
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, 2011

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: (980) 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 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.

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, supplemented or otherwise modified from time to time, the “Agreement”), and the Series 1997-B Supplement dated as of February 27, 1997 (as amended, supplemented or otherwise modified from time to time) by and between FIA and the trustee, providing for the issuance of the BA Master Credit Card Trust II Series 1997-B 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 issues credit cards on MasterCard's and Visa's networks. MasterCard and Visa are subject to settlement obligations relating to certain litigations and continue to be subject to significant ongoing litigations, including class actions, and increased competition. These settlements and litigations are based on, among other things, claimed violations of United States federal antitrust laws, claims that currency conversion fees were wrongly applied on purchases of goods and services in foreign countries, and claims alleging that the interchange charged by MasterCard and Visa is impermissible. The costs associated with these settlements, litigations 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

A group of merchants have filed a series of putative class actions and individual actions with regard to interchange fees associated with Visa and MasterCard payment card transactions. These actions, which have been consolidated in the U.S. District Court for the Eastern District of New York under the caption *In Re Payment Card Interchange Fee and Merchant Discount Anti-Trust Litigation* ("Interchange"), name Visa, MasterCard and several banks and bank holding companies, including Bank of America Corporation, as defendants. Plaintiffs allege that the defendants conspired to fix the level of default interchange rates, which represent the fee an issuing bank charges an acquiring bank on every transaction. Plaintiffs also challenge as unreasonable restraints of trade under Section 1 of the Sherman Act certain rules of Visa and MasterCard related to merchant acceptance of payment cards at the point of sale. Plaintiffs seek unspecified damages and injunctive relief based on their assertion that interchange would be lower or eliminated absent the alleged conduct. On January 8, 2008, the court granted defendants' motion to dismiss all claims for pre-2004 damages. Motions to dismiss the remainder of the complaint and plaintiffs' motion for class certification are pending.

In addition, plaintiffs filed supplemental complaints against certain defendants, including Bank of America Corporation, relating to initial public offerings (the "IPOs") of MasterCard and Visa. Plaintiffs allege that the MasterCard and Visa IPOs violated Section 7 of the Clayton Act and Section 1 of the Sherman Act. Plaintiffs also assert that the MasterCard IPO was a fraudulent conveyance. Plaintiffs seek unspecified damages and to undo the IPOs. Motions to dismiss both supplemental complaints were filed in March 2009 and the motions remain pending. On June 20, 2011, plaintiffs and defendants both moved for summary judgment. Those motions are also pending; oral argument on the summary judgment motions is scheduled for November 2, 2011. Trial has been scheduled to begin on September 12, 2012.

Bank of America Corporation and certain of its affiliates previously entered into loss-sharing agreements with Visa and other financial institutions in connection with certain antitrust litigation against Visa, including *Interchange*. Bank of America Corporation and these same affiliates have now entered into additional loss-sharing agreements for *Interchange* that cover all defendants, including MasterCard. Collectively, the loss-sharing agreements require Bank of America Corporation and/or certain affiliates to pay 11.6 percent of the monetary portion of any comprehensive *Interchange* settlement. In the event of an adverse judgment, the agreements require Bank of America Corporation and/or certain affiliates to pay 12.8 percent of any damages associated with Visa-related claims ("Visa-related damages"), 9.1 percent of any damages associated

with MasterCard-related claims, and 11.6 percent of any damages associated with internetwork claims (“internetwork damages”) or not associated specifically with Visa or MasterCard-related claims (“unassigned damages”).

Pursuant to Visa’s publicly-disclosed Retrospective Responsibility Plan (the “RRP”), Visa placed certain proceeds from its IPO into an escrow fund (the “Escrow”). Under the RRP, funds in the Escrow may be accessed by Visa and its members, including Bank of America, to pay for a comprehensive settlement or damages in *Interchange*, with Bank of America Corporation’s payments from the Escrow capped at 12.81 percent of the funds that Visa places therein. Subject to that cap, Bank of America Corporation may use Escrow funds to cover: 73.9 percent of its monetary payment towards a comprehensive *Interchange* settlement, 100 percent of its payment for any Visa-related damages and 73.9 percent of its payment for any internetwork damages and unassigned damages.

Item 4: (Removed and Reserved).

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, 2011. Such direct participants may hold Certificates for their own accounts or for the accounts of their customers. At June 30, 2011, 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	JPMorgan Chase Bank, National Association	\$323,084,000	38.01%
	State Street Bank and Trust Company	\$283,443,000	33.35%
	The Bank of New York Mellon / Mellon Trust of New England, National Association	\$87,991,000	10.35%
	The Bank of New York Mellon	\$78,914,000	9.28%
	Merrill Lynch, Pierce Fenner & Smith	\$43,600,000	5.13%
1997-B Class B	JPMorgan Chase Bank, National Association	\$33,800,000	45.07%
	Citibank, N.A.	\$31,200,000	41.60%
	UMB Bank, National Association	\$5,000,000	6.67%

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/ Michelle D. Dumont
Name: Michelle D. Dumont
Title: Senior Vice President

(senior officer in charge of the servicing function)

Date: September 28, 2011

EXHIBIT INDEX

Exhibit Number	Description
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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, Michelle D. Dumont, 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 28, 2011

By: /s/ Michelle D. Dumont

Name: Michelle D. Dumont

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, 2011 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, 2011 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 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.
- The Trusts' 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.
- 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.

/s/ PricewaterhouseCoopers LLP

Charlotte, North Carolina
September 27, 2011

September 27, 2011

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 internal control 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 internal 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 and recorded in conformity with the applicable Pooling and Servicing Agreement, Series 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 Series 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) to permit the preparation of the required financial reports.

Because of inherent limitations in any internal 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 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.
 - The Trusts’ 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)

- 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, 2011, its internal control over the functions performed as servicer of the Trusts are effective in providing reasonable assurance that the 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/ Michelle D. Dumont
Michelle D. Dumont
Senior Vice President

/s/ Scott McCarthy
Scott McCarthy
Managing Director

Appendix I
BA Master Credit Card Trust II
Internal Control at June 30, 2011

SERIES	ISSUANCE DATE	TRUSTEE	PSA DATE*	PSA SUPPL. DATE*
BA Master Credit Card Trust II Series 1997-B	2/27/1997	The Bank of New York Mellon	10/20/2006	3/2/2009
BA Master Credit Card Trust II Series 2001-D	5/24/2001	The Bank of New York Mellon	10/20/2006	3/2/2009

* - Indicates associated agreement may have been amended

Appendix I
BA Credit Card Trust
International Control at June 30, 2011

TRANCHE	ISSUANCE DATE	TRUSTEE	INDENTURE DATE*	INDENTURE SUPP. DATE*
Full Year				
BA Series Class A (2001-2)	7/26/2001	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2002-1)	2/28/2002	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2002-2)	3/27/2002	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2002-3)	4/24/2002	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2002-3)	6/12/2002	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2002-6)	10/29/2002	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2002-7)	10/29/2002	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2003-4)	6/19/2003	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2003-10)	10/15/2003	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2003-4)	10/15/2003	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2003-7)	11/5/2003	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2004-1)	2/26/2004	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2004-3)	3/17/2004	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2004-1)	4/1/2004	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2004-2)	7/1/2004	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2004-2)	8/11/2004	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2004-8)	9/14/2004	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2004-9)	10/1/2004	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2005-2)	5/19/2005	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2005-1)	6/22/2005	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2005-3)	11/9/2005	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2005-10)	11/29/2005	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2006-1)	2/17/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2006-1)	3/3/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-2)	3/7/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2006-2)	3/24/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-5)	6/9/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-7)	7/28/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-8)	8/9/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2006-5)	8/15/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-11)	9/26/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2006-6)	9/29/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-12)	10/16/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-13)	11/14/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-14)	11/28/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2006-15)	12/13/2006	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-1)	1/18/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2007-1)	1/26/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2007-2)	1/31/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-3)	3/20/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-4)	3/20/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-5)	3/20/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2007-3)	3/30/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-6)	4/12/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-8)	6/22/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-9)	7/19/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-10)	7/26/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-11)	8/2/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-14)	11/27/2007	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2007-15)	11/27/2007 & 1/17/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2008-1)	1/17/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2008-2)	3/14/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2008-4)	4/11/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2008-5)	5/2/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2008-6)	5/15/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2008-7)	6/13/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2008-8)	7/17/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2008-10)	8/15/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2008-5)	8/15/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class B (2010-1) - VFNs	1/15/2010	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class C (2010-1) - VFNs	1/15/2010	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2010-1)	5/14/2010	The Bank of New York Mellon	10/20/2006	6/10/2006
BA Series Class A (2010-2)	5/28/2010	The Bank of New York Mellon	10/20/2006	6/10/2006

* - Indicates associated agreement may have been amended

[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

Charlotte, North Carolina
September 27, 2011

September 27, 2011

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/ Michelle D. Dumont

Michelle D. Dumont
Senior Vice President

/s/ Scott McCarthy

Scott McCarthy
Managing Director

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

SERIES	TRUSTEE	PSA	PSA	COMPLIANCE PERIOD	SERVICING PSA COVENANTS & CONDITIONS
		DATE *	SUPPL. DATE *		
<u>Partial Year</u>					
BA Master Credit Card Trust II Series 2000-H	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/10 - 8/16/10	(a)
BA Master Credit Card Trust II Series 2001-B	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/10 - 3/15/11	(a)
BA Master Credit Card Trust II Series 2001-C	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/10 - 4/15/11	(b)
<u>Full Year</u>					
BA Master Credit Card Trust II Series 1997-B	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/10 - 6/30/11	(a)
BA Master Credit Card Trust II Series 2001-D	The Bank of New York Mellon	10/20/2006	3/2/2009	7/1/10 - 6/30/11	(c)

* - 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), 4.17, 5.02(a), 9(c) and (d)

(b) 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), 4.17, 4.18(a) 5.02(a), 10(c) and (d).

(c) 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 4.10, 5.02, and 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
Partial Year						
BASeries Class A (2004-5)	The Bank of New York Mellon	10/20/2006	6/10/2006	5/25/2004	July 1, 2010- May 18, 2011	(1)
BASeries Class C (2007-3)	The Bank of New York Mellon	10/20/2006	6/10/2006	8/14/2007	July 1, 2010- August 16, 2010	(1)
Full Year						
BASeries Class A (2002-2)	The Bank of New York Mellon	10/20/2006	6/10/2006	3/27/2002	July 1, 2010- June 30, 2011	(1)
BASeries Class C (2003-4)	The Bank of New York Mellon	10/20/2006	6/10/2006	6/19/2003	July 1, 2010- June 30, 2011	(1)
BASeries Class B (2003-4)	The Bank of New York Mellon	10/20/2006	6/10/2006	10/15/2003	July 1, 2010- June 30, 2011	(1)
BASeries Class A (2004-1)	The Bank of New York Mellon	10/20/2006	6/10/2006	2/26/2004	July 1, 2010- June 30, 2011	(1)
BASeries Class A (2004-9)	The Bank of New York Mellon	10/20/2006	6/10/2006	10/1/2004	July 1, 2010- June 30, 2011	(1)
BASeries Class B (2005-3)	The Bank of New York Mellon	10/20/2006	6/10/2006	11/9/2005	July 1, 2010- June 30, 2011	(1)
BASeries Class B (2006-2)	The Bank of New York Mellon	10/20/2006	6/10/2006	3/24/2006	July 1, 2010- June 30, 2011	(1)
BASeries Class C (2006-6)	The Bank of New York Mellon	10/20/2006	6/10/2006	9/29/2006	July 1, 2010- June 30, 2011	(1)
BASeries Class A (2007-5)	The Bank of New York Mellon	10/20/2006	6/10/2006	3/20/2007	July 1, 2010- June 30, 2011	(1)
BASeries Class B (2010-1) - VFNs	The Bank of New York Mellon	10/20/2006	6/10/2006	1/15/2010	July 1, 2010- June 30, 2011	(1)
BASeries Class C (2010-1) - VFNs	The Bank of New York Mellon	10/20/2006	6/10/2006	1/15/2010	July 1, 2010- June 30, 2011	(1)
BASeries Class A (2010-2)	The Bank of New York Mellon	10/20/2006	6/10/2006	5/25/2010	July 1, 2010- June 30, 2011	(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), 3.02, 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, supplemented or otherwise modified 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, 2011 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 28th day of September 2011.

By: /s/ Michelle D. Dumont
Name: Michelle D. Dumont
Title: Senior Vice President
