

**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, 2009

or

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

For transition period _____ **to** _____

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 or organization)

N/A
(I.R.S. 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-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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No [Rule 405 of Regulation S-T is not applicable.]

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 III of this 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-J, Series 2000-E, Series 2000-H, and Series 2001-B Supplements dated as of February 27, 1997, 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-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.

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 putative class actions filed on behalf of retail merchants that accept Visa and MasterCard payment cards. Additional defendants include Visa, MasterCard, and other financial institutions. Plaintiffs seek unspecified treble damages and injunctive relief and 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. The class actions are coordinated for pre-trial proceedings in the U.S. District Court for the Eastern District of New York, together with individual actions brought only against Visa and MasterCard, under the caption *In Re Payment Card Interchange Fee and Merchant Discount Anti-Trust Litigation*. On January 8, 2008, the District Court dismissed all claims for pre-2004 damages. Plaintiffs filed a motion for class certification on May 8, 2008, and the defendants have opposed that motion. On January 29, 2009, the class plaintiffs filed an amended consolidated complaint. A motion to dismiss the foregoing complaint was filed on March 31, 2009.

The class plaintiffs have also filed two supplemental complaints against certain defendants, including Bank of America Corporation and certain of its subsidiaries, relating to, respectively, MasterCard's 2006 initial public offering (the MasterCard IPO) and Visa's 2008 initial public offering (the Visa IPO). The supplemental complaints, which seek unspecified treble damages and injunctive relief, assert, among other things, claims under federal antitrust laws. On November 25, 2008, the District Court granted defendants' motion to dismiss the supplemental complaint relating to the MasterCard IPO, with leave to amend. On January 29, 2009, plaintiffs amended this supplemental complaint and also filed the supplemental complaint relating to the Visa IPO. Motions to dismiss both of the foregoing complaints were filed on March 31, 2009.

Bank of America Corporation and certain of its subsidiaries have entered into agreements that provide for sharing liabilities in connection with certain antitrust litigation against Visa (the Visa-Related Litigation), including *In Re Payment Card Interchange Fee and Merchant Discount Anti-Trust Litigation*. Under these agreements, Bank of America

Corporation's obligations to Visa in the Visa-Related Litigation are capped at Bank of America Corporation's membership interest in Visa USA (currently approximately 12.9 percent). Also under these agreements, Visa Inc. has used a portion of the proceeds from the Visa IPO to fund liabilities arising from the Visa-Related Litigation, including the settlement during 2008 of *Discover Financial Services v. Visa USA, et al.* and the 2007 settlement of *American Express Travel Related Services Company v. Visa USA, et al.*, and has stated that it will use such proceeds to fund other liabilities in the future, if any, arising from the Visa-Related Litigation.

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, 2009. Such direct participants may hold

Certificates for their own accounts or for the accounts of their customers. At June 30, 2009, 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	The Bank of New York Mellon	\$263,301,000.00	31.0%
	JPMorgan Chase Bank, National Association	\$222,425,000.00	26.2%
	State Street Bank and Trust Company	\$109,088,000.00	12.8%
	JPMorgan Chase Bank / Broker & Dealer	\$81,736,000.00	9.6%
	Fortis Securities LLC	\$49,650,000.00	5.8%
	Merrill Lynch, Pierce Fenner & Smith Safekeeping	\$43,600,000.00	5.1%
1997-B Class B	State Street Bank and Trust Company	\$30,800,000.00	41.1%
	JPMorgan Chase Bank, National Association	\$30,000,000.00	40.0%
	UMB Bank, National Association	\$5,000,000.00	6.7%
1999-J Class A	JPMorgan Chase Bank, National Association	\$245,991,000.00	28.9%
	State Street Bank and Trust Company	\$159,813,000.00	18.8%
	The Bank of New York Mellon / Mellon Trust	\$136,226,000.00	16.0%
	The Bank of New York Mellon	\$109,243,000.00	12.9%
1999-J Class B	JPMorgan Chase Bank, National Association	\$42,003,000.00	56.0%
	The Bank of New York Mellon	\$12,700,000.00	16.9%
	U.S. Bank N.A.	\$4,700,000.00	6.3%
	Citigroup Global Markets Inc. / Salomon	\$4,150,000.00	5.5%
2000-E Class A	JPMorgan Chase Bank, National Association	\$76,351,000.00	15.3%
	State Street Bank and Trust Company	\$74,961,000.00	15.0%
	The Bank of New York Mellon	\$70,995,000.00	14.2%
	The Bank of New York Mellon / Mellon Trust	\$68,420,000.00	13.7%
	Banc of America Securities LLC	\$39,600,000.00	7.9%
	Northern Trust Company (The)	\$30,465,000.00	6.1%
2000-E Class B	JPMorgan Chase Bank, National Association	\$39,100,000.00	86.9%
	Bank of America / LaSalle Bank NA	\$3,900,000.00	8.7%
2000-H Class A	JPMorgan Chase Bank, National Association	\$284,920,000.00	47.9%
	State Street Bank and Trust Company	\$103,950,000.00	17.5%
	JPMorgan Chase Bank / Broker & Dealer	\$77,980,000.00	13.1%
	The Bank of New York Mellon	\$66,125,000.00	11.1%
	U.S. Bank N.A.	\$40,000,000.00	6.7%
2000-H Class B	JPMorgan Chase Bank, National Association	\$28,000,000.00	53.3%
	The Bank of New York Mellon	\$14,500,000.00	27.6%
	Mitsubishi UFJ Trust & Banking Corporation	\$10,000,000.00	19.0%
2001-B Class A	JPMorgan Chase Bank, National Association	\$216,400,000.00	33.9%
	The Bank of New York Mellon	\$138,250,000.00	21.7%
	JPMorgan Chase Bank / Broker & Dealer	\$85,110,000.00	13.4%
	Bank of America / LaSalle Bank NA	\$40,000,000.00	6.3%
	U.S. Bank N.A.	\$40,000,000.00	6.3%
2001-B Class B	The Bank of New York Mellon	\$36,250,000.00	64.4%
	JPMorgan Chase Bank, National Association	\$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 22, 2009

EXHIBIT INDEX

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.

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 22, 2009

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 (the "Company"), a wholly owned subsidiary of Bank of America Corporation, maintained effective internal control over the 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, as of June 30, 2009 to provide reasonable assurance that the Trusts' assets are safeguarded against loss from unauthorized use or disposition and that 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") between the Company, BA Credit Card Funding, LLC and The Bank of New York Mellon (the "Trustee"), the Series Supplement to Second Amended and Restated Pooling and Servicing Agreement for the Master Trust for each series as specified in the Report (the "Series Supplements") between the Company, BA Credit Card Funding, LLC and the Trustee, 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"), both between the Note Trust and the Trustee (the PSA, Series Supplements, Indenture and Indenture Supplement, together the "Agreements") to permit the preparation of the required financial reports. The Company's management is responsible for maintaining effective internal control over the 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 control over the functions performed by the Company as servicer of the Trusts, testing and evaluating the design and operating effectiveness of internal control, 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 of 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 maintained effective internal control over the functions performed as servicer of the Trusts as of June 30, 2009 to provide reasonable assurance that the Trusts' assets are safeguarded against loss from unauthorized use or disposition and that the servicing of the Trusts' assets is conducted and recorded in conformity with the Agreements to permit

September 17, 2009

the preparation of the required financial reports is fairly stated, in all material respects, based on the following criteria specified in the Report:

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

- Funds collected are remitted to the Trustee in accordance with the Agreements.
 - Expenses incurred by the Trusts are calculated and remitted in accordance with the Agreements.
 - The Trusts' assets are segregated from those retained by the Company 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.
- The Trusts' assets are segregated from those retained by the Company 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.

Because the Trusts are not maintaining any of the internal controls, calculations or other data with this statement, due to error or fraud may occur and not be detected, including the possibility of the circumvention or overriding of internal control. Accordingly, even effective internal control can provide only reasonable assurance with respect to the achievement of any objectives of internal control. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

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

- Funds collected are remitted to the Trustee 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)

- The Trusts' 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 internal control 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, 2009, its internal control over the functions performed as servicer of the Trusts are effective in providing reasonable assurance that Trusts' assets are safeguarded against loss from unauthorized use or disposition, and that the servicing of the Trusts' assets was conducted and recorded in conformity with the Agreements 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, 2009

SERIES	ISSUANCE DATE
BA Master Credit Card Trust II Series 1997-B	2/27/1997
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, 2009

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

Appendix I
BA Credit Card Trust
Internal Control at June 30, 2009

TRANCHE	ISSUANCE DATE
BA Series Class C (2007-1)	1/26/2007
BA Series Class B (2007-2)	1/31/2007
BA Series Class A (2007-2)	2/16/2007
BA Series Class A (2007-3)	3/20/2007
BA Series Class A (2007-4)	3/20/2007
BA Series Class A (2007-5)	3/20/2007
BA Series Class B (2007-3)	3/30/2007
BA Series Class A (2007-6)	4/12/2007
BA Series Class B (2007-4)	5/15/2007 & 6/22/2007
BA Series Class C (2007-2)	5/15/2007
BA Series Class A (2007-7)	5/16/2007
BA Series Class A (2007-8)	6/22/2007
BA Series Class A (2007-9)	7/19/2007
BA Series Class A (2007-10)	7/26/2007
BA Series Class A (2007-11)	8/2/2007
BA Series Class C (2007-3)	8/14/2007
BA Series Class A (2007-12)	8/22/2007
BA Series Class B (2007-5)	10/11/2007
BA Series Class A (2007-13)	10/12/2007
BA Series Class B (2007-6)	11/16/2007
BA Series Class C (2007-4)	11/16/2007
BA Series Class A (2007-14)	11/27/2007
BA Series Class A (2007-15)	11/27/2007 & 1/17/2008
BA Series Class B (2008-1)	1/17/2008
BA Series Class C (2008-1)	1/29/2008
BA Series Class A (2008-1)	1/29/2008 & 2/8/2008
BA Series Class B (2008-2)	2/14/2008
BA Series Class C (2008-2)	2/14/2008
BA Series Class A (2008-2)	3/14/2008
BA Series Class A (2008-4)	4/11/2008
BA Series Class A (2008-5)	5/2/2008
BA Series Class A (2008-6)	5/15/2008
BA Series Class A (2008-7)	6/13/2008
<u>New issuances</u>	
BA Series Class C (2008-4)	7/10/2008
BA Series Class A (2008-8)	7/17/2008
BA Series Class A (2008-9)	8/5/2008
BA Series Class A (2008-10)	8/15/2008
BA Series Class B (2008-4)	8/15/2008
BA Series Class C (2008-5)	8/15/2008
BA Series Class B (2009-1)	6/4/2009
BA Series Class C (2009-1)	6/4/2009

[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") between the Company, BA Credit Card Funding, LLC and The Bank of New York Mellon, the Series Supplement to Second Amended and Restated Pooling and Servicing Agreement for each series specified in the Report (the "Series Supplements") between the Company, BA Credit Card Funding, LLC and The Bank of New York Mellon, 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"), both between the BA Credit Card Trust and The Bank of New York Mellon (the PSA, Series Supplements, Indenture and Indenture Supplement, together the "Agreements"), 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 LLP
September 17, 2009

September 17, 2009

**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 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

SERIES	TRUSTEE	PSA	PSA	COMPLIANCE	SERVICING
		DATE *	SUPPL. DATE *	PERIOD	PSA COVENANTS & CONDITIONS
Partial Year					
BA Master Credit Card Trust II Series 1999-B	The Bank of New York Mellon	10/20/2006	3/26/1999	7/1/08 - 3/16/09	(f)
Full Year					
BA Master Credit Card Trust II Series 1997-B	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/08 - 6/30/09	(a)
BA Master Credit Card Trust II Series 1999-J	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/08 - 6/30/09	(f)
BA Master Credit Card Trust II Series 2000-E	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/08 - 6/30/09	(f)
BA Master Credit Card Trust II Series 2000-H	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/08 - 6/30/09	(a)
BA Master Credit Card Trust II Series 2001-B	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/08 - 6/30/09	(a)
BA Master Credit Card Trust II Series 2001-C	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/08 - 6/30/09	(e)
BA Master Credit Card Trust II Series 2001-D	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/08 - 6/30/09	(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, 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)

(e) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06, 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), 10(c) and (d).

(f) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06, 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).

(i) PSA Sections - 2.05(e), 2.06, 2.07, 2.08, 3.02, 3.04, 3.05, 3.06, 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

TRANCHE	TRUSTEE	INDENTURE DATE*	INDENTURE SUPP. DATE*	ISSUANCE DATE	SERVICING COMPLIANCE PERIOD	INDENTURE COVENANTS AND CONDITIONS
<u>Partial Year</u>						
BASeries Class C (2001-2)	The Bank of New York Mellon	10/20/2006	6/10/2006	7/12/2001	July 1, 2008 - July 15, 2008	(1)
<u>Full Year</u>						
BASeries Class A (2001-Emerald)	The Bank of New York Mellon	10/20/2006	6/10/2006	8/15/2001	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2002-2)	The Bank of New York Mellon	10/20/2006	6/10/2006	3/27/2002	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2002-7)	The Bank of New York Mellon	10/20/2006	6/10/2006	7/25/2002	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2002-11)	The Bank of New York Mellon	10/20/2006	6/10/2006	10/30/2002	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2003-5)	The Bank of New York Mellon	10/20/2006	6/10/2006	5/21/2003	July 1, 2008 - June 30, 2009	(1)
BASeries Class C (2003-4)	The Bank of New York Mellon	10/20/2006	6/10/2006	6/19/2003	July 1, 2008 - June 30, 2009	(1)
BASeries Class B (2003-4)	The Bank of New York Mellon	10/20/2006	6/10/2006	10/15/2003	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2004-1)	The Bank of New York Mellon	10/20/2006	6/10/2006	2/26/2004	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2004-5)	The Bank of New York Mellon	10/20/2006	6/10/2006	5/25/2004	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2004-9)	The Bank of New York Mellon	10/20/2006	6/10/2006	10/1/2004	July 1, 2008 - June 30, 2009	(1)
BASeries Class B (2005-3)	The Bank of New York Mellon	10/20/2006	6/10/2006	11/9/2005	July 1, 2008 - June 30, 2009	(1)
BASeries Class B (2006-2)	The Bank of New York Mellon	10/20/2006	6/10/2006	3/24/2006	July 1, 2008 - June 30, 2009	(1)
BASeries Class C (2006-6)	The Bank of New York Mellon	10/20/2006	6/10/2006	9/29/2006	July 1, 2008 - June 30, 2009	(1)
BASeries Class A (2007-5)	The Bank of New York Mellon	10/20/2006	6/10/2006	3/20/2007	July 1, 2008 - June 30, 2009	(1)
BASeries Class C (2007-3)	The Bank of New York Mellon	10/20/2006	6/10/2006	8/14/2007	July 1, 2008 - June 30, 2009	(1)

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, 2009 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 17th day of September 2009.

By: /s/ Elizabeth S. Buie

Name: Elizabeth S. Buie

Title: Senior Vice President