
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: June 30, 2008

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For transition period _____

Commission file number: 000-20949

BA MASTER CREDIT CARD TRUST II

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

N/A

(IRS Employer Identification No.)

c/o BA Credit Card Funding, LLC
214 North Tryon Street
Charlotte, NC
(Address of principal executive offices)

28255

(Zip Code)

Registrant's telephone number, including area code: (704) 683-4915

BA CREDIT CARD FUNDING, LLC

(Exact name of depositor as specified in its charter)

FIA CARD SERVICES, NATIONAL ASSOCIATION

(Exact name of sponsor as specified in its charter)

Securities registered pursuant to Section 12(b) of the Act: None

Securities Registered pursuant to Section 12(g) of the Act:

BA Master Credit Card Trust II, Series 1997-B, Series 1999-B, Series 1999-J, Series 2000-E Fixed and Floating Rate Asset Backed Certificates.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part II of the Form 10-K or any amendment to this form 10-K. ☒ [Item 405 of Regulation S-K is not applicable.]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐
Non-accelerated filer ☒ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Registrant has no voting or non-voting common equity outstanding held by non-affiliates.

INTRODUCTORY NOTE

FIA Card Services, National Association (“FIA”) is the originator, seller, and servicer under the Second Amended and Restated Pooling and Servicing Agreement, dated as of October 20, 2006 (as amended from time to time, the “Agreement”), and the Series 1997-B, Series 1999-B, Series 1999-J, Series 2000-E, Series 2000-H, and Series 2001-B Supplements dated as of February 27, 1997, March 26, 1999, September 23, 1999, June 1, 2000, August 23, 2000, and March 8, 2001, respectively, by and between FIA and the trustee, providing for the issuance of the BA Master Credit Card Trust II Series 1997-B, Series 1999-B, Series 1999-J, Series 2000-E, Series 2000-H, and Series 2001-B Fixed and Floating Rate Asset Backed Certificates (the “Certificates”) and is the originator of the BA Master Credit Card Trust II (the “Trust” and the “Registrant”). The Certificates do not represent obligations of or interests in FIA. In November 1988, FIA (formerly known as MBNA America Bank, National Association) made application under the Securities Exchange Act of 1934 for an exemption from certain reporting requirements. On December 30, 1988, the staff of the Securities and Exchange Commission’s Division of Corporation Finance granted FIA’s exemption request, pursuant to which FIA is not required to respond to various items of Form 10-K. Such items are designated herein as “Not Applicable”.

PART I

Item 1: Business.

Not Applicable.

Item 1A: Risk Factors.

Not Applicable.

Item 1B: Unresolved Staff Comments.

Not Applicable.

Item 2: Properties.

Not Applicable.

Item 3: Legal Proceedings.

Industry Developments

FIA Card Services, National Association (“FIA”) issues credit cards on MasterCard’s and Visa’s networks. MasterCard and Visa are facing significant litigation and increased competition. In 2003, MasterCard and Visa settled a suit by Wal-Mart and other merchants who claimed that MasterCard and Visa unlawfully tied acceptance of debit cards to acceptance of credit cards. Under the settlement MasterCard and Visa are required to, among other things, allow merchants to accept MasterCard or Visa branded credit cards without accepting their debit cards (and vice versa), reduce the prices charged to merchants for off-line signature debit transactions for a period of time, and pay amounts totaling \$3.05 billion into a settlement fund. MasterCard and Visa are also parties to suits in various state courts mirroring the allegations brought by Wal-Mart and the other merchants.

In October 2004, the United States Supreme Court let stand a federal court decision in a suit brought by the U.S. Department of Justice, in which MasterCard and Visa rules prohibiting banks that issue cards on MasterCard and Visa networks from issuing cards on other networks (the “association rules”) were found to have violated federal antitrust laws. This decision effectively permits banks that issue cards on Visa’s or MasterCard’s networks, such as FIA and Bank of America Corporation’s other banking subsidiaries, to issue cards on competitor networks. Discover and American Express have initiated separate civil lawsuits against MasterCard and Visa claiming substantial damages stemming from the association rules. Visa and MasterCard have agreed to pay American Express \$2.25 billion and \$1.8 billion, respectively, to settle its lawsuit. The trial for the Discover lawsuit is scheduled to commence in October 2008.

The costs associated with these and other matters could cause MasterCard and Visa to invest less in their networks and marketing efforts and could adversely affect the interchange paid to their member banks, including FIA.

Litigation

Bank of America Corporation and certain of its subsidiaries are defendants in actions filed on behalf of a putative class of retail merchants that accept Visa and MasterCard payment cards. The first of these actions was filed in June 2005. On April 24, 2006, putative class plaintiffs filed a First Consolidated and Amended Class Action Complaint. Plaintiffs therein allege that the defendants conspired to fix the level of interchange and merchant discount fees and that certain other practices, including various Visa and MasterCard rules, violate federal and California antitrust laws. On May 22, 2006, the putative class plaintiffs filed a supplemental complaint against many of the same defendants, including Bank of America Corporation and certain of its subsidiaries, alleging additional federal antitrust claims and a fraudulent conveyance claim under New York Debtor and Creditor Law, all arising out of MasterCard’s 2006 initial public offering. The putative class plaintiffs seek unspecified treble damages and injunctive relief. Additional defendants in the putative class actions include Visa, MasterCard, and other financial institutions.

The putative class action plaintiffs have filed for class certification, and the actions are coordinated for pre-trial proceedings in the U.S. District Court for the Eastern District of New York, together with additional, individual actions brought only against Visa and MasterCard, under the caption *In Re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*. Motions to dismiss portions of the First Consolidated and Amended Class Action Complaint and the

supplemental complaint have been filed. On January 8, 2008, the Court granted the motion to dismiss all claims that pre-date January 1, 2004, based on the settlement and release of claims in the Wal-Mart case discussed above in “—*Industry Developments*.” On February 12, 2008, the Magistrate Judge assigned to these claims issued a Report and Recommendation granting the defendants’ motion to dismiss the fraudulent conveyance claims against all the defendants and the Clayton Act claims against the defendants other than MasterCard, with leave to replead all claims consistent with the decision. The Magistrate Judge also denied the motion to dismiss the Clayton Act claims against MasterCard and the Section 1 Sherman Act claims against all defendants. The defendants filed objections to the Report and Recommendation and plaintiffs have an opportunity to respond to the objections. The District Court will then review the Report and Recommendation as well as the objections and issue a final decision.

Item 4: Submission of Matters to a Vote of Security Holders.

Not Applicable.

PART II

Item 5: Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

The Certificates of each series representing investors’ interests in the Trust are represented by one or more

Certificates registered in the name of Cede & Co., the nominee of The Depository Trust Company.

Item 6: Selected Financial Data.

Not Applicable.

Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations.

Not Applicable.

Item 7A: Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable.

Item 8: Financial Statements and Supplementary Data.

Not Applicable.

Item 9: Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Not Applicable.

Item 9A: Controls and Procedures

Not Applicable.

Item 9B: Other Information.

None.

PART III

Item 10: Directors, Executive Officers and Corporate Governance.

Not Applicable.

Item 11: Executive Compensation.

Not Applicable.

Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

(a) The Certificates of each series representing investors' interests in the Trust are represented by one or more Certificates registered in the name of Cede & Co., the nominee of The Depository Trust Company ("DTC"), and an investor

holding an interest in the Trust is not entitled to receive a Certificate representing such interest except in certain limited circumstances. Accordingly, Cede & Co. is the sole holder of record of Certificates, which it holds on behalf of brokers, dealers, banks and other direct participants in the DTC system at June 30, 2008. Such direct participants may hold Certificates for their own accounts or for the accounts of their customers. At June 30, 2008, the following direct DTC participants held positions in Certificates representing interests in the Trust equal to or exceeding 5% of the total principal amount of the Certificates of one or more series outstanding on that date, as indicated. The information on DTC participants' held positions is provided by DTC.

Series	Participant Full Name	Total	Total
1997-B Class A	Bank of New York Mellon (The)	556,772,000.00	65.5%
	JPMorgan Chase Bank	106,150,000.00	12.5%
	State Street Bank and Trust Company	97,000,000.00	11.4%
	Merrill Lynch, Pierce Fenner & Smith Safekeeping	46,200,000.00	5.4%
1997-B Class B	State Street Bank and Trust Company	30,800,000.00	41.1%
	JPMorgan Chase Bank	30,000,000.00	40.0%
	UMB Bank, National Association	5,000,000.00	6.7%
1999-B Class A	JPMorgan Chase Bank	152,069,000.00	23.9%
	State Street Bank and Trust Company	132,932,000.00	20.9%
	Bank of New York Mellon (The)	130,243,000.00	20.4%
	Mellon Trust of New England, National Association	56,516,000.00	8.9%
1999-B Class B	JPMorgan Chase Bank	21,000,000.00	37.3%
	Mellon Trust of New England, National Association	15,000,000.00	26.7%
	Bank of New York Mellon (The)	7,500,000.00	13.3%
	State Street Bank and Trust Company	7,400,000.00	13.2%
1999-J Class A	State Street Bank and Trust Company	208,665,000.00	24.5%
	JPMorgan Chase Bank	208,133,000.00	24.5%
	Bank of New York Mellon (The)	124,641,000.00	14.7%

	Mellon Trust of New England, National Association	116,561,000.00	13.7%
1999-J Class B	JPMorgan Chase Bank	42,003,000.00	56.0%
	Mellon Trust of New England, National Association	14,300,000.00	19.1%
	Bank of New York Mellon (The)	12,352,000.00	16.5%
	State Street Bank and Trust Company	4,700,000.00	6.3%
2000-E Class A	State Street Bank and Trust Company	125,061,000.00	25.0%
	Bank of New York Mellon (The)	98,830,000.00	19.8%
	JPMorgan Chase Bank	68,785,000.00	13.8%
	Mellon Trust of New England, National Association	56,494,000.00	11.3%
	Northern Trust Company (The)	48,950,000.00	9.8%
2000-E Class B	Citigroup Global Markets Inc./Salomon	25,150,000.00	55.9%
	JPMorgan Chase Bank	13,950,000.00	31.0%
	LaSalle Bank National Association	3,900,000.00	8.7%
2000-H Class A	JPMorgan Chase Bank	224,500,000.00	37.7%
	State Street Bank and Trust Company	140,950,000.00	23.7%
	U.S. Bank N.A.	90,500,000.00	15.2%
	Bank of New York Mellon (The)	63,630,000.00	10.7%
	Citibank, N.A.	38,550,000.00	6.5%
2000-H Class B	JPMorgan Chase Bank	38,000,000.00	72.4%
	Bank of New York Mellon (The)	14,500,000.00	27.6%

2001-B Class A	Bank of New York Mellon (The)	258,750,000.00	40.6%
	JPMorgan Chase Bank	130,400,000.00	20.5%
	U.S. Bank N.A.	75,000,000.00	11.8%
	LaSalle Bank National Association	46,000,000.00	7.2%
2001-B Class B	Bank of New York Mellon (The)	36,250,000.00	64.4%
	JPMorgan Chase Bank	20,000,000.00	35.6%

The address of each of the above participants is:

c/o The Depository Trust Company
55 Water Street
New York, NY 10041

Item 13: Certain Relationships and Related Transactions and Director Independence.

Not Applicable.

Item 14: Principal Accountant Fees and Services.

Not Applicable.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a)(1) Not Applicable.

(a)(2) Not Applicable.

(a)(3) Not Applicable.

(b) Exhibits

Exhibit Number	Description
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
99.1	Report of PricewaterhouseCoopers LLP pursuant to Section 3.06 of the Pooling and Servicing Agreement with regard to FIA Card Services, National Association (including the related assertion letter of FIA regarding its internal controls, delivered pursuant to Section 3.06 of the Pooling and Servicing Agreement).
99.2	Report of PricewaterhouseCoopers LLP pursuant to Section 3.06 of the Pooling and Servicing Agreement with regard to FIA Card Services, National Association (including the related assertion letter of FIA regarding its compliance with the provisions of the Pooling and Servicing Agreement, delivered pursuant to Section 3.06 thereof).
99.3	Servicer Compliance Statement of FIA Card Services, National Association.
(c)	Not Applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BA Master Credit Card Trust II

By: FIA Card Services, National Association,
as Servicer

By: /s/ Elizabeth S. Buie

Name: Elizabeth S. Buie

Title: Senior Vice President

(senior officer in charge of the servicing function)

Date: September 15, 2008

EXHIBIT INDEX

Exhibit Number	Description
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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99.2	Report of PricewaterhouseCoopers LLP pursuant to Section 3.06 of the Pooling and Servicing Agreement with regard to FIA Card Services, National Association (including the related assertion letter of FIA regarding its compliance with the provisions of the Pooling and Servicing Agreement, delivered pursuant to Section 3.06 thereof).
99.3	Servicer Compliance Statement of FIA Card Services, National Association.

Certification

I, Elizabeth S. Buie, certify that:

1. I have reviewed this annual report on Form 10-K, and all reports on Form 10-D containing distribution or servicing reports filed in respect of periods included in the year covered by this annual report, of the BA Master Credit Card Trust II;
2. Based on my knowledge, the information in these reports, taken as a whole, does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading as of the last day of the period covered by this annual report;
3. Based on my knowledge, the distribution or servicing information required to be provided to the trustee by the servicer under the pooling and servicing, or similar, agreement, for inclusion in these reports is included in these reports;
4. I am responsible for reviewing the activities performed by the servicer under the pooling and servicing, or similar, agreement, and based upon my knowledge and the annual compliance review required under that agreement, and except as disclosed in the reports, the servicer has fulfilled its obligations under that servicing agreement in all material respects; and
5. The reports disclose all significant deficiencies relating to the servicer's compliance with the minimum servicing standards based upon the report provided by an independent public accountant, after conducting a review in compliance with the Uniform Single Attestation Program for Mortgage Bankers or similar procedure, as set forth in the pooling and servicing, or similar, agreement, that is included in these reports.

In giving the certifications above, I have reasonably relied on information provided to me by the following unaffiliated parties: The Bank of New York Mellon.

Date: September 15, 2008

By: /s/ Elizabeth S. Buie

Name: Elizabeth S. Buie

Title: Senior Vice President

(senior officer in charge of the servicing function)

[Letterhead of PricewaterhouseCoopers LLP]

Report of Independent Registered Public Accounting Firm

To FIA Card Services, National Association:

We have examined management's assertion included in the accompanying report by management, titled "Report of Management on BA Master Credit Card Trust II and BA Credit Card Trust Internal Control" (the "Report"), that FIA Card Services, National Association's (the "Company"), a wholly owned subsidiary of Bank of America Corporation, controls over functions performed as servicer of the BA Master Credit Card Trust II (the "Master Trust") and the BA Credit Card Trust (the "Note Trust", together with the Master Trust, the "Trusts"), including each series of the Master Trust and each tranche of the Note Trust as specified in the Report, are effective as of June 30, 2008 in providing reasonable assurance that the Trusts' assets are safeguarded against loss from unauthorized use or disposition and the servicing of the Trusts' assets is conducted and recorded in conformity with the Second Amended and Restated Pooling and Servicing Agreement for the Master Trust dated October 20, 2006 (the "PSA"), the applicable Pooling and Servicing Agreement Supplement for each series dated as specified in the Report (the "PSA Supplements"), the Second Amended and Restated Indenture for the Note Trust dated October 20, 2006 (the "Indenture"), and the Amended and Restated BAseries Indenture Supplement dated June 10, 2006 (the "Indenture Supplement", together with the PSA, PSA Supplements, and Indenture, the "Agreements"), between the Company and The Bank of New York Mellon (the "Trustee"), to permit the preparation of the required financial reports. The Company's management is responsible for controls over functions performed as servicer of the Trusts. Our responsibility is to express an opinion on management's assertion based on our examination.

Our examination was conducted in accordance with standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included obtaining an understanding of internal controls over the functions performed by the Company as servicer of the Trusts, testing and evaluating the design and operating effectiveness of internal controls, and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

Because of inherent limitations in any internal control, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of internal control over the functions performed by the Company as servicer for the Trusts to future periods are subject to the risk that the internal control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assertion that the Company's controls over the functions performed as servicer of the Trusts are effective as of June 30, 2008 in providing reasonable assurance that the Trusts' assets are safeguarded against loss from unauthorized use or disposition and the servicing of the Trusts' assets is conducted and recorded in conformity with the Agreements to permit the preparation of the required financial reports is fairly stated, in all material respects, based on the following criteria specified in the Report:

- Funds collected are remitted to the Trustee in accordance with the Agreements.
-

- Trust assets are segregated from those retained by the Company in accordance with the Agreements.
- Expenses incurred by the Trusts are calculated and remitted in accordance with the Agreements.
- The additions of accounts to the Trusts are authorized in accordance with the Agreements.
- The removals of accounts from the Trusts are authorized in accordance with the Agreements.
- Trust assets amortizing out of the Trusts are calculated in accordance with the Agreements.
- Monthly Trust reports generated in the form of “Exhibits” and provided to the Trustee are reviewed by a Vice President or above prior to distribution.
- Monthly Trust reports generated in the form of “Exhibits” contain all information required by the Agreements.

/s/ PricewaterhouseCoopers L.L.P.

Charlotte, North Carolina
September 15, 2008

September 15, 2008

**Report of Management on BA Master Credit Card Trust II and BA Credit Card Trust
Internal Control**

FIA Card Services, National Association (“FIA” or the “Company”), a wholly owned subsidiary of Bank of America Corporation, is responsible for establishing and maintaining effective controls over the functions performed as the servicer of the BA Master Credit Card Trust II and the BA Credit Card Trust (the “Trusts” or individually, the “Trust”). These controls are designed to provide reasonable assurance to the Company’s management and board of directors that the Trusts’ assets are safeguarded against loss from unauthorized use or disposition, and that the servicing of the Trusts’ assets was conducted in conformity with the applicable Pooling and Servicing Agreement, Pooling and Servicing Agreement Supplements, Indenture and BAseries Indenture Supplement (together the “Agreements”) as specified in Appendix I, between FIA as Seller and Servicer, in the case of the Pooling and Servicing Agreement and the Pooling Agreement Supplements, or BA Credit Card Trust, in the case of the Indenture and the BAseries Indenture Supplement, and the applicable Trustee (specific Agreements and Trustees are listed in Appendix I) and are recorded properly to permit the preparation of the required financial reports.

Because of inherent limitations in any control, no matter how well-designed, misstatements due to error or fraud may occur and not be detected, including the possibility of the circumvention or overriding of controls. Accordingly, even effective controls can provide only reasonable assurance with respect to the achievement of any objectives of controls. Further, because of changes in conditions, the effectiveness of controls may vary over time.

The Company has determined that the objectives of controls with respect to servicing and reporting of Trust assets are to provide reasonable, but not absolute assurance that:

- Funds collected are remitted to the Trustee in accordance with the Agreements.
 - Trust assets are segregated from those retained by FIA in accordance with the Agreements.
 - Expenses incurred by the Trusts are calculated and remitted in accordance with the Agreements.
 - The additions of accounts to the Trusts are authorized in accordance with the Agreements.
 - The removals of accounts from the Trusts are authorized in accordance with the Agreements.
-

Trust Internal Control (continued)

- Trust assets amortizing out of the Trusts are calculated in accordance with the Agreements.
- Monthly Trust reports generated in the form of “Exhibits” and provided to the Trustee are reviewed by a Vice President or above prior to distribution.
- Monthly Trust reports generated in the form of “Exhibits” contain all information required by the Agreements.

The Company assessed its controls over the functions performed as servicer of the Trusts in relation to these criteria. Based upon this assessment, the Company believes that, as of June 30, 2008, its controls over the functions performed as servicer of the Trusts are effective in providing reasonable assurance that Trust assets are safeguarded against loss from unauthorized use or disposition, and that the servicing of the Trust assets was conducted in conformity with the Agreements and recorded properly to permit the preparation of the required financial reports.

FIA Card Services, National Association by:

/s/ Elizabeth S. Buie
Elizabeth S. Buie
Senior Vice President

/s/ Scott McCarthy
Scott McCarthy
Senior Vice President

Appendix I
BA Master Credit Card Trust II
Internal Control at June 30, 2008

TRUST	ISSUANCE DATE
BA Master Credit Card Trust II Series 1997-B	2/27/1997
BA Master Credit Card Trust II Series 1999-B	3/26/1999
BA Master Credit Card Trust II Series 1999-J	9/23/1999
BA Master Credit Card Trust II Series 2000-E	6/1/2000
BA Master Credit Card Trust II Series 2000-H	8/23/2000
BA Master Credit Card Trust II Series 2001-B	3/8/2001
BA Master Credit Card Trust II Series 2001-C	4/25/2001
BA Master Credit Card Trust II Series 2001-D	5/24/2001

Appendix I
BA Credit Card Trust
Internal Control at June 30, 2008

TRUST	ISSUANCE DATE
<u>Full Year</u>	
BASeries Class C (2001-2)	7/12/2001
BASeries Class A (2001-2)	7/26/2001
BASeries Class A (2001-Emerald)	8/15/2001
BASeries Class A (2001-5)	11/8/2001
BASeries Class C (2002-1)	2/28/2002
BASeries Class A (2002-2)	3/27/2002
BASeries Class A (2002-3)	4/24/2002
BASeries Class A (2002-5)	5/30/2002
BASeries Class C (2002-3)	6/12/2002
BASeries Class A (2002-7)	7/25/2002
BASeries Class A (2002-8)	7/31/2002
BASeries Class C (2002-6)	10/29/2002
BASeries Class C (2002-7)	10/29/2002
BASeries Class A (2002-11)	10/30/2002
BASeries Class C (2003-1)	2/4/2003
BASeries Class A (2003-4)	4/24/2003
BASeries Class A (2003-5)	5/21/2003
BASeries Class C (2003-4)	6/19/2003
BASeries Class C (2003-6)	7/30/2003
BASeries Class A (2003-8)	8/5/2003
BASeries Class B (2003-3)	8/20/2003
BASeries Class A (2003-9)	9/24/2003
BASeries Class B (2003-5)	10/2/2003
BASeries Class A (2003-10)	10/15/2003
BASeries Class B (2003-4)	10/15/2003
BASeries Class C (2003-7)	11/5/2003
BASeries Class A (2003-11)	11/6/2003
BASeries Class A (2003-12)	12/18/2003
BASeries Class A (2004-2)	2/25/2004
BASeries Class A (2004-1)	2/26/2004
BASeries Class C (2004-1)	3/16/2004
BASeries Class A (2004-3)	3/17/2004
BASeries Class B (2004-1)	4/1/2004
BASeries Class A (2004-5)	5/25/2004
BASeries Class A (2004-6)	6/17/2004
BASeries Class C (2004-2)	7/1/2004
BASeries Class A (2004-7)	7/28/2004
BASeries Class B (2004-2)	8/11/2004
BASeries Class A (2004-8)	9/14/2004
BASeries Class A (2004-9)	10/1/2004
BASeries Class A (2004-10)	10/27/2004
BASeries Class A (2005-2)	5/19/2005
BASeries Class C (2005-1)	6/1/2005
BASeries Class A (2005-3)	6/14/2005
BASeries Class B (2005-1)	6/22/2005
BASeries Class A (2005-4)	7/7/2005
BASeries Class A (2005-5)	8/11/2005
BASeries Class B (2005-2)	8/11/2005
BASeries Class A (2005-6)	8/25/2005
BASeries Class C (2005-2)	9/22/2005
BASeries Class A (2005-7)	9/29/2005
BASeries Class A (2005-8)	10/12/2005
BASeries Class C (2005-3)	10/20/2005
BASeries Class B (2005-4)	11/2/2005
BASeries Class B (2005-3)	11/9/2005
BASeries Class A (2005-9)	11/17/2005
BASeries Class A (2005-10)	11/29/2005
BASeries Class A (2005-11)	12/16/2005
BASeries Class A (2006-1)	2/15/2006
BASeries Class C (2006-1)	2/17/2006
BASeries Class B (2006-1)	3/3/2006

BASeries Class A (2006-2)	3/7/2006
BASeries Class C (2006-2)	3/17/2006
BASeries Class B (2006-2)	3/24/2006
BASeries Class A (2006-3)	3/30/2006

Appendix I
BA Credit Card Trust
Internal Control at June 30, 2008

TRUST	ISSUANCE DATE
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Full Year

BASeries Class A (2006-4)	5/31/2006
BASeries Class C (2006-3)	5/31/2006
BASeries Class A (2006-5)	6/9/2006
BASeries Class C (2006-4)	6/15/2006
BASeries Class A (2006-6)	7/20/2006
BASeries Class A (2006-7)	7/28/2006
BASeries Class A (2006-8)	8/9/2006
BASeries Class C (2006-5)	8/15/2006
BASeries Class B (2006-3)	8/22/2006
BASeries Class A (2006-9)	8/30/2006
BASeries Class A (2006-10)	9/19/2006
BASeries Class A (2006-11)	9/26/2006
BASeries Class C (2006-6)	9/29/2006
BASeries Class A (2006-12)	10/16/2006
BASeries Class C (2006-7)	10/16/2006
BASeries Class B (2006-4)	11/14/2006
BASeries Class A (2006-13)	11/14/2006
BASeries Class A (2006-14)	11/28/2006
BASeries Class A (2006-15)	12/13/2006
BASeries Class A (2006-16)	12/19/2006
BASeries Class A (2007-1)	1/18/2007
BASeries Class B (2007-1)	1/26/2007
BASeries Class C (2007-1)	1/26/2007
BASeries Class B (2007-2)	1/31/2007
BASeries Class A (2007-2)	2/16/2007
BASeries Class A (2007-3)	3/20/2007
BASeries Class A (2007-4)	3/20/2007
BASeries Class A (2007-5)	3/20/2007
BASeries Class B (2007-3)	3/30/2007
BASeries Class A (2007-6)	4/12/2007
BASeries Class B (2007-4)	5/15/2007
BASeries Class C (2007-2)	5/15/2007
BASeries Class A (2007-7)	5/16/2007
BASeries Class A (2007-8)	6/22/2007
BASeries Class B(2007-4) re-opening	6/22/2007
BASeries Class A (2007-9)	7/19/2007
BASeries Class A (2007-10)	7/26/2007
BASeries Class A (2007-11)	8/2/2007
BASeries Class C (2007-3)	8/14/2007
BASeries Class A (2007-12)	8/22/2007
BASeries Class B (2007-5)	10/11/2007
BASeries Class A (2007-13)	10/12/2007
BASeries Class B (2007-6)	11/16/2007
BASeries Class C (2007-4)	11/16/2007
BASeries Class A (2007-14)	11/27/2007
BASeries Class A (2007-15)	11/27/2007

New issuances

BASeries Class A (2007-15) re-opening	1/17/2008
BASeries Class B (2008-1)	1/17/2008
BASeries Class C (2008-1)	1/29/2008
BASeries Class A (2008-1)	1/29/2008
BASeries Class A (2008-1) re-opening	2/8/2008
BASeries Class B (2008-2)	2/14/2008
BASeries Class C (2008-2)	2/14/2008
BASeries Class A (2008-2)	3/14/2008

BASeries Class A (2008-3)	3/18/2008
BASeries Class A (2008-4)	4/11/2008
BASeries Class B (2008-3)	4/11/2008
BASeries Class C (2008-3)	4/11/2008
BASeries Class A (2008-5)	5/2/2008
BASeries Class A (2008-6)	5/15/2008
BASeries Class A (2008-7)	6/13/2008

[Letterhead of PricewaterhouseCoopers LLP]

Report of Independent Registered Public Accounting Firm

To FIA Card Services, National Association:

We have examined management's assertion included in the accompanying report by management, titled "Report of Management on BA Master Credit Card Trust II and BA Credit Card Trust Pooling and Servicing Agreement/Indenture Compliance" (the "Report"), that FIA Card Services, National Association (the "Company"), a wholly owned subsidiary of Bank of America Corporation, complied with the covenants and conditions of sections, specified in the Report, of the Second Amended and Restated Pooling and Servicing Agreement for the BA Master Credit Card Trust II dated October 20, 2006 (the "PSA"), the Pooling and Servicing Agreement Supplement for each series dated as specified in the Report (the "PSA Supplements"), the Second Amended and Restated Indenture for the BA Credit Card Trust dated October 20, 2006 (the "Indenture") and the Amended and Restated BAseries Indenture Supplement dated June 10, 2006 (the "Indenture Supplement", together with the PSA, PSA Supplements, and Indenture, the "Agreements") between the Company and The Bank of New York Mellon (the "Trustee"), during the periods specified in the Report. Management is responsible for the Company's compliance with those requirements. Our responsibility is to express an opinion on management's assertion about the Company's compliance based on our examination.

Our examination was conducted in accordance with standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included examining, on a test basis, evidence about the Company's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with specified requirements.

In our opinion, management's assertion that the Company complied with the aforementioned requirements during the periods specified in the Report, is fairly stated, in all material respects.

/s/ PricewaterhouseCoopers L.L.P.

Charlotte, North Carolina
September 15, 2008

September 15, 2008

**Report of Management on BA Master Credit Card Trust II and BA Credit Card Trust
Pooling and Servicing Agreement/Indenture Compliance**

FIA Card Services, National Association (“FIA” or the “Company”), a wholly owned subsidiary of Bank of America Corporation, is responsible for complying with the covenants and conditions of the Agreements listed in Appendix I to this report. The Company is also responsible for establishing and maintaining effective internal control over compliance with the covenants and conditions of the Agreements. The Company has performed an evaluation of its compliance with the requirements of the relevant covenants and conditions identified in Appendix I for each of the Agreements. Based on this evaluation, FIA complied with the requirements of the relevant covenants and conditions of the Agreements identified in Appendix I for each of the Agreements during the periods specified in Appendix I.

FIA Card Services, National Association by:

/s/ Elizabeth S. Buie
Elizabeth S. Buie
Senior Vice President

/s/ Scott McCarthy
Scott McCarthy
Senior Vice President

Appendix I
BA Master Credit Card Trust II
Compliance for the periods identified below

TRUST	TRUSTEE	PSA DATE *	PSA SUPPL. DATE *	COMPLIANCE PERIOD	SERVICING PSA COVENANTS & CONDITIONS
<u>Partial Year</u>					
BA Master Credit Card Trust II Series 1997-H	The Bank of New York Mellon	8/4/1994	8/6/1997	7/1/07 - 9/17/07	(e)
BA Master Credit Card Trust II Series 1997-O	The Bank of New York Mellon	8/4/1994	12/23/1997	7/1/07 - 12/17/07	(a)
BA Master Credit Card Trust II Series 1998-B	The Bank of New York Mellon	8/4/1994	4/14/1998	7/1/07 - 4/15/08	(e)
BA Master Credit Card Trust II Series 1998-E	The Bank of New York Mellon	8/4/1994	8/11/1998	7/1/07 - 4/15/08	(d)
BA Master Credit Card Trust II Series 2000-J	The Bank of New York Mellon	8/4/1994	10/12/2000	7/1/07 - 10/15/07	(h)
BA Master Credit Card Trust II Series 2000-L	The Bank of New York Mellon	8/4/1994	12/13/2000	7/1/07 - 11/15/07	(g)

Full Year

BA Master Credit Card Trust II Series 1997-B	The Bank of New York Mellon	8/4/1994	2/27/1997	7/1/07 - 6/30/08	(a)
BA Master Credit Card Trust II Series 1999-B	The Bank of New York Mellon	8/4/1994	3/26/1999	7/1/07 - 6/30/08	(f)
BA Master Credit Card Trust II Series 1999-J	The Bank of New York Mellon	8/4/1994	9/23/1999	7/1/07 - 6/30/08	(f)
BA Master Credit Card Trust II Series 2000-E	The Bank of New York Mellon	8/4/1994	6/1/2000	7/1/07 - 6/30/08	(f)
BA Master Credit Card Trust II Series 2000-H	The Bank of New York Mellon	8/4/1994	8/23/2000	7/1/07 - 6/30/08	(d)
BA Master Credit Card Trust II Series 2001-B	The Bank of New York Mellon	8/4/1994	3/8/2001	7/1/07 - 6/30/08	(a)
BA Master Credit Card Trust II Series 2001-C	The Bank of New York Mellon	8/4/1994	4/25/2001	7/1/07 - 6/30/08	(e)
BA Master Credit Card Trust II Series 2001-D	The Bank of New York Mellon	8/4/1994	5/24/2001	7/1/07 - 6/30/08	(i)

* - Indicates associated agreement may have been amended

PSA and PSA Supplement Covenants and Conditions

- (a) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06 (b), 4.02(a), 4.03(a), (c) and (d), 13.02 (d).
PSA Supplement Sections - 3(b), 4.05 through 4.13, 4.14(a), 4.15(a), 5.02(a), 9(c) and (d)
- (d) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06(b), 4.02(a), 4.03(a), (c) and (d), 13.02 (d).
PSA Supplement Sections – 3(b), 4.05 through 4.13, 4.14(a), 4.15(a), 4.18(a), 5.02(a), 9(c) and (d).
- (e) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06(b), 4.02(a), 4.03(a), 4.03(c), 4.03(d), 13.02 (d).
PSA Supplement Sections - 3(b), 4.05 through 4.13, 4.14(a), 4.15(a), 4.18(a), 5.02(a), 10(c) and (d).
- (f) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06(b), 4.02(a), 4.03(a), (c) and (d), 13.02 (d).
PSA Supplement Sections - 3(b), 4.05 through 4.13, 4.14(a), 4.15(a), 4.16(a), 4.19(a) and (g), 4.20(a), 5.02(a), 9(c) and (d).
- (g) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06(b), 4.02(a), 4.03(a), (c) and (d), 13.02 (d).
PSA Supplement Sections - 3(b), 4.05 through 4.13, 4.14(a), 4.15(a), 4.16(a), 4.18, 4.19(a) and (g), 4.20(a), 5.02(a), 9(c)and (d).
- (h) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06(b), 4.02(a), 4.03(a), (c) and (d), 13.02 (d).
PSA Supplement Sections - 3(b), 4.05 through 4.13, 4.14(a), 4.15(a), 4.16(a), 4.18, 4.19(a), 4.20(a), 5.02(a), 9(c) and (d).
- (i) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06(b), 4.02(a), 4.03(a), (c) and (d), 13.02 (d).
PSA Supplement Sections - 3(b), 4.05 through 4.07, 4.09, 5.02, 7(c).

Appendix I
BA Credit Card Trust
Compliance for the periods identified below

TRUST	TRUSTEE	INDENTURE DATE*	INDENTURE SUPP. DATE*	ISSUANCE DATE	SERVICING COMPLIANCE PERIOD	INDENTURE COVENANTS AND CONDITIONS
<u>Full Year</u>						
BASeries Class C (2001-2)	The Bank of New York Mellon	5/24/2001	5/24/2001	7/12/2001	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2001-Emerald)	The Bank of New York Mellon	5/24/2001	5/24/2001	8/15/2001	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2002-2)	The Bank of New York Mellon	5/24/2001	5/24/2001	3/27/2002	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2002-7)	The Bank of New York Mellon	5/24/2001	5/24/2001	7/25/2002	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2002-11)	The Bank of New York Mellon	5/24/2001	5/24/2001	10/30/2002	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2003-5)	The Bank of New York Mellon	5/24/2001	5/24/2001	5/21/2003	July 1, 2007 - June 30, 2008	(1)
BASeries Class C (2003-4)	The Bank of New York Mellon	5/24/2001	5/24/2001	6/19/2003	July 1, 2007 - June 30, 2008	(1)
BASeries Class B (2003-4)	The Bank of New York Mellon	5/24/2001	5/24/2001	10/15/2003	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2004-1)	The Bank of New York Mellon	5/24/2001	5/24/2001	2/26/2004	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2004-5)	The Bank of New York Mellon	5/24/2001	5/24/2001	5/25/2004	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2004-9)	The Bank of New York Mellon	5/24/2001	5/24/2001	10/1/2004	July 1, 2007 - June 30, 2008	(1)
BASeries Class B (2005-3)	The Bank of New York Mellon	5/24/2001	5/24/2001	11/9/2005	July 1, 2007 - June 30, 2008	(1)
BASeries Class B (2006-2)	The Bank of New York Mellon	5/24/2001	5/24/2001	3/24/2006	July 1, 2007 - June 30, 2008	(1)
BASeries Class C (2006-6)	The Bank of New York Mellon	5/24/2001	5/24/2001	9/29/2006	July 1, 2007 - June 30, 2008	(1)
BASeries Class A (2007-5)	The Bank of New York Mellon	5/24/2001	5/24/2001	3/20/2007	July 1, 2007 - June 30, 2008	(1)

New issuances

BASeries Class C (2007-3)	The Bank of New York Mellon	5/24/2001	5/24/2001	8/14/2007	August 14, 2007 - June 30, 2008	(1)
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Indenture Covenants and Conditions:

- (1) Indenture Sections - 310(a), 402(a), 907, 908(a) and 1201
BASeries Indenture Supplement Sections - 2.02(i)-(iv), 3.16 and 4.01(a)

SERVICER COMPLIANCE STATEMENT

FIA Card Services, National Association

BA Master Credit Card Trust II

The undersigned, a duly authorized officer of FIA Card Services, National Association (the "Bank"), as Servicer pursuant to the Second Amended and Restated Pooling and Servicing Agreement dated as of October 20, 2006 (as amended from time to time, the "Pooling and Servicing Agreement") by and between the Bank and The Bank of New York Mellon, as trustee (the "Trustee") does hereby certify that:

1. The Bank is Servicer under the Pooling and Servicing Agreement.
2. The undersigned is duly authorized as required pursuant to the Pooling and Servicing Agreement to execute and deliver this Certificate to the Trustee.
3. This Certificate is delivered pursuant to Section 3.05 of the Pooling and Servicing Agreement.
4. A review of the Servicer's activities during the twelve-month period ended June 30, 2008 and of its performance under the Pooling and Servicing Agreement has been made under my supervision.
5. To the best of my knowledge, based on such review, the Servicer has fulfilled all of its obligations under the Pooling and Servicing Agreement in all material respects throughout such twelve-month period.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate this 15th day of September 2008.

By: /s/ Elizabeth S. Buie

Name: Elizabeth S. Buie

Title: Senior Vice President