

DECLARATION OF J. SCOTT MEEHAN

I, J. Scott Meehan, do hereby depose and swear as follows:

1. I am over 18 years of age. I have personal knowledge of and am competent to testify to the matters stated in this affidavit.

2. I worked for Bank of America, N.A. (the "Bank") initially from November 1996 to April 2005, my last position in this period was Consumer Market Manager for the Washington Northeast Region, which I held from September 2004 until April 2005. Thereafter, I worked for another organization for a few years. I have recently returned to the Bank in the position of a Regional Small Business Sales Manager for the Greater Baltimore and the Greater Washington, D.C. Regions.

3. Personal Bankers at the Bank have several responsibilities, including offering and selling financial products and services to both consumer and small business customers. As part of this, they do such things as open deposit accounts, take loan applications, and handle customer service requests. During the period I was the Consumer Market Manager, the Personal Bankers were required to meet certain performance goals. The Personal Bankers' job performance was rated on an overall basis in two broad categories: (1) performance or results measures (referred to as the "what" of performance); and (2) behavior measures (referred to as the "how" of performance). The former relates to the achievement of performance goals; the latter to how the associate is working to achieve the goals. Personal Bankers who were not rated at least "Meets Expectations" in both the categories were generally not eligible to be awarded incentive pay.

4. For the second quarter of 2004, Torina Collis, a Personal Banker at the Beltsville Banking Center, was rated Does Not Meet Expectations in terms of performance or results measures and Meets Expectations in behavior measures. For the third quarter of 2004, Ms. Collis was rated Does Not Meet Expectations in both the performance and behavior categories.

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ADMITTED: OCT 30 2009



5. In approximately November 2004, I met with Ms. Collis and Derrick Harris, the other Consumer Market Manager for the Region. During that conversation, Ms. Collis complained about a number of things, including the fact that she was not earning as much in incentives as she had previously and her belief that Personal Bankers at the Beltsville Banking Center, in particular Jean-Rene Tchocksi, a Management Assessment Program Associate in his Personal Banker phase, had opened accounts without customer authorization in order to pad or boost their incentives. I told Ms. Collis that I would not discuss with her what other Personal Bankers were being paid in incentives. I explained to her that I reviewed the performance numbers each month and that the reason her incentive earnings were low was that she was not meeting her performance goals and the Banking Center and Region were also not meeting their performance goals.


6. I also asked the Bank's Corporate Security group to investigate Ms. Collis' claim that Personal Bankers at the Beltsville Banking Center might be manipulating the incentive system to pad their performance numbers and incentives. Corporate Security reported to me that four months of activity at the Beltsville Banking Center was reviewed and that no pattern of unauthorized accounts being opened was found.

7. During the fall and winter of 2004 to 2005, I spoke with Melody Vaughn, the Beltsville Banking Center Manager, about several issues with Ms. Collis' conduct, including rude behavior towards her managers and fellow associates and certain timekeeping infractions. Also Ms. Collis complained to me on a few occasions about a number of issues, in addition to her incentives. I was very clear with Ms. Collis that she needed to work cooperatively and respectfully with her co-workers and managers.

8. In February 2005, while Ms. Vaughn and I were attending a Bank conference, I became aware of an incident between Ms. Collis and Lisha Thorne-Holloway, the Assistant

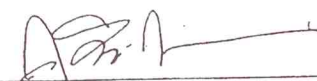
Banking Center Manager, who was in charge at the Banking Center in Ms. Vaughn's absence. Ms. Vaughn left the conference to return to the Beltsville Banking Center to deal with the issue. That evening I spoke with Ms. Vaughn and Ms. Thorne-Holloway about the situation and Ms. Collis' response to their attempt to counsel her, and I decided that it was appropriate to terminate Ms. Collis' employment due to her repeated disrespectful and insubordinate behavior towards her managers.

9. The next morning, February 25, 2005, I was present at the Beltsville Banking Center to convey the decision to Ms. Collis. Ms. Collis did not appear for work and instead called to say that she was sick. As a result, I told Ms. Collis over the phone that her employment was being terminated. My decision to terminate Ms. Collis' employment was totally unrelated to her earlier report to me that she believed that other Personal Bankers at the Beltsville Banking Center were opening accounts without customer authorization in order to boost their incentives.



J. Scott Meehan

Pursuant to 28 U.S.C. Section 1746, I declare under the penalty of perjury that the foregoing is true and correct. Executed this 1st day of February, 2008.



J. Scott Meehan

