

Exhibit 10D

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE BANK OF AMERICA CORP.
SECURITIES, DERIVATIVE, AND
EMPLOYEE RETIREMENT INCOME
SECURITY ACT (ERISA) LITIGATION

Master File No. 09 MDL 2058 (PKC)

ECF CASE

THIS DOCUMENT RELATES TO:

Consolidated Securities Action

**DECLARATION OF DENNIS A. LIEBERMAN
IN SUPPORT OF CO-LEAD COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES FILED
ON BEHALF OF FLANAGAN, LIEBERMAN, HOFFMAN & SWAIM**

DENNIS A. LIEBERMAN declares as follows:

1. I am a partner in the law firm of Flanagan, Lieberman, Hoffman & Swaim. I submit this declaration in support of Co-Lead Counsel's application for an award of attorneys' fees in connection with services rendered in the above-captioned action (the Action"), as well as for reimbursement of expenses incurred by my firm in connection with the Action.

2. My firm, which served as additional counsel for Lead Plaintiffs the State Teachers Retirement System of Ohio and the Ohio Public Employees Retirement System (collectively "Ohio") in this Action participated in this Action by, among other things (a) consulting regularly with Ohio and Co-Lead Counsel; (b) reviewing pleadings; (c) assisting Ohio in responding to discovery requests; (d) assisting in merits discovery, including reviewing and analyzing documents produced by Defendants; (e) participating in strategy sessions both with respect to settlement and trial strategy; (f) participating in mock trials in anticipation of trial; and (g)

participating in the settlement process, including attending mediation sessions.

3. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by each attorney and professional support staff employee of my firm who was involved in this Action, and the lodestar calculation based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

4. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

5. The total number of hours expended on this Action by my firm from its inception through and including January 31, 2013, is 7,576.25. The total lodestar for my firm for that period is \$3,417,283.75, consisting of \$3,413,543.75 for attorneys' time and \$3,740.00 for professional support staff time.

6. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

7. As detailed in Exhibit 2, my firm has incurred a total of \$12,843.28 in unreimbursed expenses in connection with the prosecution of this Action from its inception through and including January 31, 2013.

8. The expenses incurred in this Action are reflected on the books and records of my

firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred. No expenses for "general overhead," as defined in ABA Formal Opinion 93-379, are included in the expenses for which reimbursement is sought. Expenses incurred as a result of disbursements by the firm to an outside service provider reflect the actual amount billed by the service provider and do not include any surcharge over that amount.

9. In addition, certain expenses have been "capped" in accordance with certain retainer agreements entered into at the outset of the litigation. For example, in-house copying was capped at \$0.15 per page, working meals in town are not included in the application, and no secretarial overtime is being billed to the case. Furthermore, hotel stays and meals while traveling were capped consistent with the retainer agreements. In addition, in accordance with our customary practice, reimbursement for flights is sought only at coach fare rates.

10. With respect to the standing of my firm, attached hereto as Exhibit 3 is a brief biography of my firm and attorneys in my firm who were principally involved in this Action.

11. I declare, under penalty of perjury, that the foregoing facts are true and correct.

Executed on February 13, 2013.

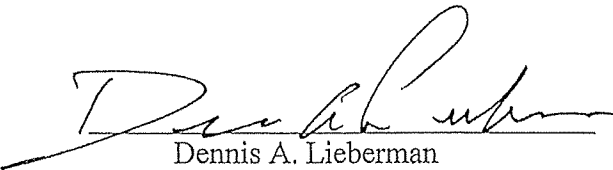

Dennis A. Lieberman

Exhibit 1

EXHIBIT 1

In re Bank of America Corp. Securities Litigation,
Master File No. 09 MDL 2058 (PKC)

FLANAGAN, LIEBERMAN, HOFFMAN & SWAIM

TIME REPORT

Inception through January 31, 2013

NAME	HOURS	HOURLY RATE	LODESTAR
Partners			
Dennis A. Lieberman	2,897.25	575.00	1,665,918.75
Bradley C. Smith	1,623.00	500.00	811,500.00
Pierre Tismo	625.50	500.00	312,750.00
David Ewing	87.00	450.00	39,150.00
James E. Swaim	102.00	450.00	45,900.00
Patrick Flanagan	123.50	450.00	55,575.00
Associates			
S. Schanhe	345.50	250.00	86,375.00
R. Beck	300.00	250.00	75,000.00
K. Sowell	980.25	250.00	245,062.50
R. Hempfling	305.25	250.00	76,312.50
Professional Support Staff	187.00	20.00	3,740.00
TOTALS	7,576.25		3,417,283.75

Exhibit 2

EXHIBIT 2

In re Bank of America Corp. Securities Litigation,
Master File No. 09 MDL 2058 (PKC)

FLANAGAN, LIEBERMAN, HOFFMAN & SWAIM

EXPENSE REPORT

Inception through January 31, 2013

CATEGORY	AMOUNT
Court Fees	
Service of Process	
On-Line Legal Research	
On-Line Factual Research	
Document Management/Litigation Support	
Telephones/Faxes	
Postage & Express Mail	166.42
Hand Delivery Charges	
Local Transportation	1,093.70
Internal Copying	
Outside Copying	
Out of Town Travel	11,583.16
Court Reporters and Transcripts	
Out of Town Deposition Space and Meals	
Experts	
Contributions to Litigation Fund	
TOTAL EXPENSES:	\$12,843.28

Exhibit 3

FLANAGAN, LIEBERMAN HOFFMAN & SWAIM
15 WEST FOURTH STREET, STE. 100
DAYTON, OHIO 45402
PHONE: 937-223-5200
FAX: 937-223-3335

Flanagan, Lieberman, Hoffman & Swaim is a Dayton based law firm with offices in Cincinnati and Louisville, Kentucky that was formed in 1984 as a result of a merger of two existing law firms. Over the years, additional mergers took place and, currently there are nine partners and fourteen licensed attorney associates as well as several former members of the firm that maintain "of counsel" status.

The firm serves a wide spectrum of individual and business clientele, offering absolute integrity of the highest quality representation to meet virtually every need of our clients. In addition to our experience in Class Action Trial Litigation our lawyers offer expertise in a broad range of legal matters including : Lead Counsel in Civil and Criminal Trials, Collections, Bankruptcy, Mortgage Foreclosures, Probate, Civil and Criminal Appeals, General Business Planning and Litigation, Immigration, and Personal Injury Litigation. Members of the firm are dedicated lawyers who have completed hundreds of jury trial from class action suits and complex litigation to the defense of capital death penalty cases. Our attorneys are supported by a highly trained staff of secretaries, paralegals, and law clerks backed by state of the art computer technology.

The members of the firm have past affiliations with state legislators, prosecutors, referees, assistant attorneys general, law professors, political party office holders and former judges. The members of the firm are dedicated to providing representation in accordance with the highest ethical standards. The firm has earned the highest rating available from Martindale-Hubbell

(AV). As noted above, various members of the firm have been Special Counsel to the Attorney General for over thirty years ensuring the best, most ethical, and efficient delivery of legal services to the Attorney General's clients.

In the past, the firm has represented almost all of the State's agencies, colleges, and universities, the Ohio Department of Job and Family Services, and the Department of Taxation in various forms of litigation from collections through the current just completed wholesale drug pricing litigation on behalf of STRS against numerous major drug company defendants. These suits all resulted in verdicts and settlement on behalf of the State of Ohio. C. David Ewing, Dennis A. Lieberman, and James E. Swaim have all been involved in class action and other complex litigation for over twenty years. We have mostly recently worked closely with Messers John Guthrie and Drew Duffy of the Ohio Attorney General's office during the settlement of the drug pricing litigation. The firm has been counsel in class action against United Parcel Service, Merck-Medco, Dey Pharmaceutical, Purdue Pharma, Abbott Laboratories, CVS, AIG Risk Management, Inc., AON Group LTD, Phillips Electronics, GE Lighting, and Sylvania Osram, among others.

Dennis A. Lieberman, C. David Ewing, James E. Swaim, and Bradley C. Smith would be the primary team members assigned to any of the complex litigation. All have been lead counsel in various litigation and could serve in that role of that of co-counsel with others. All in all Flanagan, Lieberman, Hoffman & Swaim can provide the expertise, experience and professionalism we have shown in dealing with clients for over thirty years.

Dennis A. Lieberman
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Clayton, OH 45315
dlieberman@flhslaw.com
(937) 836-6330 (h)
(937) 223-5200 (w)
(937) 604-1725 (c)

PERSONAL

Married: County Commissioner Deborah Lieberman
Children: David, age 21 and Daniel, age 17
Date of Birth: 11/2/52, South Bend, IN

EDUCATION

Miami University
Oxford, Ohio

Majors: Political Science and Sociology with a concentration in Gerontology
Other: Board of Trustee: Red and White Club

Bachelor of Arts 1975

University of Dayton, School of Law
Dayton, Ohio

Honors: Cum Laude, J.D.
Other: National Moot Court Champion
Chief Justice Moot Court Board
Originator of Legal Aide to the Elderly
Awards: Lawyer's Lawyer

PROFESSIONAL EXPERIENCE

Admitted to practice law in the Supreme Court of Ohio, 6th Circuit Court of Appeals, Supreme Court of Indiana, United States District Court for the Southern District of Indiana, United States District Court for the Southern District of Ohio, United States Supreme Court

1984 - Present Flanagan, Lieberman, Hoffman & Swaim
Dayton, Ohio

Partner

I am a trial attorney. I have litigated in numerous fields including but not limited to class actions, securities, corporate security violations, share holder derivative actions anti-trust violations, contract disputes, personal injury, civil litigation, and criminal defense specializing in white collar crime and other violations of the Ohio Criminal Code and the Federal Criminal Code. I have been first or second chair on twelve (22) death penalty cases.

- Member: Association of Trial Lawyers of America
- Member: American Bar Association
- Member: National Association of Criminal Defense Lawyers
- Member: Ohio Bar Association

2006 - present Vandalia Municipal Court
Vandalia, Ohio

Acting Judge

1981 Vandalia Municipal Court
Vandalia, Ohio

Prosecutor/Part-time

1980-1984 Lieberman, Landan, Gehres & Smith
Dayton, Ohio

Partner

1978-1980 Smith & Schnacke
Dayton, Ohio

Worked as an associate on the complex litigation team. Clients were both corporate and individual. In being involved in Occidental Petroleum Corporation v. Mead Corporation, I was one (1) of a number of attorneys representing Mead Corporation in a hostile take over attempt by Occidental Petroleum Corporation. Some of the issues considered were anti-trust and securities violations. I also represented NCR corporation, along with a number of other corporations while an associate with Smith & Schnacke on a variety of complex litigation matters, including contract disputes.

PROFESSIONAL HONORS

- Member: “Inn of Courts”
- The Best Lawyers in America for ten (10) years
- Ohio Super Lawyers
- Dayton “Best of the Bar”
- University of Dayton School of Law “Distinguished Alumni Award”
- National Member: Order of Barristers
- AV Preeminent Rating: Martindale Hubble
- Certificate of Silver Life Membership: National Association for the Advancement of Colored People
- Lifetime Achievement Award: Ohio Democratic Party
- Joe Friday Award for work in the Cleps/YMCA “Y Guide” program
- Currently serve on a number of non-profit boards in Montgomery County including the Suicide Prevention Board
- Board of Trustees Miami University
- American Trial Lawyers Association Top 100 Lawyers
- Access to Justice Community Advocacy Award
- MLK Humanitarian Award