



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3010

*NO ACT*

*DC*



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OCT 02 2007  
1086

October 2, 2007

*P.E 8-20-07*

Anthony J. Horan  
Corporate Secretary  
Office of the Secretary  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, NY 10017-2070

Act: 1934  
Section: \_\_\_\_\_  
Rule: 14A-8  
Public  
Availability: 10/2/2007

Re: JPMorgan Chase & Co.  
Incoming letter dated August 20, 2007

Dear Mr. Horan:

This is in response to your letter dated August 20, 2007 concerning the shareholder proposal submitted to JPMorgan Chase by John Jennings Crapo. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

*Jonathan A. Ingram*

Jonathan A. Ingram  
Deputy Chief Counsel

PROCESSED

OCT 12 2007

THOMSON  
FINANCIAL

*B*

Enclosures

cc: John Jennings Crapo  
P.O. Box 400151  
Cambridge, MA 02140-0002

**Anthony J. Horan**  
Corporate Secretary  
Office of the Secretary

August 20, 2007

Via Electronic Mail

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

RECEIVED  
2007 AUG 21 AM 10:57  
OFFICE OF CHIEF COUNSEL  
CORPORATION FINANCE

Re: Omission of Stockholder Proposal by JPMorgan Chase & Co. Pursuant to Rule 14a-8:  
John Jennings Crapo

Ladies and Gentlemen:

On behalf of JPMorgan Chase & Co. (the "Company"), a Delaware corporation, and pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended, I hereby notify the Securities and Exchange Commission (the "SEC") that the Company intends to omit from its notice of meeting, proxy statement and form of proxy (the "Proxy Materials") for its 2008 Annual Meeting of Stockholders a proposal and supporting statement submitted to the Company by John Jennings Crapo (the "Proponent"), by letter dated May 18, 2007, and received by the Company on May 23, 2007 (the "Proposal"). A copy of the Proposal and our Notification Letter below are attached hereto as Exhibits A and B respectively.

The Company intends to omit the proposal in its Proxy Materials pursuant to Rule 14a-8(d) and Rule 14a-8(f). Rule 14a-8(d) provides that a proposal and accompanying supporting statement together may not exceed 500 words. Pursuant to Rule 14a-8(f), the Company notified the Proponent in a letter sent via United States Postal Service Express Mail on June 1, 2007 (our "Notification Letter"), that his Proposal exceeded the 500-word limit and would be excluded from the Proxy Materials unless he corrected this deficiency with his response postmarked, or transmitted electronically, no later than 14 calendar days from the date he received our Notification Letter. The Company has not received a response from the Proponent.

Our 2008 Annual Meeting of Stockholders is scheduled to be held on May 20, 2008, and we currently intend to mail to stockholders definitive proxy materials for the meeting on or about March 31, 2008. Accordingly, this filing complies with Rule 14a-8(j)(1). I am the Secretary of the Company.

We are simultaneously providing the Proponent with a copy of this letter and notifying him of our intention to omit the Proposal from our Proxy Materials, in accordance with Rule 14a-8(j). A copy of this letter has been e-mailed to [cletters@sec.gov](mailto:cletters@sec.gov) in compliance with the instructions found at the SEC's web site and in lieu of our providing six additional copies of this letter pursuant to Rule 14a-8(j)(2).

August 20, 2007

The Company respectfully requests the SEC to advise that it will not recommend enforcement action if the Proposal is omitted from our Proxy Materials due to the Proponent's failure to meet the eligibility requirement set forth in Rule 14a-8(d). Should the SEC not agree with our conclusions or require any additional information in support or clarification of our position, please contact me prior to issuing your response. Your consideration is appreciated.

Very truly yours,



Anthony J. Horan  
Corporate Secretary

cc: Mr. John Jennings Crapo  
P.O. Box 400151  
Cambridge MA 02140-0002

**Exhibit A**

**JOHN JENNINGS CRAPO PROPOSAL**

Attached hereto as PDF file

**Exhibit B**

**NOTIFICATION LETTER  
and  
MAIL RECEIPTS VERIFYING DELIVERY**

Attached hereto as PDF file

JOHN J. CRAPO, Homeless J P MORGAN  
Chase and Company, INC Shareholder  
et cetera  
PO Box 40015  
CAMBRIDGE MA 02140-0002  
page no 101 / p seven / 07  
page printed on 101  
Side reverse B / punch

Via Certified mail May 18th 2007  
with priority svc  
return receipt requested

J P MORGAN CHASE AND COMPANY  
Attention please  
MSTR ANTHONY P. HORAN, ESQUIRE  
CORPORATION Secretary or Successor to  
said secretary, # SCI  
270 PARK Avenue New York City NY

Submission my shareholder proposal to  
J P Morgan CHASE and Company for the forth  
COMING meetings proxies and Shareholders  
as assembled Stockholder Meeting said Corporation  
meeting next after the annual meeting of  
Shareholders for the calendar year - 2007

Dear Mstr Secretary  
I've had OWNERSHIP OF record OWNERSHIP  
of J P Morgan Chase & Co. Shares long time  
& market value said shares well above  
the threshold for in production of Shareholder  
which I plan to present at stockholder  
meeting in question also I've had  
Shares beneficially IN IRA long time  
I've presented shareholder proposals  
long time at a variety of National and  
Regionally publicated publicly held  
Corporations & other companies long  
time. I'm well known to the Securities  
AND EXCHANGE COMMISSION as the  
More

P. Two (02) of seven (07) pages

Shareholder Crapo to JPMorgan Chase & Co  
18 May 2007, SEC IS KNOWN  
Shareholder proposal submission is  
to be introduced into proxy statement  
and to be presented by MR CRAPO who  
doesn't plan to divest any of his  
shares until closing of said meeting.

Shareholder proposal

IT IS REQUESTED THAT THE JP MORGAN  
CHASE AND COMPANY ("Registrant") BOARD  
OF DIRECTORS ("Board") PROVIDE US  
WITH A COMPLETE REPORT IN PROXY  
STATEMENT WHICH TAKES PLACE NEXT  
FOLLOWING CONCERNING THE THINKING  
OF THE BOARD, COLLECTIVELY, AND ITS  
MEMBERS INDIVIDUALLY HOW PAYEES  
ARE SELECTED, CONTINUED, AND TERMINATED  
OF VARIOUS KINDS OF PAYMENT TO  
CUSTOMERS, STOCKHOLDERS, OTHER PERSONS  
OF FUNDS ROUTED TO THEM BY ALL  
SOURCES OF THE REGISTRANT

SUPPORTING STATE

Shareholder proposal doesn't wish  
to interfere in ordinary business of  
the Registrant. It has submitted,  
introduced, presented shareholder  
proposals to numerous publicly  
held companies AND DISSINCE IN  
his objections in cooperating with  
the SEC in fact has a long history

MORE

P. Inver (03) of sum (07) p. 24  
shareholder (ref) to JP Morgan ch. 2 & 6  
18 May 2007

OF COOPERATION WITH THE COMMISSION

6:13 PM interruption I had 5:56 PM  
Boston (MA) Fire Department Motor Vehicle Plant  
Ladder 24 here. Lower area business  
→ proceeded interrupted by disturbance  
19 MAY 2007

Proponent has ordinary business  
with registrant has credit card which  
was transferred from another bank  
which was having troubles during the  
banking crisis in 1980's & early 1990's. Sale  
of it apparently saved that bank  
from liquidation from the faulty  
real estate loans. Proponent was  
good customer a difficult period for  
proponent he had part time job at an  
important corporation law library when the  
chief executive officer of a corporation  
that liquidated had moved to as  
chief financial officer prior to his  
former employer's liquidation. Proponent  
was disappointed by the failure and  
experienced unpleasant job troubles  
from that, and the courts at state and  
national failed help him. Proponent  
is an excellent of the registrant  
MORE



Page four (04) of seven (07) pages

Shareholder. Crapo to J.P. Morgan Chase & Co  
18 May 2007

There are compelling stockholder be  
informed completely of the thinking  
of the Board re: fiduciary matters  
BOARD Establish Registrants policies

Proponent himself is a terminated  
LCNSD CERT SCL Worker, and lives  
much of the time in a homeless men's  
shelter at Boston MA with a maximum  
CENSUS of four hundred (400) persons, AND  
has paucity of information as to how  
payees of various sources of funding  
is made. Often he's a victim of persect  
ion by Staff, Management, Neighborhood  
people & others as well as inhabitants  
of homeless & other such facilities,  
the population are homeless, drug abusers,  
alcoholics, chronic smokers, unemployed,  
persons of questionable right to be  
in America and other such persons  
who intimidate the US Armed forces  
and make seditious gestures towards  
The United States of America, it's  
President & Vice President, the Chief  
Justice of the USA, etc etc and  
others in authority

Moz

Pay first (05) & seven (07) years  
Shareholder (Roberto J.P. Morgan Chase &  
Co 18 May 2007)

Proponent know very little of the  
qualifications said place, its President  
Board chairperson & others, Directors,  
Personnel

This is an overall question for  
Stockholder, J.P. Morgan Chase & Co  
Morgan Guaranty Trust Co is a big  
bank as is Chase Manhattan AND INFORM-  
ation completely on how the Corporation,  
Director, decide who gets the FUNDS  
is relevant to all stockholder and  
who decides how money is spent

PINE Street INN is important it's  
one of many of that kind around  
the GLOBE

Proponent carries a heavy load  
AND has medical trouble, is weeks  
away from being seventy (70) years  
OF AGE but in spite those disappoint-  
ment believes America is a great  
country, AND just recently was  
telling some using some Locke-  
bench of his climbing Mount Madison  
with a dog called OSCAR. Mr. Madison  
was principal author of the Fidelelist

MOU

page 106) of supra (07) bank  
Shareholder (rap. to J P Morgan Chase  
& Co. 18 May 2007

Paper) & of course was our President  
(USA) but proponent became a victim  
of serious harassment because he said  
what Mr Madison said in description  
"it was like a highway man with a  
pistol demanding a purse..." During  
the period of Mr Madison's service as Secretary  
of State (USA) this country successful in defeat-  
ing the Barbary Pirates, Mr Madison is remem-  
bered along with many others when we hear  
sung "to the shores of Tripoli..." our central  
government was weak during that period  
as statement that was our central government,  
circumstances dictated how it thought as  
I check spelling of an inventor's name & his  
date, my attention directs itself to  
I can't find my glasses and the people  
around my locker who harass me  
who fail to permit me to recover  
from my troubles, AND fail to stop  
being annoying ends reasons for  
shareholder proposal Briefly I state

Enclosed I call to your attention  
my copies of my letters May 19th  
2007 via certified mail return  
MORT

Paul seven (07) given back.  
Shareholder (rape to JP  
Morgan Chase to 18 May 2007

recent requests to the Human Resources  
Division of the Executive Office of  
Administration & Finance of the  
State of Massachusetts at the Hon  
John W Mc Cormack State Building,  
and to the Commission. Discouraging  
and unpleasant that is the troubles  
that surround the proposal. But  
proponent is unconvinced that it is  
a matter of no interest to other  
shareholders. Bullying, coercion, intimidat  
ion, extortion and other things no  
stockholder should have to encounter  
when asserting his/her lawful rights  
under the US Constitution, it's laws. to  
fail to cite these things is a violation  
of Commission laws, rules and  
regulations

Sincerely & briefly

JAN [Signature]  
PRO SE  
Enclosures  
JCLIX

15

# Black workers file bias suit against Bank of America

By Ross Kerber  
S. CRAPO Bank of America  
HARRIS  
S. Kerber  
S. Kerber

Bank of America Corp. discriminated against African-American employees by steering them to poorer clients and territories, five current and former employees alleged in a lawsuit filed in US District Court in Boston yesterday.

The plaintiffs worked mainly in the Atlanta offices of the bank's Banc of America Investment Services Inc. division, which is run from Boston and is part of the bank's Global Wealth and Investment Management division here.

A Bank of America spokeswoman said the bank intends to "vigorously defend against the claims in the lawsuit."

"Bank of America has a strong track record of hiring and developing associates. We have been recognized for our success in creating and supporting a diverse and inclusive workplace. Our company does not tolerate discrimination. We intend to vigorously defend against the claims made in this lawsuit," she said.

The complaint offers an unusual criticism of the bank which, like other BANK OF AMERICA, Page C11

COPY

## Bank of America in worker bias suit

JOHN J. CRAPO, Bank America (Home)  
► BANK OF AMERICA  
Continued from Page C10

large financial institutions, has done much to stress its communities and contributions to local causes nationwide.

But the suit, which seeks class-action status, alleges that many African-American employees in the bank and its investment division were largely partnered only with others of the same race and were disproportionately sent "to sales territories which are largely minority and/or low net worth. This practice has significantly and adversely impacted the job suc-

cess, career, and income of plaintiffs and the class," the suit states, and also makes reference to "subjective decision-making by a predominantly Caucasian management structure."

When plaintiffs complained, they were told that many of the bank's clients "are more 'comfortable' dealing with sales professionals of their own race," the suit states.

Bank of America is based in Charlotte, N.C., but relocated wealth management to Boston following its acquisition of FleetBoston Financial Corp. for \$48 billion

in 2004. Four of the plaintiffs worked at least for a time in the bank's Atlanta offices while a fifth worked in a bank office in Clayton, Mo. In all, the bank has about 3,000 financial advisers and 4,400 banking advisers, known as "premier bankers."

BAC...	
Bank of America Corp.	
YESTERDAY	
Close	\$51.28
Change	+\$0.15
52-WEEK	
High	\$55.06
Low	\$45.86

The complaint states the bank tends to partner these two types of advisers together and that their success is measured by the total dollar amounts of client assets they bring in.

Further, it states, the bank tends to assign the minority partnerships to geographic territories made up mainly of minority cli-

ents "who are low net worth as compared with the primary non-minority clients in certain other geographic areas" making it hard for the professionals to develop their careers and income.

Conversely, white investment professionals tend to get wealthier sales territories, giving them advantages in developing their own careers.

Only a few mixed-race sales partnerships have been allowed by the bank, on a temporary basis, the complaint states, a practice it calls "parking." The practices violated federal and state civil rights laws, states the suit, which seeks unspecified damages and orders to require the bank to change its policies.

Ross Kerber can be reached at kerber@globe.com.

Shawn Kerber

245

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By Ross Kerber *Special Staff Writer*

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**BANK OF AMERICA**  
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*less shareholder*

35

# Black workers file bias suit against Bank of America

J. J. CRAPO BANK America Herald  
By Ross Kerber *Shareholder*  
GLOBE STAFF

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J. J. CRAPO BANK America Herald

BANK OF AMERICA  
Continued from Page C10

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*Ross Kerber Shareholder*

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The complaint states the bank tends to partner these two types of advisers together and that their success is measured by total dollar amounts of client assets they bring in.

Further, it states, the bank tends to assign the minority partnerships to geographic territories made up mainly of minority clients, "who are low net worth as compared with the primary non-minority clients in certain other geographic areas," making it harder for the professionals to develop their careers and income.

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## Bank of America

### in worker bias suit

John J. Crappo, Bank of America

BANK OF AMERICA  
Continued from Page C10

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COPY

COPY

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Investment Management division part of the bank's Global Wealth and is America Investment Services Inc. division, which is run from Boston and is Atlanta offices of the bank's Bank of US District Court in Boston yesterday.

The plaintiffs worked mainly in the Atlanta offices of the bank's Bank of US District Court in Boston yesterday.

employees alleged in a lawsuit filed in and territories, five current and former employees by steering them to poorer clients against African-American employees Bank of America Corp. discrimination.

By Ross Kerber  
Shawcross & Kerber  
Attorneys at Law  
Bank of America  
file bias suit

Black workers file bias suit

# Bank of America

## in worker bias suit

By **Jane J. Crava**, Staff Writer

**BANK OF AMERICA**  
Continued from Page C10

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When plaintiffs complained, they were told that many of the bank's clients "are more comfortable" dealing with sales professionals of their own race," the suit states.

Bank of America is based in Charlotte, N.C., but relocated wealth management to Boston following its acquisition of FleetBoston Financial Corp. for \$46 billion

In 2004,

Four of the plaintiffs worked at least for a time in the bank's Atlanta offices while a fifth worked in a bank office in Clayton, Mo. In all, the bank has about 3,000 financial advisers and 4,400 bank advisers, known as "premium bankers."

Year	Number of Partners	Number of Advisors
2004	11,724	52,915
2005	10,115	52,915
2006	15,528	52,915
2007	14,932	52,915
Total	52,915	52,915

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55

Shawcross & Kerber

14

COPY

PORTER SQUARE POST OFFICE  
CAMBRIDGE, Massachusetts

02140-9998

2407660140-0000

07/19/2007 (017) 670-5588 08:12:17 AM

Description	Qty	Unit Price	Final Price
USPS EP #10	1	\$1.99	\$1.99
Env - RP			

Total: **J. J. CRAPO** \$1.99

Paid by: **PRO SE**  
MasterCard **JJCLIK** \$1.99

Account #: XXXXXXXXXXXX0483  
Approval #: 062208  
Transaction #: 49  
23902880301

Order stamps at [USPS.com/shop](http://USPS.com/shop) or  
call 1-800-Stamp24. Go to  
[USPS.com/ClicknShip](http://USPS.com/ClicknShip) to print  
shipping labels with postage. For  
other information call  
1-800-ASK-USPS.

Bills: 1000200218351  
Clerk: 08

All sales final on stamps and postage.  
Refunds for guaranteed services only.  
Thank you for your business.

Customer Copy

34

**J.J. CRAPO**  
**RECEIPT**  
 05/18/2007 09:55 AM  
**PRO MBTA SF**  
 Porter *JJC/jic*  
 FVM 202086  
 CREDIT CARD SALE  
 CARD: 5810  
 AUTH #: 018993  
 BANK REF#: 6092  
 SALES AMT: \$0.60  
 Trans. no.: 26374  
 Senior ID  
 # 005 - 105031087  
 Number of Tickets: 1  
 For Customer Service  
 call 617-222-3200

**RECEIPT**  
 05/19/2007 08:27 AM  
**MBTA**  
 Porter *J.J.*  
 FVM *CRAPO* 201125  
 CREDIT CARD SALE  
 SALES AMT: \$0.60  
 AMT TENDERED: \$0.60  
 CHANGE: *11/2* \$0.00  
 Transac #: 78799  
 Senior ID *09*  
 # 005 - 105031087  
 Number of Tickets: 1  
 For Customer Service  
 call 617-222-3200

COPY

**J.J. CRAPO. Home-**  
**CAPITOL**  
 COFFEE HOUSE  
 BOWDOIN ST 227-4865  
 DATE 05.18. '07 FRI  
*Sam Littel*  
 DEPT. 12 x1 \$2.75  
 DEPT. 12 x1 \$2.80  
 TAX1 AMT \$0.28  
 TOTAL *JJC/* \$5.83  
 CASH *jic* \$5.83  
 BETTY NO. 000257  
 TIME 13:27 0000

**RECEIPT**  
 05/19/2007 07:18 AM  
**MBTA**  
 Charles MGH  
 FVM 202196  
 CREDIT CARD SALE  
 CARD: 5810  
 AUTH #: 019704  
 BANK REF#: 5250  
 SALES AMT: \$0.60  
 Trans. no. 2742  
 Senior ID  
 # 005 - 105031087  
 Number of Tickets: 1  
 For Customer Service  
 call 617-222-3200

COPY COPY

4 4

HARVARD SQUARE POSTAL STORE  
CAMBRIDGE, Massachusetts  
021385740

2407980138-0096

05/19/2007 (617)876-9280 09:16:17 AM

Sales Receipt

Product Description	Sale Unit Qty	Final Price
Utility Mailer 10.5x18-RP	1	\$0.99
Utility Mailer 10.5x18-RP	1	\$0.99
Utility Mailer 10.5x18-RP	1	\$0.99
Utility Mailer 10.5x18-RP	1	\$0.99

Total: *J.J. CRAPO* \$3.96

Paid by: *PRO SE*  
MasterCard *116/ik* \$3.96  
Account #: XXXXXXXXXXXX0463  
Approval #: 083451  
Transaction #: 333 23902880285

COPY

Order stamps at USPS.com/shop or call 1-800-Stamp24. Go to USPS.com/clicknship to print shipping labels with postage. For other information call 1-800-ASK-USPS.

Bill #: 100000166739  
Clerk: 10

All sales final on stamps and postage. Refunds for guaranteed services only. Thank you for your business.

Customer Copy

PORTER SQUARE POST OFFICE  
CAMBRIDGE, Massachusetts  
021409908

021409908

2407980140-0096

05/19/2007 (617)876-5599 07:54:34 AM

Sales Receipt

Product Description	Sale Unit Qty	Final Price
USPS 851 Mailer 8.5x12-RP	1	\$1.59

*J.J. CRAPO*

Mail Pickup Delivered  
Label #: 7004180000714268635  
# of Mail Pieces: 1  
Mail Pickup Date: 05/19/2007 07:51 AM

Total: *1 stamp* \$1.59

Paid by: *PRO SE*  
MasterCard \$1.59  
Account #: XXXXXXXXXX0463  
Approval #: 027389  
Transaction #: 228 23902880301

COPY

Order stamps at USPS.com/shop or call 1-800-Stamp24. Go to USPS.com/clicknship to print

shipping labels with postage. For other information call 1-800-ASK-USPS.

Bill #: 1000400253034  
Clerk: 19

All sales final on stamps and postage. Refunds for guaranteed services only. Thank you for your business.

Customer Copy

SECTION A

TABLE OF CONTENTS

SHAREHOLDER

J.J. CRAPO, PRO SE

Homeless  
Terminated LCNSD  
CERT. SCL WORKER

to EXON MOBIL  
PROCESSING Center

35PPS

1 etc 35

(of 35 PP

printed encl(oi)

Side reverse

Blanco

SECTION B

Shareholder CRAPO to JPMORGAN CHASE  
AND Company

1 etc 5 (of five PP)

printed encl(oi) side reverse Blanco

Corporation "... IN WORKER bias suit

SECTION C

1 etc of four(oy/paper

USPO receipts

Harvard COOPERATIVE SOCIETY

MBTA receipts

# 30#

JJC/JJC

Terms and conditions of use:

- Subject to applicable reduced fare regulations and conditions of use.
- Any violation of the rules governing the use of this pass will result in immediate confiscation.
- Non-transferable.
- Please do not punch holes in this card as it will affect its use.

Schedule & Fare Information: 617-222-3200 Website: www.mbtta.com © MBTA

 Massachusetts Bay Transportation Authority



Senior ID

JOHN  
CRAPO

Expires: 03/12/2011  
5 - 105031087

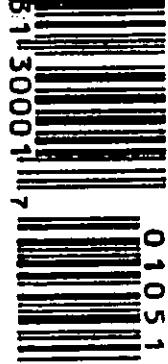
135

COPY

A product of the United States Postal Service  
MADE IN THE U.S.A.



1PJE1051 • ANC-093  
Product Code 93130001  
www.usps.com



**SENDER: COMPLETE THIS SECTION**

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:  
**EXON MOBIL PROCES  
 SING CENTER  
 PO BOX 6230  
 SIOUX FALLS  
 SD 57117-9794**

2. Article Number  
 (Transfer from service label) **7006 0100 0000 0519 2948**

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-00-1040

**COMPLETE THIS SECTION ON DELIVERY**

A. Signature  Agent  
 Addressed  
 Agent

B. Received by (Printed Name) C. Date of Delivery

D. Is delivery address different from item 1?  Yes  No  
 If YES, enter delivery address below:  No

3. Service Type  
 Certified Mail  Express Mail  
 Registered  Return Receipt for Merchandise  
 Insured Mail  C.O.D.

4. Restricted Delivery? (Extra Fee)  Yes  No

235

**Certified Mail Provides:**

- A mailing receipt
  - A unique identifier for your mailpiece
  - A record of delivery kept by the Postal Service for two years
- Important Reminders:**
- Certified Mail may **ONLY** be combined with First-Class Mail or Priority Mail.
  - Certified Mail is not available for any class of international mail.
  - **NO INSURANCE COVERAGE IS PROVIDED** with Certified Mail. For valuables, please consider Insured or Registered Mail.
  - For an additional fee, a Return Receipt may be requested to provide proof of delivery. To obtain Return Receipt service, please complete and attach a Return Receipt (PS Form 3811) to the article and add applicable postage to cover the fee. Endorse mailpiece "Return Receipt Requested". To receive a fee waiver for a duplicate return receipt, a USPS® postmark on your Certified Mail receipt is required.
  - For an additional fee, delivery may be restricted to the addressee or addressee's authorized agent. Advise the clerk or mark the mailpiece with the endorsement "Restricted Delivery".
  - If a postmark on the Certified Mail receipt is desired, please present the article at the post office for postmarking. If a postmark on the Certified Mail receipt is not needed, detach and affix label with postage and mail.
- IMPORTANT:** Save this receipt and present it when making an inquiry. Internet access to delivery information is not available on mail addressed to APOs and FPOs.

COPY

From:

J.J. CRAPO, Homeless  
TERMINATED LCSW  
SENIOR CITIZEN  
PO Box 400151  
CAMBRIDGE MA 02140-0002

3035

**CERTIFIED MAIL**



7006 0100 0000 0519 2946  
7006 0100 0000 0519 2946

U.S. Postal Service<sup>®</sup>  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only. No Insurance Coverage Provided)

For delivery information visit our website at [www.usps.com](http://www.usps.com)

**OFFICIAL USE**

Postage	\$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

Postmark Here

MAILING TO: MOBIL PROCESSING CENTER  
 PO BOX 6230  
 STATE FALLS SD 57117-9794

PS Form 3800, June 2002 See Reverse for Instructions

RETURN RECEIPT REQUESTED

TO: EXON MOBIL PROCESSING CENTER  
PROCESSING PROCESSING CENTER

meless

SI

102140-0002



435

**CERTIFIED MAIL**



7006 0100 0000 0519 2948  
7006 0100 0000 0519 2948

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)  
 For delivery information visit our website at www.usps.com

**OFFICIAL USE**

Postage	\$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

EXON MOBIL PROCESSING CENTER  
 PO BOX 6230  
 SIOUX FALLS SD 57117-9794

PS Form 3829 June 2002 See Reverse for Instructions

RETURN RECEIPT REQUESTED

TO: EXON MOBIL PROCESSING  
PROCESSING PROCESSING

PO BOX 6230  
SIOUX FALLS SD 57117

From: J.J. CRAPO, Homeless  
TERMINATED LCSW  
SENIOR CITIZEN  
PO Box 400151  
CAMBRIDGE MA 02140-0002

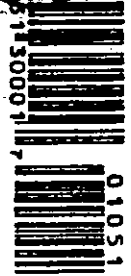
Ready **Post**

535

TES  
VICE



1PAE1051 • AUC-088  
www.vice.com  
Product Code 83130007  
A product of the United States Postal Service  
MADE IN THE U.S.A.



COPY

UTILITY MAILER  
\$ .89

Q35

From: J. CRAPO, HOMELESS SENIOR  
CITIZEN, TERMINATED  
LCSW

PO Box 400151  
CAMBRIDGE MA  
02140-0002

Y

COPY

POSTAGE WILL BE PAID BY ADDRESSEE

A. Signature  X

B. Received by (Printed Name)  \_\_\_\_\_

C.  Restricted Delivery

D. Is delivery address different from Item 1?  Yes  
If YES, enter delivery address below:  No

E. Service Type  
 Certified Mail  Express Mail  
 Registered  Return Receipt for Merchandise  
 Insured Mail  C.O.D.  
 Restricted Delivery (if not paid)  Yes

STANDARD BUSINESS REPLY

1. Article Addressed to: **EXON**  
**MOBIL PROCESSING**  
**CENTER**  
**PO Box 6230**  
**SIoux FALLS**  
**SD 57117-9794**

2. Article Number  
(Transfer from article label) **7006 0100 0000 0519 3457**

3. Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.  
 ■ Print your name and address on the reverse so that we can return the card to you.  
 ■ Attach this card to the back of the mailpiece, or on the front if space permits.

PG Form 3811, February 2004 Domestic Return Receipt

735

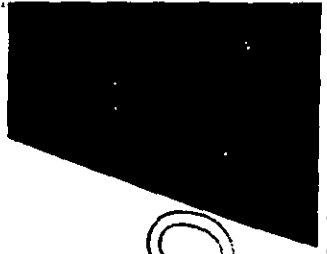
mi: MR GRAY, HOMELESS SENIOR

CITIZEN, TERMINATED  
LC SW

PO BOX 700151

CAMBRIDGE MA

02140-0002



03

**CERTIFIED MAIL**



7006 0100 0000 0519 3457  
7006 0100 0000 0519 3457

EXON MOBIL PROCESSING CENTER  
PO BOX 6230  
SIOUX FALLS SD 57117-9794

Postage	\$
Carrier Fee	
Insurance Fee (Required)	
Signature Required Fee (Required)	
Registered Delivery Fee (Required)	
Total Postage & Fees	\$

**OFFICIAL USE**  
U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
(Domestic Mail Only. No Insurance Coverage Provided)  
For delivery information visit our website at www.usps.com

REQUESTED

TO: EXON MOBIL

PROCESSING CENTER

PO Box 6230

SIOUX FALLS SD 57117-9

**Ready Post.**

Utility Mailer

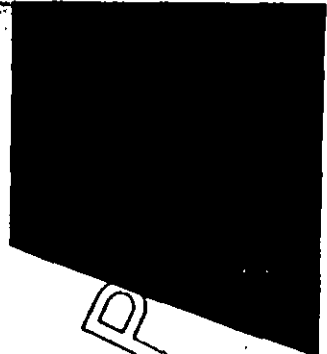
835

From: W. GRAY, HOMELESS SENIOR

CITIZEN, TERMINATED  
LC SW

PO BOX 400151

AMBRIDGE MA  
02140-0002



POCS

Utility Mailer  
**Ready Post.**

**CERTIFIED MAIL**



7006 0300 0000 0519 3457  
7006 0300 0000 0519 3457

**U.S. CERTIFIED MAIL PROVIDER**

Reported Recipient:  
 Certified Mail may ONLY be used for delivery.  
 A record of delivery kept by the carrier.  
 A unique identifier for your mail.  
 A mailing receipt.

**Certified Mail Provides:**

NO INSURANCE COVERAGE  
 Certified Mail is not available for return to sender.  
 For an additional fee, a Return Receipt (PS Form 3811) to be placed in the mailpiece.  
 For an additional fee, delivery to other Return Receipt addresses.  
 For an additional fee, delivery to a specific address.  
 For an additional fee, delivery to a specific address.  
 For an additional fee, delivery to a specific address.

**EXON**

**STOCK**

IMPORTANT: Save this receipt as proof of delivery.  
 If a postmark on the Certified Mail envelope is not visible, do it at the post office for a receipt is not needed, date and address of the post office for delivery.

RETURN RECEIPT REQUESTED

To: EXON MOBIL

PROCESSING CENTER

PO Box 6230

SIoux FALLS SD 57

935

LESS SENIOR  
ED

JIS/

WA

Special Services for two years  
combined with First-Class Mail or Priority Mail.  
SE IS PROVIDED with Certified Mail. For  
any class of International mail.  
Receipt may be requested to provide proof of  
article and add applicable postage to cover the  
return service, please complete and attach a Return  
Receipt Requested. To receive a fee waiver for  
USPS payments on your Certified Mail receipt is  
very may be restricted to the addressee or  
I. Advise the clerk or mark the mailbox with the  
every.  
Mail receipt is desired, please present the arti-  
smounting. If a postmark on the Certified Mail  
and extra label with postage and mail.  
Information is not available on mail.  
Post and present it when making an inquiry.

RETURN RECEIPT REQUESTED  
COPY

To: EXON MOBIL

PROCESSING CENTER

PO Box 6230

SIOUX FALLS SD 57117-9799

Post

iller

10 35

LESS SENIOR  
E/D

151

NA

U.S. POSTAL SERVICE  
OF THE UNITED STATES OF AMERICA  
**CERTIFIED MAIL™**



7006 0100 0000 0519 3457  
7006 0100 0800 0519 3457

PS Form 3800, June 2002 (See instructions for restrictions)

STOUX FALLS SD 57117-9794

EXON MOBIL PROCESSING CENTER  
PO BOX 6230

Postage	\$
Certified Fee	\$
Return Receipt Fee	\$
Insurance (over \$500)	\$
Registered Delivery Fee	\$
Restricted Delivery Fee	\$
Total Postage & Fees	\$

U.S. Postal Service™  
**CERTIFIED MAIL™ RECEIPT**  
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

REQUESTED

**Post.**

iller

To: EXON MOBIL

PROCESSING CENTER

PO BOX 6230

STOUX FALLS SD 57117-9794

11 35

(no dimension)



TAB TO OPEN



1PJE1051 • AIC-083  
Product Code 03130001  
www.ates.com  
A product of the United States Postal Service  
MADE IN THE U.S.A.

COPY  
JYNTN MALLER  
\$ 99



1235

UNITED STATES POSTAL SERVICE



First-Class Mail  
Postage & Fees Paid  
USPS  
Permit No. G-10

• Sender: Please print your name, address, and ZIP+4 in this box •

J. J. CRAPO, Homeless Terminator  
LCSW  
SENIOR CITIZEN  
PO BOX 400151  
CAMBRIDGE MA 02140-0002

COPY

UNITED STATES POSTAL SERVICE



First-Class Mail  
Postage & Fees Paid  
USPS  
Permit No. G-10

• Sender: Please print your name, address, and ZIP+4 in this box •

J. J. CRAPO, Homeless Terminator,  
ED LCSW  
SENIOR CITIZEN  
PO BOX 400151  
CAMBRIDGE MA 02140-0002

COPY

13 35 11 23

06/14/07 23

PRE-APPROVED APPLICATION FORM

Dear Exon Mobil This Offer Expires 6/15/2007  
to cooperate with you because of sell to you 44689855340279  
JOHN J CRAPO please address your (001) 5  
PO BOX 400151 the objection Bank of America filing center  
CAMBRIDGE MA 02140 may 2007 of 11th  
to my shareholder purpose of  
Please print in blue or black ink. Bank of

Please see reverse side of letter for important  
Credit Card Information which includes rates,  
fees and other cost information.

By signing below, I hereby agree to the terms and conditions of the Credit Card Application  
and agree to and accept the Terms and Conditions of Offer on the reverse side

00939 805006 16 1937 449 HARRISON AVE  
NON NON NON NON NON NON NON  
NON NON NON NON NON NON NON

J. J. CRAPO, 19 MAY 2007

30,000  
WHAT IS E MAIL 333333332

Equity based Credit Account X  
Sample Account/Box X

This offer is non-transferable. We may...  
By signing below, I hereby agree to the terms and conditions of the Credit Card Application  
and agree to and accept the Terms and Conditions of Offer on the reverse side

AMERICAN SECURITY AND EXCHANGE  
COMMISSION 6218010

P8174 689855340279 09 8001 COMMISSION 6218010

1435223

Y  
O  
D

AMERICA WITH SECURITY AND EXCHANGE  
80001 COMMISSION 6218010  
P8174 689855340279 09

**MAILING LABEL**

Home Phone Number: 617-552-1234  
 Social Security Number: 123-45-6789  
 Date of Birth: 01/01/1980

I am a new customer.  
 I am an existing customer.  
 I am a new customer and I want to open a new account.  
 I am an existing customer and I want to open a new account.

By clicking below, I agree that I have read the Electronic Credit Card Application and agree to and accept the Terms and Conditions of Offer on the reverse side.

Mail to be an additional card with the following terms, so they can enjoy the convenience of an Electronic Card.

Please see reverse side of letter for important Credit Card information which includes rates, fees and other cost information.

If the printed address on this offer is a P.O. Box, you must write your street address above.

JOHN J CRAPO  
 PO BOX 400151  
 CAMBRIDGE MA 02140  
 MAY 2002  
 PE 11th Street (1st)  
 to cooperate with you please call to you  
 This Offer Expires 6/15/2007  
 44689855340279

Dear Exon Mobil  
 attention  
 the objection  
 to my shareholder proposal of  
 Bank of

PRE-APPROVED APPLICATION FORM

**PRE-APPROVED APPLICATION FORM**

Dear Exon Mobil This Offer Expires 6/15/2007  
 To cooperate with you kindly of sell your 444689855340279  
 JOHN J CRAPO please advise your sign up  
 PO BOX 400151 the objection is Bank of America  
 CAMBRIDGE MA 02140 of 15th  
 MAY 2007 fifteen (15)  
 to NY shareholder on behalf of  
 Please print in blue or black ink. Bank of America

Card Security Number  
 00939 805006 16 1937 449 HARRISON AVE  
 NON NON NON NON NON NON  
 NON NON NON NON NON NON  
 I currently have a Checking Account:  Yes  No  
 I currently have a Savings Account:  Yes  No  
 I currently have a Credit Card:  Yes  No  
 I currently have a Bank of America Account:  Yes  No  
 I currently have a Bank of America Checking Account:  Yes  No  
 I currently have a Bank of America Savings Account:  Yes  No  
 I currently have a Bank of America Credit Card:  Yes  No  
 I currently have a Bank of America Bank of America Account:  Yes  No

By signing below, I certify that I have read the Exon Mobil Credit Card Information and agree to and accept the Terms, Conditions, and Offer on the reverse side of this offer.  
 Signature: J. J. CraPO, 19 May 2007  
 This offer is non-transferable. You may exclude an exempt child, grandchild, or spouse from this offer. You may not be involved if you do not wish to have a copy of this offer. Please refer to the Exon Mobil Credit Card Information for the complete terms and conditions. This offer is subject to change without notice. Exon Mobil reserves the right to modify or terminate this offer at any time without notice. If you provide an email address, we may use the information to contact you regarding your account. We may also use your email address to send you information about products and services you might find useful.

AMERICAN SECURITY AND EXCHANGE COMMISSION  
 P8174 689855340279 09 80001 COMMISSION 6218010

15 35

3 23

COPY

16 35

4 23

COPY



First Class Mail

First Class Mail



1739

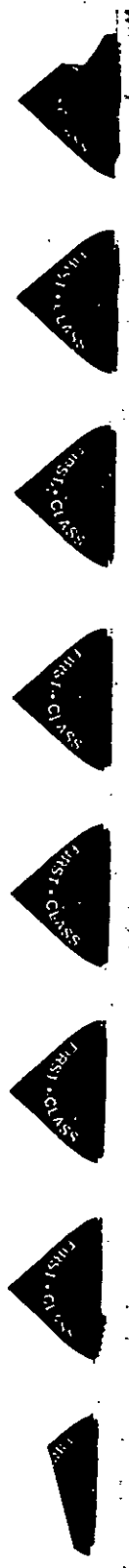
523

PostNet™ Tracker

COPY

First Class Mail

First Class Mail



1835

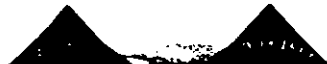
623

PostNet®

COPY

First Class Mail

First Class Mail



1935

723

**PRE-APPROVED APPLICATION FORM**

Dear Exon mobile, This Offer Expires 6/15/2007  
 to cooperate with your lenders & call to you  
 JOHN J CRAPO  
 PO BOX 400151  
 CAMBRIDGE MA 02140  
 MAY 2007  
 to my share holder or postal of  
 Bank of ✓  
 Please print in blue or black ink.

Social Security Number: 00939805006161937499 HARRISON AVE  
 Home Phone Number: NON NON NON NON NON NON NON  
 Work Phone: NON NON NON NON NON NON NON  
 Gross Yearly Income: \$30,000  
 (currently have a Checking Account) X Yes  
 (currently have a Savings Account/CD/Treasury Bills) X Yes  
 WHAT IS E MAIL ? 2222222222

Signature: J. J. Crapo, 2007  
 By signing below, I certify that I have read the Exon mobile Credit Card information and agree to and accept the terms and conditions of Offer on the reverse side.

Please see reverse side of letter for important Credit Card information which includes rates, fees and other cost information.

If the preprinted address on this offer is a P.O. Box, you must write your street address above.

AMERICA WITH BEN SECURITY AND EXCHANGE  
 88001 COMMISSION 6218010  
 689855340279 09



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8 23

COPY

Detach along perforation and retain upper portion for your records. Please use the enclosed postage-paid envelope or mail to: Processing Center, Post Office Box 6230, Sioux Falls, SD 57117-9794

**PRE-APPROVED APPLICATION FORM**

Dear Exon mobile, This Offer Expires 6/15/2007 44689855340279  
 to cooperate with your lenders (call to your  
 JOHN J CRAPO  
 PO BOX 400151  
 CAMBRIDGE MA 02140  
 PE 11th Street  
 MAY 2007  
 to my shareholder proposal of  
 Bank of ✓

Please print in blue or black ink.

Social Security Number: 00939805006161937499 HARRISON AVE  
 Home Phone Number: NON NON NON NON NON NON NON  
 Gross Yearly Income: \$30,000  
 Currently have a Checking Account:  Yes  No  
 Savings accounts/CDs/Treasury Bills:  Yes  No  
 Source:  Non-remittable (You may include income other than what you earn at your job, alimony, child support, or separate maintenance income. This information is not to be used as a basis for reporting this category.)  Remittable (You may use it to contact you regarding your account. We may also use your email address to send you information about products and services you might find useful.)

By signing below, I certify that I have read the Exon mobile Credit Card information and agree to and accept the terms and conditions of offer on the reverse side of this card.

**AMERICA WITH YOU Security AND Exchange** ✓  
 P8174 689855340279 09 80001 COMMISSION 6218010

WHAT IS E MAIL 33333333

Please see reverse side of letter for important Credit Card information which includes rates, fees and other cost information.

If the preprinted address on this offer is a P.O. Box, you must write your street address above.

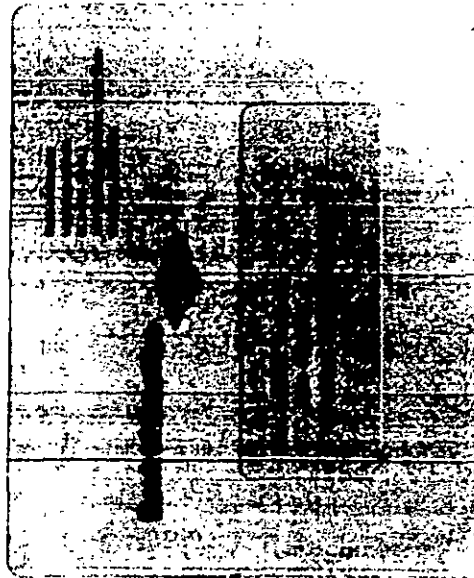
0K490723

21 35

9 23

COPY

FI



5-15

22 35

10 23



William J. Mostyn III  
Deputy General Counsel and  
Corporate Secretary

May 11, 2007

**BY OVERNIGHT DELIVERY**

Securities and Exchange Commission  
Office of Chief Counsel  
Division of Corporation Finance  
100 F. Street, N.E.  
Washington, DC 20549

Re: Stockholder Proposal Submitted by John Jennings Crapo

Ladies and Gentlemen:

Bank of America Corporation (the "Corporation") has received a proposal and supporting statement dated April 7, 2007 (the "Proposal") from John Jennings Crapo (the "Proponent") for inclusion in the proxy materials for the Corporation's 2008 Annual Meeting of Stockholders (the "2008 Annual Meeting"). The Proposal is attached hereto as **Exhibit A**. The Proposal is handwritten and, in some instances, illegible. For your convenience, a good faith transcription is attached as **Exhibit B** hereto. The Corporation hereby requests confirmation that the staff of the Division of Corporation Finance (the "Division") will not recommend enforcement action if the Corporation omits the Proposal from its proxy materials for the 2008 Annual Meeting for the reasons set forth herein.

**GENERAL**

The 2008 Annual Meeting is scheduled to be held on or about April 24, 2008. The Corporation intends to file its definitive proxy materials with the Securities and Exchange Commission (the "Commission") on or about March 1, 2008 and to commence mailing to its stockholders on or about such date.

Tel: 704.386.5083 · Fax: 704.386.1870  
william.mostyn@bankofamerica.com

Bank of America, NC1-002-29-01  
101 S. Tryon Street, Charlotte

23 35 11 23

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), enclosed are:

- COPY
1. Six copies of this letter, which includes an explanation of why the Corporation believes that it may exclude the Proposal; and
  2. Six copies of the Proposal.

A copy of this letter is also being sent to the Proponent as notice of the Corporation's intent to omit the Proposal from the Corporation's proxy materials for the 2008 Annual Meeting.

#### SUMMARY OF PROPOSAL

The Proposal requests that the Board of Directors provide a report "concerning the thinking of the Directors concerning representative payees." The report should include the "standards for selection of these important people."

#### REASONS FOR EXCLUSION OF PROPOSAL

The Corporation believes that the Proposal may be properly omitted from the proxy materials for the 2008 Annual Meeting pursuant to Rule 14a-8(i)(3), Rule 14a-8(i)(4), Rule 14a-8(i)(5) and Rule 14a-8(i)(7). The Proposal may be excluded pursuant to Rule 14a-8(i)(3) because it is in violation of the proxy rules. The Proposal may be excluded pursuant to Rule 14a-8(i)(4) because it relates to a personal interest of the Proponent that is not shared by other stockholders at large. The Proposal may be excluded pursuant to Rule 14a-8(i)(5) because it is not economically or otherwise significantly related to the business of the Corporation. Finally, the Proposal may be excluded pursuant to Rule 14a-8(i)(7) because (assuming it was applicable, as discussed further below) it deals with a matter relating to the Corporation's ordinary business operations.

1. **The Corporation may omit the Proposal pursuant to Rule 14a-8(i)(3) because it is in violation of the proxy rules.**

Rule 14a-8(i)(3) also permits the exclusion of a proposal if it or its supporting statement is contrary to any of the Commission's proxy rules and regulations, including Rule 14a-9, which prohibits the making of false or misleading statements in proxy soliciting materials or the omission of any material fact necessary to make statements contained therein not false or misleading, and Rule 14a-5, which requires that information in a proxy statement be "clearly presented." In addition, the Division has recognized that a proposal and/or supporting statement may be excluded under Rule 14a-8(i)(3) if it is so vague and indefinite that shareholders voting on the proposal would not be able

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to determine with reasonable certainty exactly what action or measures would be required in the event the proposal was adopted. See *Bank of America* (February 17, 1006) ("*Bank of America I*"); *Sara Lee Corporation* (March 31, 2004) ("*Sara Lee*"); *Bank of America* (March 10, 2004); *Philadelphia Electric Co.* (July 30, 1992); *IDACORP, Inc.* (January 9, 2001); and *Northeast Utility Service Company* (April 9, 2001).

The Proposal is false and misleading in violation of Rule 14a-9. Neither the Corporation nor its board of directors is involved in the selection of representative payees for its customers. The Proposal falsely assumes this to be the case. The Proposal requests a report from the board of directors regarding its representative payee selection process, criteria and retention policies. A "representative payee" is an individual or organization that receives benefits (such as Social Security and other benefit payments) for someone who cannot manage or direct the management of his/her money.<sup>1</sup> Representative payees are expected to use the funds for the current and foreseeable needs of the beneficiary and save any remaining funds for the beneficiary's future use. Generally, minor children and legally incompetent adults have representative payees appointed. Representative payees are typically relatives or friends, if available, but may also be appointed by court order or by a federal or state agency (such as the Social Security Administration or a parallel state agency that provides health and human services). In addition, representative payees are generally regulated by the federal and/or state agency from which they are receiving benefits on behalf of a beneficiary. Whether or not a beneficiary (or his/her representative payee) chooses to bank with the Corporation, neither the Corporation nor its board of directors is involved in the selection, retention or regulation of representative payees. Accordingly, the Proposal is false and misleading because it is factually inaccurate and based on a false assumption.

In addition, the Proposal is vague and indefinite. The Proposal seeks a report regarding the "thinking of Directors concerning representative payees." The Proposal also request the criteria for the selection and retention of representative payees. The Proposal does not provide any further clarification of what is intended by the "thinking" of directors. As noted above, since neither the Corporation nor its board of directors is responsible for the selection or retention of representative payees, the Proposal is inapplicable to the Corporation. As a result, neither the Corporation nor stockholders voting on the Proposal would be able to determine with reasonable certainty exactly what action or measures would be required in the event the Proposal was adopted. In addition, the supporting statement is rambling and generally irrelevant to the subject matter of the Proposal. The supporting statement discusses the housing conditions of the Proponent and the staff that works at

---

<sup>1</sup> For general information regarding representative payees, see the Social Security Administration website at <http://www.ssa.gov/payee/faqrep.htm> or the North Carolina Department of Health and Human Services' website at <http://info.dhhs.state.nc.us/olm/manuals/dog/gs/man/>.

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his resident home. Taken as a whole, the Proposal and supporting statement are anything but "clearly presented." The Proposal makes statements as if they were factually correct-- that the board of directors is responsible for the selection and retention of representative payees-- but are in fact incorrect.

Based on the foregoing, the Corporation believes that the Proposal and supporting statement are contrary to the proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements and may be omitted under Rule 14a-8(i)(3), in violation of both Rule 14a-9 and Rule 14a-5.

2. **The Corporation may omit the Proposal under Rule 14a-8(i)(4) because it relates to a personal interest of the Proponent that is not shared by other shareholders at large.**

Rule 14a-8(i)(4) permits the exclusion of shareholder proposals that are: (i) related to the redress of a personal claim or grievance against a company or any other person, or (ii) designed to result in a benefit to a proponent or to further a personal interest of a proponent, which other shareholders at large do not share. See *Sara Lee Corporation* (August 10, 2001); *KeyCorp* (February 22, 2001); *Chittenden Corporation* (January 2, 2001) and *The Dow Chemical Company* (March 5, 2003). The Proposal qualifies both as a personal grievance against the Corporation and as an attempt by the Proponent to obtain a personal benefit that will not be shared with other Stockholders of the Corporation. The Proponent is upset with the Corporation because he believes that the Corporation is not adequately selecting representative payees, including presumably, his own.

The Commission has stated that Rule 14a-8(i)(4) is designed to "insure that the security holder proposal process [is] not abused by proponents attempting to achieve personal ends that are not necessarily in the common interest of the issuer's shareholders generally." *Exchange Act Release 34-20091* (August 16, 1983). As explained below, the Proposal "is an abuse of the security holder proposal process" designed to pursue the Proponent's personal grievances and personal interests without producing any benefit for other shareholders at large. The cost and time involved in dealing with the Proposal is therefore a disservice to the interests of the issuer and its security holders at large." *Exchange Act Release 34-19135* (October 14, 1982).

The Proposal clearly relates to the Proponent's personal situation. The supporting statement indicates that the Proponent lives at a "homeless men's shelter at Boston, Massachusetts with a census of four hundred (400) men." Based on the supporting statement, it appears that the Proponent has a representative payee to assist him with his daily financial and other needs, possibly an employee of his resident facility. The Proponent complains that he "knows nothing as to qualifications of staff there who manage the place. Same goes for the Directors of said [facility] who are the ones direct the place." The balance of the supporting statement questions the ability

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COPY

and integrity of the persons that are acting as representative payee. The Proposal is clearly unique to the Proponent and is not relevant to shareholders at large.

The Proposal is (i) related to the redress of a personal claim or grievance and (ii) designed to result further a personal interest of the Proponent, which other Stockholders of the Corporation at large do not share. Accordingly, the Proposal may be excluded under Rule 14a-8(i)(4).

**3. The Corporation may omit the Proposal pursuant to Rule 14a-8(i)(5) because The Proposal is not significantly related to the business of the Corporation**

Rule 14a-8(i)(5) permits exclusion of a proposal which relates to operations which (i) account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, (ii) account for less than 5 percent of its net earnings for the most recent fiscal year, (iii) account for less than 5 percent of its gross sales for its most recent fiscal year and (iv) is not otherwise significantly related to the company's business. See *Merck & Co., Inc.* (January 4, 2006); *The Proctor & Gamble Company* (August 11, 2003); and *Hewlett-Packard Company* (January 7, 2003) ("HPC").

As discussed above, neither the Corporation nor its board of directors is involved in the selection, retention or regulation of representative payees. The Corporation has no assets related to, and generates no earnings or revenues from representative payee related matters. In addition, representative payee appointments are not otherwise significantly related to the Corporation's business and the Corporation has no control over and does not regulate the appointment and retention of representative payees.

The Corporation clearly satisfies the economic tests of Rule 14a-8(i)(5) and the policy issue raised by the Proposal, the selection and retention of representative payees is not significant, and in fact is not in any way related, to the Corporation's business. Rather, the Proposal only addresses the personal concerns of the Proponent. For the reasons set forth above, the Corporation believes the Proposal may be omitted from the proxy materials for the 2008 Annual Meeting pursuant to Rule 14a-8(i)(5).

**4. The Corporation may omit the Proposal under Rule 14a-8(i)(7) because it deals with a matter relating to the Corporation's ordinary business operations.**

Rule 14a-8(i)(7) allows a company to omit a proposal that deals with a matter relating to the conduct of the ordinary business operations of the company. As discussed above, the Proposal is inapplicable to the Corporation. However, the Proposal can generally be viewed as related to customer service. The Proposal deals with the appointment of persons to assist individuals that need help conducting their daily affairs. The Division has consistently found matters related to

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customer service to be excludable under 14a-8(i)(7) because they constitute the day-to-day ordinary business of the Corporation. See also *BellSouth Corporation* (January 9, 2003); *Verizon Communications Inc.* (January 9, 2003); *Wal-Mart Stores, Inc.* (March 27, 2001); and *Deere & Company* (November 30, 2000).

The Proposal, if applicable, addresses the Corporation's customer relations and raises no significant policy issues. The Corporation believes that it is clear that the Proposal addresses ordinary business matters that are part of the day-to day exercise of management responsibility. Accordingly, the Corporation believes that the Proposal may be omitted from its proxy materials for its 2008 Annual Meeting based on Rule 14a-8(i)(7).

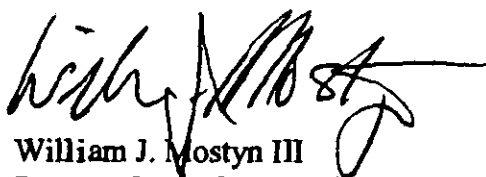
#### CONCLUSION

On the basis of the foregoing, the Corporation respectfully requests the concurrence of the Division that the Proposal may be excluded from the Corporation's proxy materials for the 2008 Annual Meeting.

If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact the undersigned at 704-386-5083.

Please acknowledge receipt of this letter by stamping and returning the enclosed receipt copy of this letter. Thank you for your prompt attention to this matter.

Very truly yours,



William J. Mostyn III  
Deputy General Counsel  
and Corporate Secretary

cc: John Jennings Crapo



Securities and Exchange Commission  
May 11, 2007  
Page 7

28135

16 23

EXHIBIT A  
COPY

---

J. J. CRAPO, Honored Brk of  
Am. Stockholder: Terminated (CSU)  
PO Box 400151  
Cambridge MA 02190-0002

(17) (23)

pay envelope (or) fure (OS) pp  
via Certified mail

07 APRIL 2007

return receipt requested

BANK OF AMERICA CORP  
ATTN Please  
CORPORATION SECRETARY  
101 S TRYON STREET  
NCI-002-29-01  
CHARLOTTE NC 28255

RE Submission  
Shareholder proposal  
to BANK OF AMERICA  
Shareholder meeting  
of assembled share-  
holders and proxies  
convened as a stock-  
holder meeting - For  
the succeeding said

meeting following the closure of the 2007th  
calendar year annual meeting of shareholders  
of Bank of America but in the event there is  
no special meeting of shareholders and  
proxies meeting as an assembled meeting of  
shareholders proponent MR Craho present the  
shareholder proposal at the Annual meeting  
of shareholders of the calendar year 2008.

Proponent has been a shareholder  
long time of this corporation, some of its  
predecessors. Has introduced & presented  
shareholder proposals at many national  
publicly held corporations of this corporat-  
ion he has enough shares of sufficient  
market value to comply with Security  
& Exchange Commission ("Commission")  
Laws, rules and regulations in the introduc-  
tion of shareholder proposals. He plans  
to continue to own his shares in this

MORE

(29) (35)

J.S. Crapo. to Bank of America Corporation  
07 April 2007 page two (02) of 5 pages  
corporation ("CORP") until written (13) minute  
after the close of the Shareholder Meeting in  
question.

18/23

Dear Msta/MADAM Secretary

IT IS REQUESTED THAT THE BANK OF  
AMERICA CORP BOARD OF DIRECTORS ("DIRECTORS")  
PROVIDE US WITH A REPORT IN THE PROXY  
STATEMENT AT THE STOCKHOLDER MEETING  
WHICH SHALL TAKE PLACE NEXT FOLLOWING  
THIS SHAREHOLDER MEETING CONCERNING  
THE THINKING OF THE DIRECTORS CONCERNING  
REPRESENTATIVE PAYEES. WE WISH THE  
REPORT BE COMPLETE. WE WANT TO KNOW  
THE STANDARDS FOR SELECTION OF THESE  
IMPORTANT PEOPLE, THEIR THEIR SELECTION  
IN THESE ROLES

Supporting statement

Shareholder proponent doesn't wish  
this to interfere in ordinary business of  
the corporation but the proponent who  
has introduced, presented and  
submitted shareholder proposals  
to National Corporation and directors  
of these companies, and has been  
sincere at these undertakings and  
done so at his own expense

Moze

30 35

J. J. CRAPO to Bank America Corp. (19) (23)  
07 April 2007 page three (03) of 5 pp

believes there are compelling reasons  
that we understand further the  
functioning of our directors and of them  
individually as directors. Directors  
set the policy

Proponent **COPY** is a terminated  
LCSW (Licensed Certified Social Worker)  
and lives at a homeless men's shelter  
at Boston Massachusetts, with a census  
four hundred (400) men - where he  
has very little information as to how  
these selections are made - of residents  
the payees. A population of substance  
abusers, alcoholics, chronic smokers,  
homeless, disabled, unemployed and  
others such persons is the composition  
of the Pine INN STREET INN, at  
444 HARRISON Avenue. He knows  
nothing as to qualifications of staff  
there who manage the place, same  
goes for the Directors of said INN  
who are the ones direct the place.

There are those who are recipients  
of funds on behalf of people, and  
persons funds are received by the  
payees. Doesn't know if how that  
is done is subject to scrutiny AND

More (31) (35)

J. J. CRAPO to Bishop America

(20) (23)

07 April 2007 page from 10419 SPP

by whom and what causes there shall  
be for failure to do good + honorably  
service to these people. AND wonders  
what the reasons are for they being  
in that situation. He wonders if  
a person had sound houses  
if they would need a representative  
paysee AND could said paysee do  
an effective job as fiduciary if  
not having good houses - and  
wonders what such good houses  
should be should it correct to  
nominate someone as trustee, conservator  
guardian or other fiduciary simply  
for the reason of his having houses  
unfit for human habitation or  
simply for minimum maintenance  
of life when that won't within the  
province of recipient's beneficence  
but rather the failure of the care-  
takers.

end of supportive state  
ment

Proponent includes the complete  
ballots for the 2007th year

(32) (39)

J.J. CRAPO, Homeless Bank of  
America Stockholder  
PO Box 400151  
CAMBRIDGE MA 02140-0002

21 23

VIA Certified mail

07 APRIL 2007  
COPY

return receipt requested  
Securities and Exchange Commission  
DIVISION OF CORPORATION FINANCE  
450 Fifth Street NW  
Washington DC

RE Shareholder proposal  
for Bank of America

Dear Master Chief Counsel

Enclosed is copy my shareholder  
proposal and attachments.

Amicus &  
briefly

JJM Jimmy Crapo

C.C. to  
Bank of America Corporation  
attn please  
corporation secretary

33 39

J.J. CRAPO to Bank of America (22) (23)  
07 April 2007 page five (OS) of SPP.

AND enclosures of this proposal letters  
& ballots to the Commission  
via certified mail return receipt  
requested

Sincerely & briefly

JAN JENNY CRAPO  
Shareholder's Record  
Ownership

Exhibits five (OS) Proxy Ballots  
printed copy for 25 APR 2007  
ann  
mfg  
stockholders  
JJC/jjc  
side  
reverse  
blank

(34) (39)

23 23

**EXHIBIT B**

**Good Faith Translation of Crapo Proposal**

COPY

IT IS REQUESTED that the Bank of American Corp. Board of Directors ("Directors") provide us with a report in the proxy statement at the Stockholder Meeting which shall take place next following this shareholder meeting concerning the thinking of the Directors concerning representative payees. We wish the report be complete. We want to know the standards for selection of these important people. there their retention in these roles.

**Supporting Statement**

Shareholder proponent doesn't wish this to interfere in ordinary business of the corporation but the proponent who was introduced presented and submitted shareholder proposals to national corporations and diverse other companies and has been sincere at these undertakings and done so at his own expense believes there are compelling reasons that we understand further the thinking of our directors and of them individually as directors. Directors set the policy.

Proponent himself is a terminated LCSW (Licensed Certified Social Worker) and live at a homeless men's shelter at Boston, Massachusetts with a census of four hundred (400) men. Where he has very little information as to how these selections are made of representative payees. A population of substance abusers, alcoholics, chronic smokers, [illegible], disabled, unemployed and other such persons is the composition of the Pine INN STREET INN at 444 Harrison Avenue. He knows nothing as to qualifications of staff there who manage the place. Same goes for the Directors of said INN who are the ones direct the place.

There are those who are recipients of funds on behalf of people, and persons funds are received by the payees. Doesn't know if how that is done is subject to scrutiny and by whom and what causes there shall be for failure to do good and honorable service to these people. And wonders what the reasons are for they being in that situation. He wonders if a person had [sound housing] if they would need a representative payee and could said payee do an effective job as fiduciary if not having good housing and wonders what such good housing should be then is it correct to nominate someone as trustee, conservator guardian or other fiduciary simply for the reason of his having housing unfit for human habitation or simply for minimum maintenance of life when that isn't written. The province of recipient's beneficiary but rather the failure of the care-takers.

35 35



J. J. CRAPO, PhD  
Identless JP Morgan Chase & Co  
INC Stockholder  
PO Box 400151  
Cambridge MA 02140-0002

VIA CMRR 18 May 2007  
Securities & Exchange Commission  
Division of Corporate Finance  
attn please DIVISION Director  
Washington DC 20549-0213

re: my shareholder proposal  
submitted to the JP Morgan  
Chase & Company INC

Dear Gentlemen & Ladies  
Enclosed I call it to your attention  
it's exhibit & courtesy of letters  
transmitted to other important  
persons. Briefly & sincerely &  
hastily.

J. J. Crapo  
Enclosures  
JC/jjc

J.J. CRAPO, Pro Se  
Hemelun Senior Citizen  
Jennurated CCSU  
PO Box 400151

CAMBRIDGE MA 02140-0002  
parone(01)0 dup(02) pass printed on (01)  
Side refers. Blomch May 18th 2007  
via Certified Mail.

return receipt requested  
State Massachusetts  
Human Services Division  
John W McCormack Hum RISE  
m(01) ashburton place  
ANSWER REVIEW SHEET  
Boston MA

Re: Your letter Dated  
2007 / 05 / 03  
my SS# 004-34-8050  
XAMID# 404202  
7999 Correction Officer m(01)  
Department of Correction  
test was at Washington IRVING school  
at Cummins ?? Boston MA  
I WISH the information  
promised in your letter.

I call to your attention  
the exhibits enclosed which I ask  
you to include in my filing having  
MORE

2. two (02) of two (02) pass printed on (01/11/07) <sup>2007</sup> B/1/1/1/4  
J.J. (reho to Human Services Division  
18 May 2007

taken the examination sheets &  
exhibits courtesy comes, it to  
various important people.

I look forward your  
reply soon - as soon as possible.

Sincerely, briefly  
& hastily.

J.J. Grebo.

En (1/0/1/0)

2007/11/18

J.J. CRAPO, PhD Sr  
Homeless Senior Advisor  
Terminated LCSW  
PO Box 40015  
CAMBRIDGE MA 02140-0002

dated 10/01/07  
two 10/02/07 pp  
printed  
on 10/01/07  
side

Via Certified Mail May 18th 2007  
return receipt requested ("CMRRK")

State of Massachusetts

Human Resources Division  
re: Police Examination  
John W. McCormack State Building  
One Plaza Shburton Pl #301  
Boston MA

Re: Police Exam scheduled for  
today - May 19th 2007

Dear Human resources division  
in spite of my requests in timely  
manner I failed to receive  
the information to report to the  
exam

Enclosed I call to your  
attention copy my Shareholder  
proposal submission to an  
important national corporation  
a global proportions and copy  
it sent by certified mail  
return receipt requested, too  
More

Paul Luo (02) of Luo (02) PD  
J.J. Craho Co state of Massachusetts  
Human Resources Division  
18 May 2007

To the Securities & Exchange Commission  
Copy to my letter via courier to your  
division re: my having taken exam  
for Certified Financial Officer. Exam ID  
#404202.

Very Sincerely

J.M. Craho, Pro SE  
1 Homestead Street  
Worcester, MA 01472  
421

Enclosures

Anthony J. Horan  
Corporate Secretary  
Office of the Secretary

June 1, 2007

Mr. John Jennings Crapo  
P.O. Box 400151  
Cambridge Ma 02140-0002

Dear Mr. Crapo:

This is to acknowledge receipt of your letter dated May 18, 2007, and received in my office on May 23, 2007, whereby you advise that you intend to submit a stockholder proposal for consideration at JPMorgan Chase & Co.'s Annual Meeting of Stockholders in 2008.

We have reviewed your letter and bring to your attention the following deficiency regarding eligibility in accordance with Rule 14a-8 of the Securities and Exchange Commission (SEC):

Your proposal and accompanying supporting statement exceeds the 500 word limit.  
Please revise accordingly.

SEC Rule 14a-8(f) requires that you correct the above deficiencies within 14 calendar days from the date of receipt of this letter. If you do not correct the deficiencies we cite, your proposal will be excluded from our proxy statement. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you receive this notification.

Very truly yours,





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Time  AM  PM

Employee Signature \_\_\_\_\_

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FROM: (PLEASE PRINT) JP MORGAN CHASE & CO.  
CORPORATE SECRETARY  
270 PARK AVE.  
NEW YORK, N.Y. 10017

PHONE \_\_\_\_\_

TO: (PLEASE PRINT) MR JOHN J. CRAPO  
P.O. Box 400151  
CAMBRIDGE, MA.

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Customer Signature \_\_\_\_\_

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**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

October 2, 2007

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: JPMorgan Chase & Co.  
Incoming letter dated August 20, 2007

The proposal relates to the board providing a report.

There appears to be some basis for your view that JPMorgan Chase may exclude the proposal under rule 14a-8(f). We note in particular that the proposal appears to exceed the 500-word limitation imposed by rule 14a-8(d). Accordingly, we will not recommend enforcement action to the Commission if JPMorgan Chase omits the proposal from its proxy materials in reliance on rules 14a-8(d) and 14a-8(f).

Sincerely,

*Tamara M. Brightwell*

Tamara M. Brightwell  
Special Counsel

END