

SUPPLEMENTARY OFFERING CIRCULAR DATED OCTOBER 8, 2008



Bank of America Corporation
U.S. \$65,000,000,000
Euro Medium-Term Note Program

This Supplementary Offering Circular (the "**Supplement**"), which supplements the Offering Circular dated July 25, 2008 (as supplemented by the supplementary offering circular dated August 14, 2008, the supplementary offering circular dated September 17, 2008, and the supplementary offering circular dated September 19, 2008) (collectively, the "**Offering Circular**"), which together comprise a base prospectus for the purposes of Article 5.4 of the Directive 2003/71/EC (the "**Prospectus Directive**"), constitutes a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the U.S.\$65,000,000,000 Euro Medium-Term Note Program (the "**Program**") of Bank of America Corporation (the "**Issuer**"). Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Offering Circular. To the extent that there is any inconsistency between any statement in or incorporated by reference in this Supplement and any other statement in or incorporated by reference in the Offering Circular, the statements in or incorporated by reference in this Supplement will prevail.

The Issuer accepts responsibility for the information contained in this Supplement. To the Issuer's best knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement or in any document incorporated by reference in, and forming part of, this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen or been noted, as the case may be, since the publication of Offering Circular.

In accordance with section 87Q of the FSMA, investors who have already agreed to purchase or subscribe for Notes before this Supplement is published have the right, exercisable within a minimum of two working days from the date of publication of this Supplement, to withdraw their acceptances.

Incorporation by reference – Forms 8-K

The Issuer's current reports on Forms 8-K in respect of (a) the acquisition of Merrill Lynch & Co., Inc. dated October 3, 2008 (the "**October 3, 2008 Form 8-K**") and (b) the earnings release for the quarter ended September 30, 2008 dated October 6, 2008 (the "**October 6, 2008 Form 8-K**") which were filed with the United States Securities and Exchange Commission (the "**SEC**") on October 3, 2008 and October 6, 2008 respectively, and which have been filed with the Financial Services Authority, shall be deemed to be incorporated by reference in, and to form part of, this Supplement (other than, with respect to these reports, information that is furnished but deemed not to have been filed under the rules of the SEC), provided that for the purposes of the prospectus rules made under section 73A of the FSMA and this Supplement, any documents incorporated by reference, either expressly or implicitly, in the October 3, 2008 Form 8-K and/or the October 6, 2008 Form 8-K do not form part of this Supplement.

Investors in the Notes shall be deemed to have notice of all information contained in the Form 8-K as if all such information were included in this Supplement. Investors who have not previously reviewed such information should do so in connection with their purchase of Notes. Copies of the Form 8-K will be available for inspection without charge at the office of the Principal Agent in London.

Documents available for inspection

The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents incorporated herein by reference. Written requests for such documents should be directed to: Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, Attention: Corporate Treasury – Securities Administration. Telephone requests may be directed to 1-704-386-5681. The Issuer's filings with the SEC are available through (1) the SEC's website at www.sec.gov, or the SEC's Public Reference Room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and (2) the Issuer's website at www.bankofamerica.com. References to web addresses in this Supplement are included as inactive textual references only. Except as specifically incorporated by reference in this Supplement, information on these websites is not part of this Supplement.