other than a Saturday or Sunday on which dealings in deposits in U.S. dollars are transacted, or with respect to any future date are expected to be transacted, in the London interbank market. A "New York Business Day" means any day that is not a Saturday or Sunday and that, in New York City, is not a day on which banking institutions generally are authorized or obligated by law or executive order to be closed.

(b) (i) Dividend periods ("Dividend Periods") shall commence on each Payment Date (other than the initial Dividend Period which shall be deemed to have commended on November 28, 2008) and shall end on and include the calendar day next preceding the first day of the next Dividend Period. The dividend rate on the shares of Preferred Stock, Series 1 for each Dividend Period shall be a floating rate per annum equal to three-month U.S. dollar LIBOR plus 0.75%, but in no event will the rate be less than 3.00% per annum, of the $30,000 liquidation preference per share of Preferred Stock, Series 1.

LIBOR, with respect to a Dividend Period, means the rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three month period that normally appears on Moneyline Telerate Page 3750, as displayed on page "BBAM" (British Bankers Association Official BBA LIBOR Fixings) in the Bloomberg Professional Service (or any other service that may replace Moneyline Telerate, Inc. on page BBAM or any other page that may replace page BBAM on the Bloomberg Professional Service or a successor service, in each case, for the purpose of displaying London interbank offered rates of major banks) as of 11:00 a.m. (London time) on the second London Business Day immediately preceding the first day of such Dividend Period.

If LIBOR cannot be determined as described above, the Corporation will select four major banks in the London interbank market. The Corporation will request that the principal London offices of those four selected banks provide their offered quotations to prime banks in the London interbank market at approximately 11:00 a.m., London time, on the second London Business Day immediately preceding the first day of such Dividend Period. These quotations will be for deposits in U.S. dollars for a three month period. Offered quotations must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time.

If two or more quotations are provided, LIBOR for the Dividend Period will be the arithmetic mean of the quotations. If fewer than two quotations are provided, the Corporation will select three major banks in New York City and will then determine LIBOR for the Dividend Period as the arithmetic mean of rates quoted by those three major banks in New York City to leading European banks at approximately 3:00 p.m., New York City time, on the second London Business Day immediately preceding the first day of such Dividend Period. The rates quoted will be for loans in U.S. dollars, for a three month period. Rates quoted must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time. If fewer than three New York City banks selected by the Corporation are quoting rates, LIBOR for the applicable period will be the same as for the immediately preceding Dividend Period.

(ii) The amount of dividends payable for each full Dividend Period (including the initial Dividend Period) for the Preferred Stock, Series 1, shall (if and when declared, as herein provided) be computed by dividing the dividend rate by four, rounded to the nearest one-hundredth of a percent, with five one-thousandths rounded upwards, and applying the resulting rate to the amount of $30,000 per share. The amount of dividends payable for any period shorter than a full Dividend Period on the Preferred Stock, Series 1, shall (if and when declared, as herein provided) be computed on the basis of 30-day months, a 360-day year and the actual number of days elapsed in any period of less than one month. The amount of dividends payable on the Preferred Stock, Series 1, shall be rounded to the nearest cent, with one-half cent being rounded upwards.

(c) So long as any shares of the Preferred Stock, Series 1 are outstanding, the Corporation may not declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to the preferred stock of the Corporation of any series and any other stock of the Corporation ranking, as to dividends, on a parity with the Preferred Stock, Series 1 unless for such Dividend Period full dividends on all outstanding shares of Preferred Stock, Series 1 have been declared, paid or set aside for payment. When dividends are not paid in full, as aforesaid, upon the shares of the Preferred Stock, Series 1, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends with the Preferred Stock, Series 1, all dividends declared upon shares of the Preferred Stock, Series 1, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends (whether cumulative or non-cumulative) shall be declared pro rata so that the amount of dividends declared per share on the Preferred Stock, Series 1, and all such other stock of the Corporation shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of the Preferred Stock, Series 1 (but without, in the case of any non-cumulative preferred stock, accumulation of unpaid dividends for prior Dividend Periods) and all such other stock bear to each other.

(d) So long as any shares of the Preferred Stock, Series 1 are outstanding, the Corporation may not, at any time, declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to, any Common Stock or any other stock of the Corporation ranking as to dividends or distribution of assets junior to the Preferred Stock, Series 1 unless full dividends on all outstanding shares of Preferred Stock, Series 1 has been declared, paid or set aside for payment for the immediately preceding Dividend Period (except for (x) dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, the Common Stock or other of the Corporation's capital stock ranking junior to Preferred Stock, Series 1 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation, (y) redemptions or purchases of any rights pursuant to the Amended and Restated Rights Agreement, adopted on December 2, 1997 or any agreement that replaces such Amended and Restated Rights Agreement, or by conversion or exchange for the Corporation's capital stock ranking junior to Preferred Stock, Series 1 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation and (z) purchases by the Corporation or its affiliates in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such capital stock); provided, however, that the foregoing dividend preference shall not be cumulative and shall not in any way create any claim or right in favor of the holders of Preferred Stock, Series 1 in the event that dividends have not been declared or paid on the Preferred Stock, Series 1 in respect of any prior Dividend Period. If the full dividend on the Preferred Stock, Series 1 is not paid for any Dividend Period, the holders of Preferred Stock, Series 1 will have no claim in respect of the unpaid amount so long as no dividend (other than those referred to above) is paid on the Common Stock or other of the Corporation's capital stock ranking junior to Preferred Stock, Series 1 as to dividends and dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation.

(e) No dividends may be declared or paid or set aside for payment on any shares of Preferred Stock, Series 1 if at the same time any arrears exists in the payment of dividends on any outstanding class or series of stock of the Corporation ranking, as to the payment of dividends, prior to the Preferred Stock, Series 1.

(f) Holders of shares of the Preferred Stock, Series 1, shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of full dividends, as herein provided, on the Preferred Stock, Series 1. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Preferred Stock, Series 1, which may be in arrears.

(3) Liquidation Preference. (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation or proceeds thereof (whether capital or surplus) shall be made to or set apart for the holders of any series or class or classes of stock of the Corporation ranking junior to the Preferred Stock, Series 1, upon liquidation, dissolution, or winding up, the holders of the shares of the Preferred Stock, Series 1, shall be entitled to receive $30,000 per share plus an amount equal to declared and unpaid dividends, without accumulation of undeclared dividends. If, upon any liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock, Series 1, shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other shares of preferred stock ranking, as to liquidation, dissolution or winding up, on a parity with the Preferred Stock, Series 1, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Preferred Stock, Series 1, and any such other preferred stock ratably in accordance with the respective amounts which would be payable on such shares of Preferred Stock, Series 1, and any such other preferred stock if all amounts payable thereon were paid in full. For the purposes of this Section (3), neither the sale, lease or exchange (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation, nor the consolidation, merger or combination of the Corporation into or with one or more corporations or the consolidation, merger or combination of any other corporation or entity into or with the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation for purposes of this Section (3).

(b) After payment shall have been made in full to the holders of Preferred Stock, Series 1, as provided in this Section (3), the holders of Preferred Stock, Series 1 will not be entitled to any further participation in any distribution of assets of the Corporation. Subject to the rights of the holders of shares of any series or class or classes of stock ranking on a parity with or prior to the Preferred Stock, Series 1, upon liquidation, dissolution or winding up, upon any liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Preferred Stock, Series 1, as provided in this Section (3), but not prior thereto, any other series or class or classes of stock ranking junior to the Preferred Stock, Series 1, shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Preferred Stock, Series 1, shall not be entitled to share therein.

(4) Redemption. (a) The Preferred Stock, Series 1, may not be redeemed prior to November 28, 2009. On and after November 28, 2009, the Corporation, at its option, may redeem shares of the Preferred Stock, Series 1, as a whole at any time or in part from time to time, at a redemption price of $30,000 per share, together in each case with declared and unpaid dividends, without accumulation of any undeclared dividends. The Chief Financial Officer or the Treasurer may exercise the Corporation's right to redeem the Preferred Stock, Series 1 as a whole at any time without further action of the Board of Directors or a duly authorized committee thereof. The Corporation may only elect to redeem the Preferred Stock, Series 1 in part pursuant to a resolution by the Board of Directors or a duly authorized committee thereof.

(b) In the event the Corporation shall redeem shares of Preferred Stock, Series 1, notice of such redemption shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each such notice shall state: (1) the redemption date; (2) the number of shares of Preferred Stock, Series 1, to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price. Notice having been mailed as aforesaid, from and after the redemption date (unless default shall be made by the Corporation in providing money for the payment of the redemption price) said shares shall no longer be deemed to be outstanding, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive from the Corporation the redemption price) shall cease. The Corporation's obligation to provide moneys in accordance with the preceding sentence shall be deemed fulfilled if, on or before the redemption date, the Corporation shall deposit with a bank or trust company (which may be an affiliate of the Corporation) having an office in the Borough of Manhattan, City of New York, having a capital and surplus of at least $50,000,000, funds necessary for such redemption, in trust, with irrevocable instructions that such funds be applied to the redemption of the shares of Preferred Stock, Series 1, so called for redemption. Any interest accrued on such funds shall be paid to the Corporation from time to time. Any funds so deposited and unclaimed at the end of two years from such redemption date shall be released or repaid to the Corporation, after which the holder or holders of such shares of Preferred Stock, Series 1, so called for redemption shall look only to the Corporation for payment of the redemption price.

Upon surrender, in accordance with said notice, of the certificates for any such shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the applicable redemption price aforesaid. If less than all the outstanding shares of Preferred Stock, Series 1, are to be redeemed, shares to be redeemed shall be selected by the Board of Directors of the Corporation (or a duly authorized committee thereof) from outstanding shares of Preferred Stock, Series 1, not previously called for redemption by lot or pro rata or by any other method determined by the Board of Directors of the Corporation (or a duly authorized committee thereof) to be equitable. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

The Preferred Stock, Series 1 will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Preferred Stock, Series 1 will have no right to require redemption of any shares of Preferred Stock, Series 1.

(5) Terms Dependent on Regulatory Changes. If, (a) after the date of the issuance of the Preferred Stock, Series 1, the Corporation (by election or otherwise) becomes subject to any law, rule, regulation or guidance (together, "Regulations") relating to its capital adequacy which Regulation (x) provides for a type or level of capital characterized as "Tier 1" in, or pursuant to Regulations of any governmental agency, authority or body having regulatory jurisdiction over the Corporation and implementing, the capital standards published by the Basel Committee on Banking Supervision, the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any other United States national governmental agency, authority or body, or (y) provides for a type or level of capital that in the judgment of the Board of Directors (or a duly authorized committee thereof) after consultation with legal counsel of recognized standing is substantially equivalent to such "Tier 1" capital (such capital described in either (x) or (y) is referred to below as "Tier 1 Capital"), and (b) the Board of Directors (or a duly authorized committee thereof) affirmatively elects to qualify the Preferred Stock, Series 1 for such Tier 1 Capital treatment without any sublimit or other quantitative restrictions on the inclusion of such Preferred Stock, Series 1 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) under such Regulations, then, upon such affirmative election, the terms of the Preferred Stock, Series 1 shall automatically be amended to reflect the following modifications (without any action or consent by the holders of the Preferred Stock, Series 1 or any other vote of stockholders of the Corporation):

(i) If and to the extent such modification is a Required Unrestricted Tier 1 Provision (as defined below), the Corporation's right to redeem the Preferred Stock, Series 1 on and after November 28, 2009 pursuant to Section 4 hereof shall be restricted (such restrictions including but not limited to any requirement that the Corporation receive prior approval for such redemption from any applicable governmental agency, authority or body or that such redemption be prohibited);

(ii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, the Corporation's right to make distributions with respect to, or redeem, purchase or acquire or make payments on, securities junior to the Preferred Stock, Series 1 (upon a non-payment of dividends on the Preferred Stock, Series 1) shall become subject to additional restrictions (other than those set forth in Section 2(d) hereof) pursuant to the terms of the Preferred Stock, Series 1; and

(iii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, any other new provisions or terms shall be added to the Preferred Stock, Series 1, or existing terms shall be modified; provided, however, that no such provision or term shall be added, and no such modification shall be made pursuant to the terms of this Section 5(iii), if it would alter or change the rights, powers or preferences of the shares of the Preferred Stock, Series 1 so as to affect the shares of the Preferred Stock, Series 1 adversely.

As used above, the term "Required Unrestricted Tier 1 Provision" means a term which is, in the written opinion of legal counsel of recognized standing and delivered to the Corporation, required for the Preferred Stock, Series 1 to be treated as Tier 1 Capital of the Corporation without any sublimit or other quantitative restriction on the inclusion of such Preferred Stock, Series 1 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) pursuant to the applicable Regulations. The Corporation shall provide notice to holders of any Preferred Stock, Series 1 of any such changes in the terms of the Preferred Stock, Series 1 made pursuant to the terms of this Section 5 on or about the date of effectiveness of any such modification and shall maintain a copy of such notice on file at the principal offices of the Corporation. A copy of the relevant Regulations shall also be on file at the principal offices of the Corporation and, upon request, will be made available to such holders.

(6) Voting Rights. The Preferred Stock, Series 1, shall have no voting rights, except as hereinafter set forth or as otherwise from time to time required by law.

The holders of the Preferred Stock shall be entitled to vote on all matters submitted to a vote of the holders of Common Stock of the Corporation, voting together with the holders of Common Stock as one class. Each share of Preferred Stock shall be entitled to 150 votes.

Whenever dividends payable on the Preferred Stock, Series 1, have not been declared or paid for such number of Dividend Periods, whether or not consecutive, which in the aggregate is equivalent to six Dividend Periods (a "Nonpayment"), the holders of outstanding shares of the Preferred Stock, Series 1, shall have the exclusive right, voting as a class with holders of shares of all other series of preferred stock ranking on a parity with the Preferred Stock, Series 1, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable (to the extent such other series of preferred stock are entitled to vote pursuant to the terms thereof), to vote for the election of two additional directors at the next annual meeting of stockholders and at each subsequent annual meeting of stockholders. At elections for such directors, each holder of the Preferred Stock, Series 1, shall be entitled to three votes for each share of Preferred Stock, Series 1 held (the holders of shares of any other series of preferred stock ranking on such a parity being entitled to such number of votes, if any, for each share of stock held as may be granted to them). Upon the vesting of such right of such holders, the maximum authorized number of members of the Board of Directors shall automatically be increased by two and the two vacancies so created shall be filled by vote of the holders of such outstanding shares of Preferred Stock, Series 1, (either alone or together with the holders of shares of all other series of preferred stock ranking on such a parity) as hereinafter set forth. The right of such holders of such shares of the Preferred Stock, Series 1, voting as a class with holders of shares of all other series of preferred stock ranking on such a parity, to elect members of the Board of Directors of the Corporation as aforesaid shall continue until all dividends on such shares of Preferred Stock, Series 1, shall have been paid in full for at least four Dividend Periods following the Nonpayment. Upon payment in full of such dividends, such voting rights shall terminate except as expressly provided by law, subject to re-vesting in the event of each and every subsequent Nonpayment in the payment of dividends as aforesaid.

Upon termination of the right of the holders of the Preferred Stock, Series 1, to vote for directors as provided in the previous paragraph, the term of office of all directors then in office elected by such holders will terminate immediately. If the office of any director elected by such holders voting as a class becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining director elected by such holders voting as a class may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred. Whenever the term of office of the directors elected by such holders voting as a class shall end and the special voting rights shall have expired, the number of directors shall be such number as may be provided for in the By-laws irrespective of any increase made pursuant to the provisions hereof.

So long as any shares of the Preferred Stock, Series 1, remain outstanding, the affirmative vote or consent of the holders of at least two-thirds of the shares of the Preferred Stock, Series 1, outstanding at the time (voting as a class with all other series of preferred stock ranking on a parity with the Preferred Stock, Series 1, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable), given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the authorization, creation or issuance, or any increase in the authorized or issued amount, of any class or series of stock ranking prior to the Preferred Stock, Series 1, with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up; or

(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Amended and Restated Certificate of Incorporation, as amended, or of the resolutions set forth in a Certificate of Designations for such Preferred Stock, Series 1, which would adversely affect any right, preference, privilege or voting power of the Preferred Stock, Series 1, or of the holders thereof;

provided, however, that any increase in the amount of issued Preferred Stock, Series 1 or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock, in each case ranking on a parity with or junior to the Preferred Stock, Series 1, with respect to the payment of dividends (whether such dividends were cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such rights, preferences, privileges or voting powers.

Without the consent of the holders of the Preferred Stock, Series 1, so long as such action does not adversely affect the interests of holders of Preferred Stock, Series 1, the Corporation may amend, alter, supplement or repeal any terms of the Preferred Stock, Series 1:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in a Certificate of Designations for such Preferred Stock, Series 1 that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Preferred Stock, Series 1 that is not inconsistent with the provisions of a Certificate of Designations for such Preferred Stock, Series 1.

The rules and procedures for calling and conducting any meeting of the holders of Preferred Stock, Series 1 (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents, and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors of the Corporation, or a duly authorized committee thereof, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of any national securities exchange on which the Preferred Stock, Series 1 are listed at the time.

The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock, Series 1, shall have been redeemed or sufficient funds shall have been deposited in trust to effect such a redemption which is scheduled to be consummated within three months after the time that such rights would otherwise be exercisable.

(7) Record Holders. The Corporation and the transfer agent for the Preferred Stock, Series 1, may deem and treat the record holder of any share of such Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

(8) Ranking. Any class or classes of stock of the Corporation shall be deemed to rank:

(i) on a parity with the Preferred Stock, Series 1, as to dividends or as to distribution of assets upon liquidation, dissolution or winding up, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Preferred Stock, Series 1, if the holders of such class of stock and the Preferred Stock, Series 1, shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates (whether cumulative or non-cumulative) or liquidation prices, without preference or priority one over the other; and

(ii) junior to the Preferred Stock, Series 1, as to dividends or as to the distribution of assets upon liquidation, dissolution or winding up, if such stock shall be Common Stock or if the holders of Preferred Stock, Series 1, shall be entitled to receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up, as the case may be, in preference or priority to the holders of shares of such stock.

(iii) The Shares of Preferred Stock of the Corporation designated “Floating Rate Non-Cumulative Preferred Stock, Series 2,” “6.375% Non-Cumulative Preferred Stock, Series 3,” “Floating Rate Non-Cumulative Preferred Stock, Series 4,” “Floating Rate Non-Cumulative Preferred Stock, Series 5,” “6.70% Non-Cumulative Perpetual Preferred Stock, Series 6,” “6.25% Non-Cumulative Perpetual Preferred Stock, Series 7,” “8.625% Non-Cumulative Preferred Stock, Series 8,” “Cumulative Redeemable Preferred Stock, Series B,” “Floating Rate Non-Cumulative Preferred Stock, Series E,” “6.204% Non-Cumulative Preferred Stock, Series D,” “Floating Rate Non-Cumulative Preferred Stock, Series F,” “Adjustable Rate Non- Cumulative Preferred Stock, Series G,” “8.20% Non-Cumulative Preferred Stock, Series H,” “6.625% Non-Cumulative Preferred Stock, Series I,” “7.25% Non-Cumulative Preferred Stock, Series J,” “7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L,” “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K,” and “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M,” and any other class or series of stock of the Corporation hereafter authorized that ranks on parity with the Preferred Stock, Series 1, as to dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, shall be deemed to rank on a parity with the shares of the Preferred Stock, Series 1, as to dividends and distribution of assets upon the liquidation, dissolution or winding up of the Corporation.

(9) Exclusion of Other Rights. Unless otherwise required by law, shares of Preferred Stock, Series 1, shall not have any rights, including preemptive rights, or preferences other than those specifically set forth herein or as provided by applicable law.

(10) Notices. All notices or communications unless otherwise specified in the By-laws of the Corporation or the Amended and Restated Certificate of Incorporation, as amended, shall be sufficiently given if in writing and delivered in person or by first class mail, postage prepaid. Notice shall be deemed given on the earlier of the date received or the date such notice is mailed.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set her hand this 31st day of December, 2008.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

[*Signature Page to Certificate of Designations, Series 1*]

Exhibit F

Floating Rate Non-Cumulative Preferred Stock, Series 2

BANK OF AMERICA CORPORATION

CERTIFICATE OF DESIGNATIONS

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 2
(Par Value $0.01 Per Share)

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the following resolutions were adopted by the Board of Directors of the Corporation (the "Board of Directors") pursuant to the authority of the Board of Directors as conferred by Section 151 of the General Corporation Law of the State of Delaware, at a meeting duly convened and held on December 9, 2008:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, the Board of Directors hereby creates a series of the Corporation's previously authorized preferred stock, par value $0.01 per share (the "Preferred Stock"), and hereby states the designation and number of shares thereof and establishes the voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as follows:

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 2

(1) Number of Shares and Designation. 37,000 shares of the preferred stock, par value $0.01 per share, of the Corporation are hereby constituted as a series of preferred stock, par value $0.01 per share, designated as Floating Rate Non-Cumulative Preferred Stock, Series 2 (hereinafter called the "Preferred Stock, Series 2").

(2) Dividends. (a) The holders of shares of the Preferred Stock, Series 2, shall be entitled to receive, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), out of assets of the Corporation legally available under Delaware law for the payment of dividends, non-cumulative cash dividends at the rate set forth below in this Section (2) applied to the amount of $30,000 per share. Such dividends shall be payable quarterly, in arrears, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), on February 28, May 28, August 28 and November 28 (the "Payment Dates"); provided that if any such Payment Date is not a New York Business Day and London Business Day, the Payment Date will be the next succeeding day that is a New York Business Day and London Business Day, unless such day falls in the next calendar month, in which case the Payment Date will be the immediately preceding New York Business Day and London Business Day. The dividend, if declared, for the initial Dividend Period (as defined below) shall be paid on February 28, 2009. Each such dividend shall be payable to the holders of record of shares of the Preferred Stock, Series 2, as they appear on the stock register of the Corporation on such record dates, which shall be a date not more than 30 days nor less than 10 days preceding the applicable Payment Dates, as shall be fixed by the Board of Directors of the Corporation (or a duly authorized committee thereof). "London Business Day" means a day other than a Saturday or Sunday on which dealings in deposits in U.S. dollars are transacted, or with respect to any future date are expected to be transacted, in the London interbank market. A "New York Business Day" means any day that is not a Saturday or Sunday and that, in New York City, is not a day on which banking institutions generally are authorized or obligated by law or executive order to be closed.

(b) (i) Dividend periods ("Dividend Periods") shall commence on each Payment Date (other than the initial Dividend Period which shall be deemed to have commenced on November 28, 2008) and shall end on and exclude the next succeeding Payment Date. The dividend rate on the shares of Preferred Stock, Series 2, for each Dividend Period shall be a floating rate *per annum* equal to three-month U.S. dollar LIBOR plus 0.65%, but in no event will the rate be less than 3.00% per annum, of the $30,000 liquidation preference per share of Preferred Stock, Series 2.

The "three-month U.S. dollar LIBOR", with respect to a Dividend Period, means the rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three month period that normally appears on Moneyline Telerate Page 3750, as displayed on page "BBAM" (British Bankers Association Official BBA LIBOR Fixings) in the Bloomberg Professional Service (or any other service that may replace Moneyline Telerate, Inc. on page BBAM or any other page that may replace page BBAM on the Bloomberg Professional Service or a successor service, in each case, for the purpose of displaying London interbank offered rates of major banks) as of 11:00 a.m. (London time) on the second London Business Day immediately preceding the first day of such Dividend Period.

If three-month U.S. dollar LIBOR cannot be determined as described above, the Corporation will select four major banks in the London interbank market. The Corporation will request that the principal London offices of those four selected banks provide their offered quotations to prime banks in the London interbank market at approximately 11:00 a.m., London time, on the second London Business Day immediately preceding the first day of such Dividend Period. These quotations will be for deposits in U.S. dollars for a three month period. Offered quotations must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time.

If two or more quotations are provided, three-month U.S. dollar LIBOR for the Dividend Period will be the arithmetic mean of the quotations. If fewer than two quotations are provided, the Corporation will select three major banks in New York City and will then determine three-month U.S. dollar LIBOR for the Dividend Period as the arithmetic mean of rates quoted by those three major banks in New York City to leading European banks at approximately 3:00 p.m., New York City time, on the second London Business Day immediately preceding the first day of such Dividend Period. The rates quoted will be for loans in U.S. dollars, for a three month period. Rates quoted must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time. If fewer than three New York City banks selected by the Corporation are quoting rates, three-month U.S. dollar LIBOR for the applicable period will be the same as for the immediately preceding Dividend Period.

(ii) Dividends on the Preferred Stock, Series 2, shall (if and when declared, as herein provided) be computed on the basis of a 360-day year and the actual number of days elapsed in each Dividend Period. Accordingly, the amount of dividends payable per share for each Dividend Period (including the initial Dividend Period) for the Preferred Stock, Series 2 shall (if and when declared, as herein provided) equal the product of (i) the applicable dividend rate, (ii) $30,000 and (iii) a fraction (A) the numerator of which will be the actual number of days elapsed in such Dividend Period, and (B) the denominator of which will be 360. The amount of dividends payable on the Preferred Stock, Series 2, shall be rounded to the nearest cent, with one-half cent being rounded upwards.

(c) So long as any shares of the Preferred Stock, Series 2 are outstanding, the Corporation may not declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire (except for purchases by the Corporation or its affiliates in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such stock), or make a liquidation payment with respect to the preferred stock of the Corporation of any series and any other stock of the Corporation ranking, as to dividends, on a parity with the Preferred Stock, Series 2 unless for such Dividend Period full dividends on all outstanding shares of Preferred Stock, Series 2 have been declared, paid or set aside for payment. When dividends are not paid in full, as aforesaid, upon the shares of the Preferred Stock, Series 2, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends with the Preferred Stock, Series 2, all dividends declared upon shares of the Preferred Stock, Series 2, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends (whether cumulative or non-cumulative) shall be declared *pro rata* so that the amount of dividends declared per share on the Preferred Stock, Series 2, and all such other stock of the Corporation shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of the Preferred Stock, Series 2 (but without, in the case of any non-cumulative preferred stock, accumulation of unpaid dividends for prior Dividend Periods) and all such other stock bear to each other.

(d) So long as any shares of the Preferred Stock, Series 2 are outstanding, the Corporation may not, at any time, declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to, any Common Stock or any other stock of the Corporation ranking as to dividends or distribution of assets junior to the Preferred Stock, Series 2 unless full dividends on all outstanding shares of Preferred Stock, Series 2 have been declared, paid or set aside for payment for the immediately preceding Dividend Period (except for (x) dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, the Common Stock or other of the Corporation's capital stock ranking junior to Preferred Stock, Series 2 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation, (y) redemptions or purchases of any rights pursuant to the Amended and Restated Rights Agreement, adopted on December 2, 1997 or any agreement that replaces such Amended and Restated Rights Agreement, or by conversion or exchange for the Corporation's capital stock ranking junior to Preferred Stock, Series 2 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation and (z) purchases by the Corporation or its affiliates in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such capital stock); provided, however, that the foregoing dividend preference shall not be cumulative and shall not in any way create any claim or right in favor of the holders of Preferred Stock, Series 2 in the event that dividends have not been declared or paid on the Preferred Stock, Series 2 in respect of any prior Dividend Period. If the full dividend on the Preferred Stock, Series 2 is not paid for any Dividend Period, the holders of Preferred Stock, Series 2 will have no claim in respect of the unpaid amount so long as no dividend (other than those referred to above) is paid on the Common Stock or other of the Corporation's capital stock ranking junior to Preferred Stock, Series 2 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation.

(e) No dividends may be declared or paid or set aside for payment on any shares of Preferred Stock, Series 2 if at the same time any arrears exists in the payment of dividends on any outstanding class or series of stock of the Corporation ranking, as to the payment of dividends, prior to the Preferred Stock, Series 2.

(f) Holders of shares of the Preferred Stock, Series 2, shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of full dividends, as herein provided, on the Preferred Stock, Series 2. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Preferred Stock, Series 2, which may be in arrears.

(3) Liquidation Preference. (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation or proceeds thereof (whether capital or surplus) shall be made to or set apart for the holders of any series or class or classes of stock of the Corporation ranking junior to the Preferred Stock, Series 2, upon liquidation, dissolution, or winding up, the holders of the shares of the Preferred Stock, Series 2, shall be entitled to receive $30,000 per share plus an amount equal to declared and unpaid dividends, without accumulation of undeclared dividends. If, upon any liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock, Series 2, shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other shares of preferred stock ranking, as to liquidation, dissolution or winding up, on a parity with the Preferred Stock, Series 2, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Preferred Stock, Series 2, and any such other preferred stock ratably in accordance with the respective amounts which would be payable on such shares of Preferred Stock, Series 2, and any such other preferred stock if all amounts payable thereon were paid in full. For the purposes of this Section (3), neither the sale, lease or exchange (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation, nor the consolidation, merger or combination of the Corporation into or with one or more corporations or the consolidation, merger or combination of any other corporation or entity into or with the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation for purposes of this Section (3).

(b) After payment shall have been made in full to the holders of Preferred Stock, Series 2, as provided in this Section (3), the holders of Preferred Stock, Series 2 will not be entitled to any further participation in any distribution of assets of the Corporation. Subject to the rights of the holders of shares of any series or class or classes of stock ranking on a parity with or prior to the Preferred Stock, Series 2, upon liquidation, dissolution or winding up, upon any liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Preferred Stock, Series 2, as provided in this Section (3), but not prior thereto, any other series or class or classes of stock ranking junior to the Preferred Stock, Series 2, shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Preferred Stock, Series 2, shall not be entitled to share therein.

(4) Redemption. (a) The Preferred Stock, Series 2, may not be redeemed prior to November 28, 2009. On and after November 28, 2009, the Corporation, at its option, may redeem shares of the Preferred Stock, Series 2, as a whole at any time or in part from time to time, at a redemption price of $30,000 per share, together in each case with declared and unpaid dividends, without accumulation of any undeclared dividends. The Chief Financial Officer or the Treasurer may exercise the Corporation's right to redeem the Preferred Stock, Series 2 as a whole at any time without further action of the Board of Directors or a duly authorized committee thereof. The Corporation may only elect to redeem the Preferred Stock, Series 2 in part pursuant to a resolution by the Board of Directors or a duly authorized committee thereof.

(b) In the event the Corporation shall redeem shares of Preferred Stock, Series 2, notice of such redemption shall be given by first class mail, postage prepaid, mailed not less than 30 days nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each such notice shall state: (1) the redemption date; (2) the number of shares of Preferred Stock, Series 2, to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price. Notice having been mailed as aforesaid, from and after the redemption date (unless default shall be made by the Corporation in providing money for the payment of the redemption price) said shares shall no longer be deemed to be outstanding, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive from the Corporation the redemption price) shall cease. The Corporation's obligation to provide moneys in accordance with the preceding sentence shall be deemed fulfilled if, on or before the redemption date, the Corporation shall deposit with a bank or trust company (which may be an affiliate of the Corporation) having an office in the Borough of Manhattan, City of New York, having a capital and surplus of at least $50,000,000, funds necessary for such redemption, in trust, with irrevocable instructions that such funds be applied to the redemption of the shares of Preferred Stock, Series 2, so called for redemption. Any interest accrued on such funds shall be paid to the Corporation from time to time. Any funds so deposited and unclaimed at the end of two years from such redemption date shall be released or repaid to the Corporation, after which the holder or holders of such shares of Preferred Stock, Series 2, so called for redemption shall look only to the Corporation for payment of the redemption price.

Upon surrender, in accordance with said notice, of the certificates for any such shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the applicable redemption price aforesaid. If less than all the outstanding shares of Preferred Stock, Series 2, are to be redeemed, shares to be redeemed shall be selected by the Board of Directors of the Corporation (or a duly authorized committee thereof) from outstanding shares of Preferred Stock, Series 2, not previously called for redemption by lot or *pro rata* or by any other method determined by the Board of Directors of the Corporation (or a duly authorized committee thereof) to be equitable. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

The Preferred Stock, Series 2 will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Preferred Stock, Series 2 will have no right to require redemption of any shares of Preferred Stock, Series 2.

(5) Terms Dependent on Regulatory Changes. If, (a) the Corporation (by election or otherwise) is subject to any law, rule, regulation or guidance (together, "Regulations") relating to its capital adequacy which Regulation (x) provides for a type or level of capital characterized as "Tier 1" in, or pursuant to Regulations of any governmental agency, authority or body having regulatory jurisdiction over the Corporation and implementing, the capital standards published by the Basel Committee on Banking Supervision, the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any other United States national governmental agency, authority or body, or (y) provides for a type or level of capital that in the judgment of the Board of Directors (or a duly authorized committee thereof) after consultation with legal counsel of recognized standing is substantially equivalent to such "Tier 1" capital (such capital described in either (x) or (y) is referred to below as "Tier 1 Capital"), and (b) the Board of Directors (or a duly authorized committee thereof) affirmatively elects to qualify the Preferred Stock, Series 2 for such Tier 1 Capital treatment without any sublimit or other quantitative restrictions on the inclusion of such Preferred Stock, Series 2 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) under such Regulations, then, upon such affirmative election, the terms of the Preferred Stock, Series 2 shall automatically be amended to reflect the following modifications (without any action or consent by the holders of the Preferred Stock, Series 2 or any other vote of stockholders of the Corporation):

(i) If and to the extent such modification is a Required Unrestricted Tier 1 Provision (as defined below), the Corporation's right to redeem the Preferred Stock, Series 2 on and after November 28, 2009 pursuant to Section 4 hereof shall be restricted (such restrictions including but not limited to any requirement that the Corporation receive prior approval for such redemption from any applicable governmental agency, authority or body or that such redemption be prohibited);

(ii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, the Corporation's right to make distributions with respect to, or redeem, purchase or acquire or make payments on, securities junior to the Preferred Stock, Series 2 (upon a non-payment of dividends on the Preferred Stock, Series 2) shall become subject to additional restrictions (other than those set forth in Section 2(d) hereof) pursuant to the terms of the Preferred Stock, Series 2; and

(iii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, any other new provisions or terms shall be added to the Preferred Stock, Series 2, or existing terms shall be modified; provided, however, that no such provision or term shall be added, and no such modification shall be made pursuant to the terms of this Section 5(iii), if it would alter or change the rights, powers or preferences of the shares of the Preferred Stock, Series 2 so as to affect the shares of the Preferred Stock, Series 2 adversely.

As used above, the term "Required Unrestricted Tier 1 Provision" means a term which is, in the written opinion of legal counsel of recognized standing and delivered to the Corporation, required for the Preferred Stock, Series 2 to be treated as Tier 1 Capital of the Corporation without any sublimit or other quantitative restriction on the inclusion of such Preferred Stock, Series 2 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) pursuant to the applicable Regulations. The Corporation shall provide notice to holders of any Preferred Stock, Series 2 of any such changes in the terms of the Preferred Stock, Series 2 made pursuant to the terms of this Section 5 on or about the date of effectiveness of any such modification and shall maintain a copy of such notice on file at the principal offices of the Corporation. A copy of the relevant Regulations shall also be on file at the principal offices of the Corporation and, upon request, will be made available to such holders.

(6) Voting Rights. The Preferred Stock, Series 2, shall have no voting rights, except as hereinafter set forth or as otherwise from time to time required by law.

The holders of the Preferred Stock shall be entitled to vote on all matters submitted to a vote of the holders of Common Stock of the Corporation, voting together with the holders of Common Stock as one class. Each share of Preferred Stock shall be entitled to 150 votes.

Whenever dividends payable on the Preferred Stock, Series 2, have not been declared or paid for such number of Dividend Periods, whether or not consecutive, which in the aggregate is equivalent to six Dividend Periods (a "Nonpayment"), the holders of outstanding shares of the Preferred Stock, Series 2, shall have the exclusive right, voting as a class with holders of shares of all other series of preferred stock ranking on a parity with the Preferred Stock, Series 2, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable (to the extent such other series of preferred stock are entitled to vote pursuant to the terms thereof), to vote for the election of two additional directors at the next annual meeting of stockholders and at each subsequent annual meeting of stockholders on the terms set forth below. At elections for such directors, each holder of the Preferred Stock, Series 2, shall be entitled to three votes for each share of Preferred Stock, Series 2 held (the holders of shares of any other series of preferred stock ranking on such a parity being entitled to such number of votes, if any, for each share of stock held as may be granted to them).

Upon the vesting of such right of such holders, the maximum authorized number of members of the Board of Directors shall automatically be increased by two and the two vacancies so created shall be filled by vote of the holders of such outstanding shares of Preferred Stock, Series 2, (either alone or together with the holders of shares of all other series of preferred stock ranking on such a parity) as hereinafter set forth. The right of such holders of such shares of the Preferred Stock, Series 2, voting as a class with holders of shares of all other series of preferred stock ranking on such a parity, to elect members of the Board of Directors of the Corporation as aforesaid shall continue until all dividends on such shares of Preferred Stock, Series 2, shall have been paid in full for at least four Dividend Periods following the Nonpayment. Upon payment in full of such dividends, such voting rights shall terminate except as expressly provided by law, subject to re-vesting in the event of each and every subsequent Nonpayment in the payment of dividends as aforesaid.

Upon termination of the right of the holders of the Preferred Stock, Series 2, to vote for directors as provided in the previous paragraph, the term of office of all directors then in office elected by such holders will terminate immediately. If the office of any director elected by such holders voting as a class becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining director elected by such holders voting as a class may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred. Whenever the term of office of the directors elected by such holders voting as a class shall end and the special voting rights shall have expired, the number of directors shall be such number as may be provided for in the By-laws irrespective of any increase made pursuant to the provisions hereof.

So long as any shares of the Preferred Stock, Series 2, remain outstanding, the affirmative vote or consent of the holders of at least two-thirds of the shares of the Preferred Stock, Series 2, outstanding at the time (voting as a class with all other series of preferred stock ranking on a parity with the Preferred Stock, Series 2, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable), given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the authorization, creation or issuance, or any increase in the authorized or issued amount, of any class or series of stock ranking prior to the Preferred Stock, Series 2, with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up; or

(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Amended and Restated Certificate of Incorporation, as amended, or of the resolutions set forth in a Certificate of Designations for such Preferred Stock, Series 2, which would adversely affect any right, preference, privilege or voting power of the Preferred Stock, Series 2, or of the holders thereof; provided, however, that any increase in the amount of issued Preferred Stock, Series 2 or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock, in each case ranking on a parity with or junior to the Preferred Stock, Series 2, with respect to the payment of dividends (whether such dividends were cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such rights, preferences, privileges or voting powers.

Without the consent of the holders of the Preferred Stock, Series 2, so long as such action does not adversely affect the interests of holders of Preferred Stock, Series 2, the Corporation may amend, alter, supplement or repeal any terms of the Preferred Stock, Series 2:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in a Certificate of Designations for such Preferred Stock, Series 2 that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Preferred Stock, Series 2 that is not inconsistent with the provisions of a Certificate of Designations for such Preferred Stock, Series 2.

The rules and procedures for calling and conducting any meeting of the holders of Preferred Stock, Series 2 (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents, and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors of the Corporation, or a duly authorized committee thereof, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of any national securities exchange on which the Preferred Stock, Series 2 are listed at the time.

The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock, Series 2, shall have been redeemed or sufficient funds shall have been deposited in trust to effect such a redemption which is scheduled to be consummated within three months after the time that such rights would otherwise be exercisable.

(7) Record Holders. The Corporation and the transfer agent for the Preferred Stock, Series 2, may deem and treat the record holder of any share of such Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

(8) Ranking. Any class or classes of stock of the Corporation shall be deemed to rank:

(i) on a parity with the Preferred Stock, Series 2, as to dividends or as to distribution of assets upon liquidation, dissolution or winding up, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Preferred Stock, Series 2, if the holders of such class of stock and the Preferred Stock, Series 2, shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates (whether cumulative or non-cumulative) or liquidation prices, without preference or priority one over the other; and

(ii) junior to the Preferred Stock, Series 2, as to dividends or as to the distribution of assets upon liquidation, dissolution or winding up, if such stock shall be Common Stock or if the holders of Preferred Stock, Series 2, shall be entitled to receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up, as the case may be, in preference or priority to the holders of shares of such stock.

(iii) The Shares of Preferred Stock of the Corporation designated “Floating Rate Non-Cumulative Preferred Stock, Series 1,” “6.375% Non-Cumulative Preferred Stock, Series 3,” “Floating Rate Non-Cumulative Preferred Stock, Series 4,” “Floating Rate Non-Cumulative Preferred Stock, Series 5,” “6.70% Non-Cumulative Perpetual Preferred Stock, Series 6,” “6.25% Non-Cumulative Perpetual Preferred Stock, Series 7,” “8.625% Non-Cumulative Preferred Stock, Series 8,” “Cumulative Redeemable Preferred Stock, Series B,” “Floating Rate Non-Cumulative Preferred Stock, Series E,” “6.204% Non-Cumulative Preferred Stock, Series D” “Floating Rate Non-Cumulative Preferred Stock, Series F,” “Adjustable Rate Non- Cumulative Preferred Stock, Series G,” “8.20% Non-Cumulative Preferred Stock, Series H,” “6.625% Non-Cumulative Preferred Stock, Series I,” “7.25% Non-Cumulative Preferred Stock, Series J,” “7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L,” “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K,” and “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M,” and any other class or series of stock of the Corporation hereafter authorized that ranks on parity with the Preferred Stock, Series 2, as to dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, shall be deemed to rank on a parity with the shares of the Preferred Stock, Series 2, as to dividends and distribution of assets upon the liquidation, dissolution or winding up of the Corporation.

(9) Exclusion of Other Rights. Unless otherwise required by law, shares of Preferred Stock, Series 2, shall not have any rights, including preemptive rights, or preferences other than those specifically set forth herein or as provided by applicable law.

(10) Notices. All notices or communications unless otherwise specified in the By-laws of the Corporation or the Amended and Restated Certificate of Incorporation, as amended, shall be sufficiently given if in writing and delivered in person or by first class mail, postage prepaid. Notice shall be deemed given on the earlier of the date received or the date such notice is mailed.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set her hand this 31st day of December, 2008.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

[*Signature Page to Certificate of Designations, Series 2*]

Exhibit G

Floating Rate Non-Cumulative Preferred Stock, Series 4

BANK OF AMERICA CORPORATION

CERTIFICATE OF DESIGNATIONS

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 4
(Par Value $0.01 Per Share)

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the following resolutions were adopted by the Board of Directors of the Corporation (the "Board of Directors") pursuant to the authority of the Board of Directors as conferred by Section 151 of the General Corporation Law of the State of Delaware, at a meeting duly convened and held on December 9, 2008:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors by the Amended and Restated Certificate of Incorporation of the Corporation, the Board of Directors hereby creates a series of the Corporation's previously authorized preferred stock, par value $0.01 per share (the "Preferred Stock"), and hereby states the designation and number of shares thereof and establishes the voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as follows:

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 4

(1) Number of Shares and Designation. 20,000 shares of the preferred stock, par value $0.01 per share, of the Corporation are hereby constituted as a series of preferred stock, par value $0.01 per share, designated as Floating Rate Non-Cumulative Preferred Stock, Series 4 (hereinafter called the "Preferred Stock, Series 4").

(2) Dividends. (a) The holders of shares of the Preferred Stock, Series 4, shall be entitled to receive, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), out of assets of the Corporation legally available under Delaware law for the payment of dividends, non-cumulative cash dividends at the rate set forth below in this Section (2) applied to the amount of $30,000 per share. Such dividends shall be payable quarterly, in arrears, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), on February 28, May 28, August 28 and November 28 (the "Payment Dates") commencing on February 28, 2009; provided that if any such Payment Date is not a New York Business Day and London Business Day, the Payment Date will be the next succeeding day that is a New York Business Day and London Business Day, unless such day falls in the next calendar month, in which case the Payment Date will be the immediately preceding New York Business Day and London Business Day. Each such dividend shall be payable to the holders of record of shares of the Preferred Stock, Series 4, as they appear on the stock register of the Corporation on such record dates, which shall be a date not more than 30 days nor less than 10 days preceding the applicable Payment Dates, as shall be fixed by the Board of Directors of the Corporation (or a duly authorized committee thereof). "London Business Day" means a day other than a Saturday or Sunday on which dealings in deposits in U.S. dollars are transacted, or with respect to any future date are expected to be transacted, in the London interbank market. A "New York Business Day" means any day that is not a Saturday or Sunday and that, in New York City, is not a day on which banking institutions generally are authorized or obligated by law or executive order to be closed.

(b) (i) Dividend periods ("Dividend Periods") shall commence on each Payment Date (other than the initial Dividend Period which shall be deemed to have commenced on November 28, 2008) and shall end on and exclude the next succeeding Payment Date. The dividend rate on the shares of Preferred Stock, Series 4, for each Dividend Period shall be a floating rate *per annum* equal to three-month U.S. dollar LIBOR plus 0.75%, but in no event will the rate be less than 4.00% *per annum*, of the $30,000 liquidation preference per share of Preferred Stock, Series 4.

The "three-month U.S. dollar LIBOR", with respect to a Dividend Period, means the rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three month period that normally appears on Moneyline Telerate Page 3750, as displayed on page "BBAM" (British Bankers Association Official BBA LIBOR Fixings) in the Bloomberg Professional Service (or any other service that may replace Moneyline Telerate, Inc. on page BBAM or any other page that may replace page BBAM on the Bloomberg Professional Service or a successor service, in each case, for the purpose of displaying London interbank offered rates of major banks) as of 11:00 a.m. (London time) on the second London Business Day immediately preceding the first day of such Dividend Period.

If three-month U.S. dollar LIBOR cannot be determined as described above, the Corporation will select four major banks in the London interbank market. The Corporation will request that the principal London offices of those four selected banks provide their offered quotations to prime banks in the London interbank market at approximately 11:00 a.m., London time, on the second London Business Day immediately preceding the first day of such Dividend Period. These quotations will be for deposits in U.S. dollars for a three month period. Offered quotations must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time.

If two or more quotations are provided, three-month U.S. dollar LIBOR for the Dividend Period will be the arithmetic mean of the quotations. If fewer than two quotations are provided, the Corporation will select three major banks in New York City and will then determine three-month U.S. dollar LIBOR for the Dividend Period as the arithmetic mean of rates quoted by those three major banks in New York City to leading European banks at approximately 3:00 p.m., New York City time, on the second London Business Day immediately preceding the first day of such Dividend Period. The rates quoted will be for loans in U.S. dollars, for a three month period. Rates quoted must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time. If fewer than three New York City banks selected by the Corporation are quoting rates, three-month U.S. dollar LIBOR for the applicable period will be the same as for the immediately preceding Dividend Period.

(ii) Dividends on the Preferred Stock, Series 4, shall (if and when declared, as herein provided) be computed on the basis of a 360-day year and the actual number of days elapsed in each Dividend Period. Accordingly, the amount of dividends payable per share for each Dividend Period (including the initial Dividend Period) for the Preferred Stock, Series 4 shall (if and when declared, as herein provided) equal the product of (i) the applicable dividend rate, (ii) $30,000 and (iii) a fraction (A) the numerator of which will be the actual number of days elapsed in such Dividend Period, and (B) the denominator of which will be 360. The amount of dividends payable on the Preferred Stock, Series 4, shall be rounded to the nearest cent, with one-half cent being rounded upwards.

(c) So long as any shares of the Preferred Stock, Series 4 are outstanding, the Corporation may not declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire (except for purchases by the Corporation or its affiliates in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such stock), or make a liquidation payment with respect to the preferred stock of the Corporation of any series and any other stock of the Corporation ranking, as to dividends, on a parity with the Preferred Stock, Series 4 unless for such Dividend Period full dividends on all outstanding shares of Preferred Stock, Series 4 have been declared, paid or set aside for payment. When dividends are not paid in full, as aforesaid, upon the shares of the Preferred Stock, Series 4, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends with the Preferred Stock, Series 4, all dividends declared upon shares of the Preferred Stock, Series 4, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends (whether cumulative or non-cumulative) shall be declared *pro rata* so that the amount of dividends declared per share on the Preferred Stock, Series 4, and all such other stock of the Corporation shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of the Preferred Stock, Series 4 (but without, in the case of any non-cumulative preferred stock, accumulation of unpaid dividends for prior Dividend Periods) and all such other stock bear to each other.

(d) So long as any shares of the Preferred Stock, Series 4 are outstanding, the Corporation may not, at any time, declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to, any Common Stock or any other stock of the Corporation ranking as to dividends or distribution of assets junior to the Preferred Stock, Series 4 unless full dividends on all outstanding shares of Preferred Stock, Series 4 have been declared, paid or set aside for payment for the immediately preceding Dividend Period (except for (x) dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, the Common Stock or other of the Corporation's capital stock ranking junior to Preferred Stock, Series 4 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation, (y) redemptions or purchases of any rights pursuant to the Amended and Restated Rights Agreement, adopted on December 2, 1997 or any agreement that replaces such Amended and Restated Rights Agreement, or by conversion or exchange for the Corporation's capital stock ranking junior to Preferred Stock, Series 4 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation and (z) purchases by the Corporation or its affiliates in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such capital stock); provided, however, that the foregoing dividend preference shall not be cumulative and shall not in any way create any claim or right in favor of the holders of Preferred Stock, Series 4 in the event that dividends have not been declared or paid on the Preferred Stock, Series 4 in respect of any prior Dividend Period. If the full dividend on the Preferred Stock, Series 4 is not paid for any Dividend Period, the holders of Preferred Stock, Series 4 will have no claim in respect of the unpaid amount so long as no dividend (other than those referred to above) is paid on the Common Stock or other of the Corporation's capital stock ranking junior to Preferred Stock, Series 4 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation.

(e) No dividends may be declared or paid or set aside for payment on any shares of Preferred Stock, Series 4 if at the same time any arrears exists in the payment of dividends on any outstanding class or series of stock of the Corporation ranking, as to the payment of dividends, prior to the Preferred Stock, Series 4.

(f) Holders of shares of the Preferred Stock, Series 4, shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of full dividends, as herein provided, on the Preferred Stock, Series 4. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Preferred Stock, Series 4, which may be in arrears.

(3) Liquidation Preference. (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation or proceeds thereof (whether capital or surplus) shall be made to or set apart for the holders of any series or class or classes of stock of the Corporation ranking junior to the Preferred Stock, Series 4, upon liquidation, dissolution, or winding up, the holders of the shares of the Preferred Stock, Series 4, shall be entitled to receive $30,000 per share plus an amount equal to declared and unpaid dividends, without accumulation of undeclared dividends. If, upon any liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock, Series 4, shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other shares of preferred stock ranking, as to liquidation, dissolution or winding up, on a parity with the Preferred Stock, Series 4, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Preferred Stock, Series 4, and any such other preferred stock ratably in accordance with the respective amounts which would be payable on such shares of Preferred Stock, Series 4, and any such other preferred stock if all amounts payable thereon were paid in full. For the purposes of this Section (3), neither the sale, lease or exchange (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation, nor the consolidation, merger or combination of the Corporation into or with one or more corporations or the consolidation, merger or combination of any other corporation or entity into or with the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation for purposes of this Section (3).

(b) After payment shall have been made in full to the holders of Preferred Stock, Series 4, as provided in this Section (3), the holders of Preferred Stock, Series 4 will not be entitled to any further participation in any distribution of assets of the Corporation. Subject to the rights of the holders of shares of any series or class or classes of stock ranking on a parity with or prior to the Preferred Stock, Series 4, upon liquidation, dissolution or winding up, upon any liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Preferred Stock, Series 4, as provided in this Section (3), but not prior thereto, any other series or class or classes of stock ranking junior to the Preferred Stock, Series 4, shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Preferred Stock, Series 4, shall not be entitled to share therein.

(4) Redemption. (a) The Preferred Stock, Series 4, may not be redeemed prior to November 28, 2010. On and after November 28, 2010, the Corporation, at its option, may redeem shares of the Preferred Stock, Series 4, as a whole at any time or in part from time to time, at a redemption price of $30,000 per share, together in each case with declared and unpaid dividends, without accumulation of any undeclared dividends. The Chief Financial Officer or the Treasurer may exercise the Corporation's right to redeem the Preferred Stock, Series 4 as a whole at any time without further action of the Board of Directors or a duly authorized committee thereof. The Corporation may only elect to redeem the Preferred Stock, Series 4 in part pursuant to a resolution by the Board of Directors or a duly authorized committee thereof.

(b) In the event the Corporation shall redeem shares of Preferred Stock, Series 4, notice of such redemption shall be given by first class mail, postage prepaid, mailed not less than 30 days nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each such notice shall state: (1) the redemption date; (2) the number of shares of Preferred Stock, Series 4, to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price. Notice having been mailed as aforesaid, from and after the redemption date (unless default shall be made by the Corporation in providing money for the payment of the redemption price) said shares shall no longer be deemed to be outstanding, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive from the Corporation the redemption price) shall cease. The Corporation's obligation to provide moneys in accordance with the preceding sentence shall be deemed fulfilled if, on or before the redemption date, the Corporation shall deposit with a bank or trust company (which may be an affiliate of the Corporation) having an office in the Borough of Manhattan, City of New York, having a capital and surplus of at least $50,000,000, funds necessary for such redemption, in trust, with irrevocable instructions that such funds be applied to the redemption of the shares of Preferred Stock, Series 4, so called for redemption. Any interest accrued on such funds shall be paid to the Corporation from time to time. Any funds so deposited and unclaimed at the end of two years from such redemption date shall be released or repaid to the Corporation, after which the holder or holders of such shares of Preferred Stock, Series 4, so called for redemption shall look only to the Corporation for payment of the redemption price.

Upon surrender, in accordance with said notice, of the certificates for any such shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the applicable redemption price aforesaid. If less than all the outstanding shares of Preferred Stock, Series 4, are to be redeemed, shares to be redeemed shall be selected by the Board of Directors of the Corporation (or a duly authorized committee thereof) from outstanding shares of Preferred Stock, Series 4, not previously called for redemption by lot or *pro rata* or by any other method determined by the Board of Directors of the Corporation (or a duly authorized committee thereof) to be equitable. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

The Preferred Stock, Series 4 will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Preferred Stock, Series 4 will have no right to require redemption of any shares of Preferred Stock, Series 4.

(5) Terms Dependent on Regulatory Changes. If, (a) the Corporation (by election or otherwise) is subject to any law, rule, regulation or guidance (together, "Regulations") relating to its capital adequacy which Regulation (x) provides for a type or level of capital characterized as "Tier 1" in, or pursuant to Regulations of any governmental agency, authority or body having regulatory jurisdiction over the Corporation and implementing, the capital standards published by the Basel Committee on Banking Supervision, the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any other United States national governmental agency, authority or body, or (y) provides for a type or level of capital that in the judgment of the Board of Directors (or a duly authorized committee thereof) after consultation with legal counsel of recognized standing is substantially equivalent to such "Tier 1" capital (such capital described in either (x) or (y) is referred to below as "Tier 1 Capital"), and (b) the Board of Directors (or a duly authorized committee thereof) affirmatively elects to qualify the Preferred Stock, Series 4 for such Tier 1 Capital treatment without any sublimit or other quantitative restrictions on the inclusion of such Preferred Stock, Series 4 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) under such Regulations, then, upon such affirmative election, the terms of the Preferred Stock, Series 4 shall automatically be amended to reflect the following modifications (without any action or consent by the holders of the Preferred Stock, Series 4 or any other vote of stockholders of the Corporation):

(i) If and to the extent such modification is a Required Unrestricted Tier 1 Provision (as defined below), the Corporation's right to redeem the Preferred Stock, Series 4 on and after November 28, 2010 pursuant to Section 4 hereof shall be restricted (such restrictions including but not limited to any requirement that the Corporation receive prior approval for such redemption from any applicable governmental agency, authority or body or that such redemption be prohibited);

(ii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, the Corporation's right to make distributions with respect to, or redeem, purchase or acquire or make payments on, securities junior to the Preferred Stock, Series 4 (upon a non-payment of dividends on the Preferred Stock, Series 4) shall become subject to additional restrictions (other than those set forth in Section 2(d) hereof) pursuant to the terms of the Preferred Stock, Series 4; and

(iii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, any other new provisions or terms shall be added to the Preferred Stock, Series 4, or existing terms shall be modified; provided, however, that no such provision or term shall be added, and no such modification shall be made pursuant to the terms of this Section 5(iii), if it would alter or change the rights, powers or preferences of the shares of the Preferred Stock, Series 4 so as to affect the shares of the Preferred Stock, Series 4 adversely.

As used above, the term "Required Unrestricted Tier 1 Provision" means a term which is, in the written opinion of legal counsel of recognized standing and delivered to the Corporation, required for the Preferred Stock, Series 4 to be treated as Tier 1 Capital of the Corporation without any sublimit or other quantitative restriction on the inclusion of such Preferred Stock, Series 4 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) pursuant to the applicable Regulations. The Corporation shall provide notice to holders of any Preferred Stock, Series 4 of any such changes in the terms of the Preferred Stock, Series 4 made pursuant to the terms of this Section 5 on or about the date of effectiveness of any such modification and shall maintain a copy of such notice on file at the principal offices of the Corporation. A copy of the relevant Regulations shall also be on file at the principal offices of the Corporation and, upon request, will be made available to such holders.

For the avoidance of doubt, "amend", "modify", "change" and words of similar effect used in this Section (5) mean that the Preferred Stock, Series 4 shall have such additional or different rights, powers and preferences, and such qualifications, limitations and restrictions as may be established by the Board of directors (or a duly authorized committee thereof) pursuant to this Section (5), subject to the limitations set forth herein.

(6) Voting Rights. The Preferred Stock, Series 4, shall have no voting rights, except as hereinafter set forth or as otherwise from time to time required by law.

The holders of the Preferred Stock shall be entitled to vote on all matters submitted to a vote of the holders of Common Stock of the Corporation, voting together with the holders of Common Stock as one class. Each share of Preferred Stock shall be entitled to 150 votes.

Whenever dividends payable on the Preferred Stock, Series 4, have not been declared or paid for such number of Dividend Periods, whether or not consecutive, which in the aggregate is equivalent to six Dividend Periods (a "Nonpayment"), the holders of outstanding shares of the Preferred Stock, Series 4, shall have the exclusive right, voting as a class with holders of shares of all other series of preferred stock ranking on a parity with the Preferred Stock, Series 4, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable (to the extent such other series of preferred stock are entitled to vote pursuant to the terms thereof), to vote for the election of two additional directors at the next annual meeting of stockholders and at each subsequent annual meeting of stockholders on the terms set forth below. At elections for such directors, each holder of the Preferred Stock, Series 4, shall be entitled to three votes for each share of Preferred Stock, Series 4 held (the holders of shares of any other series of preferred stock ranking on such a parity being entitled to such number of votes, if any, for each share of stock held as may be granted to them). Upon the vesting of such right of such holders, the maximum authorized number of members of the Board of Directors shall automatically be increased by two and the two vacancies so created shall be filled by vote of the holders of such outstanding shares of Preferred Stock, Series 4, (either alone or together with the holders of shares of all other series of preferred stock ranking on such a parity) as hereinafter set forth. The right of such holders of such shares of the Preferred Stock, Series 4, voting as a class with holders of shares of all other series of preferred stock ranking on such a parity, to elect members of the Board of Directors of the Corporation as aforesaid shall continue until all dividends on such shares of Preferred Stock, Series 4, shall have been paid in full for at least four Dividend Periods following the Nonpayment. Upon payment in full of such dividends, such voting rights shall terminate except as expressly provided by law, subject to re-vesting in the event of each and every subsequent Nonpayment in the payment of dividends as aforesaid.

Upon termination of the right of the holders of the Preferred Stock, Series 4, to vote for directors as provided in the previous paragraph, the term of office of all directors then in office elected by such holders will terminate immediately. If the office of any director elected by such holders voting as a class becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining director elected by such holders voting as a class may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred. Whenever the term of office of the directors elected by such holders voting as a class shall end and the special voting rights shall have expired, the number of directors shall be such number as may be provided for in the By-laws irrespective of any increase made pursuant to the provisions hereof.

So long as any shares of the Preferred Stock, Series 4, remain outstanding, the affirmative vote or consent of the holders of at least two-thirds of the shares of the Preferred Stock, Series 4, outstanding at the time (voting as a class with all other series of preferred stock ranking on a parity with the Preferred Stock, Series 4, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable), given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the authorization, creation or issuance, or any increase in the authorized or issued amount, of any class or series of stock ranking prior to the Preferred Stock, Series 4, with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up; or

(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Amended and Restated Certificate of Incorporation, as amended, or of the resolutions set forth in a Certificate of Designations for such Preferred Stock, Series 4, which would adversely affect any right, preference, privilege or voting power of the Preferred Stock, Series 4, or of the holders thereof; provided, however, that any increase in the amount of issued Preferred Stock, Series 4 or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock, in each case ranking on a parity with or junior to the Preferred Stock, Series 4, with respect to the payment of dividends (whether such dividends were cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such rights, preferences, privileges or voting powers.

Without the consent of the holders of the Preferred Stock, Series 4, so long as such action does not adversely affect the interests of holders of Preferred Stock, Series 4, the Corporation may amend, alter, supplement or repeal any terms of the Preferred Stock, Series 4:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in a Certificate of Designations for such Preferred Stock, Series 4 that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Preferred Stock, Series 4 that is not inconsistent with the provisions of a Certificate of Designations for such Preferred Stock, Series 4.

The rules and procedures for calling and conducting any meeting of the holders of Preferred Stock, Series 4 (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents, and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors of the Corporation, or a duly authorized committee thereof, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of any national securities exchange on which the Preferred Stock, Series 4 are listed at the time.

The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock, Series 4, shall have been redeemed or sufficient funds shall have been deposited in trust to effect such a redemption which is scheduled to be consummated within three months after the time that such rights would otherwise be exercisable.

(7) Record Holders. The Corporation and the transfer agent for the Preferred Stock, Series 4, may deem and treat the record holder of any share of such Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

(8) Ranking. Any class or classes of stock of the Corporation shall be deemed to rank:

(i) on a parity with the Preferred Stock, Series 4, as to dividends or as to distribution of assets upon liquidation, dissolution or winding up, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Preferred Stock, Series 4, if the holders of such class of stock and the Preferred Stock, Series 4, shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates (whether cumulative or non-cumulative) or liquidation prices, without preference or priority one over the other; and

(ii) junior to the Preferred Stock, Series 4, as to dividends or as to the distribution of assets upon liquidation, dissolution or winding up, if such stock shall be Common Stock or if the holders of Preferred Stock, Series 4, shall be entitled to receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up, as the case may be, in preference or priority to the holders of shares of such stock.

(iii) The Shares of Preferred Stock of the Corporation designated “Floating Rate Non-Cumulative Preferred Stock, Series 1” and “Floating Rate Non-Cumulative Preferred Stock, Series 2” and the Shares of Preferred Stock of the Corporation designated “6.375% Non-Cumulative Preferred Stock, Series 3,” “Floating Rate Non-Cumulative Preferred Stock, Series 5,” “6.70% Non-Cumulative Perpetual Preferred Stock, Series 6,” “6.25% Non-Cumulative Perpetual Preferred Stock, Series 7,” “8.625% Non-Cumulative Preferred Stock, Series 8,” “Cumulative Redeemable Preferred Stock, Series B,” “Floating Rate Non-Cumulative Preferred Stock, Series E,” “6.204% Non-Cumulative Preferred Stock, Series D” “Floating Rate Non- Cumulative Preferred Stock, Series F,” “Adjustable Rate Non-Cumulative Preferred Stock, Series G,” “8.20% Non-Cumulative Preferred Stock, Series H,” “6.625% Non-Cumulative Preferred Stock, Series I,” “7.25% Non-Cumulative Preferred Stock, Series J,” “7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L,” “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K,” and “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M,” and any other class or series of stock of the Corporation hereafter authorized that ranks on parity with the Preferred Stock, Series 4, as to dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, shall be deemed to rank on a parity with the shares of the Preferred Stock, Series 4, as to dividends and distribution of assets upon the liquidation, dissolution or winding up of the Corporation.

(9) Exclusion of Other Rights. Unless otherwise required by law, shares of Preferred Stock, Series 4, shall not have any rights, including preemptive rights, or preferences other than those specifically set forth herein or as provided by applicable law.

(10) Notices. All notices or communications unless otherwise specified in the By-laws of the Corporation or the Amended and Restated Certificate of Incorporation, as amended, shall be sufficiently given if in writing and delivered in person or by first class mail, postage prepaid. Notice shall be deemed given on the earlier of the date received or the date such notice is mailed.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set her hand this 31st day of December, 2008.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

[*Signature Page to Certificate of Designations, Series 4*]

Exhibit H

Floating Rate Non-Cumulative Preferred Stock, Series 5

BANK OF AMERICA CORPORATION

CERTIFICATE OF DESIGNATIONS
Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 5
(Par Value $0.01 Per Share)

Bank of America Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the following resolutions were adopted by the Board of Directors of the Corporation (the "Board of Directors") pursuant to the authority of the Board of Directors as conferred by Section 151 of the General Corporation Law of the State of Delaware, at a meeting duly convened and held on December 9, 2008:

RESOLVED, that pursuant to the authority granted to and vested in the Board of Directors by the Amended and Restated Certificate of Incorporation of the Corporation, the Board of Directors hereby creates a series of the Corporation's previously authorized preferred stock, par value $0.01 per share (the "Preferred Stock"), and hereby states the designation and number of shares thereof and establishes the voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as follows:

FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES 5

(1) Number of Shares and Designation. 50,000 shares of the preferred stock, par value $0.01 per share, of the Corporation are hereby constituted as a series of preferred stock, par value $0.01 per share, designated as Floating Rate Non- Cumulative Preferred Stock, Series 5 (hereinafter called the "Preferred Stock, Series 5").

(2) Dividends. (a) The holders of shares of the Preferred Stock, Series 5, shall be entitled to receive, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), out of assets of the Corporation legally available under Delaware law for the payment of dividends, non-cumulative cash dividends at the rate set forth below in this Section (2) applied to the amount of $30,000 per share. Such dividends shall be payable quarterly, in arrears, as, if and when declared by the Board of Directors of the Corporation (or a duly authorized committee thereof), on February 21, May 21, August 21 and November 21 (the "Payment Dates") commencing on February 21, 2009; provided that if any such Payment Date is not a New York Business Day and London Business Day, the Payment Date will be the next succeeding day that is a New York Business Day and London Business Day, unless such day falls in the next calendar month, in which case the Payment Date will be the immediately preceding New York Business Day and London Business Day. Each such dividend shall be payable to the holders of record of shares of the Preferred Stock, Series 5, as they appear on the stock register of the Corporation on such record dates, which shall be a date not more than 30 days nor less than 10 days preceding the applicable Payment Dates, as shall be fixed by the Board of Directors of the Corporation (or a duly authorized committee thereof). "London Business Day" means any day other than a Saturday or Sunday on which dealings in deposits in U.S. dollars are transacted, or with respect to any future date are expected to be transacted, in the London interbank market. A "New York Business Day" means any day that is not a Saturday or Sunday and that, in New York City, is not a day on which banking institutions generally are authorized or obligated by law or executive order to be closed.

(b) (i) Dividend periods ("Dividend Periods") shall commence on each Payment Date (other than the initial Dividend Period which shall be deemed to have commenced on November 21, 2008) and shall end on and exclude the next succeeding Payment Date. The dividend rate on the shares of Preferred Stock, Series 5 for each Dividend Period shall be a floating rate per annum equal to three-month U.S. dollar LIBOR plus .50%, but in no event will the rate be less than 4.00% per annum, of the $30,000 liquidation preference per share of Preferred Stock, Series 5.

The "three-month U.S. dollar LIBOR", with respect to a Dividend Period, means the rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three month period that normally appears on Telerate Page 3750, as displayed on page "BBAM" (British Bankers Association Official BBA LIBOR Fixings) in the Bloomberg Professional Service (or any other service that may replace Telerate, Inc. on page BBAM or any other page that may replace page BBAM on the Bloomberg Professional Service or a successor service, in each case, for the purpose of displaying London interbank offered rates of major banks) as of 11:00 a.m. (London time) on the second London Business Day immediately preceding the first day of such Dividend Period.

If three-month U.S. dollar LIBOR cannot be determined as described above, the Corporation will select four major banks in the London interbank market. The Corporation will request that the principal London offices of those four selected banks provide their offered quotations to prime banks in the London interbank market at approximately 11:00 a.m., London time, on the second London Business Day immediately preceding the first day of such Dividend Period. These quotations will be for deposits in U.S. dollars for a three month period. Offered quotations must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time.

If two or more quotations are provided, three-month U.S. dollar LIBOR for the Dividend Period will be the arithmetic mean of the quotations. If fewer than two quotations are provided, the Corporation will select three major banks in New York City and will then determine three-month U.S. dollar LIBOR for the Dividend Period as the arithmetic mean of rates quoted by those three major banks in New York City to leading European banks at approximately 3:00 p.m., New York City time, on the second London Business Day immediately preceding the first day of such Dividend Period. The rates quoted will be for loans in U.S. dollars, for a three month period. Rates quoted must be based on a principal amount equal to an amount that is representative of a single transaction in U.S. dollars in the market at the time. If fewer than three New York City banks selected by the Corporation are quoting rates, three-month U.S. dollar LIBOR for the applicable period will be the same as for the immediately preceding Dividend Period.

(ii) Dividends on the Preferred Stock, Series 5, shall (if and when declared, as herein provided) be computed on the basis of a 360-day year and the actual number of days elapsed in each Dividend Period. Accordingly, the amount of dividends payable per share for each Dividend Period (including the initial Dividend Period) for the Preferred Stock, Series 5 shall (if and when declared, as herein provided) equal the product of (i) the applicable dividend rate, (ii) $30,000 and (iii) a fraction (A) the numerator of which will be the actual number of days elapsed in such Dividend Period, and (B) the denominator of which will be 360. The amount of dividends payable on the Preferred Stock, Series 5, shall be rounded to the nearest cent, with one-half cent being rounded upwards.

(c) So long as any shares of the Preferred Stock, Series 5 are outstanding, the Corporation may not declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire (except for purchases by the Corporation or its affiliates in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such stock), or make a liquidation payment with respect to the preferred stock of the Corporation of any series and any other stock of the Corporation ranking, as to dividends, on a parity with the Preferred Stock, Series 5 unless for such Dividend Period full dividends on all outstanding shares of Preferred Stock, Series 5 have been declared, paid or set aside for payment. When dividends are not paid in full, as aforesaid, upon the shares of the Preferred Stock, Series 5, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends with the Preferred Stock, Series 5, all dividends declared upon shares of the Preferred Stock, Series 5, and any other preferred stock and other stock of the Corporation ranking on a parity as to dividends (whether cumulative or non-cumulative) shall be declared pro rata so that the amount of dividends declared per share on the Preferred Stock, Series 5, and all such other stock of the Corporation shall in all cases bear to each other the same ratio that accrued dividends per share on the shares of the Preferred Stock, Series 5 (but without, in the case of any non-cumulative preferred stock, accumulation of unpaid dividends for prior Dividend Periods) and all such other stock bear to each other.

(d) So long as any shares of the Preferred Stock, Series 5 are outstanding, the Corporation may not, at any time, declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to, any Common Stock or any other stock of the Corporation ranking as to dividends or distribution of assets junior to the Preferred Stock, Series 5 unless full dividends on all outstanding shares of Preferred Stock, Series 5 have been declared, paid or set aside for payment for the immediately preceding Dividend Period (except for (x) dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, the Common Stock or other of the Corporation’s capital stock ranking junior to Preferred Stock, Series 5 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation, (y) redemptions or purchases of any rights pursuant to the Amended and Restated Rights Agreement, adopted on December 2, 1997 or any agreement that replaces such Amended and Restated Rights Agreement, or by conversion or exchange for the Corporation’s capital stock ranking junior to Preferred Stock, Series 5 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation and (z) purchases by the Corporation or its affiliates in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such capital stock); provided, however, that the foregoing dividend preference shall not be cumulative and shall not in any way create any claim or right in favor of the holders of Preferred Stock, Series 5 in the event that dividends have not been declared or paid on the Preferred Stock, Series 5 in respect of any prior Dividend Period. If the full dividend on the Preferred Stock, Series 5 is not paid for any Dividend Period, the holders of Preferred Stock, Series 5 will have no claim in respect of the unpaid amount so long as no dividend (other than those referred to above) is paid on the Common Stock or other of the Corporation's capital stock ranking junior to Preferred Stock, Series 5 as to dividends and distribution of assets upon dissolution, liquidation or winding up of the Corporation.

(e) No dividends may be declared or paid or set aside for payment on any shares of Preferred Stock, Series 5 if at the same time any arrears exists in the payment of dividends on any outstanding class or series of stock of the Corporation ranking, as to the payment of dividends, prior to the Preferred Stock, Series 5.

(f) Holders of shares of the Preferred Stock, Series 5, shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of full dividends, as herein provided, on the Preferred Stock, Series 5. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Preferred Stock, Series 5, which may be in arrears.

(3) Liquidation Preference. (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation or proceeds thereof (whether capital or surplus) shall be made to or set apart for the holders of any series or class or classes of stock of the Corporation ranking junior to the Preferred Stock, Series 5, upon liquidation, dissolution, or winding up, the holders of the shares of the Preferred Stock, Series 5, shall be entitled to receive $30,000 per share plus an amount equal to declared and unpaid dividends, without accumulation of undeclared dividends. If, upon any liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock, Series 5, shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other shares of preferred stock ranking, as to liquidation, dissolution or winding up, on a parity with the Preferred Stock, Series 5, then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Preferred Stock, Series 5, and any such other preferred stock ratably in accordance with the respective amounts which would be payable on such shares of Preferred Stock, Series 5, and any such other preferred stock if all amounts payable thereon were paid in full. For the purposes of this Section (3), neither the sale, lease or exchange (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation, nor the consolidation, merger or combination of the Corporation into or with one or more corporations or the consolidation, merger or combination of any other corporation or entity into or with the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(b) After payment shall have been made in full to the holders of Preferred Stock, Series 5, as provided in this Section (3), the holders of Preferred Stock, Series 5 will not be entitled to any further participation in any distribution of assets of the Corporation. Subject to the rights of the holders of shares of any series or class or classes of stock ranking on a parity with or prior to the Preferred Stock, Series 5, upon liquidation, dissolution or winding up, upon any liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of Preferred Stock, Series 5, as provided in this Section (3), but not prior thereto, any other series or class or classes of stock ranking junior to the Preferred Stock, Series 5, shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Preferred Stock, Series 5, shall not be entitled to share therein.

(4) Redemption. (a) The Preferred Stock, Series 5, may not be redeemed prior to May 21, 2012. On and after May 21, 2012, the Corporation, at its option, may redeem shares of the Preferred Stock, Series 5, as a whole at any time or in part from time to time, at a redemption price of $30,000 per share, together in each case with declared and unpaid dividends, without accumulation of any undeclared dividends. The Chief Financial Officer or the Treasurer may exercise the Corporation's right to redeem the Preferred Stock, Series 5 as a whole at any time without further action of the Board of Directors or a duly authorized committee thereof. The Corporation may only elect to redeem the Preferred Stock, Series 5 in part pursuant to a resolution by the Board of Directors or a duly authorized committee thereof.

(b) In the event the Corporation shall redeem shares of Preferred Stock, Series 5, notice of such redemption shall be given by first class mail, postage prepaid, mailed not less than 30 days nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each such notice shall state: (1) the redemption date; (2) the number of shares of Preferred Stock, Series 5, to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price. Notice having been mailed as aforesaid, from and after the redemption date (unless default shall be made by the Corporation in providing money for the payment of the redemption price) said shares shall no longer be deemed to be outstanding, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive from the Corporation the redemption price) shall cease. The Corporation's obligation to provide moneys in accordance with the preceding sentence shall be deemed fulfilled if, on or before the redemption date, the Corporation shall deposit with a bank or trust company (which may be an affiliate of the Corporation) having an office in the Borough of Manhattan, City of New York, having a capital and surplus of at least $50,000,000, funds necessary for such redemption, in trust, with irrevocable instructions that such funds be applied to the redemption of the shares of Preferred Stock, Series 5, so called for redemption. Any interest accrued on such funds shall be paid to the Corporation from time to time. Any funds so deposited and unclaimed at the end of two years from such redemption date shall be released or repaid to the Corporation, after which the holder or holders of such shares of Preferred Stock, Series 5, so called for redemption shall look only to the Corporation for payment of the redemption price.

Upon surrender, in accordance with said notice, of the certificates for any such shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the applicable redemption price aforesaid. If less than all the outstanding shares of Preferred Stock, Series 5, are to be redeemed, shares to be redeemed shall be selected by the Board of Directors of the Corporation (or a duly authorized committee thereof) from outstanding shares of Preferred Stock, Series 5, not previously called for redemption by lot or *pro rata* or by any other method determined by the Board of Directors of the Corporation (or a duly authorized committee thereof) to be equitable. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

The Preferred Stock, Series 5 will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Preferred Stock, Series 5 will have no right to require redemption of any shares of Preferred Stock, Series 5.

(5) Terms Dependent on Regulatory Changes. If, (a) the Corporation (by election or otherwise) is subject to any law, rule, regulation or guidance (together, "Regulations") relating to its capital adequacy which Regulation (x) provides for a type or level of capital characterized as "Tier 1" in, or pursuant to Regulations of any governmental agency, authority or body having regulatory jurisdiction over the Corporation and implementing, the capital standards published by the Basel Committee on Banking Supervision, the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, or any other United States national governmental agency, authority or body, or (y) provides for a type or level of capital that in the judgment of the Board of Directors (or a duly authorized committee thereof) after consultation with legal counsel of recognized standing is substantially equivalent to such "Tier 1" capital (such capital described in either (x) or (y) is referred to below as "Tier 1 Capital"), and (b) the Board of Directors (or a duly authorized committee thereof) affirmatively elects to qualify the Preferred Stock, Series 5 for such Tier 1 Capital treatment without any sublimit or other quantitative restrictions on the inclusion of such Preferred Stock, Series 5 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) under such Regulations, then, upon such affirmative election, the terms of the Preferred Stock, Series 5 shall automatically be amended to reflect the following modifications (without any action or consent by the holders of the Preferred Stock, Series 5 or any other vote of stockholders of the Corporation):

(i) If and to the extent such modification is a Required Unrestricted Tier 1 Provision (as defined below), the Corporation's right to redeem the Preferred Stock, Series 5 on and after May 21, 2012 pursuant to Section 5 hereof shall be restricted (such restrictions including but not limited to any requirement that the Corporation receive prior approval for such redemption from any applicable governmental agency, authority or body or that such redemption be prohibited);

(ii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, the Corporation's right to make distributions with respect to, or redeem, purchase or acquire or make payments on, securities junior to the Preferred Stock, Series 5 (upon a non-payment of dividends on the Preferred Stock, Series 5) shall become subject to additional restrictions (other than those set forth in Section 2(d) hereof) pursuant to the terms of the Preferred Stock, Series 5; and

(iii) If and to the extent such modification is a Required Unrestricted Tier 1 Provision, any other new provisions or terms shall be added to the Preferred Stock, Series 5, or existing terms shall be modified; provided, however, that no such provision or term shall be added, and no such modification shall be made pursuant to the terms of this Section 5(iii), if it would alter or change the rights, powers or preferences of the shares of the Preferred Stock, Series 5 so as to affect the shares of the Preferred Stock, Series 5 adversely.

As used above, the term "Required Unrestricted Tier 1 Provision" means a term which is, in the written opinion of legal counsel of recognized standing and delivered to the Corporation, required for the Preferred Stock, Series 5 to be treated as Tier 1 Capital of the Corporation without any sublimit or other quantitative restriction on the inclusion of such Preferred Stock, Series 5 in Tier 1 Capital (other than any limitation requiring that common equity or a specified form of common equity constitute the dominant form of Tier 1 Capital) pursuant to the applicable Regulations. The Corporation shall provide notice to holders of any Preferred Stock, Series 5 of any such changes in the terms of the Preferred Stock, Series 5 made pursuant to the terms of this Section 5 on or about the date of effectiveness of any such modification and shall maintain a copy of such notice on file at the principal offices of the Corporation. A copy of the relevant Regulations shall also be on file at the principal offices of the Corporation and, upon request, will be made available to such holders.

For the avoidance of doubt, "amend", "modify", "change" and words of similar effect used in this Section (5) mean that the Preferred Stock, Series 5 shall have such additional or different rights, powers and preferences, and such qualifications, limitations and restrictions as may be established by the Board of Directors (or a duly authorized committee thereof) pursuant to this Section (5), subject to the limitations set forth herein.

(6) Voting Rights. The Preferred Stock, Series 5, shall have no voting rights, except as hereinafter set forth or as otherwise from time to time required by law.

The holders of the Preferred Stock shall be entitled to vote on all matters submitted to a vote of the holders of Common Stock of the Corporation, voting together with the holders of Common Stock as one class. Each share of Preferred Stock shall be entitled to 150 votes.

Whenever dividends payable on the Preferred Stock, Series 5, have not been declared or paid for such number of Dividend Periods, whether or not consecutive, which in the aggregate is equivalent to six Dividend Periods (a "Nonpayment"), the holders of outstanding shares of the Preferred Stock, Series 5, shall have the exclusive right, voting as a class with holders of shares of all other series of preferred stock ranking on a parity with the Preferred Stock, Series 5, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable (to the extent such other series of preferred stock are entitled to vote pursuant to the terms thereof), to vote for the election of two additional directors at the next annual meeting of stockholders and at each subsequent annual meeting of stockholders on the terms set forth below. At elections for such directors, each holder of the Preferred Stock, Series 5, shall be entitled to three votes for each share of Preferred Stock, Series 5 held (the holders of shares of any other series of preferred stock ranking on such a parity being entitled to such number of votes, if any, for each share of stock held as may be granted to them). Upon the vesting of such right of such holders, the maximum authorized number of members of the Board of Directors shall automatically be increased by two and the two vacancies so created shall be filled by vote of the holders of such outstanding shares of Preferred Stock, Series 5, (either alone or together with the holders of shares of all other series of preferred stock ranking on such a parity) as hereinafter set forth. The right of such holders of such shares of the Preferred Stock, Series 5, voting as a class with holders of shares of all other series of preferred stock ranking on such a parity, to elect members of the Board of Directors of the Corporation as aforesaid shall continue until all dividends on such shares of Preferred Stock, Series 5, shall have been paid in full for at least four Dividend Periods following the Nonpayment. Upon payment in full of such dividends, such voting rights shall terminate except as expressly provided by law, subject to re-vesting in the event of each and every subsequent Nonpayment in the payment of dividends as aforesaid.

Upon termination of the right of the holders of the Preferred Stock, Series 5, to vote for directors as provided in the previous paragraph, the term of office of all directors then in office elected by such holders will terminate immediately. If the office of any director elected by such holders voting as a class becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining director elected by such holders voting as a class may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred. Whenever the term of office of the directors elected by such holders voting as a class shall end and the special voting rights shall have expired, the number of directors shall be such number as may be provided for in the By-laws irrespective of any increase made pursuant to the provisions hereof.

So long as any shares of the Preferred Stock, Series 5, remain outstanding, the affirmative vote or consent of the holders of at least two-thirds of the shares of the Preferred Stock, Series 5, outstanding at the time (voting as a class with all other series of preferred stock ranking on a parity with the Preferred Stock, Series 5, either as to dividends or the distribution of assets upon liquidation, dissolution or winding up and upon which like voting rights have been conferred and are exercisable), given in person or by proxy, either in writing or at any meeting called for the purpose, shall be necessary to permit, effect or validate any one or more of the following:

(i) the authorization, creation or issuance, or any increase in the authorized or issued amount, of any class or series of stock ranking prior to the Preferred Stock, Series 5, with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up; or

(ii) the amendment, alteration or repeal, whether by merger, consolidation or otherwise, of any of the provisions of the Amended and Restated Certificate of Incorporation, as amended, or of the resolutions set forth in a Certificate of Designations for such Preferred Stock, Series 5, which would adversely affect any right, preference, privilege or voting power of the Preferred Stock, Series 5, or of the holders thereof; provided, however, that any increase in the amount of issued Preferred Stock, Series 5 or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock, in each case ranking on a parity with or junior to the Preferred Stock, Series 5, with respect to the payment of dividends (whether such dividends were cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such rights, preferences, privileges or voting powers.

Without the consent of the holders of the Preferred Stock, Series 5, so long as such action does not adversely affect the interests of holders of Preferred Stock, Series 5, the Corporation may amend, alter, supplement or repeal any terms of the Preferred Stock, Series 5:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in a Certificate of Designations for such Preferred Stock, Series 5 that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Preferred Stock, Series 5 that is not inconsistent with the provisions of a Certificate of Designations for such Preferred Stock, Series 5.

The rules and procedures for calling and conducting any meeting of the holders of Preferred Stock, Series 5 (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents, and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors of the Corporation, or a duly authorized committee thereof, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of any national securities exchange on which the Preferred Stock, Series 5 are listed at the time.

The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Preferred Stock, Series 5, shall have been redeemed or sufficient funds shall have been deposited in trust to effect such a redemption which is scheduled to be consummated within three months after the time that such rights would otherwise be exercisable.

(7) Record Holders. The Corporation and the transfer agent for the Preferred Stock, Series 5, may deem and treat the record holder of any share of such Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

(8) Ranking. Any class or classes of stock of the Corporation shall be deemed to rank:

(i) on a parity with the Preferred Stock, Series 5, as to dividends or as to distribution of assets upon liquidation, dissolution or winding up, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Preferred Stock, Series 5, if the holders of such class of stock and the Preferred Stock, Series 5, shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates (whether cumulative or non-cumulative) or liquidation prices, without preference or priority one over the other; and

(ii) junior to the Preferred Stock, Series 5, as to dividends or as to the distribution of assets upon liquidation, dissolution or winding up, if such stock shall be Common Stock or if the holders of Preferred Stock, Series 5, shall be entitled to receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up, as the case may be, in preference or priority to the holders of shares of such stock.

(iii) The Shares of Preferred Stock of the Corporation designated “Floating Rate Non-Cumulative Preferred Stock, Series 1,” “Floating Rate Non-Cumulative Preferred Stock, Series 2,” “6.375% Non-Cumulative Preferred Stock, Series 3,” “Floating Rate Non-Cumulative Preferred Stock, Series 4,” “6.70% Non-Cumulative Perpetual Preferred Stock, Series 6,” “6.25% Non-Cumulative Perpetual Preferred Stock, Series 7,” “8.625% Non-Cumulative Preferred Stock, Series 8,” “Cumulative Redeemable Preferred Stock, Series B,” “Floating Rate Non-Cumulative Preferred Stock, Series E,” “6.204% Non-Cumulative Preferred Stock, Series D” “Floating Rate Non-Cumulative Preferred Stock, Series F,” “Adjustable Rate Non- Cumulative Preferred Stock, Series G,” “8.20% Non-Cumulative Preferred Stock, Series H,” “6.625% Non-Cumulative Preferred Stock, Series I,” “7.25% Non-Cumulative Preferred Stock, Series J,” “7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L,” “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K,” and “Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M,” and any other class or series of stock of the Corporation hereafter authorized that ranks on parity with the Preferred Stock, Series 5, as to dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, shall be deemed to rank on a parity with the shares of the Preferred Stock, Series 5, as to dividends and distribution of assets upon the liquidation, dissolution or winding up of the Corporation.

(9) Exclusion of Other Rights. Unless otherwise required by law, shares of Preferred Stock, Series 5, shall not have any rights, including preemptive rights, or preferences other than those specifically set forth herein or as provided by applicable law.

(10) Notices. All notices or communications unless otherwise specified in the By-laws of the Corporation or the Amended and Restated Certificate of Incorporation, as amended, shall be sufficiently given if in writing and delivered in person or by first class mail, postage prepaid. Notice shall be deemed given on the earlier of the date received or the date such notice is mailed.

IN WITNESS WHEREOF, the undersigned, being duly authorized thereto, does hereby affirm, under penalties of perjury, that this certificate is the act and deed of the Corporation and that the facts herein stated are true, and accordingly has hereunto set her hand this 31st day of December, 2008.

BANK OF AMERICA CORPORATION

By:	/s/ Teresa M. Brenner
Name:	Teresa M. Brenner
Title:	Associate General Counsel

[*Signature Page to Certificate of Designations, Series 5*]

Exhibit I

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U

**CERTIFICATE OF DESIGNATIONS
OF
FIXED-TO-FLOATING RATE
NON-CUMULATIVE PREFERRED STOCK, SERIES U
OF
BANK OF AMERICA CORPORATION**

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Series U Final Terms Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on May 21, 2013, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated May 20, 2013, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U" (the "*Series U Preferred Stock*"). Each share of Series U Preferred Stock shall be identical in all respects to every other share of Series U Preferred Stock. Series U Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series U Preferred Stock shall be 40,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series U Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series U Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series U Preferred Stock:

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series U Preferred Stock during the Floating Rate Period (as defined below).

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series U Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series U Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series U Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series U Preferred Stock then outstanding as "Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series U Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series U Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) 7.25% Non-Cumulative Preferred Stock, Series J, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (i) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (k) 6% Cumulative Perpetual Preferred Stock, Series T, (l) Floating Rate Non-Cumulative Preferred Stock, Series 1, (m) Floating Rate Non-Cumulative Preferred Stock, Series 2, (n) 6.375% Non- Cumulative Preferred Stock, Series 3, (o) Floating Rate Non-Cumulative Preferred Stock, Series 4, (p) Floating Rate Non- Cumulative Preferred Stock, Series 5, (q) 6.70% Noncumulative Perpetual Preferred Stock, Series 6, (r) 6.25% Noncumulative Perpetual Preferred Stock, Series 7, (s) 8.625% Non-Cumulative Preferred Stock, Series 8, and (t) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series U Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reuters Screen Page "LIBOR01"*" means the display page so designated on Reuters (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series U Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series U Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the offered rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If such rate does not appear on Reuters Screen Page "LIBOR01," Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less

than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Calculation Agent (in consultation with the Corporation) to provide quotations are quoting as described above, Three-Month LIBOR for
that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period (as defined below). The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series U Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series U Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series U Preferred Stock, and no more, payable (x) for the Fixed Rate Period, semi-annually in arrears on June 1 and December 1 of each year, beginning on December 1, 2013, and (y) for the Floating Rate Period, quarterly in arrears on each March 1, June 1, September 1 and December 1, beginning on September 1, 2023; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless, for the Fixed Rate Period, that day falls in the next calendar year or, for the Floating Rate Period, that day falls in the next calendar month, then in each such case payment of such dividend will occur on the immediately preceding Business Day) (i) on or prior to June 1, 2023, without any interest or other payment in respect of such delay, and (ii) after June 1, 2023, with dividends accruing to the actual payment date (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series U Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series U Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 5.200%, for each Dividend Period from the issue date to, but excluding, June 1, 2023 (the "*Fixed Rate Period*"), and (2) thereafter, Three-Month LIBOR plus a spread of 3.135%, for each Dividend Period from, and including, June 1, 2023 (the "*Floating Rate Period*"). The record date for payment of dividends on the Series U Preferred Stock shall be the fifteenth day of the calendar month immediately preceding the month in which the Dividend Payment Date falls. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period.

(b) Non-Cumulative Dividends. Dividends on shares of Series U Preferred Stock shall be non- cumulative. To the extent that any dividends on the shares of Series U Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series U Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series U Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series U Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock
shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro*

rata portion, of the Series U Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case unless full dividends on all outstanding shares of Series U Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series U Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series U Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series U Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series U Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then- current dividend payments due on the shares of Series U Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series U Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series U Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series U Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series U Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series U Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series U Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series U Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series U Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series U Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series U Preferred Stock at the time outstanding, at any time on or after the Dividend Payment Date on June 1 2023, or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series U Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provide below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series U Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series U Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series U Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series U Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series U Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series U Preferred Stock at the time outstanding, the shares of Series U Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series U Preferred Stock in proportion to the number of Series U Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series U Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series U Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series U Preferred Stock or any other class or series of preferred stock that ranks on parity with Series U Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series U Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of the such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series U Preferred Stock and any other class or series of preferred stock that ranks on parity with Series U Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series U Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series U Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series U Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series U Preferred Stock and any other class or series of preferred stock that ranks on parity with Series U Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series U Preferred Stock may (at our expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of our stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series U Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series U Preferred Stock and any other class or series of preferred stock that ranks on parity with Series U Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series U Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non- payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series U Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series U Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least of the voting power of the Series U Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series U Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series U Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least of the shares of the Series U Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series U Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series U Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which (A) the shares of the Series U Preferred Stock remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series U Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series U Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series U Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series U Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series U Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series U Preferred Stock shall not have any rights of preemption or rights to convert such Series U Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series U Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series U Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series U Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series U Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designation to be executed by its duly authorized officer on this 21st day of May, 2013.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Corporate Secretary and Associate General Council

Exhibit J

6% Non-Cumulative Perpetual Preferred Stock, Series T

**CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF DESIGNATIONS
OF
6% NON-CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES T
OF
BANK OF AMERICA CORPORATION**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

BANK OF AMERICA CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Designations of the Corporation's 6% Cumulative Perpetual Preferred Stock, Series T, which was previously filed with the Secretary of State of the State of Delaware on August 31, 2011, is hereby amended and restated in its entirety to read as follows:

Section 1. Designation. The distinctive serial designation of such series of Preferred Stock, par value $0.01 per share, is "6% Non-Cumulative Perpetual Preferred Stock, Series T" ("Series T"). Each share of Series T shall be identical in all respects to every other share of Series T.

Section 2. Number of Shares. The authorized number of shares of Series T shall be 50,000. Shares of Series T that are redeemed, purchased or otherwise acquired by the Corporation shall revert to authorized but unissued shares of Preferred Stock (*provided* that any such cancelled shares of Series T may be reissued only as shares of any now or hereafter designated series other than Series T).

Section 3. Definitions. As used herein with respect to Series T:

(a) "Amendment Effective Date" means May 7, 2014.

(b) "Bylaws" means the amended and restated bylaws of the Corporation, as they may be amended from time to time.

(c) "Business Day" means a day that is a Monday, Tuesday, Wednesday, Thursday or Friday and is not a day on which banking institutions in New York City generally are authorized or obligated by law, regulation or executive order to close.

(d) "Certificate of Designations" means this Certificate of Designations relating to the Series T, as it may be amended from time to time.

(e) "Certification of Incorporation" shall mean the amended and restated certificate of incorporation of the Corporation, as it may be amended from time to time, and shall include this Certificate of Designations.

(f) "Common Stock" means the common stock, par value $0.01 per share, of the Corporation.

(g) "Junior Stock" means the Common Stock and any other class or series of stock of the Corporation (other than Series T) that ranks junior to Series T either or both as to the payment of dividends and/or as to the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

(h) "Original Issue Date" means September 1, 2011.

(i) "Parity Stock" means any class or series of stock of the Corporation (other than Series T) that ranks equally with Series T both in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Corporation's (i) 7% Cumulative Redeemable Preferred Stock, Series B, (ii) 6.204% Non-Cumulative Preferred Stock, Series D, (iii) Floating Rate Non-Cumulative Preferred Stock, Series E, (iv) Floating Rate Non-Cumulative Preferred Stock, Series F, (v) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (vi) 6.625% Non- Cumulative Preferred Stock, Series I, (vii) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (viii) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (ix) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (x) Fixed-to-Floating Rate Semi-Annual Non-Cumulative Preferred Stock, Series U, (xi) Floating Rate Non-Cumulative Preferred Stock, Series 1, (xii) Floating Rate Non-Cumulative Preferred Stock, Series 2, (xiii) 6.375% Non-

Cumulative Preferred Stock, Series 3, (xiv) Floating Rate Non-Cumulative Preferred Stock, Series 4 and (xv) Floating Rate Non-Cumulative Preferred Stock, Series 5.

(j) "Preferred Stock" means any and all series of preferred stock of the Corporation, including the Series T.

(k) "Voting Parity Stock" means, with regard to any matter as to which the holders of Series T are entitled to vote as specified in Section 8 of this Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

(l) "Voting Preferred Stock" means, with regard to any matter as to which the holders of Series T are entitled to vote as specified in Section 8 of this Certificate of Designations, any and all series of Preferred Stock (other than Series T) that rank equally with Series T either as to the payment of dividends or as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation and upon which like voting rights have been conferred and are exercisable with respect to such matter.

Section 4. Dividends.

(a) Rate. Holders of Series T shall be entitled to receive, on each share of Series T, out of funds legally available for the payment of dividends under Delaware law, non-cumulative cash dividends with respect to each Dividend Period (as defined below) at a per annum rate of 6% (the "Dividend Rate") on the amount of $100,000 per share of Series T. Following the Amendment Effective Date, dividends shall be payable in arrears (as provided below in this Section 4(a)), but only when, as and if declared by the Board of Directors (or a duly authorized committee of the Board of Directors), on each October 10, January 10, April 10 and July 10 (each, a "Dividend Payment Date"), commencing on October 10, 2011; *provided* that if any such Dividend Payment Date would otherwise occur on a day that is not a Business Day, such Dividend Payment Date shall instead be (and any dividend payable on Series T on such Dividend Payment Date shall instead be payable on) the immediately succeeding Business Day. Dividends payable on the Series T in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on the Series T on any date prior to the end of a Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Series T on any Dividend Payment Date will be payable to holders of record of Series T as they appear on the stock register of the Corporation on the applicable record date, which shall be the 15th calendar day before such Dividend Payment Date (as originally scheduled) or such other record date fixed by the Board of Directors (or a duly authorized committee of the Board of Directors) that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a "Dividend Record Date"). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Each dividend period (a "Dividend Period") shall commence on and include a Dividend Payment Date (other than the initial Dividend Period, which commenced on and included the Original Issue Date of the Series T) and shall end on and include the calendar day next preceding the next Dividend Payment Date. Dividends payable in respect of a Dividend Period shall be payable in arrears on the first Dividend Payment Date after such Dividend Period.

Holders of Series T shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on the Series T as specified in this Section 4 (subject to the other provisions of this Certificate of Designations).

(b) Non-Cumulative Dividends. Dividends on shares of Series T shall be non-cumulative. To the extent that any dividends on the shares of Series T with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series T shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to the Series T, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series T remains outstanding, no dividend shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than a dividend payable solely in Junior Stock), and no Common Stock, Junior Stock or Parity Stock shall be purchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock or of one share of Parity Stock for or into another share of Parity Stock (with the same or lesser per share liquidation amount) or Junior Stock) in respect of or during a particular Dividend Period as the case may be, unless dividends for such Dividend Period on all outstanding shares of Series T have been or are contemporaneously declared and paid in full (or declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Series T on the applicable record date). The foregoing provision shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the cashless exercises and similar actions under any employee benefit plan in the ordinary course of business and consistent with past practice prior to the Original Issue Date; (ii) purchases or other acquisitions by a broker-dealer subsidiary of the Corporation solely for the purpose of market-making, stabilization or customer facilitation transactions in Junior Stock or Parity Stock in the ordinary course of its business; (iii) in connection with the issuance of Junior Stock or Parity Stock, ordinary sale and repurchase transactions to facilitate the distribution of such Junior Stock or Parity Stock; and (iv) the acquisition by the Corporation or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of, and at the ultimate cost of, any other persons (other than the Corporation or any of its subsidiaries), including as trustees or custodians.

When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon the Series T and any shares of Parity Stock, all dividends declared on the Series T and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared pro rata so that the respective amounts of such dividends declared shall bear the same ratio to each other as all declared and unpaid dividends per share on the Series T and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) bear to each other.

Subject to the foregoing, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors (or a duly authorized committee of the Board of Directors) may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and the Series T shall not be entitled to participate in any such dividends.

Section 5. Liquidation Rights.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Series T shall be entitled to receive for each share of Series T, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Corporation, and after satisfaction of all liabilities and obligations to creditors of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Corporation ranking junior to the Series T as to such distribution, payment in full in an amount equal to the sum of (i) $100,000 per share and (ii) any declared and unpaid dividends thereon, without cumulation of any undeclared dividends, to but excluding the date of liquidation, dissolution or winding up. The Series T may be fully subordinated to interests held by the U.S. government in the event that the Corporation enters into a receivership, insolvency, liquidation or similar proceeding.

(b) Partial Payment. If in any distribution described in Section 5(a) above the assets of the Corporation or proceeds thereof are not sufficient to pay the Liquidation Preferences (as defined below) in full to all holders of Series T and all holders of any stock of the Corporation ranking equally with the Series T as to such distribution, the amounts paid to the holders of Series T and to the holders of all such other stock shall be paid *pro rata* in accordance with the respective aggregate Liquidation Preferences of the holders of Series T and the holders of all such other stock. In any such distribution, the "Liquidation Preference" of any holder of stock of the Corporation shall mean the amount otherwise payable to such holder in such distribution (assuming no limitation on the assets of the Corporation available for such distribution), including an amount equal to any declared but unpaid dividends, *provided* that the Liquidation Preference for any share of Series T shall be determined in accordance with Section 5(a) above.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Series T, the holders of other stock of the Corporation shall be entitled to receive all remaining assets of the Corporation (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the merger or consolidation of the Corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Series T receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Corporation, shall not constitute a liquidation, dissolution or winding up of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at its option, subject to any required prior approval of the Board of Governors of the Federal Reserve System and to the satisfaction of any conditions set forth in the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System applicable to redemption of the shares of Series T, may redeem, in whole at any time or in part from time to time, but in any case no earlier than May 7, 2019 the shares of Series T at the time outstanding, upon notice given as provided in Section 6(c) below, at a redemption price equal to the sum of (i) $105,000 per share and (ii) any declared and unpaid dividends thereon, without cumulation for any undeclared dividends, to but excluding the redemption date. The minimum number of shares of Series T redeemable at any time is the lesser of (x) 10,000 shares of Series T and (y) the number of shares of Series T outstanding. The redemption price for any shares of Series T shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Corporation or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 4 above.

(b) No Sinking Fund. The Series T will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Series T will have no right to require redemption of any shares of Series T.

(c) Notice of Redemption. Notice of every redemption of shares of Series T shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series T designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series T. Notwithstanding the foregoing, if the Series T are issued in book-entry form through The Depository Trust Company or any other similar facility, notice of redemption may be given to the holders of Series T at such time and in any manner permitted by such facility. Each notice of redemption given to a holder shall state: (1) the redemption date; (2) the number of shares of Series T to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price. Notwithstanding anything to the contrary herein, upon receipt of any notice of redemption hereunder, the holder of any share of Series T outstanding at such time shall have five (5) Business Days to deliver to the Corporation written notice of its election to pay some or all of the applicable exercise price with respect to an exercise, in whole or in part, of such holder's rights under any warrant to purchase Common Stock of the Corporation originally issued by the Corporation in connection with the issuance of the Series T by means of a surrender to the Corporation of shares of the Series T in accordance with the terms and conditions hereof and of any such warrant, and the Corporation's right to redeem the shares of Series T specified in such notice of redemption shall be (x) tolled during such five (5) Business Day period and (y) if the holder so elects to exercise such warrant and surrender such shares of Series T, in whole or in part, automatically terminated only with respect to such shares of Series T to be so surrendered.

(d) Partial Redemption. In case of any redemption of part of the shares of Series T at the time outstanding, the shares to be redeemed shall be selected either *pro rata* or in such other manner as the Corporation may determine to be fair and equitable. Subject to the provisions hereof, the Corporation shall have full power and authority to prescribe the terms and conditions upon which shares of Series T shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been deposited by the Corporation, in trust for the *pro rata* benefit of the holders of the shares called for redemption, with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least $50 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Corporation, after which time the holders of the shares so called for redemption shall look only to the Corporation for payment of the redemption price of such shares.

Section 7. Conversion. Holders of Series T shares shall have no right to exchange or convert such shares into any other securities, except in connection with the surrender to the Corporation of shares of the Series T to satisfy any portion of the applicable exercise price with respect to an exercise, in whole or in part, of any warrant to purchase Common Stock of the Corporation issued in connection with the original issuance of the Series T by the Corporation.

Section 8. Voting Rights.

(a) General. The holders of Series T shall not have any voting rights except as set forth below or as otherwise from time to time required by law.

(b) Class Voting Rights as to Particular Matters. So long as any shares of Series T are outstanding, in addition to any other vote or consent of stockholders required by law or by the Certificate of Incorporation, the vote or consent of the holders of at least 66 2/3% of the shares of Series T and any Voting Preferred Stock at the time outstanding and entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Certificate of Incorporation to authorize or create, or increase the authorized amount of, any shares of any class or series of capital stock of the Corporation ranking senior to the Series T with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Corporation;

(ii) Amendment of Series T. Any amendment, alteration or repeal of any provision of the Certificate of Incorporation so as to materially and adversely affect the special rights, preferences, privileges or voting powers of the Series T, taken as a whole; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Series T, or of a merger or consolidation of the Corporation with another corporation or other entity, unless in each case (x) the shares of Series T remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of the Series T immediately prior to such consummation, taken as a whole; *provided*, *however*, that for all purposes of this Section 8(b), any increase in the amount of the authorized Preferred Stock, or the creation and issuance, or an increase in the authorized or issued amount, of any other series of Preferred Stock ranking equally with and/or junior to the Series T with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the rights, preferences, privileges or voting powers of the Series T.

If any amendment, alteration, repeal, share exchange, reclassification, merger or consolidation specified in this Section 8 (b) would adversely affect the Series T and one or more but not all other series of Preferred Stock, then only the Series T and such series of Preferred Stock as are adversely affected by and entitled to vote on the matter shall vote on the matter together as a single class (in lieu of all other series of Preferred Stock).

If any amendment, alteration, repeal, share exchange, reclassification, merger or consolidation specified in this Section 8 (b) would adversely affect the Series T but would not similarly adversely affect all other series of Voting Parity Stock, then only the Series T and each other series of Voting Parity Stock as is similarly adversely affected by and entitled to vote on the matter, if any, shall vote on the matter together as a single class (in lieu of all other series of Preferred Stock).

(c) Series T Voting Rights as to Particular Matters. In addition to any other vote or consent of stockholders required by law or by the Certificate of Incorporation, so long as at least 10,000 shares of Series T are outstanding, the vote or consent of the holders of at least 50.1% of the shares of Series T at the time outstanding, voting in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization or Issuance of Senior Stock. Any amendment or alteration of the Certificate of Incorporation to authorize or create, or increase the authorized amount of, any shares of any class or series of capital stock of the Corporation, or the issuance of any shares of any class or series of capital stock of the Corporation, in each case, ranking senior to the Series T with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Corporation;

(ii) Amendment of Series T. Any amendment, alteration or repeal of any provision of the Certificate of Incorporation so as to affect or change the rights, preferences, privileges or voting powers of the Series T so as not to be substantially similar to those in effect immediately prior to such amendment, alteration or repeal; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Series T, or of a merger or consolidation of the Corporation with another corporation or other entity, unless in each case (x) the shares of Series T remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof as are substantially similar to the rights, preferences, privileges and voting powers, and limitations and restrictions of the Series T immediately prior to such consummation; *provided*, *however*, that for all purposes of this Section 8(c), the creation and issuance, or an increase in the authorized or issued amount, of any other series of Preferred Stock ranking equally with and/or junior to the Series T with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon liquidation, dissolution or winding up of the Corporation will not be deemed to adversely affect the rights, preferences, privileges or voting powers of the Series T.

(d) Changes after Provision for Redemption. No vote or consent of the holders of Series T shall be required pursuant to Section 8(b) or (c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of Series T (or, in the case of Section 8(c), more than 40,000 shares of Series T) shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Series T (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors (or a duly authorized committee of the Board of Directors), in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which the Series T is listed or traded at the time. Whether the vote or consent of the holders of a plurality, majority or other portion of the shares of Series T and any Voting Preferred Stock has been cast or given on any matter on which the holders of shares of Series T are entitled to vote shall be determined by the Corporation by reference to the specified liquidation amount of the shares voted or covered by the consent (*provided* that the specified liquidation amount for any share of Series T shall be the Liquidation Preference for such share) as if the Corporation were liquidated on the record date for such vote or consent, if any, or, in the absence of a record date, on the date for such vote or consent.

Section 9. Record Holders. To the fullest extent permitted by applicable law, the Corporation and the transfer agent for the Series T may deem and treat the record holder of any share of Series T as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

Section 10. Notices. All notices or communications in respect of Series T shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Certificate of Incorporation or Bylaws or by applicable law. Notwithstanding the foregoing, if the Series T are issued in book-entry form through The Depository Trust Company or any similar facility, such notices may be given to the holders of Series T in any manner permitted by such facility.

Section 11. No Preemptive Rights. No share of Series T shall have any rights of preemption whatsoever as to any securities of the Corporation, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 12. Replacement Certificates. The Corporation shall replace any mutilated certificate at the holder’s expense upon surrender of that certificate to the Corporation. The Corporation shall replace certificates that become destroyed, stolen or lost at the holder’s expense upon delivery to the Corporation of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Corporation.

Section 13. Surrender Rights. In connection with the exercise of any rights under any warrant to purchase Common Stock of the Corporation issued in connection with the original issuance of the Series T, a holder of shares of Series T shall have the right to pay some or all of the applicable exercise price with respect to an exercise, in whole or in part, of such holder’s rights under any such warrant by means of a surrender to the Corporation of the applicable amount shares of the Series T.

Section 14. Other Rights. The shares of Series T shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Certificate of Incorporation or as provided by applicable law.

2. The foregoing amendment was duly adopted in accordance with the provision of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, BANK OF AMERICA CORPORATION has caused this Certificate of Amendment to be signed by its duly authorized officer this 7th day of May, 2014.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel, Corporate Secretary

Exhibit K

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X
CERTIFICATE OF DESIGNATIONS
OF
FIXED-TO-FLOATING RATE
NON-CUMULATIVE PREFERRED STOCK, SERIES X
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the New Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on September 2, 2014, in accordance with Section 141(f) of the General Corporation Law:

RESOLVED, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated May 7, 2014 and July 24, 2014, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X" (the "*Series X Preferred Stock*"). Each share of Series X Preferred Stock shall be identical in all respects to every other share of Series X Preferred Stock. Series X Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series X Preferred Stock shall be 80,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series X Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series X Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series X Preferred Stock:

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series X Preferred Stock during the Floating Rate Period (as defined below).

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series X Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series X Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series X Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series X Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series X Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series X Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non- Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to- Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non- Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) Floating Rate Non-Cumulative Preferred Stock, Series 1, (n) Floating Rate Non-Cumulative Preferred Stock, Series 2, (o) 6.375% Non-Cumulative Preferred Stock, Series 3, (p) Floating Rate Non- Cumulative Preferred Stock, Series 4, (q) Floating Rate Non-Cumulative Preferred Stock, Series 5, (r) if issued, 6.625% Non-Cumulative Preferred Stock, Series W, and (s) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series X Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reuters Screen Page "LIBOR01"*" means the display page so designated on Reuters (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series X Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series X Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the offered rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If such rate does not appear on Reuters Screen Page "LIBOR01," Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount

of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Calculation Agent (in consultation with the Corporation) to provide quotations are quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three- Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period (as defined below). The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series X Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series X Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series X Preferred Stock, and no more, payable (x) for the Fixed Rate Period, semi-annually in arrears on March 5 and September 5 of each year, beginning on March 5, 2015, and (y) for the Floating Rate Period, quarterly in arrears on each March 5, June 5, September 5 and December 5, beginning on December 5, 2024; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless, for the Fixed Rate Period, that day falls in the next calendar year or, for the Floating Rate Period, that day falls in the next calendar month, then in each such case payment of such dividend will occur on the immediately preceding Business Day) (i) on or prior to September 5, 2024, without any interest or other payment in respect of such delay, and (ii) after September 5, 2024, with dividends accruing to the actual payment date (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series X Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series X Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 6.250%, for each Dividend Period from the issue date to, but excluding, September 5, 2024 (the "*Fixed Rate Period*"), and (2) thereafter, Three-Month LIBOR plus a spread of 3.705%, for each Dividend Period from, and including, September 5, 2024 (the "*Floating Rate Period*"). The record date for payment of dividends on the Series X Preferred Stock shall be the fifteenth day of the calendar month preceding the month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series X Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series X Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series X Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series X Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series X Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of

other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a*pro rata* portion, of the Series X Preferred Stock and such Parity Stock except by conversion into or exchange for Junior
Stock, in each case, unless full dividends on all outstanding shares of Series X Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series X Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series X Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series X Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series X Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series X Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series X Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series X Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series X Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series X Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series X Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series X Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series X Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series X Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series X Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series X Preferred Stock at the time outstanding, at any time on or after September 5, 2024, or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series X Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be

$25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series X Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series X Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series X Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series X Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series X Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series X Preferred Stock at the time outstanding, the shares of Series X Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series X Preferred Stock in proportion to the number of Series X Preferred Stock held by such holders or by lot or in such other manner as the Board of Directors or any duly authorized committee of the Board of Directors may determine to be fair and equitable. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series X Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series X Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series X Preferred Stock or any other class or series of preferred stock that ranks on parity with Series X Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series X Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series X Preferred Stock and any other class or series of preferred stock that ranks on parity with Series X Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series X Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series X Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series X Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series X Preferred Stock and any other class or series of preferred stock that ranks on parity with Series X Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By- laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series X Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series X Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series X Preferred Stock and any other class or series of preferred stock that ranks on parity with Series X Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series X Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series X Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series X Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least of the voting power of the Series X Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series X
Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series X Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least of the shares of the Series X Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series X Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series X Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series X Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series X Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series X Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series X Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series X Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series X Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By- laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series X Preferred Stock shall not have any rights of preemption or rights to convert such Series X Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series X Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series X Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series X Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series X Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 5th day of September, 2014.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Corporate Secretary and Deputy General Counsel

Exhibit L

FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES Z
CERTIFICATE OF DESIGNATIONS
OF
FIXED-TO-FLOATING RATE
NON-CUMULATIVE PREFERRED STOCK, SERIES Z
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the New Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on October 20, 2014, in accordance with Section 141(f) of the General Corporation Law:

RESOLVED, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated May 7, 2014 and July 24, 2014, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z" (the "*Series Z Preferred Stock*"). Each share of Series Z Preferred Stock shall be identical in all respects to every other share of Series Z Preferred Stock. Series Z Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series Z Preferred Stock shall be 56,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series Z Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series Z Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series Z Preferred Stock:

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series Z Preferred Stock during the Floating Rate Period (as defined below).

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series Z Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Z

Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Z Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series Z Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series Z Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series Z Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non- Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to- Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non- Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) 6.625% Non-Cumulative Preferred Stock, Series W, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (o) Floating Rate Non-Cumulative Preferred Stock, Series 1, (p) Floating Rate Non-Cumulative Preferred Stock, Series 2, (q) 6.375% Non-Cumulative Preferred Stock, Series 3, (r) Floating Rate Non-Cumulative Preferred Stock, Series 4, (s) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (t) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series Z Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reuters Screen Page "LIBOR01"*" means the display page so designated on Reuters (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series Z Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series Z Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the offered rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If such rate does not appear on Reuters Screen Page "LIBOR01," Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount

of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Calculation Agent (in consultation with the Corporation) to provide quotations are quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three- Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period (as defined below). The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series Z Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series Z Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series Z Preferred Stock, and no more, payable (x) for the Fixed Rate Period, semi-annually in arrears on April 23 and October 23 of each year, beginning on April 23, 2015, and (y) for the Floating Rate Period, quarterly in arrears on each January 23, April 23, July 23 and October 23, beginning on January 23, 2025; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless, for the Fixed Rate Period, that day falls in the next calendar year or, for the Floating Rate Period, that day falls in the next calendar month, then in each such case payment of such dividend will occur on the immediately preceding Business Day) (i) on or prior to October 23, 2024, without any interest or other payment in respect of such delay, and (ii) after October 23, 2024, with dividends accruing to the actual payment date (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series Z Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series Z Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 6.500%, for each Dividend Period from the issue date to, but excluding, October 23, 2024 (the "*Fixed Rate Period*"), and (2) thereafter, Three- Month LIBOR plus a spread of 4.174%, for each Dividend Period from, and including, October 23, 2024 (the "*Floating Rate Period*"). The record date for payment of dividends on the Series Z Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series Z Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series Z Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series Z Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series Z Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series Z Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of

other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series Z Preferred Stock and such Parity Stock except by conversion into or exchange
for Junior Stock, in each case, unless full dividends on all outstanding shares of Series Z Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series Z Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series Z Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series Z Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series Z Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series Z Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series Z Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series Z Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series Z Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series Z Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series Z Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series Z Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series Z Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series Z Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series Z Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series Z Preferred Stock at the time outstanding, at any time on or after October 23, 2024, or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series Z Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be

$25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series Z Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series Z Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series Z Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series Z Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series Z Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series Z Preferred Stock at the time outstanding, the shares of Series Z Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series Z Preferred Stock in proportion to the number of Series Z Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series Z Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series Z Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series Z Preferred Stock or any other class or series of preferred stock that ranks on parity with Series Z Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series Z Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right,

voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that
the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series Z Preferred Stock and any other class or series of preferred stock that ranks on parity with Series Z Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series Z Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series Z Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series Z Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series Z Preferred Stock and any other class or series of preferred stock that ranks on parity with Series Z Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By- laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series Z Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series Z Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series Z Preferred Stock and any other class or series of preferred stock that ranks on parity with Series Z Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series Z Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series Z Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series Z Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series Z Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series Z Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series Z Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series Z Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series Z Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series Z Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series Z Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series Z Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series Z Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series Z Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series Z Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series Z Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By- laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series Z Preferred Stock shall not have any rights of preemption or rights to convert such Series Z Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series Z Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series Z Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series Z Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series Z Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 23rd day of October, 2014.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Corporate Secretary and Deputy General Counsel

<u>Exhibit M</u>

6.500% NON-CUMULATIVE PREFERRED STOCK, SERIES Y
CERTIFICATE OF DESIGNATIONS
OF
6.500% NON-CUMULATIVE PREFERRED STOCK, SERIES Y
OF
BANK OF AMERICA CORPORATION

First: Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the New Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on January 20, 2015, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 12, 2015, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "6.500% Non-Cumulative Preferred Stock, Series Y" (the "*Series Y Preferred Stock*"). Each share of Series Y Preferred Stock shall be identical in all respects to every other share of Series Y Preferred Stock. Series Y Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series Y Preferred Stock shall be 44,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series Y Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series Y Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series Y Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series Y Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Y Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series Y Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series Y Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series Y Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series Y Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) 6.625% Non-Cumulative Preferred Stock, Series W, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (o) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (p) Floating Rate Non-Cumulative Preferred Stock, Series 1, (q) Floating Rate Non-Cumulative Preferred Stock, Series 2, (r) 6.375% Non-Cumulative Preferred Stock, Series 3, (s) Floating Rate Non-Cumulative Preferred Stock, Series 4, (t) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (u) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series Y Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series Y Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series Y Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series Y Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series Y Preferred Stock, and no more, payable quarterly in arrears on January 27, April 27, July 27 and October 27 of each year, beginning on April 27, 2015; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), without any interest or other payment in respect of such delay (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series Y Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series Y Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 6.500%. The record date for payment of dividends on the Series Y Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series Y Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series Y Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series Y Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series Y Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series Y Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series Y Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series Y Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series Y Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series Y Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series Y Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series Y Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series Y Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series Y Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series Y Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series Y Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series Y Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series Y Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series Y Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series Y Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series Y Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series Y Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the

Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series Y Preferred Stock at the time outstanding, at any time on or after January 27, 2020 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series Y Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series Y Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series Y Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series Y Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series Y Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series Y Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series Y Preferred Stock at the time outstanding, the shares of Series Y Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series Y Preferred Stock in proportion to the number of Series Y Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series Y Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series Y Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series Y Preferred Stock or any other class or series of preferred stock that ranks on parity with Series Y Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series Y Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series Y Preferred Stock and any other class or series of preferred stock that ranks on parity with Series Y Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series Y Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series Y Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series Y Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series Y Preferred Stock and any other class or series of preferred stock that ranks on parity with Series Y Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series Y Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series Y Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series Y Preferred Stock and any other class or series of preferred stock that ranks on parity with Series Y Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series Y Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series Y Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series Y Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series Y Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series Y Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series Y Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series Y Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series Y Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series Y Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series Y Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series Y Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series Y Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series Y Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series Y Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series Y Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series Y Preferred Stock shall not have any rights of preemption or rights to convert such Series Y Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series Y Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series Y Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series Y Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series Y Preferred Stock are not subject to the operation of a sinking fund.

Second: This Certificate of Designations shall be effective at 10:00 a.m. (Eastern Standard Time) on January 27, 2015.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 26th day of January, 2015.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit N

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA
CERTIFICATE OF DESIGNATIONS
OF
FIXED-TO-FLOATING RATE
NON-CUMULATIVE PREFERRED STOCK, SERIES AA
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the New Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on March 12, 2015, in accordance with Section 141(f) of the General Corporation Law:

RESOLVED, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 12, 2015, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA" (the "*Series AA Preferred Stock*"). Each share of Series AA Preferred Stock shall be identical in all respects to every other share of Series AA Preferred Stock. Series AA Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series AA Preferred Stock shall be 76,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series AA Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series AA Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series AA Preferred Stock:

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series AA Preferred Stock during the Floating Rate Period (as defined below).

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series AA Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series

AA Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series AA Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series AA Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series AA Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series AA Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) 6.625% Non-Cumulative Preferred Stock, Series W, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (o) 6.500% Non-Cumulative Preferred Stock, Series Y, (p) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (q) Floating Rate Non-Cumulative Preferred Stock, Series 1, (r) Floating Rate Non-Cumulative Preferred Stock, Series 2, (s) 6.375% Non-Cumulative Preferred Stock, Series 3, (t) Floating Rate Non-Cumulative Preferred Stock, Series 4, (u) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (v) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series AA Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reuters Screen Page "LIBOR01"*" means the display page so designated on Reuters (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series AA Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series AA Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the offered rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If such rate does not appear on Reuters Screen Page "LIBOR01," Three-Month LIBOR will be determined on the basis of the rates at which

deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are
provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected by the Calculation Agent (in consultation with the Corporation), at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected by the Calculation Agent (in consultation with the Corporation) to provide quotations are quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period (as defined below). The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series AA Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series AA Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series AA Preferred Stock, and no more, payable (x) for the Fixed Rate Period, semi-annually in arrears on March 17 and September 17 of each year, beginning on September 17, 2015, and (y) for the Floating Rate Period, quarterly in arrears on each March 17, June 17, September 17 and December 17, beginning on June 17, 2025; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless, for the Fixed Rate Period, that day falls in the next calendar year or, for the Floating Rate Period, that day falls in the next calendar month, then in each such case payment of such dividend will occur on the immediately preceding Business Day) (i) on or prior to March 17, 2025, without any interest or other payment in respect of such delay, and (ii) after March 17, 2025, with dividends accruing to the actual payment date (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series AA Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series AA Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 6.100%, for each Dividend Period from the issue date to, but excluding, March 17, 2025 (the "*Fixed Rate Period*"), and (2) thereafter, Three-Month LIBOR plus a spread of 3.898%, for each Dividend Period from, and including, March 17, 2025 (the "*Floating Rate Period*"). The record date for payment of dividends on the Series AA Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series AA Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series AA Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series AA Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series AA Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series AA Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or

into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series AA Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series AA Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series AA Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series AA Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series AA Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series AA Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series AA Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable
in respect of any dividend payment on shares of Series AA Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series AA Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series AA Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series AA Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series AA Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series AA Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series AA Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series AA Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series AA Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series AA Preferred Stock at the time outstanding, at any time on or after March 17, 2025, or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series AA Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series AA Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series AA Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series AA Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series AA Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series AA Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series AA Preferred Stock at the time outstanding, the shares of Series AA Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series AA Preferred Stock in proportion to the number of Series AA Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series AA Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series AA Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series AA Preferred Stock or any other class or series of preferred stock that ranks on parity with Series AA Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series AA Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series AA Preferred Stock and any other class or series of preferred stock that ranks on parity with Series AA Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series AA Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series AA Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series AA Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series AA Preferred Stock and any other class or series of preferred stock that ranks on parity with Series AA Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series AA Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series AA Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series AA Preferred Stock and any other class or series of preferred stock that ranks on parity with Series AA Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series AA Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series AA Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series AA Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series AA Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series AA Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series AA Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series AA Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series AA Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series AA Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series AA Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series AA Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series AA Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series AA Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series AA Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series AA Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series AA Preferred Stock shall not have any rights of preemption or rights to convert such Series AA Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series AA Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series AA Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series AA Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series AA Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 17th day of March, 2015.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit O

6.200% Non-Cumulative Preferred Stock, Series CC

CERTIFICATE OF DESIGNATIONS
OF
6.200% NON-CUMULATIVE PREFERRED STOCK, SERIES CC
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the New Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on January 21, 2016, in accordance with Section 141(f) of the General Corporation Law:

RESOLVED, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 12, 2015, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "6.200% Non-Cumulative Preferred Stock, Series CC" (the "*Series CC Preferred Stock*"). Each share of Series CC Preferred Stock shall be identical in all respects to every other share of Series CC Preferred Stock. Series CC Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series CC Preferred Stock shall be 44,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series CC Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series CC Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series CC Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series CC Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series CC Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series CC Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series CC Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the

Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series CC Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series CC Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) 6.625% Non-Cumulative Preferred Stock, Series W, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (o) 6.500% Non-Cumulative Preferred Stock, Series Y, (p) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (r) Floating Rate Non-Cumulative Preferred Stock, Series 1, (s) Floating Rate Non-Cumulative Preferred Stock, Series 2, (t) 6.375% Non-Cumulative Preferred Stock, Series 3, (u) Floating Rate Non-Cumulative Preferred Stock, Series 4, (v) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (w) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series CC Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series CC Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series CC Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series CC Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series CC Preferred Stock, and no more, payable quarterly in arrears on January 29, April 29, July 29 and October 29 of each year, beginning on April 29, 2016; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), without any interest or other payment in respect of such delay (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series CC Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series CC Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 6.200%. The record date for payment of dividends on the Series CC Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series CC Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series CC Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series CC Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series CC Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series CC Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series CC Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series CC Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series CC Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series CC Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series CC Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series CC Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series CC Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series CC Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series CC Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series CC Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series CC Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series CC Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series CC Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series CC Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series CC Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series CC Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the

Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series CC Preferred Stock at the time outstanding, at any time on or after January 29, 2021 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series CC Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series CC Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series CC Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series CC Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series CC Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series CC Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series CC Preferred Stock at the time outstanding, the shares of Series CC Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series CC Preferred Stock in proportion to the number of Series CC Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series CC Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series CC Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series CC Preferred Stock or any other class or series of preferred stock that ranks on parity with Series CC Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series CC Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series CC Preferred Stock and any other class or series of preferred stock that ranks on parity with Series CC Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series CC Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series CC Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series CC Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series CC Preferred Stock and any other class or series of preferred stock that ranks on parity with Series CC Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series CC Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series CC Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series CC Preferred Stock and any other class or series of preferred stock that ranks on parity with Series CC Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series CC Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series CC Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series CC Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series CC Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series CC Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series CC Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series CC Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series CC Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series CC Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series CC Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series CC Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series CC Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series CC Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series CC Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series CC Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series CC Preferred Stock shall not have any rights of preemption or rights to convert such Series CC Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series CC Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series CC Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series CC Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series CC Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 29th day of January, 2016.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit P

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD
CERTIFICATE OF DESIGNATIONS
OF
FIXED-TO-FLOATING RATE
NON-CUMULATIVE PREFERRED STOCK, SERIES DD
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the New Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on March 7, 2016, in accordance with Section 141(f) of the General Corporation Law:

RESOLVED, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 12, 2015, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD" (the "*Series DD Preferred Stock*"). Each share of Series DD Preferred Stock shall be identical in all respects to every other share of Series DD Preferred Stock. Series DD Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series DD Preferred Stock shall be 40,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series DD Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series DD Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series DD Preferred Stock:

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series DD Preferred Stock during the Floating Rate Period (as defined below).

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series DD Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series

DD Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series DD Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series DD Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series DD Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series DD Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) 6.625% Non-Cumulative Preferred Stock, Series W, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (o) 6.500% Non-Cumulative Preferred Stock, Series Y, (p) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (r) 6.200% Non-Cumulative Preferred Stock, Series CC, (s) Floating Rate Non-Cumulative Preferred Stock, Series 1, (t) Floating Rate Non-Cumulative Preferred Stock, Series 2, (u) 6.375% Non-Cumulative Preferred Stock, Series 3, (v) Floating Rate Non-Cumulative Preferred Stock, Series 4, (w) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (x) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series DD Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reuters Screen Page "LIBOR01"*" means the display page so designated on Reuters (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series DD Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series DD Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the offered rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" as of 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend*

Determination Date"). If such rate does not appear on Reuters Screen Page "LIBOR01," Three-Month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected and identified by the Corporation, at approximately 11:00 a.m., London time on the second London Banking Day immediately preceding the first day of that Dividend Period. The Calculation Agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations. If fewer than two quotations are provided, Three-Month LIBOR with respect to that Dividend Period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York City selected and identified by the Corporation, at approximately 11:00 a.m., New York City time, on the first day of that Dividend Period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that Dividend Period and in a principal amount of not less than $1,000,000. However, if fewer than three banks selected and identified by the Corporation to provide quotations are quoting as described above, Three-Month LIBOR for that Dividend Period will be the same as Three-Month LIBOR as determined for the previous Dividend Period, or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period (as defined below). The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series DD Preferred Stock upon request and will be final and binding in the absence of manifest error.

Section 4. Dividends.

(a) Rate. Holders of Series DD Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series DD Preferred Stock, and no more, payable (x) for the Fixed Rate Period, semi-annually in arrears on March 10 and September 10 of each year, beginning on September 10, 2016, and (y) for the Floating Rate Period, quarterly in arrears on each March 10, June 10, September 10 and December 10, beginning on June 10, 2026; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless, for the Fixed Rate Period, that day falls in the next calendar year or, for the Floating Rate Period, that day falls in the next calendar month, then in each such case payment of such dividend will occur on the immediately preceding Business Day) (i) on or prior to March 10, 2026, without any interest or other payment in respect of such delay, and (ii) after March 10, 2026, with dividends accruing to the actual payment date (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series DD Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series DD Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 6.300%, for each Dividend Period from the issue date to, but excluding, March 10, 2026 (the "*Fixed Rate Period*"), and (2) thereafter, Three-Month LIBOR plus a spread of 4.553%, for each Dividend Period from, and including, March 10, 2026 (the "*Floating Rate Period*"). The record date for payment of dividends on the Series DD Preferred Stock shall be the fifteenth day of the calendar month preceding the month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series DD Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series DD Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series DD Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series DD Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series DD Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased,

redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series DD Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series DD Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series DD Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series DD Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation
declares dividends on the Series DD Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series DD Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series DD Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series DD Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series DD Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series DD Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series DD Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series DD Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series DD Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series DD Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series DD Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series DD Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series DD Preferred Stock at the time outstanding, at any time on or after March 10, 2026, or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series DD Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series DD Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series DD Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series DD Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series DD Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series DD Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series DD Preferred Stock at the time outstanding, the shares of Series DD Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series DD Preferred Stock in proportion to the number of Series DD Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series DD Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series DD Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series DD Preferred Stock or any other class or series of preferred stock that ranks on parity with Series DD Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series DD Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series DD Preferred Stock and any other class or series of preferred stock that ranks on parity with Series DD Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series DD Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series DD Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series DD Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series DD Preferred Stock and any other class or series of preferred stock that ranks on parity with Series DD Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series DD Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series DD Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series DD Preferred Stock and any other class or series of preferred stock that ranks on parity with Series DD Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series DD Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series DD Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series DD Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series DD Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series DD Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series DD Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series DD Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series DD Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series DD Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series DD Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series DD Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series DD Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series DD Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series DD Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series DD Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series DD Preferred Stock shall not have any rights of preemption or rights to convert such Series DD Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series DD Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series DD Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series DD Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series DD Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 10th day of March, 2016.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

<u>Exhibit Q</u>

6.000% Non-Cumulative Preferred Stock, Series EE
CERTIFICATE OF DESIGNATIONS
OF
6.000% NON-CUMULATIVE PREFERRED STOCK, SERIES EE
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the New Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on April 18, 2016, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 12, 2015, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "6.000% Non-Cumulative Preferred Stock, Series EE" (the "*Series EE Preferred Stock*"). Each share of Series EE Preferred Stock shall be identical in all respects to every other share of Series EE Preferred Stock. Series EE Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series EE Preferred Stock shall be 36,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series EE Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series EE Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series EE Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series EE Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series EE Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series EE Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series EE Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series EE Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series EE Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) 6.625% Non-Cumulative Preferred Stock, Series W, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (o) 6.500% Non-Cumulative Preferred Stock, Series Y, (p) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (r) 6.200% Non-Cumulative Preferred Stock, Series CC, (s) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (t) Floating Rate Non-Cumulative Preferred Stock, Series 1, (u) Floating Rate Non-Cumulative Preferred Stock, Series 2, (v) 6.375% Non-Cumulative Preferred Stock, Series 3, (w) Floating Rate Non-Cumulative Preferred Stock, Series 4, (x) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (y) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series EE Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series EE Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series EE Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series EE Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series EE Preferred Stock, and no more, payable quarterly in arrears on January 25, April 25, July 25 and October 25 of each year, beginning on July 25, 2016; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), without any interest or other payment in respect of such delay (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series EE Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series EE Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 6.000%. The record date for payment of dividends on the Series EE Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series EE Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series EE Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series EE Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series EE Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series EE Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series EE Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series EE Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series EE Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series EE Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series EE Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series EE Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series EE Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series EE Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series EE Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series EE Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series EE Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series EE Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series EE Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series EE Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series EE Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series EE Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination

transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series EE Preferred Stock at the time outstanding, at any time on or after April 25, 2021 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series EE Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series EE Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series EE Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series EE Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series EE Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series EE Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series EE Preferred Stock at the time outstanding, the shares of Series EE Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series EE Preferred Stock in proportion to the number of Series EE Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series EE Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series EE Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series EE Preferred Stock or any other class or series of preferred stock that ranks on parity with Series EE Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series EE Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series EE Preferred Stock and any other class or series of preferred stock that ranks on parity with Series EE Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series EE Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series EE Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series EE Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series EE Preferred Stock and any other class or series of preferred stock that ranks on parity with Series EE Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series EE Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series EE Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series EE Preferred Stock and any other class or series of preferred stock that ranks on parity with Series EE Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series EE Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series EE Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series EE Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series EE Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any

capital stock ranking senior to the Series EE Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or
evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series EE Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series EE Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series EE Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series EE Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series EE Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series EE Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series EE Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series EE Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series EE Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series EE Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series EE Preferred Stock shall not have any rights of preemption or rights to convert such Series EE Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series EE Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series EE Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series EE Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series EE Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 25th day of April, 2016.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit R

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF

CERTIFICATE OF DESIGNATIONS
OF
FIXED-TO-FLOATING RATE
NON-CUMULATIVE PREFERRED STOCK, SERIES FF
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on March 8, 2018, in accordance with Section 141(f) of the General Corporation Law:

RESOLVED, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 31, 2018, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF" (the "*Series FF Preferred Stock*"). Each share of Series FF Preferred Stock shall be identical in all respects to every other share of Series FF Preferred Stock. Series FF Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series FF Preferred Stock shall be 94,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series FF Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series FF Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series FF Preferred Stock:

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity as may be appointed by the Corporation to act as calculation agent for the Series FF Preferred Stock during the Floating Rate Period.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United

States that is enacted or becomes effective after the initial issuance of any shares of the Series FF Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series FF Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series FF Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series FF Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series FF Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of "Three-Month LIBOR."

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series FF Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M, (j) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (m) 6.625% Non-Cumulative Preferred Stock, Series W, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (o) 6.500% Non-Cumulative Preferred Stock, Series Y, (p) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (r) 6.200% Non-Cumulative Preferred Stock, Series CC, (s) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (t) 6.000% Non-Cumulative Preferred Stock, Series EE, (u) Floating Rate Non-Cumulative Preferred Stock, Series 1, (v) Floating Rate Non-Cumulative Preferred Stock, Series 2, (w) 6.375% Non-Cumulative Preferred Stock, Series 3, (x) Floating Rate Non-Cumulative Preferred Stock, Series 4, (y) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (z) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series FF Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reuters Screen Page "LIBOR01"*" means the display page so designated on Reuters (or any other page as may replace that page on that service, or any other service as may be nominated as the information vendor, for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series FF Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series FF Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the London interbank offered rate (expressed as a percentage *per annum*) for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" at approximately 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If no offered rate appears on Reuters Screen Page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Corporation will select and identify to the Calculation Agent four major banks in the London interbank market, and the Calculation Agent will request the principal London offices of each of such banks to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least $1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time. If at least two quotations are provided, Three-Month LIBOR will be the arithmetic average (rounded upward if necessary to the nearest .00001 of 1%) of the quotations provided. If less than two quotations are provided, the Corporation will select and identify to the Calculation Agent three major banks in New York City, and the Calculation Agent will request each of such banks to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks for a three-month period for the applicable Dividend Period in an amount of at least $1,000,000. If three quotations are provided, Three-Month LIBOR will be the arithmetic average of the quotations provided. Otherwise, Three-Month LIBOR for that Dividend Period will be equal to Three-Month LIBOR in effect for the then-current Dividend Period or in the case of the first Dividend Period in the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period.

Notwithstanding the foregoing, if the Calculation Agent determines on or prior to the relevant Dividend Determination Date, after consultation with the Corporation, that Three-Month LIBOR has been discontinued, then the Corporation will appoint in its sole discretion an investment bank of national standing, which may be an affiliate of the Corporation, to determine whether there is a substitute or successor base rate to Three-Month LIBOR that is consistent with accepted market practice. If such investment bank of national standing determines that there is such a substitute or successor base rate, the Calculation Agent shall use such substitute or successor base rate. In such case, the Calculation Agent will implement changes to the business day convention, the definition of Business Day, the Dividend Determination Date and any method for obtaining the substitute or successor base rate if such rate is unavailable on the relevant Business Day, in a manner that is consistent with industry accepted practices for such substitute or successor base rate, all as directed by the investment bank of national standing. If the investment bank of national standing determines that there is no such substitute or successor base rate as so provided above, Three-Month LIBOR for that Dividend Period will be determined in accordance with the steps provided in the immediately preceding paragraph.

Section 4. Dividends.

(a) Rate. Holders of Series FF Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series FF Preferred Stock, and no more, payable (x) for the Fixed Rate Period, semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2018, and (y) for the Floating Rate Period, quarterly in arrears on each March 15, June 15, September 15 and December 15, beginning on June 15, 2028; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless, for the Fixed Rate Period, that day falls in the next calendar year or, for the Floating Rate Period, that day falls in the next calendar month, then in each such case payment of such dividend will occur on the immediately preceding Business Day) (i) on or prior to March 15, 2028, without any interest or other payment in respect of such delay, and (ii) after March 15, 2028, with dividends accruing to the actual payment date (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series FF Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series FF Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 5.875%, for each Dividend Period from the issue date to, but excluding, March 15, 2028 (the "*Fixed Rate Period*"), and (2) thereafter, Three-Month LIBOR plus a spread of 2.931%, for each Dividend Period from, and including, March 15, 2028 (the "*Floating Rate Period*"). The record date for payment of dividends on the Series FF Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward. The Calculation Agent's establishment of Three-Month LIBOR and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series FF Preferred Stock upon request and will be final and binding in the absence of manifest error.

(b) Non-Cumulative Dividends. Dividends on shares of Series FF Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series FF Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series FF Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series FF Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series FF Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series FF Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series FF Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation’s Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series FF Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series FF Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series FF Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series FF Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series FF Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series FF Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series FF Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series FF Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series FF Preferred Stock upon liquidation and the rights of the Corporation’s depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series FF Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series FF Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series FF Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series FF Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series FF Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series FF Preferred Stock at the time outstanding, at any time on or after March 15, 2028, or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series FF Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series FF Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series FF Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series FF Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series FF Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series FF Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series FF Preferred Stock at the time outstanding, the shares of Series FF Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series FF Preferred Stock in proportion to the number of Series FF Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series FF Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company at any time after the redemption date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series FF Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series FF Preferred Stock or any other class or series of preferred stock that ranks on parity with Series FF Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series FF Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series FF Preferred Stock and any other class or series of preferred stock that ranks on parity with Series FF Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series FF Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series FF Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series FF Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series FF Preferred Stock and any other class or series of preferred stock that ranks on parity with Series FF Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series FF Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series FF Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series FF Preferred Stock and any other class or series of preferred stock that ranks on parity with Series FF Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series FF Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series FF Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series FF Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series FF Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series FF Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series FF Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series FF Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series FF Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series FF Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series FF Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series FF Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series FF Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series FF Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series FF Preferred Stock, with proper notice and sufficient funds having been set aside for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series FF Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series FF Preferred Stock shall not have any rights of preemption or rights to convert such Series FF Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series FF Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series FF Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series FF Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series FF Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 15th day of March, 2018.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit S

6.000% Non-Cumulative Preferred Stock, Series GG

CERTIFICATE OF DESIGNATIONS
OF
6.000% NON-CUMULATIVE PREFERRED STOCK, SERIES GG
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on May 7, 2018, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 31, 2018, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "6.000% Non-Cumulative Preferred Stock, Series GG" (the "*Series GG Preferred Stock*"). Each share of Series GG Preferred Stock shall be identical in all respects to every other share of Series GG Preferred Stock. Series GG Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series GG Preferred Stock shall be 55,200. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series GG Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series GG Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series GG Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series GG Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series GG Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series GG Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series GG Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the

Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series GG Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series GG Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) 6.625% Non-Cumulative Preferred Stock, Series I, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (h) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (i) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (l) 6.625% Non-Cumulative Preferred Stock, Series W, (m) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (n) 6.500% Non-Cumulative Preferred Stock, Series Y, (o) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (p) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (q) 6.200% Non-Cumulative Preferred Stock, Series CC, (r) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (s) 6.000% Non-Cumulative Preferred Stock, Series EE, (t) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (u) Floating Rate Non-Cumulative Preferred Stock, Series 1, (v) Floating Rate Non-Cumulative Preferred Stock, Series 2, (w) 6.375% Non-Cumulative Preferred Stock, Series 3, (x) Floating Rate Non-Cumulative Preferred Stock, Series 4, (y) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (z) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series GG Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series GG Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series GG Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series GG Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series GG Preferred Stock, and no more, payable quarterly in arrears on February 16, May 16, August 16 and November 16 of each year, beginning on August 16, 2018; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), without any interest or other payment in respect of such delay (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series GG Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series GG Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 6.000%. The record date for payment of dividends on the Series GG Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series GG Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series GG Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series GG Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series GG Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series GG Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series GG Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series GG Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series GG Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series GG Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series GG Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series GG Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series GG Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series GG Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series GG Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series GG Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series GG Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series GG Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series GG Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series GG Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series GG Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series GG Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series GG Preferred Stock at the time outstanding, at any time on or after May 16, 2023 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series GG Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series GG Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series GG Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series GG Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series GG Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series GG Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series GG Preferred Stock at the time outstanding, the shares of Series GG Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series GG Preferred Stock in proportion to the number of Series GG Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series GG Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series GG Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series GG Preferred Stock or any other class or series of preferred stock that ranks on parity with Series GG Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series GG Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series GG Preferred Stock and any other class or series of preferred stock that ranks on parity with Series GG Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series GG Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series GG Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series GG Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series GG Preferred Stock and any other class or series of preferred stock that ranks on parity with Series GG Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series GG Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series GG Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series GG Preferred Stock and any other class or series of preferred stock that ranks on parity with Series GG Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series GG Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series GG Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series GG Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series GG Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series GG Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series GG Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series GG Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series GG Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series GG Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series GG Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series GG Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series GG Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series GG Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series GG Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series GG Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series GG Preferred Stock shall not have any rights of preemption or rights to convert such Series GG Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series GG Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series GG Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series GG Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series GG Preferred Stock are not subject to the operation of a sinking fund

[Signature Page Follows]

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 16th day of May, 2018.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

<u>Exhibit T</u>

5.875% Non-Cumulative Preferred Stock, Series HH

CERTIFICATE OF DESIGNATIONS OF
5.875% NON-CUMULATIVE PREFERRED STOCK, SERIES HH
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on July 17, 2018, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 31, 2018, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "5.875% Non-Cumulative Preferred Stock, Series HH" (the "*Series HH Preferred Stock*"). Each share of Series HH Preferred Stock shall be identical in all respects to every other share of Series HH Preferred Stock. Series HH Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series HH Preferred Stock shall be 34,160. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series HH Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series HH Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series HH Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series HH Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series HH Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series HH Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series HH Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series HH Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" shall have the meaning set forth in Section 4(a) hereof.

"*Dividend Period*" shall have the meaning set forth in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series HH Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) 6.204% Non-Cumulative Preferred Stock, Series D, (c) Floating Rate Non-Cumulative Preferred Stock, Series E, (d) Floating Rate Non-Cumulative Preferred Stock, Series F, (e) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (f) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K, (g) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (h) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (k) 6.625% Non-Cumulative Preferred Stock, Series W, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (m) 6.500% Non-Cumulative Preferred Stock, Series Y, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (o) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (p) 6.200% Non-Cumulative Preferred Stock, Series CC, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (r) 6.000% Non-Cumulative Preferred Stock, Series EE, (s) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (t) 6.000% Non-Cumulative Preferred Stock, Series GG, (u) Floating Rate Non-Cumulative Preferred Stock, Series 1, (v) Floating Rate Non-Cumulative Preferred Stock, Series 2, (w) 6.375% Non-Cumulative Preferred Stock, Series 3, (x) Floating Rate Non-Cumulative Preferred Stock, Series 4, (y) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (z) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series HH Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series HH Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series HH Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series HH Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series HH Preferred Stock, and no more, payable quarterly in arrears on January 24, April 24, July 24 and October 24 of each year, beginning on October 24, 2018; provided, however, if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), without any interest or other payment in respect of such delay (each such day on which dividends are payable a "*Dividend Payment Date*"). The period from, and including, the date of issuance of the Series HH Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a "*Dividend Period.*" Dividends on each share of Series HH Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 5.875%. The record date for payment of dividends on the Series HH Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series HH Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series HH Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series HH Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series HH Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series HH Preferred Stock remains outstanding, (i) no dividend shall be declared or paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series HH Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series HH Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series HH Preferred Stock remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series HH Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series HH Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series HH Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series HH Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series HH Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series HH Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series HH Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series HH Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series HH Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series HH Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series HH Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series HH Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series HH Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination

transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series HH Preferred Stock at the time outstanding, at any time on or after July 24, 2023 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series HH Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series HH Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series HH Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series HH Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series HH Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series HH Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series HH Preferred Stock at the time outstanding, the shares of Series HH Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series HH Preferred Stock in proportion to the number of Series HH Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series HH Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series HH Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series HH Preferred Stock or any other class or series of preferred stock that ranks on parity with Series HH Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series HH Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series HH Preferred Stock and any other class or series of preferred stock that ranks on parity with Series HH Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series HH Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series HH Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series HH Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series HH Preferred Stock and any other class or series of preferred stock that ranks on parity with Series HH Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series HH Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series HH Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series HH Preferred Stock and any other class or series of preferred stock that ranks on parity with Series HH Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series HH Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series HH Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series HH Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series HH Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series HH Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series HH Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series HH Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series HH Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series HH Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series HH Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series HH Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series HH Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series HH Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series HH Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series HH Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series HH Preferred Stock shall not have any rights of preemption or rights to convert such Series HH Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series HH Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series HH Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series HH Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series HH Preferred Stock are not subject to the operation of a sinking fund.

[Signature Page Follows]

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 24th day of July, 2018.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit U

Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ

CERTIFICATE OF DESIGNATIONS OF
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES JJ
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on June 17, 2019, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 31, 2018, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ" (the "*Series JJ Preferred Stock*"). Each share of Series JJ Preferred Stock shall be identical in all respects to every other share of Series JJ Preferred Stock. Series JJ Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series JJ Preferred Stock shall be 40,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series JJ Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series JJ Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series JJ Preferred Stock:

"*Benchmark*" means, initially, Three-Month LIBOR; provided that if a Benchmark Transition Event and its related Benchmark Replacement Date have occurred with respect to Three-Month LIBOR or the then-current Benchmark, then "Benchmark" means the applicable Benchmark Replacement.

"*Benchmark Replacement*" means the Interpolated Benchmark with respect to the then-current Benchmark, plus the Benchmark Replacement Adjustment for such Benchmark; provided that if the Calculation Agent (after consulting with the Corporation) cannot determine the Interpolated Benchmark as of the Benchmark Replacement Date, then "Benchmark Replacement" means the first alternative set forth in the order below that can be determined by the Corporation or the Calculation Agent (after consultation with the Corporation) as of the Benchmark Replacement Date:

(1) the sum of: (a) Term SOFR and (b) the Benchmark Replacement Adjustment;

(2) the sum of: (a) Compounded SOFR and (b) the Benchmark Replacement Adjustment;

(3) the sum of: (a) the alternate rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark for the applicable Corresponding Tenor (if any) and (b) the Benchmark Replacement Adjustment;

(4) the sum of: (a) the ISDA Fallback Rate and (b) the Benchmark Replacement Adjustment;

(5) the sum of: (a) the alternate rate that has been selected by the Corporation or the Calculation Agent (after consultation with the Corporation) as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to any industry-accepted rate as a replacement for the then-current Benchmark for U.S. dollar-denominated floating rate securities at such time and (b) the Benchmark Replacement Adjustment.

"*Benchmark Replacement Adjustment*" means the first alternative set forth in the order below that can be determined by the Corporation or the Calculation Agent (after consultation with the Corporation) as of the Benchmark Replacement Date:

(1) the spread adjustment (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body or determined by the Corporation or the Calculation Agent (after consultation with the Corporation) in accordance with the method for calculating or determining such spread adjustment that has been selected or recommended by the Relevant Governmental Body, in each case for the applicable Unadjusted Benchmark Replacement;

(2) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, then the ISDA Fallback Adjustment;

(3) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Corporation or the Calculation Agent (after consultation with the Corporation) giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate securities at such time.

"*Benchmark Replacement Conforming Changes*" means, with respect to any Benchmark Replacement, changes to (1) any Dividend Determination Date, Dividend Payment Date or Dividend Period, (2) the manner, timing and frequency of determining dividends on the Series JJ Preferred Stock and the conventions relating to such determination, (3) rounding conventions, (4) tenors and (5) any other terms or provisions of the Series JJ Preferred Stock, in each case that the Corporation or the Calculation Agent (after consulting with the Corporation) determines, from time to time, to be appropriate to reflect the implementation of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Corporation or the Calculation Agent (after consulting with the Corporation decides that implementation of any portion of such market practice is not administratively feasible or determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Corporation or the Calculation Agent (after consulting with the Corporation) determines is appropriate).

"*Benchmark Replacement Date*" means the earliest to occur of the following events with respect to the then-current Benchmark:

(1) in the case of clause (1) or (2) of the definition of "Benchmark Transition Event," the later of (a) the date of the public statement or publication of information referenced therein and (b) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark; or

(2) in the case of clause (3) of the definition of "Benchmark Transition Event," the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination.

"*Benchmark Transition Event*" means the occurrence of one or more of the following events with respect to the then-current Benchmark:

(1) a public statement or publication of information by or on behalf of the administrator of the Benchmark announcing that such administrator has ceased or will cease to provide the Benchmark, permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark;

(2) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark, the central bank for the currency of the Benchmark, an insolvency official with jurisdiction over the administrator for the Benchmark, a resolution authority with jurisdiction over the administrator for the Benchmark or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark has ceased or will cease to provide the Benchmark permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark; or

(3) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative.

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day, subject to change in accordance with Section 4(a) hereof in the event a Benchmark Transition Event and Benchmark Replacement Date have occurred.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity (which may be an affiliate of the Corporation) as may be appointed by the Corporation to act as calculation agent for the Series JJ Preferred Stock during the Floating Rate Period.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series JJ Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series JJ Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series JJ Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series JJ Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series JJ Preferred Stock is outstanding.

"*Compounded SOFR*" means the compounded average of SOFRs for the applicable Corresponding Tenor, with the rate, or methodology for this rate, and conventions for this rate being established by the Corporation or the Calculation Agent (after consulting with the Corporation) in accordance with:

(1) the rate, or methodology for this rate, and conventions for this rate selected or recommended by the Relevant Governmental Body for determining Compounded SOFR; provided that:

(2) if, and to the extent that, the Corporation or the Calculation Agent (after consulting with the Corporation) determine that Compounded SOFR cannot be determined in accordance with clause (1) above, then the rate, or methodology for this rate, and conventions for this rate that have been selected by Corporation or the Calculation Agent (after consulting with the Corporation) giving due consideration to any industry-accepted market practice for U.S. dollar-denominated floating rate securities at such time.

"*Corresponding Tenor*" with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Benchmark.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of Three-Month LIBOR in Section 4(a) hereof.

"*Dividend Payment Date*" means, for the Fixed Rate Period, June 20 and December 20 of each year, and for the Floating Rate Period, March 20, June 20, September 20, and December 20 of each year, subject to adjustment for non-Business Days as described in Section 4(a) hereof.

"*Dividend Period*" means the period from, and including, the date of issuance of the Series JJ Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date, subject to adjustment as described in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Federal Reserve Bank of New York's Website*" means the website of the Federal Reserve Bank of New York at http://www.newyorkfed.org, or any successor source.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Interpolated Benchmark*" with respect to the Benchmark means the rate determined for the Corresponding Tenor by interpolating on a linear basis between: (1) the Benchmark for the longest period (for which the Benchmark is available) that is shorter than the Corresponding Tenor and (2) the Benchmark for the shortest period (for which the Benchmark is available) that is longer than the Corresponding Tenor. If the Benchmark with respect to which the Interpolated Benchmark is being determined is Three-Month LIBOR, then the term "Benchmark" as used in clause (1) and (2) of the foregoing definition means the London interbank offered rate for deposits in U.S. dollars for the applicable periods specified in such clauses.

"*ISDA Definitions*" means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time.

"*ISDA Fallback Adjustment*" means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark for the applicable tenor.

"*ISDA Fallback Rate*" means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark for the applicable tenor excluding the applicable ISDA Fallback Adjustment.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series JJ Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) Floating Rate Non-Cumulative Preferred Stock, Series E, (c) Floating Rate Non-Cumulative Preferred Stock, Series F, (d) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (e) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (f) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (i) 6.625% Non-Cumulative Preferred Stock, Series W, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (k) 6.500% Non-Cumulative Preferred Stock, Series Y, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (m) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (n) 6.200% Non-Cumulative Preferred Stock, Series CC, (o) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (p) 6.000% Non-Cumulative Preferred Stock, Series EE, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (r) 6.000% Non-Cumulative Preferred Stock, Series GG, (s) 5.875% Non-Cumulative Preferred Stock, Series HH, (t) Floating Rate Non-Cumulative Preferred Stock, Series 1, (u) Floating Rate Non-Cumulative Preferred Stock, Series 2, (v) Floating Rate Non-Cumulative Preferred Stock, Series 4, (w) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (x) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series JJ Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reference Time*" with respect to any determination of the Benchmark means (1) if the Benchmark is Three-Month LIBOR, 11:00 a.m. (London time) on the relevant Dividend Determination Date, and (2) if the Benchmark is not Three-Month LIBOR, the time determined by the Corporation or the Calculation Agent (after consulting with the Corporation) in accordance with the Benchmark Replacement Conforming Changes.

"*Relevant Governmental Body*" means the Federal Reserve and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve and/or the Federal Reserve Bank of New York or any successor thereto.

"*Reuters Screen Page "LIBOR01"*" means the display on the Thomson Reuters Eikon service, or any successor or replacement service, on page LIBOR01, for the purpose of displaying London interbank offered rates of major banks for U.S. dollar deposits, or any successor or replacement page or pages on that service.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series JJ Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series JJ Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"*SOFR*" with respect to any day means the secured overnight financing rate published for such day by the Federal Reserve Bank of New York, as the administrator of the benchmark, (or a successor administrator) on the Federal Reserve Bank of New York's Website.

"*Term SOFR*" means the forward-looking term rate for the applicable Corresponding Tenor based on SOFR that has been selected or recommended by the Relevant Governmental Body.

"Three-Month LIBOR" shall have the meaning set forth in Section 4(a) hereof.

"*Unadjusted Benchmark Replacement*" means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

Section 4. Dividends.

(a) Rate. Holders of Series JJ Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series JJ Preferred Stock, and no more, payable (x) for the Fixed Rate Period (as defined below), semi-annually in arrears on June 20 and December 20 of each year, beginning on December 20, 2019; provided, however, that if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), in each case, without any additional dividends accruing or other payment adjustment and the relevant Dividend Period will not be adjusted; and (y) for the Floating Rate Period (as defined below), quarterly in arrears on March 20, June 20, September 20 and December 20 of each year, beginning on September 20, 2024; provided, however, that if any such day is not a Business Day, then the next succeeding day that is a Business Day will be the Dividend Payment Date for the relevant Dividend Period (unless that day falls in the next calendar month, in which case the immediately preceding Business Day will be the Dividend Payment Date for the relevant Dividend Period), in each case, with dividends accruing to, but excluding, the actual payment date, and the relevant Dividend Period will be adjusted accordingly. Dividends on each share of Series JJ Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 5.125%, for each Dividend Period from, and including, the issue date to, but excluding, June 20, 2024 (the "*Fixed Rate Period*"), and (2) thereafter, Three-Month LIBOR (as defined below) (which rate is subject to replacement as described below) plus a spread of 3.292%, for each Dividend Period from, and including, June 20, 2024 (the "*Floating Rate Period*"). If a Benchmark Transition Event and its related Benchmark Replacement Date occur with respect to Three-Month LIBOR, then dividends on the Preferred Stock during the Floating Rate Period thereafter will be determined not by reference to Three-Month LIBOR but instead by reference to the Benchmark Replacement, and, in connection with the implementation of the applicable Benchmark Replacement, the Corporation or the Calculation Agent (after consultation with the Corporation) may from time to time, on or after the Benchmark Replacement Date, to make Benchmark Replacement Conforming Changes, and any such Benchmark Replacement Conforming Changes will be deemed incorporated herein by reference and supersede and supplement the provisions of this Section 4(a) to the extent applicable.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the London interbank offered rate for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" at approximately 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If no such offered rate appears on Reuters Screen Page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m.,

London time, then the Corporation will select and identify to the Calculation Agent four major banks in the London interbank market, and the Calculation Agent will request each such bank to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least $1,000,000 commencing on the first day of the Dividend Period relating to such Dividend Determination Date are offered by it to prime banks in the London interbank market, at approximately 11:00 a.m. London time, on that Dividend Determination Date. If at least two quotations are provided, Three-Month LIBOR will be the arithmetic average (rounded upward if necessary to the nearest .00001%) of the quotations provided. If fewer than two quotations are provided, the Corporation will select and identify to the Calculation Agent three major banks in New York City, and the Calculation Agent will request each of such banks to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks for a three-month period for the applicable Dividend Period in an amount of at least $1,000,000. If three quotations are provided, Three-Month LIBOR will be the arithmetic average of the quotations provided. Otherwise, Three-Month LIBOR for the applicable Dividend Period will be equal to Three-Month LIBOR in effect for the then-current Dividend Period or, in the case of the first Dividend Period during the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period.

Notwithstanding the foregoing paragraph, if the Corporation or the Calculation Agent (after consultation with the Corporation) determines on or prior to the relevant Dividend Determination Date that a Benchmark Transition Event and its related Benchmark Replacement Date have occurred prior to the Reference Time in respect of any determination of Three-Month LIBOR or the then-current Benchmark on any date, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Preferred Stock during the Floating Rate Period in respect of such determination on such date and all determinations on subsequent dates. In connection with the implementation of a Benchmark Replacement, the Corporation or the Calculation Agent (after consultation with the Corporation) may make Benchmark Replacement Conforming Changes from time to time. Any determination, decision or election that may be made by Corporation or the Calculation Agent (after consultation with the Corporation) pursuant to this paragraph (including Benchmark Replacement Conforming Changes) and definitions related thereto, and any decision to take or refrain from taking any action or any selection (i) will be conclusive and binding absent manifest error; (ii) if made by the Corporation, will be made in the sole discretion of the Corporation; (iii) if made by the Calculation Agent, will be made after consultation with the Corporation, and the Calculation Agent will not make any such determination, decision or election to which the Corporation objects; and (iv) shall be deemed incorporated herein by reference and be part of the terms of the Series JJ Preferred Stock without consent from the holders of the Preferred Stock or any other party. Any determination, decision or election pursuant to the foregoing paragraphs not made by the Calculation Agent will be made by the Corporation on the basis as described above. In addition, the Corporation may designate an entity (which may be the Corporation's affiliate) to make any determination, decision or election that the Corporation has the right to make in connection with the foregoing paragraphs. For so long as any share of the Series JJ Preferred Stock is outstanding, the Corporation will maintain a record of any Benchmark Replacement and Benchmark Replacement Conforming Changes, and will provide a copy of such record to holders of the Series JJ Preferred Stock upon written request to the Corporation.

The record date for payment of dividends on the Series JJ Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward. The Calculation Agent's establishment of Three-Month LIBOR or the Benchmark Replacement, as applicable, and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series JJ Preferred Stock upon written request and will be final and binding in the absence of manifest error.

(b) Non-Cumulative Dividends. Dividends on shares of Series JJ Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series JJ Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series JJ Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series JJ Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series JJ Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared and made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series JJ Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series JJ Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series JJ Preferred Stock remain outstanding, no dividends shall be declared and paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series JJ Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series JJ Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series JJ Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series JJ Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series JJ Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series JJ Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series JJ Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series JJ Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series JJ Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series JJ Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series JJ Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series JJ Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series JJ Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series JJ Preferred Stock at the time outstanding, at any time on or after June 20, 2024 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series JJ Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series JJ Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series JJ Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series JJ Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series JJ Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series JJ Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series JJ Preferred Stock at the time outstanding, the shares of Series JJ Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series JJ Preferred Stock in proportion to the number of Series JJ Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series JJ Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series JJ Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series JJ Preferred Stock or any other class or series of preferred stock that ranks on parity with Series JJ Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series JJ Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series JJ Preferred Stock and any other class or series of preferred stock that ranks on parity with Series JJ Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series JJ Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series JJ Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series JJ Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series JJ Preferred Stock and any other class or series of preferred stock that ranks on parity with Series JJ Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series JJ Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series JJ Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series JJ Preferred Stock and any other class or series of preferred stock that ranks on parity with Series JJ Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series JJ Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series JJ Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series JJ Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series JJ Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series JJ Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series JJ Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series JJ Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series JJ Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series JJ Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series JJ Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series JJ Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series JJ Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series JJ Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series JJ Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series JJ Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series JJ Preferred Stock shall not have any rights of preemption or rights to convert such Series JJ Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series JJ Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series JJ Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series JJ Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series JJ Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 20th day of June, 2019.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit V

5.375% Non-Cumulative Preferred Stock, Series KK

CERTIFICATE OF DESIGNATIONS OF
5.375% NON-CUMULATIVE PREFERRED STOCK, SERIES KK
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on June 18, 2019, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors dated January 31, 2018, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "5.375% Non-Cumulative Preferred Stock, Series KK" (the "*Series KK Preferred Stock*"). Each share of Series KK Preferred Stock shall be identical in all respects to every other share of Series KK Preferred Stock. Series KK Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series KK Preferred Stock shall be 60,950. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series KK Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series KK Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series KK Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series KK Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series KK Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series KK Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series KK Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series KK Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

“*Dividend Payment Date*” means March 25, June 25, September 25 and December 25 of each year, beginning on September 25, 2019.

“*Dividend Period*” means the period from, and including, the date of issuance of the Series KK Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date.

“*DTC*” means The Depository Trust Company, together with its successors and assigns.

“*Junior Stock*” means the Corporation’s common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series KK Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

“*Parity Stock*” means the Corporation’s (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) Floating Rate Non-Cumulative Preferred Stock, Series E, (c) Floating Rate Non-Cumulative Preferred Stock, Series F, (d) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (e) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (f) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (i) 6.625% Non-Cumulative Preferred Stock, Series W, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (k) 6.500% Non-Cumulative Preferred Stock, Series Y, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (m) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (n) 6.200% Non-Cumulative Preferred Stock, Series CC, (o) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (p) 6.000% Non-Cumulative Preferred Stock, Series EE, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (r) 6.000% Non-Cumulative Preferred Stock, Series GG, (s) 5.875% Non-Cumulative Preferred Stock, Series HH, (t) Floating Rate Non-Cumulative Preferred Stock, Series 1, (u) Floating Rate Non-Cumulative Preferred Stock, Series 2, (v) Floating Rate Non-Cumulative Preferred Stock, Series 4, (w) Floating Rate Non-Cumulative Preferred Stock, Series 5, (x) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ, and (y) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series KK Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

“Senior Stock” means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series KK Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

“*Series KK Preferred Stock*” shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series KK Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series KK Preferred Stock, and no more, payable quarterly in arrears on March 25, June 25, September 25 and December 25 of each year, beginning on September 25, 2019; provided, however, that if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), in each case, without any additional dividends accruing or other payment adjustment and the relevant Dividend Period will not be adjusted. Dividends on each share of Series KK Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 5.375%. The record date for payment of dividends on the Series KK Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series KK Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series KK Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series KK Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series KK Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series KK Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series KK Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series KK Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series KK Preferred Stock remain outstanding, no dividends shall be declared and paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series KK Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series KK Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series KK Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series KK Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series KK Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series KK Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series KK Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series KK Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series KK Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series KK Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series KK Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series KK Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series KK Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series KK Preferred Stock at the time outstanding, at any time on or after June 25, 2024 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series KK Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series KK Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series KK Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series KK Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series KK Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series KK Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series KK Preferred Stock at the time outstanding, the shares of Series KK Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series KK Preferred Stock in proportion to the number of Series KK Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series KK Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series KK Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series KK Preferred Stock or any other class or series of preferred stock that ranks on parity with Series KK Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series KK Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series KK Preferred Stock and any other class or series of preferred stock that ranks on parity with Series KK Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series KK Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series KK Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series KK Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series KK Preferred Stock and any other class or series of preferred stock that ranks on parity with Series KK Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series KK Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series KK Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series KK Preferred Stock and any other class or series of preferred stock that ranks on parity with Series KK Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series KK Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series KK Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series KK Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series KK Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series KK Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series KK Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series KK Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series KK Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series KK Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series KK Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series KK Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series KK Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series KK Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series KK Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series KK Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series KK Preferred Stock shall not have any rights of preemption or rights to convert such Series KK Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series KK Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series KK Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series KK Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series KK Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 25th day of June, 2019.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

Exhibit W

5.000% Non-Cumulative Preferred Stock, Series LL

CERTIFICATE OF DESIGNATIONS OF
5.000% NON-CUMULATIVE PREFERRED STOCK, SERIES LL
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on September 10, 2019, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors duly adopted on June 27, 2019, the provisions of the Amended and Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "5.000% Non-Cumulative Preferred Stock, Series LL" (the "*Series LL Preferred Stock*"). Each share of Series LL Preferred Stock shall be identical in all respects to every other share of Series LL Preferred Stock. Series LL Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series LL Preferred Stock shall be 52,400. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series LL Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series LL Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series LL Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series LL Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series LL Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series LL Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series LL Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series LL Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" means March 17, June 17, September 17 and December 17 of each year, beginning on December 17, 2019.

"*Dividend Period*" means the period from, and including, the date of issuance of the Series LL Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series LL Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) Floating Rate Non-Cumulative Preferred Stock, Series E, (c) Floating Rate Non-Cumulative Preferred Stock, Series F, (d) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (e) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (f) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series V, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (j) 6.500% Non-Cumulative Preferred Stock, Series Y, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (m) 6.200% Non-Cumulative Preferred Stock, Series CC, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (o) 6.000% Non-Cumulative Preferred Stock, Series EE, (p) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (q) 6.000% Non-Cumulative Preferred Stock, Series GG, (r) 5.875% Non-Cumulative Preferred Stock, Series HH, (s) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ, (t) 5.375% Non-Cumulative Preferred Stock, Series KK, (u) Floating Rate Non-Cumulative Preferred Stock, Series 1, (v) Floating Rate Non-Cumulative Preferred Stock, Series 2, (w) Floating Rate Non-Cumulative Preferred Stock, Series 4, (x) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (y) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series LL Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series LL Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series LL Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series LL Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series LL Preferred Stock, and no more, payable quarterly in arrears on March 17, June 17, September 17 and December 17 of each year, beginning on December 17, 2019; provided, however, that if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), in each case, without any additional dividends accruing or other payment adjustment and the relevant Dividend Period will not be adjusted. Dividends on each share of Series LL Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 5.000%. The record date for payment of dividends on the Series LL Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series LL Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series LL Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series LL Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series LL Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series LL Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series LL Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series LL Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series LL Preferred Stock remain outstanding, no dividends shall be declared and paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series LL Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series LL Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series LL Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series LL Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series LL Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series LL Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series LL Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series LL Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series LL Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series LL Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series LL Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series LL Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series LL Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination

transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series LL Preferred Stock at the time outstanding, at any time on or after September 17, 2024 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series LL Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series LL Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series LL Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series LL Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series LL Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series LL Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series LL Preferred Stock at the time outstanding, the shares of Series LL Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series LL Preferred Stock in proportion to the number of Series LL Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series LL Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series LL Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series LL Preferred Stock or any other class or series of preferred stock that ranks on parity with Series LL Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series LL Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series LL Preferred Stock and any other class or series of preferred stock that ranks on parity with Series LL Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series LL Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series LL Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series LL Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series LL Preferred Stock and any other class or series of preferred stock that ranks on parity with Series LL Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series LL Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series LL Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series LL Preferred Stock and any other class or series of preferred stock that ranks on parity with Series LL Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series LL Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series LL Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series LL Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series LL Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series LL Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series LL Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series LL Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series LL Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series LL Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series LL Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series LL Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series LL Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series LL Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series LL Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series LL Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series LL Preferred Stock shall not have any rights of preemption or rights to convert such Series LL Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series LL Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series LL Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series LL Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series LL Preferred Stock are not subject to the operation of a sinking fund.

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 17th day of September, 2019.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

CERTIFICATE OF DESIGNATIONS OF
FIXED-TO-FLOATING RATE NON-CUMULATIVE PREFERRED STOCK, SERIES MM
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on January 21, 2020, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors duly adopted on June 27, 2019, the provisions of the Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series MM" (the "*Series MM Preferred Stock*"). Each share of Series MM Preferred Stock shall be identical in all respects to every other share of Series MM Preferred Stock. Series MM Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series MM Preferred Stock shall be 44,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series MM Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series MM Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series MM Preferred Stock:

"*Benchmark*" means, initially, Three-Month LIBOR; provided that if a Benchmark Transition Event and related Benchmark Replacement Date have occurred with respect to Three-Month LIBOR or the then-current Benchmark, then "Benchmark" means the applicable Benchmark Replacement.

"*Benchmark Replacement*" means the Interpolated Benchmark with respect to the then-current Benchmark (if applicable), plus the Benchmark Replacement Adjustment for such Benchmark (if applicable); provided that if the Calculation Agent (after consultation with the Corporation) cannot determine the Interpolated Benchmark as of the Benchmark Replacement Date, then "Benchmark Replacement" means the first alternative set forth in the order below that can be determined by the Corporation or the Corporation's designee (after consultation with the Corporation) as of the Benchmark Replacement Date:

(1) the sum of: (a) Term SOFR and (b) the Benchmark Replacement Adjustment;

(2) the sum of: (a) Compounded SOFR and (b) the Benchmark Replacement Adjustment;

(3) the sum of: (a) the alternate rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark for the applicable Corresponding Tenor (if any) and (b) the Benchmark Replacement Adjustment;

(4) the sum of: (a) the ISDA Fallback Rate and (b) the Benchmark Replacement Adjustment;

(5) the sum of: (a) the alternate rate that has been selected by the Corporation or the Corporation's designee (after consultation with the Corporation) as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to any industry-accepted rate as a replacement for the then-current Benchmark for U.S. dollar-denominated floating rate securities at such time and (b) the Benchmark Replacement Adjustment.

"*Benchmark Replacement Adjustment*" means the first alternative set forth in the order below that can be determined by the Corporation or the Corporation's designee (after consultation with the Corporation) as of the Benchmark Replacement Date:

(1) the spread adjustment (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body or determined by the Corporation or the Corporation's designee (after consultation with the Corporation) in accordance with the method for calculating or determining such spread adjustment that has been selected or recommended by the Relevant Governmental Body, in each case for the applicable Unadjusted Benchmark Replacement;

(2) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, then the ISDA Fallback Adjustment;

(3) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Corporation or the Corporation's designee (after consultation with the Corporation) giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated floating rate securities at such time.

"*Benchmark Replacement Conforming Changes*" means, with respect to any Benchmark Replacement, changes to (1) any Dividend Determination Date, Dividend Payment Date or Dividend Period, (2) the manner, timing and frequency of determining rates and amounts of dividends that are payable on the Series MM Preferred Stock and the conventions relating to such determination, (3) the timing of making dividend payments, (4) rounding conventions, (5) tenors and (6) any other terms or provisions of the Series MM Preferred Stock, in each case that the Corporation or the Corporation's designee (after consultation with the Corporation) determines, from time to time, to be appropriate to reflect the determination and implementation of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Corporation, the Calculation Agent or the Corporation's designee (after consultation with the Corporation) decides that implementation of any portion of such market practice is not administratively feasible or if the Corporation or the Corporation's designee (after consultation with the Corporation) determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Corporation or the Corporation's designee (after consultation with the Corporation) determines is appropriate).

"*Benchmark Replacement Date*" means the earliest to occur of the following events with respect to the then-current Benchmark:

(1) in the case of clause (1) or (2) of the definition of "Benchmark Transition Event," the later of (a) the date of the public statement or publication of information referenced therein and (b) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark; or

(2) in the case of clause (3) of the definition of "Benchmark Transition Event," the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination.

"*Benchmark Transition Event*" means the occurrence of one or more of the following events with respect to the then-current Benchmark:

(1) a public statement or publication of information by or on behalf of the administrator of the Benchmark announcing that such administrator has ceased or will cease to provide the Benchmark, permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark;

(2) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark, the central bank for the currency of the Benchmark, an insolvency official with jurisdiction over the administrator for the Benchmark, a resolution authority with jurisdiction over the administrator for the Benchmark or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark has ceased or will cease to provide the Benchmark permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark; or

(3) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative.

"*Business Day*" means, for the Fixed Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina; and, for the Floating Rate Period, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina and is a London Banking Day, subject to change in accordance with Section 4(a) hereof in the event a Benchmark Transition Event and Benchmark Replacement Date have occurred.

"*Calculation Agent*" shall mean The Bank of New York Mellon Trust Company, N.A., or such other bank or entity (which may be an affiliate of the Corporation) as may be appointed by the Corporation to act as calculation agent for the Series MM Preferred Stock during the Floating Rate Period.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series MM Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series MM Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series MM Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series MM Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series MM Preferred Stock is outstanding.

"*Compounded SOFR*" means the compounded average of SOFRs for the applicable Corresponding Tenor, with the rate, or methodology for this rate, and conventions for this rate being established by the Corporation or the Corporation's designee (after consultation with the Corporation) in accordance with:

(1) the rate, or methodology for this rate, and conventions for this rate selected or recommended by the Relevant Governmental Body for determining Compounded SOFR; provided that:

(2) if, and to the extent that, the Corporation or the Corporation's designee (after consultation with the Corporation) determines that Compounded SOFR cannot be determined in accordance with clause (1) above, then the rate, or methodology for this rate, and conventions for this rate that have been selected by the Corporation or the Corporation's designee (after consultation with the Corporation) giving due consideration to any industry-accepted market practice for U.S. dollar-denominated floating rate securities at such time.

"*Corresponding Tenor*" with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Benchmark.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Determination Date*" shall have the meaning set forth below in the definition of Three-Month LIBOR in Section 4(a) hereof.

"*Dividend Payment Date*" means, for the Fixed Rate Period, January 28 and July 28 of each year, and for the Floating Rate Period, January 28, April 28, July 28, and October 28 of each year, subject to adjustment for non-Business Days as described in Section 4(a) hereof.

"*Dividend Period*" means the period from, and including, the date of issuance of the Series MM Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date, subject to adjustment as described in Section 4(a) hereof.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Federal Reserve Bank of New York's Website*" means the website of the Federal Reserve Bank of New York at http://www.newyorkfed.org, or any successor source.

"*Fixed Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Floating Rate Period*" shall have the meaning set forth in Section 4(a) hereof.

"*Interpolated Benchmark*" with respect to the Benchmark (if applicable) means the rate determined for the Corresponding Tenor by interpolating on a linear basis between: (1) the Benchmark for the longest period (for which the Benchmark is available) that is shorter than the Corresponding Tenor and (2) the Benchmark for the shortest period (for which the Benchmark is available) that is longer than the Corresponding Tenor. "Benchmark" as used in clause (1) and (2) of the foregoing definition means the then-current Benchmark for the applicable periods specified in such clauses without giving effect to the applicable index maturity (if any).

"*ISDA Definitions*" means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time.

"*ISDA Fallback Adjustment*" means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark for the applicable tenor.

"*ISDA Fallback Rate*" means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark for the applicable tenor excluding the applicable ISDA Fallback Adjustment.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series MM Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*London Banking Day*" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London, England.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) Floating Rate Non-Cumulative Preferred Stock, Series E, (c) Floating Rate Non-Cumulative Preferred Stock, Series F, (d) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (e) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (f) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (i) 6.500% Non-Cumulative Preferred Stock, Series Y, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (l) 6.200% Non-Cumulative Preferred Stock, Series CC, (m) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (n) 6.000% Non-Cumulative Preferred Stock, Series EE, (o) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (p) 6.000% Non-Cumulative Preferred Stock, Series GG, (q) 5.875% Non-Cumulative Preferred Stock, Series HH, (r) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ, (s) 5.375% Non-Cumulative Preferred Stock, Series KK, (t) 5.000% Non-Cumulative Preferred Stock, Series LL, (u) Floating Rate Non-Cumulative Preferred Stock, Series 1, (v) Floating Rate Non-Cumulative Preferred Stock, Series 2, (w) Floating Rate Non-Cumulative Preferred Stock, Series 4, (x) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (y) any other class or series of stock of the

Corporation hereafter authorized that ranks on a par with the Series MM Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"*Reference Time*" with respect to any determination of the Benchmark means (1) if the Benchmark is Three-Month LIBOR, 11:00 a.m. (London time) on the relevant Dividend Determination Date, and (2) if the Benchmark is not Three-Month LIBOR, the time determined by the Corporation or the Corporation's designee (after consultation with the Corporation) in accordance with the Benchmark Replacement Conforming Changes.

"*Relevant Governmental Body*" means the Federal Reserve and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve and/or the Federal Reserve Bank of New York or any successor thereto.

"*Reuters Screen Page "LIBOR01"*" means the display on the Thomson Reuters Eikon service, or any successor or replacement service, on page LIBOR01, for the purpose of displaying London interbank offered rates of major banks for U.S. dollar deposits, or any successor or replacement page or pages on that service.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series MM Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series MM Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

"*SOFR*" with respect to any day means the secured overnight financing rate published for such day by the Federal Reserve Bank of New York, as the administrator of the benchmark, (or a successor administrator) on the Federal Reserve Bank of New York's Website, or any successor source.

"*Term SOFR*" means the forward-looking term rate for the applicable Corresponding Tenor based on SOFR that has been selected or recommended by the Relevant Governmental Body.

"Three-Month LIBOR" shall have the meaning set forth in Section 4(a) hereof.

"*Unadjusted Benchmark Replacement*" means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

Section 4. Dividends.

(a) Rate. Holders of Series MM Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series MM Preferred Stock, and no more, payable (x) for the Fixed Rate Period (as defined below), semi-annually in arrears on January 28 and July 28 of each year, beginning on July 28, 2020; provided, however, that if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), in each case, without any additional dividends accruing or other payment adjustment and the relevant Dividend Period will not be adjusted; and (y) for the Floating Rate Period (as defined below), quarterly in arrears on January 28, April 28, July 28 and October 28 of each year, beginning on April 28, 2025; provided, however, that if any such day is not a Business Day, then the next succeeding day that is a Business Day will be the Dividend Payment Date for the relevant Dividend Period (unless that day falls in the next calendar month, in which case the immediately preceding Business Day will be the Dividend Payment Date for the relevant Dividend Period), in each case, with dividends accruing to, but excluding, the actual payment date, and the relevant Dividend Period will be adjusted accordingly. Dividends on each share of Series MM Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to (1) 4.300%, for each Dividend Period from, and including, the issue date to, but excluding, January 28, 2025 (the "*Fixed Rate Period*"), and (2) thereafter, Three-Month LIBOR (as defined below) (which rate is subject to replacement as described below) plus a spread of 2.664%, for each Dividend Period from, and including, January 28, 2025 (the "*Floating Rate Period*"). If a Benchmark Transition Event and related Benchmark Replacement Date occur with respect to Three-Month LIBOR, then dividends on the Series MM Preferred Stock during the Floating Rate Period thereafter will be determined not by reference to Three-Month LIBOR but instead by reference to the Benchmark Replacement, and, in connection with the implementation of the applicable Benchmark Replacement, the Corporation or the Corporation's designee (after consultation with the Corporation) may from time to time, on or after the Benchmark Replacement Date, make Benchmark Replacement Conforming Changes, and any such Benchmark

Replacement Conforming Changes will be deemed incorporated herein by reference and supersede and supplement the provisions of this Section 4(a) to the extent applicable.

"Three-Month LIBOR" means, with respect to any Dividend Period in the Floating Rate Period, the London interbank offered rate for deposits in U.S. dollars for a three-month period commencing on the first day of that Dividend Period that appears on Reuters Screen Page "LIBOR01" at approximately 11:00 a.m. (London time) on the second London Banking Day immediately preceding the first day of that Dividend Period (the "*Dividend Determination Date*"). If no such offered rate appears on Reuters Screen Page "LIBOR01" on the relevant Dividend Determination Date at approximately 11:00 a.m., London time, then the Corporation will select and identify to the Calculation Agent four major banks in the London interbank market, and the Calculation Agent will request each such bank to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least $1,000,000 commencing on the first day of the Dividend Period relating to such Dividend Determination Date are offered by it to prime banks in the London interbank market, at approximately 11:00 a.m. London time, on that Dividend Determination Date. If at least two quotations are provided, the Calculation Agent will determine Three-Month LIBOR as the arithmetic average (rounded upward if necessary to the nearest .00001%) of the quotations provided. If fewer than two quotations are provided, the Corporation will select and identify to the Calculation Agent three major banks in New York City, and the Calculation Agent will request each of such banks to provide a quotation of the rate offered by it at approximately 11:00 a.m., New York City time, on the Dividend Determination Date for loans in U.S. dollars to leading European banks for a three-month period for the applicable Dividend Period in an amount of at least $1,000,000 commencing on the first day of the Dividend Period relating to such Dividend Determination Date. If three quotations are provided, the Calculation Agent will determine Three-Month LIBOR as the arithmetic average of the quotations provided. Otherwise, Three-Month LIBOR for the applicable Dividend Period will be equal to Three-Month LIBOR in effect for the then-current Dividend Period or, in the case of the first Dividend Period during the Floating Rate Period, the most recent rate that could have been determined in accordance with the first sentence of this paragraph had the dividend rate been a floating rate during the Fixed Rate Period.

Notwithstanding the foregoing paragraph, if the Corporation or the Corporation's designee (after consultation with the Corporation) determines on or prior to the relevant Reference Time that a Benchmark Transition Event and related Benchmark Replacement Date have occurred with respect to Three-Month LIBOR or the then-current Benchmark for the Series MM Preferred Stock, the applicable Benchmark Replacement will replace the then-current Benchmark for the Series MM Preferred Stock for all purposes relating to the Series MM Preferred Stock during the Floating Rate Period in respect of all determinations on such date and for all determinations on all subsequent dates. In connection with the implementation of a Benchmark Replacement, the Corporation or the Corporation's designee (after consultation with the Corporation) may make Benchmark Replacement Conforming Changes from time to time. Any determination, decision or election that may be made by the Corporation or the Corporation's designee (which may be an affiliate of the Corporation) pursuant to this paragraph (including Benchmark Replacement Conforming Changes) and definitions related thereto, and any decision to take or refrain from taking any action or any selection (i) will be conclusive and binding absent manifest error; (ii) if made by the Corporation, will be made in the sole discretion of the Corporation; (iii) if made by the Corporation's designee, will be made after consultation with the Corporation, and the Corporation's designee will not make any such determination, decision or election to which the Corporation objects; and (iv) shall be deemed incorporated herein by reference and be part of the terms of the Series MM Preferred Stock without consent from the holders of the Series MM Preferred Stock or any other party. The Corporation may designate an entity (which may be a calculation agent and/or the Corporation's affiliate) to make any determination, decision or election that the Corporation has the right to make in connection with the foregoing paragraphs. For so long as any share of the Series MM Preferred Stock is outstanding, the Corporation will maintain a record of any Benchmark Replacement and Benchmark Replacement Conforming Changes, and will provide a copy of such record to holders of the Series MM Preferred Stock upon written request to the Corporation.

The record date for payment of dividends on the Series MM Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 days nor less than 10 days prior to such Dividend Payment Date. For the Fixed Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. For the Floating Rate Period, the amount of dividends payable shall be computed on the basis of a 360-day year and the actual number of days elapsed in a Dividend Period. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward. The Calculation Agent's establishment of Three-Month LIBOR or the dividend rate determined based on the Benchmark Replacement, as applicable, and calculation of the amount of dividends for each Dividend Period in the Floating Rate Period will be on file at the principal offices of the Corporation, will be made available to any holder of Series MM Preferred Stock upon written request and will be final and binding in the absence of manifest error.

(b) Non-Cumulative Dividends. Dividends on shares of Series MM Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series MM Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series MM Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series MM Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series MM Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a*pro rata* portion, of the Series MM Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series MM Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series MM Preferred Stock remain outstanding, no dividends shall be declared and paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series MM Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series MM Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series MM Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series MM Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series MM Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series MM Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series MM Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series MM Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series MM Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series MM Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series MM Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series MM Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series MM Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series MM Preferred Stock at the time outstanding, at any time on or after January 28, 2025 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series MM Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a dividend period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series MM Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series MM Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series MM Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series MM Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series MM Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series MM Preferred Stock at the time outstanding, the shares of Series MM Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series MM Preferred Stock in proportion to the number of Series MM Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series MM Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series MM Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series MM Preferred Stock or any other class or series of preferred stock that ranks on parity with Series MM Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least three or more semi-annual or six or more quarterly Dividend Periods (whether consecutive or not), as applicable, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series MM Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series MM Preferred Stock and any other class or series of preferred stock that ranks on parity with Series MM Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series MM Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series MM Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series MM Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series MM Preferred Stock and any other class or series of preferred stock that ranks on parity with Series MM Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series MM Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series MM Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) **Termination; Removal.** Whenever full dividends have been paid regularly on the Series MM Preferred Stock and any other class or series of preferred stock that ranks on parity with Series MM Preferred Stock as to payment of dividends, if any, for the equivalent of at least two semi-annual or four quarterly Dividend Periods, as applicable, then the right of the holders of Series MM Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series MM Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) **Other Voting Rights**. So long as any shares of the Series MM Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series MM Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series MM Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series MM Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series MM Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series MM Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series MM Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series MM Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series MM Preferred Stock, shall not be deemed to adversely affect the powers, preferences or special rights of the Series MM Preferred Stock.

(d) **No Vote if Shares Redeemed.** No vote or consent of the holders of the Series MM Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series MM Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) **Procedures for Voting and Consents.** Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series MM Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series MM Preferred Stock shall not have any rights of preemption or rights to convert such Series MM Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series MM Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series MM Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series MM Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series MM Preferred Stock are not subject to the operation of a sinking fund.

[Signature Page Follows]

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 24th day of January, 2020.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

CERTIFICATE OF DESIGNATIONS OF
4.375% NON-CUMULATIVE PREFERRED STOCK, SERIES NN
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on October 27, 2020, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors duly adopted on June 23, 2020, the provisions of the Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "4.375% Non-Cumulative Preferred Stock, Series NN" (the "*Series NN Preferred Stock*"). Each share of Series NN Preferred Stock shall be identical in all respects to every other share of Series NN Preferred Stock. Series NN Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series NN Preferred Stock shall be 44,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series NN Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series NN Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series NN Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series NN Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series NN Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series NN Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series NN Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series NN Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" means February 3, May 3, August 3 and November 3 of each year, beginning on February 3, 2021.

"*Dividend Period*" means the period from, and including, the date of issuance of the Series NN Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series NN Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) Floating Rate Non-Cumulative Preferred Stock, Series E, (c) Floating Rate Non-Cumulative Preferred Stock, Series F, (d) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (e) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (f) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (k) 6.200% Non-Cumulative Preferred Stock, Series CC, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (m) 6.000% Non-Cumulative Preferred Stock, Series EE, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (o) 6.000% Non-Cumulative Preferred Stock, Series GG, (p) 5.875% Non-Cumulative Preferred Stock, Series HH, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ, (r) 5.375% Non-Cumulative Preferred Stock, Series KK, (s) 5.000% Non-Cumulative Preferred Stock, Series LL, (t) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series MM, (u) Floating Rate Non-Cumulative Preferred Stock, Series 1, (v) Floating Rate Non-Cumulative Preferred Stock, Series 2, (w) Floating Rate Non-Cumulative Preferred Stock, Series 4, (x) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (y) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series NN Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series NN Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series NN Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series NN Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series NN Preferred Stock, and no more, payable quarterly in arrears on February 3, May 3, August 3 and November 3 of each year, beginning on February 3, 2021; provided, however, that if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), in each case, without any additional dividends accruing or other payment adjustment and the relevant Dividend Period will not be adjusted. Dividends on each share of Series NN Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 4.375%. The record date for payment of dividends on the Series NN Preferred Stock shall be the fifteenth day of the calendar month preceding the month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 calendar days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series NN Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series NN Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series NN Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series NN Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series NN Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series NN Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series NN Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series NN Preferred Stock remain outstanding, no dividends shall be declared and paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series NN Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series NN Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series NN Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series NN Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series NN Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series NN Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series NN Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series NN Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series NN Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series NN Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series NN Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series NN Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series NN Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series NN Preferred Stock at the time outstanding, at any time on or after November 3, 2025 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series NN Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series NN Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series NN Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series NN Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series NN Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series NN Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series NN Preferred Stock at the time outstanding, the shares of Series NN Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series NN Preferred Stock in proportion to the number of Series NN Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series NN Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series NN Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series NN Preferred Stock or any other class or series of preferred stock that ranks on parity with Series NN Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series NN Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series NN Preferred Stock and any other class or series of preferred stock that ranks on parity with Series NN Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series NN Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series NN Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series NN Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series NN Preferred Stock and any other class or series of preferred stock that ranks on parity with Series NN Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series NN Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series NN Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series NN Preferred Stock and any other class or series of preferred stock that ranks on parity with Series NN Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series NN Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series NN Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series NN Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series NN Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series NN Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series NN Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series NN Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series NN Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series NN Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series NN Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series NN Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series NN Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series NN Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series NN Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series NN Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series NN Preferred Stock shall not have any rights of preemption or rights to convert such Series NN Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series NN Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series NN Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series NN Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series NN Preferred Stock are not subject to the operation of a sinking fund.

[Signature Page Follows]

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 29th day of October, 2020.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

CERTIFICATE OF DESIGNATIONS OF
4.125% NON-CUMULATIVE PREFERRED STOCK, SERIES PP
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on January 21, 2021, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors duly adopted on June 23, 2020, the provisions of the Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "4.125% Non-Cumulative Preferred Stock, Series PP" (the "*Series PP Preferred Stock*"). Each share of Series PP Preferred Stock shall be identical in all respects to every other share of Series PP Preferred Stock. Series PP Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series PP Preferred Stock shall be 36,600. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series PP Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series PP Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series PP Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series PP Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series PP Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series PP Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series PP Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series PP Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" means February 2, May 2, August 2 and November 2 of each year, beginning on May 2, 2021.

"*Dividend Period*" means the period from, and including, the date of issuance of the Series PP Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series PP Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) Floating Rate Non-Cumulative Preferred Stock, Series E, (c) Floating Rate Non-Cumulative Preferred Stock, Series F, (d) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (e) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (f) 6% Non-Cumulative Perpetual Preferred Stock, Series T, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (k) 6.200% Non-Cumulative Preferred Stock, Series CC, (l) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (m) 6.000% Non-Cumulative Preferred Stock, Series EE, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (o) 6.000% Non-Cumulative Preferred Stock, Series GG, (p) 5.875% Non-Cumulative Preferred Stock, Series HH, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ, (r) 5.375% Non-Cumulative Preferred Stock, Series KK, (s) 5.000% Non-Cumulative Preferred Stock, Series LL, (t) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series MM, (u) 4.375% Non-Cumulative Preferred Stock, Series NN, (v) Floating Rate Non-Cumulative Preferred Stock, Series 1, (w) Floating Rate Non-Cumulative Preferred Stock, Series 2, (x) Floating Rate Non-Cumulative Preferred Stock, Series 4, (y) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (z) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series PP Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series PP Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series PP Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series PP Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series PP Preferred Stock, and no more, payable quarterly in arrears on February 2, May 2, August 2 and November 2 of each year, beginning on May 2, 2021; provided, however, that if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), in each case, without any additional dividends accruing or other payment adjustment and the relevant Dividend Period will not be adjusted. Dividends on each share of Series PP Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per* *annum* equal to 4.125%. The record date for payment of dividends on the Series PP Preferred Stock shall be the fifteenth day of the calendar month preceding the month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 calendar days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series PP Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series PP Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series PP Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series PP Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series PP Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series PP Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series PP Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series PP Preferred Stock remain outstanding, no dividends shall be declared and paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series PP Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series PP Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series PP Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series PP Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series PP Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series PP Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series PP Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series PP Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series PP Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series PP Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series PP Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series PP Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series PP Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series PP Preferred Stock at the time outstanding, at any time on or after February 2, 2026 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series PP Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series PP Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series PP Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series PP Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series PP Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series PP Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series PP Preferred Stock at the time outstanding, the shares of Series PP Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series PP Preferred Stock in proportion to the number of Series PP Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series PP Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series PP Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series PP Preferred Stock or any other class or series of preferred stock that ranks on parity with Series PP Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series PP Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors.

Each such director elected by the holders of shares of Series PP Preferred Stock and any other class or series of preferred stock that ranks on parity with Series PP Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series PP Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series PP Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series PP Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series PP Preferred Stock and any other class or series of preferred stock that ranks on parity with Series PP Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series PP Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series PP Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series PP Preferred Stock and any other class or series of preferred stock that ranks on parity with Series PP Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series PP Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series PP Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series PP Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series PP Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series PP Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series PP Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least

66⅔% of the shares of the Series PP Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series PP Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series PP Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series PP Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series PP Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series PP Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series PP Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series PP Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series PP Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series PP Preferred Stock shall not have any rights of preemption or rights to convert such Series PP Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series PP Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series PP Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series PP Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series PP Preferred Stock are not subject to the operation of a sinking fund.

[Signature Page Follows]

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 28 th day of January, 2021.

BANK OF AMERICA CORPORATION

By:	/s/ Ross E. Jeffries, Jr.
Name:	Ross E. Jeffries, Jr.
Title:	Deputy General Counsel and Corporate Secretary

CERTIFICATE OF DESIGNATIONS OF
4.250% NON-CUMULATIVE PREFERRED STOCK, SERIES QQ
OF
BANK OF AMERICA CORPORATION

Bank of America Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), hereby certifies that, pursuant to authority conferred upon the Board of Directors of the Corporation (the "*Board of Directors*") by the provisions of the Restated Certificate of Incorporation of the Corporation, which authorize the issuance of not more than 100,000,000 shares of preferred stock, par value $0.01 per share, and pursuant to authority conferred upon the Preferred Stock Committee of the Board of Directors (the "*Committee*") in accordance with Section 141(c) of the General Corporation Law of the State of Delaware (the "*General Corporation Law*"), the following resolutions were duly adopted by the Committee pursuant to the written consent of the Committee duly adopted on October 19, 2021, in accordance with Section 141(f) of the General Corporation Law:

Resolved, that, pursuant to the authority vested in the Committee and in accordance with the resolutions of the Board of Directors duly adopted on June 23, 2020, the provisions of the Restated Certificate of Incorporation, the By-laws of the Corporation, and applicable law, a series of Preferred Stock, par value $0.01 per share, of the Corporation be, and hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Section 1. Designation.

The designation of the series of preferred stock shall be "4.250% Non-Cumulative Preferred Stock, Series QQ" (the "*Series QQ Preferred Stock*"). Each share of Series QQ Preferred Stock shall be identical in all respects to every other share of Series QQ Preferred Stock. Series QQ Preferred Stock will rank equally with Parity Stock, if any, will rank senior to Junior Stock and will rank junior to Senior Stock, if any, with respect to the payment of dividends and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

Section 2. Number of Shares.

The number of authorized shares of Series QQ Preferred Stock shall be 52,000. That number from time to time may be increased (but not in excess of the total number of authorized shares of preferred stock) or decreased (but not below the number of shares of Series QQ Preferred Stock then outstanding) by further resolution duly adopted by the Board of Directors or any duly authorized committee of the Board of Directors and by the filing of a certificate pursuant to the provisions of the General Corporation Law stating that such increase or decrease, as the case may be, has been so authorized. The Corporation shall have the authority to issue fractional shares of Series QQ Preferred Stock.

Section 3. Definitions.

As used herein with respect to Series QQ Preferred Stock:

"*Business Day*" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York or in Charlotte, North Carolina.

"*Capital Treatment Event*" means the good faith determination by the Corporation that, as a result of any: (i) amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any shares of the Series QQ Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series QQ Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or becomes effective after the initial issuance of any shares of the Series QQ

Preferred Stock, there is more than an insubstantial risk that the Corporation shall not be entitled to treat an amount equal to the full liquidation preference of all shares of the Series QQ Preferred Stock then outstanding as "additional Tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System or other appropriate federal banking agency, as then in effect and applicable, for as long as any share of the Series QQ Preferred Stock is outstanding.

"*Depositary Company*" shall have the meaning set forth in Section 6(d) hereof.

"*Dividend Payment Date*" means February 17, May 17, August 17 and November 17 of each year, beginning on February 17, 2022.

"*Dividend Period*" means the period from, and including, the date of issuance of the Series QQ Preferred Stock or any Dividend Payment Date to, but excluding, the next Dividend Payment Date.

"*DTC*" means The Depository Trust Company, together with its successors and assigns.

"*Junior Stock*" means the Corporation's common stock and any other class or series of stock of the Corporation now existing or hereafter authorized over which Series QQ Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Parity Stock*" means the Corporation's (a) 7% Cumulative Redeemable Preferred Stock, Series B, (b) Floating Rate Non-Cumulative Preferred Stock, Series E, (c) Floating Rate Non-Cumulative Preferred Stock, Series F, (d) Adjustable Rate Non-Cumulative Preferred Stock, Series G, (e) 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L, (f) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series U, (g) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series X, (h) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series Z, (i) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series AA, (j) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series DD, (k) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series FF, (l) 6.000% Non-Cumulative Preferred Stock, Series GG, (m) 5.875% Non-Cumulative Preferred Stock, Series HH, (n) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series JJ, (o) 5.375% Non-Cumulative Preferred Stock, Series KK, (p) 5.000% Non-Cumulative Preferred Stock, Series LL, (q) Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series MM, (r) 4.375% Non-Cumulative Preferred Stock, Series NN, (s) 4.125% Non-Cumulative Preferred Stock, Series PP, (t) Floating Rate Non-Cumulative Preferred Stock, Series 1, (u) Floating Rate Non-Cumulative Preferred Stock, Series 2, (v) Floating Rate Non-Cumulative Preferred Stock, Series 4, (w) Floating Rate Non-Cumulative Preferred Stock, Series 5, and (x) any other class or series of stock of the Corporation hereafter authorized that ranks on a par with the Series QQ Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Senior Stock" means any class or series of stock of the Corporation now existing or hereafter authorized which has preference or priority over the Series QQ Preferred Stock as to the payment of dividends or in the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Series QQ Preferred Stock*" shall have the meaning set forth in Section 1 hereof.

Section 4. Dividends.

(a) Rate. Holders of Series QQ Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of funds legally available for the payment of dividends, non-cumulative cash dividends based on the liquidation preference of $25,000 per share of Series QQ Preferred Stock, and no more, payable quarterly in arrears on February 17, May 17, August 17 and November 17 of each year, beginning on February 17, 2022; provided, however, that if any such day is not a Business Day, then payment of any dividend otherwise payable on that date will be made on the next succeeding day that is a Business Day (unless that day falls in the next calendar year, in which case payment of such dividend will occur on the immediately preceding Business Day), in each case, without any additional dividends accruing or other payment adjustment and the relevant Dividend Period will not be adjusted. Dividends on each share of Series QQ Preferred Stock will accrue on the liquidation preference of $25,000 per share at a rate *per annum* equal to 4.250%. The record date for payment of dividends on the Series QQ Preferred Stock shall be the first day of the calendar month in which the Dividend Payment Date falls or such other record date fixed by the Board of Directors or a duly authorized committee of the Board of Directors that is not more than 60 calendar days prior to such Dividend Payment Date. The amount of dividends payable shall be computed on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(b) Non-Cumulative Dividends. Dividends on shares of Series QQ Preferred Stock shall be non-cumulative. To the extent that any dividends on the shares of Series QQ Preferred Stock with respect to any Dividend Period are not declared and paid, in full or otherwise, on the Dividend Payment Date for such Dividend Period, then such unpaid dividends shall not cumulate and shall cease to accrue and be payable, and the Corporation shall have no obligation to pay, and the holders of Series QQ Preferred Stock shall have no right to receive, dividends accrued for such Dividend Period on or after the Dividend Payment Date for such Dividend Period or interest with respect to such dividends, whether or not dividends are declared for any subsequent Dividend Period with respect to Series QQ Preferred Stock, Parity Stock, Junior Stock or any other class or series of authorized preferred stock of the Corporation.

(c) Priority of Dividends. So long as any share of Series QQ Preferred Stock remains outstanding, (i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared or made or set aside for payment on any Junior Stock, other than a dividend payable solely in shares of Junior Stock, (ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such Junior Stock by the Corporation and (iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series QQ Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, in each case, unless full dividends on all outstanding shares of Series QQ Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. The foregoing limitations do not apply to purchases or acquisitions of the Corporation's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any employment, severance or consulting agreement) of the Corporation or any subsidiary of the Corporation heretofore or hereafter adopted. Subject to the succeeding sentence, for so long as any shares of Series QQ Preferred Stock remain outstanding, no dividends shall be declared and paid or set aside for payment on any Parity Stock for any period unless full dividends on all outstanding shares of Series QQ Preferred Stock for the immediately preceding Dividend Period have been paid in full or declared and a sum sufficient for the payment thereof set aside. To the extent the Corporation declares dividends on the Series QQ Preferred Stock and on any Parity Stock but cannot make full payment of such declared dividends, the Corporation will allocate the dividend payments on a *pro rata* basis among the holders of the shares of Series QQ Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the *pro rata* allocation of partial dividend payments, the Corporation will allocate dividend payments based on the ratio between the then-current dividend payments due on the shares of Series QQ Preferred Stock and the aggregate of the current and accrued dividends due on the outstanding Parity Stock. No interest will be payable in respect of any dividend payment on shares of Series QQ Preferred Stock that may be in arrears. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Stock from time to time out of any funds legally available therefor, and the shares of Series QQ Preferred Stock shall not be entitled to participate in any such dividend.

Section 5. Liquidation Rights.

(a) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of Series QQ Preferred Stock shall be entitled, out of assets legally available for distribution to stockholders of the Corporation, before any distribution or payment out of the assets of the Corporation may be made to or set aside for the holders of any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with Series QQ Preferred Stock upon liquidation and the rights of the Corporation's depositors and other creditors, to receive in full a liquidating distribution in the amount of the liquidation preference of $25,000 per share, plus any dividends which have been declared but not yet paid, without accumulation of any undeclared dividends, to the date of liquidation. The holders of Series QQ Preferred Stock shall not be entitled to any further payments in the event of any such voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation other than what is expressly provided for in this Section 5.

(b) Partial Payment. If the assets of the Corporation are not sufficient to pay in full the liquidation preference plus any dividends which have been declared but not yet paid to all holders of Series QQ Preferred Stock and all holders of any Parity Stock, the amounts paid to the holders of Series QQ Preferred Stock and to the holders of all Parity Stock shall be *pro rata* in accordance with the respective aggregate liquidation preferences, plus any dividends which have been declared but not yet paid, of Series QQ Preferred Stock and all such Parity Stock.

(c) Residual Distributions. If the liquidation preference plus any dividends which have been declared but not yet paid has been paid in full to all holders of Series QQ Preferred Stock and all holders of any Parity Stock, the holders of Junior Stock shall be entitled to receive all remaining assets of the Corporation according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 5, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Corporation shall not be deemed a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, nor shall the merger, consolidation or any other business combination transaction of the Corporation into or with any other corporation or person or the merger, consolidation or any other business combination transaction of any other corporation or person into or with the Corporation be deemed to be a voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation.

Section 6. Redemption.

(a) Optional Redemption. The Corporation, at the option of its Board of Directors or any duly authorized committee of the Board of Directors, may redeem out of funds legally available therefor, (i) in whole or in part, the shares of Series QQ Preferred Stock at the time outstanding, at any time on or after November 17, 2026 or (ii) in whole but not in part, at any time within 90 days after a Capital Treatment Event, in each case upon notice given as provided in Section 6(b) below. The redemption price for shares of Series QQ Preferred Stock redeemed pursuant to (i) or (ii) of the preceding sentence shall be $25,000 per share plus (except as otherwise provided below) dividends that have accrued but have not been paid for the then-current Dividend Period to but excluding the redemption date, without accumulation of any undeclared dividends. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the record date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such record date relating to the Dividend Payment Date as provided in Section 4 above.

(b) Notice of Redemption. Notice of every redemption of shares of Series QQ Preferred Stock shall be mailed by first class mail, postage prepaid, addressed to the holders of record of such shares to be redeemed at their respective last addresses appearing on the stock register of the Corporation. Such mailing shall be at least 30 calendar days and not more than 60 calendar days before the date fixed for redemption. Any notice mailed as provided in this Section 6(b) shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Series QQ Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series QQ Preferred Stock. Each notice shall state (i) the redemption date; (ii) the number of shares of Series QQ Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where the certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. Notwithstanding the foregoing, if the Series QQ Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any manner permitted by DTC.

(c) Partial Redemption. In case of any redemption of only part of the shares of Series QQ Preferred Stock at the time outstanding, the shares of Series QQ Preferred Stock to be redeemed shall be selected either *pro rata* from the holders of record of Series QQ Preferred Stock in proportion to the number of Series QQ Preferred Stock held by such holders or by lot. Subject to the provisions of this Section 6, the Board of Directors or any duly authorized committee of the Board of Directors shall have full power and authority to prescribe the terms and conditions upon which shares of Series QQ Preferred Stock shall be redeemed from time to time.

(d) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other funds, in trust for the *pro rata* benefit of the holders of the shares called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Board of Directors or any duly authorized committee of the Board of Directors (the "*Depositary Company*") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date all shares so called for redemption shall cease to be outstanding, all dividends with respect to such shares shall cease to accrue, and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Corporation or such bank or trust company at any time after the redemption date from the funds so set aside or deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Depositary Company any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares so called for redemption shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount set aside or deposited as stated above for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest.

Section 7. Voting Rights.

(a) General. The holders of Series QQ Preferred Stock shall not be entitled to vote on any matter except as set forth in paragraphs 7(b) and 7(c) below or as required by law.

(b) Special Voting Right.

(i) Voting Right. If and whenever dividends on the Series QQ Preferred Stock or any other class or series of preferred stock that ranks on parity with Series QQ Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those granted by this Section 7(b)(i) have been conferred and are exercisable, have not been paid in an aggregate amount equal to, as to any class or series, the equivalent of at least six or more quarterly Dividend Periods (whether consecutive or not), the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Series QQ Preferred Stock (together with holders of any class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist), shall have the right, voting separately as a single class without regard to series, to the exclusion of the holders of common stock, to elect two directors of the Corporation to fill such newly created directorships (and to fill any vacancies in the terms of such directorships), provided that the election of such directors must not cause the Corporation to violate the corporate governance requirements of the New York Stock Exchange (or other exchange on which the Corporation's securities may be listed) that listed companies must have a majority of independent directors and further provided that the Board of Directors shall at no time include more than two such directors. Each such director elected by the holders of shares of Series QQ Preferred Stock and any other class or series of preferred stock that ranks on parity with Series QQ Preferred Stock as to payment of dividends having equivalent voting rights is a "*Preferred Director*."

(ii) Election. The election of the Preferred Directors will take place at any annual meeting of stockholders or any special meeting of the holders of Series QQ Preferred Stock and any other class or series of the Corporation's stock that ranks on parity with Series QQ Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid, called as provided herein. At any time after the special voting power has vested pursuant to Section 7(b)(i) above, the secretary of the Corporation may, and upon the written request of any holder of Series QQ Preferred Stock (addressed to the secretary at the Corporation's principal office) must (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election shall be held at such next annual or special meeting of stockholders), call a special meeting of the holders of Series QQ Preferred Stock and any other class or series of preferred stock that ranks on parity with Series QQ Preferred Stock as to payment of dividends and having equivalent voting rights and for which dividends have not been paid for the election of the two directors to be elected by them as provided in Section 7(b)(iii) below. The Preferred Directors shall each be entitled to one vote per director on any matter.

(iii) Notice of Special Meeting. Notice for a special meeting to elect the Preferred Directors will be given in a similar manner to that provided in the Corporation's By-laws for a special meeting of the stockholders. If the secretary of the Corporation does not call a special meeting within 20 days after receipt of any such request, then any holder of Series QQ Preferred Stock may (at the Corporation's expense) call such meeting, upon notice as provided in this Section 7(b)(iii), and for that purpose will have access to the stock register of the Corporation. The Preferred Directors elected at any such special meeting will hold office until the next annual meeting of the Corporation's stockholders unless they have been previously terminated or removed pursuant to Section 7(b)(iv). In case any vacancy in the office of a Preferred Director occurs (other than prior to the initial election of the Preferred Directors), the vacancy may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by the vote of the holders of the Series QQ Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of the stockholders.

(iv) Termination; Removal. Whenever full dividends have been paid regularly on the Series QQ Preferred Stock and any other class or series of preferred stock that ranks on parity with Series QQ Preferred Stock as to payment of dividends, if any, for the equivalent of at least four quarterly Dividend Periods, then the right of the holders of Series QQ Preferred Stock to elect the Preferred Directors will cease (but subject always to the same provisions for the vesting of the special voting rights in the case of any similar non-payment of dividends in respect of future Dividend Periods). The terms of office of the Preferred Directors will immediately terminate, and the number of directors constituting the Board of Directors will be reduced accordingly. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series QQ Preferred Stock (together with holders of any other class of the Corporation's authorized preferred stock having equivalent voting rights, whether or not the holders of such preferred stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described in this Section 7(b).

(c) Other Voting Rights. So long as any shares of the Series QQ Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least 66⅔% of the voting power of the Series QQ Preferred Stock and the holders of any other Parity Stock entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any capital stock ranking senior to the Series QQ Preferred Stock as to dividends or the distribution of assets upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series QQ Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least 66⅔% of the shares of the Series QQ Preferred Stock, amend, alter or repeal any provision of this Certificate of Designations or the Certificate of Incorporation of the Corporation, including by merger, consolidation or otherwise, so as to adversely affect the powers, preferences or special rights of the Series QQ Preferred Stock.

Notwithstanding the foregoing, (i) any increase in the amount of authorized common stock or authorized preferred stock, or any increase or decrease in the number of shares of any series of preferred stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on a parity with or junior to the shares of the Series QQ Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to adversely affect such powers, preferences or special rights and (ii) a merger or consolidation of the Corporation with or into another entity in which the shares of the Series QQ Preferred Stock (A) remain outstanding or (B) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have powers, preferences or special rights that are not materially less favorable than the Series QQ Preferred Stock shall not be deemed to adversely affect the powers, preferences or special rights of the Series QQ Preferred Stock.

(d) No Vote if Shares Redeemed. No vote or consent of the holders of the Series QQ Preferred Stock shall be required pursuant to Section 7(b) or 7(c) if, at or prior to the time when the act with respect to such vote or consent would otherwise be required shall be effected, the Corporation shall have redeemed or shall have called for redemption all outstanding shares of Series QQ Preferred Stock, with proper notice and sufficient funds having been set aside or deposited for such redemption, in each case pursuant to Section 6 above.

(e) Procedures for Voting and Consents. Other than as set forth in Section 7(b), the rules and procedures for calling and conducting any meeting of the holders of Series QQ Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Certificate of Incorporation and By-laws of the Corporation and to applicable law.

Section 8. Preemption and Conversion. The holders of Series QQ Preferred Stock shall not have any rights of preemption or rights to convert such Series QQ Preferred Stock into shares of any other class of capital stock of the Corporation.

Section 9. Rank. Notwithstanding anything set forth in the Certificate of Incorporation or this Certificate of Designations to the contrary, the Board of Directors or any authorized committee of the Board of Directors, without the vote of the holders of the Series QQ Preferred Stock, may authorize and issue additional shares of Junior Stock or Parity Stock.

Section 10. Repurchase. Subject to the limitations imposed herein, the Corporation may purchase and sell Series QQ Preferred Stock from time to time to such extent, in such manner, and upon such terms as the Board of Directors or any duly authorized committee of the Board of Directors may determine; provided, however, that the Corporation shall not use any of its funds for any such purchase when there are reasonable grounds to believe that the Corporation is, or by such purchase would be, rendered insolvent.

Section 11. Unissued or Reacquired Shares. Shares of Series QQ Preferred Stock not issued or which have been issued and converted, redeemed or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized but unissued shares of preferred stock without designation as to series.

Section 12. No Sinking Fund. Shares of Series QQ Preferred Stock are not subject to the operation of a sinking fund.

[Signature Page Follows]

IN WITNESS WHEREOF, Bank of America Corporation has caused this Certificate of Designations to be executed by its duly authorized officer on this 26 th day of October, 2021.

BANK OF AMERICA CORPORATION

By: /s/ Ross E. Jeffries, Jr.

Name: Ross E. Jeffries, Jr.

Title: Deputy General Counsel and Corporate Secretary

Exhibit 22

Subsidiary Issuers of Guaranteed Securities

The finance subsidiaries of Bank of America Corporation (“BAC”) identified in the table below, have issued (and, in the case of BofA Finance LLC (“BofA Finance”), from time to time may issue) the securities listed opposite each such subsidiary issuer in the table below. BAC has fully and unconditionally guaranteed (or effectively provided for the full and unconditional guarantee of) all such securities:

Subsidiary Issuer	Guaranteed Securities
BofA Finance, a consolidated finance subsidiary	Senior Debt Securities issued under the Registration Statements on Form S-3 of BAC and BofA Finance (Registration Nos. 333-234425 and 333-213265-01) under the Securities Act of 1933, as amended.†
BAC Capital Trust XIII, a 100% owned finance subsidiary	Floating Rate Preferred Hybrid Income Term Securities
BAC Capital Trust XIV, a 100% owned finance subsidiary	5.63% Fixed to Floating Rate Preferred Hybrid Income Term Securities
BAC Capital Trust XV, a 100% owned finance subsidiary	Floating Rate Capital Securities

† Includes securities that have been issued/outstanding and may no longer be subject to requirements of Regulation S-X Rules 3-10 and 13-01

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002
FOR THE CHIEF EXECUTIVE OFFICER

I, Brian T. Moynihan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bank of America Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2021

/s/ Brian T. Moynihan
Brian T. Moynihan
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002
FOR THE CHIEF FINANCIAL OFFICER

I, Paul M. Donofrio, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bank of America Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2021

/s/ Paul M. Donofrio
Paul M. Donofrio
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Brian T. Moynihan, state and attest that:

1. I am the Chief Executive Officer of Bank of America Corporation (the registrant).
2. I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:
   - the Quarterly Report on Form 10-Q of the registrant for the quarter ended September 30, 2021 (the periodic report) containing financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
   - the information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: October 29, 2021

/s/ Brian T. Moynihan
Brian T. Moynihan
Chief Executive Officer

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul M. Donofrio, state and attest that:

1. I am the Chief Financial Officer of Bank of America Corporation (the registrant).
2. I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:
   - the Quarterly Report on Form 10-Q of the registrant for the quarter ended September 30, 2021 (the periodic report) containing financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
   - the information contained in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: October 29, 2021

/s/ Paul M. Donofrio
Paul M. Donofrio
Chief Financial Officer