

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, 2012

or

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

For transition period _____ to _____

Commission File Number of issuing entity: 333-166895-01

BA CREDIT CARD TRUST*

(Exact name of issuing entity as specified in its charter)
(Issuer of the Notes)

Commission File Number of issuing entity: 333-166895-02

BA MASTER CREDIT CARD TRUST II

(Exact name of issuing entity as specified in its charter)
(Issuer of the Collateral Certificate)

Commission File Number of depositor: 333-166895

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)

Delaware

(State or other jurisdiction of incorporation
or organization of the issuing entity)

c/o BA Credit Card Funding, LLC

214 North Tryon Street

Charlotte, NC 28255

(Address of principal executive offices
of issuing entity)

(980) 683-4915

(Telephone number, including area code)

N/A

(I.R.S. Employer Identification No.)

Delaware

(State or other jurisdiction of incorporation
or organization of the issuing entity)

c/o BA Credit Card Funding, LLC

214 North Tryon Street

Charlotte, NC 28255

(Address of principal executive offices
of issuing entity)

(980) 683-4915

(Telephone number, including area code)

N/A

(I.R.S. Employer Identification No.)

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

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

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 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 (§229.405 of this chapter) 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.

* In accordance with relevant regulations of the Securities and Exchange Commission, the depositor files annual and other reports with the Commission on behalf of BA Credit Card Trust and BA Master Credit Card Trust II under the Central Index Key (CIK) number (0001128250) for BA Credit Card Trust.

PART I

The following Items have been omitted in accordance with General Instruction J to Form 10-K:

Item 1: Business.
Item 1A: Risk Factors.
Item 2: Properties.
Item 3: Legal Proceedings.

Item 1B. Unresolved Staff Comments.

Not Applicable.

Item 4. Mine Safety Disclosures.

Not Applicable.

Substitute information provided in accordance with General Instruction J to Form 10-K:

Item 1112(b) of Regulation AB. Significant Obligor of Pool Assets (Financial Information).

The primary asset of BA Credit Card Trust is the collateral certificate, Series 2001-D, representing an undivided interest in BA Master Credit Card Trust II, whose assets include the receivables arising in a portfolio of unsecured consumer revolving credit card accounts. BA Master Credit Card Trust II, therefore, may be considered a significant obligor in relation to BA Credit Card Trust. Pursuant to Instruction 3.b. to Item 1112(b) of Regulation AB, the information required by Instruction J to Form 10-K in respect of BA Master Credit Card Trust II has been disclosed in this report on Form 10-K in lieu of the information otherwise contemplated by Item 1112(b).

The pool assets held by BA Master Credit Card Trust II do not include any significant obligors.

Item 1114(b)(2) of Regulation AB: Credit Enhancement and Other Support, Except for Certain Derivatives Instruments (Financial Information).

Based on the standards set forth in Item 1114(b)(2) of Regulation AB, no information is required in response to this Item.

Item 1115(b) of Regulation AB: Certain Derivatives Instruments (Financial Information).

Based on the standards set forth in Item 1115(b) of Regulation AB, no information is required in response to this Item.

Item 1117 of Regulation AB: Legal Proceedings.

Industry Developments

FIA Card Services, National Association ("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 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.

On July 13, 2012, defendants, including Bank of America Corporation, and class plaintiffs in the *Interchange* matter filed a memorandum of understanding with the court regarding a global settlement of the *Interchange* litigation. The memorandum of understanding provides that defendants and class plaintiffs have agreed to enter a definitive settlement agreement that will provide, among other things, that all defendants will pay a total of \$6.05 billion to class plaintiffs and that each network will make certain changes to network rules regarding merchant point of sale practices. Visa and MasterCard also have agreed to distribute to class members an amount equal to 10 bps of credit interchange rates for U.S. merchant class members for a period of eight months, beginning within 60 days after completion of the court-ordered period during which individual class members may opt out of the settlement. Such amounts otherwise would have been paid to Visa or MasterCard issuers, including Bank of America Corporation. In exchange, class plaintiffs have agreed to a broad release for defendants. The class action settlement agreement to be executed by the parties will be subject to court approval. In addition to settlement with the class plaintiffs, defendants in the individual actions also reached a settlement with plaintiffs in the individual actions. The settlement of the individual actions provides that all defendants will pay a total amount of \$525 million.

Subject to the loss-sharing agreements Bank of America Corporation and certain affiliates previously entered into with Visa, MasterCard and other financial institutions, Bank of America Corporation will contribute a total of \$738 million to the settlement of the class and individual actions. Of that amount, \$539 million will be paid from the proceeds that Visa previously placed into an escrow fund pursuant to Visa's Retrospective Responsibility Plan to cover Bank of America Corporation's share of Visa-related claims. Bank of America Corporation has agreed to pay \$199 million in cash for the MasterCard-related claims. The costs of the *Interchange* settlement have been fully accrued by Bank of America Corporation.

PART II

The following Items have been omitted in accordance with General Instruction J to Form 10-K:

Item 5: Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.
Item 6: Selected Financial Data.
Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations.
Item 7A: Quantitative and Qualitative Disclosures about Market Risk.
Item 8: Financial Statements and Supplementary Data.
Item 9: Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.
Item 9A: Controls and Procedures.

Item 9B: Other Information.

None.

PART III

The following Items have been omitted in accordance with General Instruction J to Form 10-K:

Item 10: Directors, Executive Officers and Corporate Governance.
Item 11: Executive Compensation.
Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.
Item 13: Certain Relationships and Related Transactions, and Director Independence.
Item 14: Principal Accountant Fees and Services.

Substitute information provided in accordance with General Instruction J to Form 10-K:

Item 1119 of Regulation AB: Affiliations and Certain Relationships and Related Transactions

Information required by Item 1119 of Regulation AB has been omitted from this report on Form 10-K in reliance on the Instruction to Item 1119.

Item 1122 of Regulation AB: Compliance with Applicable Servicing Criteria.

(a) Item 1122 Reports: Each of FIA, with respect to itself and its affiliated servicing participants, and The Bank of New York Mellon (each, a “Servicing Participant”) has been identified by the registrant as a party participating in the servicing function with respect to the pool assets held by each of BA Master Credit Card Trust II and BA Credit Card Trust. Each Servicing Participant has completed a report on assessment of compliance with the servicing criteria applicable to such Servicing Participant (each, a “Report on Assessment”), which Reports on Assessment are attached as exhibits to this Form 10-K. In addition, each of the Servicing Participants has provided an attestation report (each, an “Attestation Report”) by a registered independent public accounting firm regarding its related Report on Assessment. Each Attestation Report is attached as an exhibit to this Form 10-K.

A Servicing Participant may engage one or more vendors to perform specific and limited activities that address all or a portion of one or more servicing criteria applicable to such Servicing Participant. Each Servicing Participant indicates that it has instituted policies and procedures to monitor whether its vendors’ activities comply in all material respects with such servicing criteria, and has elected to take responsibility for assessing compliance with the servicing criteria applicable to its vendors’ activities in such Servicing Participant’s Report on Assessment.

No Report on Assessment or related Attestation Report has identified (i) any material instance of noncompliance with the servicing criteria identified in such Report on Assessment as applicable to the related Servicing Participant or (ii) any material deficiency in such Servicing Participant’s policies and procedures to monitor vendor compliance.

Platform-Level Reports:

Regulations of the Securities and Exchange Commission (the “SEC”) require that each servicing participant complete a report on assessment at a “platform” level, meaning that the transactions covered by the report on assessment should include all asset-backed securities transactions involving such servicing participant that are backed by the same asset type. Subsequent guidance from the SEC staff identifies additional parameters that a servicing participant may apply to define and further limit its platform. For example, a servicing participant may define its platform to include only transactions that were completed on or after January 1, 2006 (the effective date for Regulation AB) and that were registered with the SEC pursuant to the Securities Act of 1933. Each servicing participant is responsible for defining its own platform, and each platform will naturally differ based on various factors, including the servicing participant’s business model, the transactions in which it is involved and the range of activities performed in those transactions.

(b) Other Reports: FIA has completed an assertion letter which states that, as of June 30, 2012, its controls over the functions performed as servicer of BA Master Credit Card Trust II and BA Credit Card Trust are effective in providing reasonable assurance that BA Master Credit Card Trust II and BA Credit Card Trust assets are safeguarded against loss from unauthorized use or disposition and that the servicing of such assets was conducted in conformity with the agreements identified in such letter and recorded properly to permit the preparation of the required financial reports. PricewaterhouseCoopers LLP has produced an accountants report attesting to the fairness of such assertion as of June 30, 2012. Such assertion letter and related accountants report is attached as Exhibit 99.1 to this Form 10-K.

Item 1123 of Regulation AB: Servicer Compliance Statement.

FIA has been identified by the registrant as a servicer with respect to the pool assets held by each of BA Master Credit Card Trust II and BA Credit Card Trust. FIA has provided a statement of compliance with the related servicing agreements (the “Compliance Statement”), signed by an authorized officer of FIA. The Compliance Statement is attached as an exhibit to this Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a)(1) Not Applicable.

(a)(2) Not Applicable.

(a)(3) Not Applicable.

(b) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Composite Articles of Association of FIA Card Services, National Association (included in Exhibit 3.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 13, 2006, which is incorporated herein by reference).
3.2	Amended and Restated Bylaws of FIA Card Services, National Association (included in Exhibit 3.2 to the registrant's Form 10-K, as filed with the Securities and Exchange Commission on September 28, 2010, which is incorporated herein by reference).
4.1	Second Amended and Restated Pooling and Servicing Agreement, dated as of October 20, 2006 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 20, 2006, which is incorporated herein by reference).
4.1.1	First Amendment to Second Amended and Restated Pooling and Servicing Agreement, dated as of June 3, 2011 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 7, 2011, which is incorporated herein by reference).
4.2.1	Third Amended and Restated Series 2001-D Supplement to Amended and Restated Pooling and Servicing Agreement, dated as of March 2, 2009 (included in Exhibit 4.6 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 3, 2009, which is incorporated herein by reference).
4.2.2	Addendum to Third Amended and Restated Series 2001-D Supplement to Amended and Restated Pooling and Servicing Agreement, dated as of March 31, 2010 (included in Exhibit 4.6 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 31, 2010, which is incorporated herein by reference).
4.3	BA Credit Card Trust Third Amended and Restated Trust Agreement, dated as of October 20, 2006 (included in Exhibit 4.5 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 20, 2006, which is incorporated herein by reference).
4.4	Second Amended and Restated Indenture, dated as of October 20, 2006 (included in Exhibit 4.6 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 20, 2006, which is incorporated herein by reference).
4.5	Amended and Restated BAseries Indenture Supplement, dated as of June 10, 2006 (included in Exhibit 4.5 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 13, 2006, which is incorporated herein by reference).
4.6.1	Class A(2001-2) Terms Document, dated as of July 26, 2001 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 14, 2001, which is incorporated herein by reference).

- 4.6.2 First Amendment to Class A(2001-2) Terms Document, dated as of August 8, 2001 (included in Exhibit 4.4 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 14, 2001, which is incorporated herein by reference).
- 4.6.3 Class C(2002-1) Terms Document, dated as of February 28, 2002 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 14, 2002, which is incorporated herein by reference).
- 4.6.4 Class A(2002-3) Terms Document, dated as of April 24, 2002 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 14, 2002, which is incorporated herein by reference).
- 4.6.5 Class C(2002-3) Terms Document, dated as of June 12, 2002 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 15, 2002, which is incorporated herein by reference).
- 4.6.6 Class C(2002-6) Terms Document, dated as of October 29, 2002 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 19, 2002, which is incorporated herein by reference).
- 4.6.7 Class C(2002-7) Terms Document, dated as of October 29, 2002 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 19, 2002, which is incorporated herein by reference).
- 4.6.8 Class A(2003-10) Terms Document, dated as of October 15, 2003 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 17, 2003, which is incorporated herein by reference).
- 4.6.9 Class C(2003-7) Terms Document, dated as of November 5, 2003 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on December 15, 2003, which is incorporated herein by reference).
- 4.6.10 Class A(2004-3) Terms Document, dated as of March 17, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 17, 2004, which is incorporated herein by reference).
- 4.6.11 Class B(2004-1) Terms Document, dated as of April 1, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on April 1, 2004, which is incorporated herein by reference).
- 4.6.12 Class C(2004-2) Terms Document, dated as of July 1, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 1, 2004, which is incorporated herein by reference).
- 4.6.13 Class B(2004-2) Terms Document, dated as of August 11, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 11, 2004, which is incorporated herein by reference).
- 4.6.14 Class A(2004-8) Terms Document, dated as of September 14, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on September 14, 2004, which is incorporated herein by reference).
- 4.6.15 Class A(2005-2) Terms Document, dated as of May 19, 2005 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 19, 2005, which is incorporated herein by reference).

- 4.6.16 Class B(2005-1) Terms Document, dated as of June 22, 2005 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 22, 2005, which is incorporated herein by reference).
- 4.6.17 Class A(2005-10) Terms Document, dated as of November 29, 2005 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 29, 2005, which is incorporated herein by reference).
- 4.6.18 Class C(2006-1) Terms Document, dated as of February 17, 2006 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on February 21, 2006, which is incorporated herein by reference).
- 4.6.19 Class B(2006-1) Terms Document, dated as of March 3, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 3, 2006, which is incorporated herein by reference).
- 4.6.20 Class A(2006-2) Terms Document, dated as of March 7, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 7, 2006, which is incorporated herein by reference).
- 4.6.21 Class A(2006-5) Terms Document, dated as of June 9, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 9, 2006, which is incorporated herein by reference).
- 4.6.22 Class A(2006-7) Terms Document, dated as of July 28, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 31, 2006, which is incorporated herein by reference).
- 4.6.23 Class A(2006-8) Terms Document, dated as of August 9, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 10, 2006, which is incorporated herein by reference).
- 4.6.24 Class C(2006-5) Terms Document, dated as of August 15, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 15, 2006, which is incorporated herein by reference).
- 4.6.25 Class A(2006-11) Terms Document, dated as of September 26, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on September 26, 2006, which is incorporated herein by reference).
- 4.6.26 Class A(2006-12) Terms Document, dated as of October 16, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 16, 2006, which is incorporated herein by reference).
- 4.6.27 Class A(2006-13) Terms Document, dated as of November 14, 2006 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 14, 2006, which is incorporated herein by reference).
- 4.6.28 Class A(2006-14) Terms Document, dated as of November 28, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 28, 2006, which is incorporated herein by reference).
- 4.6.29 Class A(2006-15) Terms Document, dated as of December 13, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on December 13, 2006, which is incorporated herein by reference).

- 4.6.30 Omnibus Amendment to the Class A Terms Documents, dated as of January 8, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 8, 2007, which is incorporated herein by reference).
- 4.6.31 Class A(2007-1) Terms Document, dated as of January 18, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 18, 2007, which is incorporated herein by reference).
- 4.6.32 Omnibus Amendment to the Class B Terms Documents, dated as of January 25, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 25, 2007, which is incorporated herein by reference).
- 4.6.33 Class C(2007-1) Terms Document, dated as of January 26, 2007 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 26, 2007, which is incorporated herein by reference).
- 4.6.34 Class B(2007-2) Terms Document, dated as of January 31, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 31, 2007, which is incorporated herein by reference).
- 4.6.35 Class A(2007-3) Terms Document, dated as of March 20, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2007, which is incorporated herein by reference).
- 4.6.36 Class A(2007-4) Terms Document, dated as of March 20, 2007 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2007, which is incorporated herein by reference).
- 4.6.37 Class B(2007-3) Terms Document, dated as of March 30, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 30, 2007, which is incorporated herein by reference).
- 4.6.38 Class A(2007-6) Terms Document, dated as of April 12, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on April 12, 2007, which is incorporated herein by reference).
- 4.6.39 Class A(2007-8) Terms Document, dated as of June 22, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 22, 2007, which is incorporated herein by reference).
- 4.6.40 Class A(2007-9) Terms Document, dated as of July 19, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 19, 2007, which is incorporated herein by reference).
- 4.6.41 Class A(2007-10) Terms Document, dated as of July 26, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 26, 2007, which is incorporated herein by reference).
- 4.6.42 Class A(2007-11) Terms Document, dated as of August 2, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 2, 2007, which is incorporated herein by reference).
- 4.6.43 Class A(2007-14) Terms Document, dated as of November 27, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 27, 2007, which is incorporated herein by reference).

- 4.6.44 Class A(2007-15) Terms Document, dated as of November 27, 2007 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 27, 2007, which is incorporated herein by reference).
- 4.6.45 Class B(2008-1) Terms Document, dated as of January 17, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 17, 2008, which is incorporated herein by reference).
- 4.6.46 Class A(2007-15) Supplemental Indenture, dated as of January 17, 2008 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 17, 2008, which is incorporated herein by reference).
- 4.6.47 Class A(2008-1) Supplemental Indenture, dated as of February 8, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on February 8, 2008, which is incorporated herein by reference).
- 4.6.48 Class A(2008-2) Terms Document, dated as of March 14, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 14, 2008, which is incorporated herein by reference).
- 4.6.49 Class A(2008-4) Terms Document, dated as of April 11, 2008 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on April 11, 2008, which is incorporated herein by reference).
- 4.6.50 Class A(2008-5) Terms Document, dated as of May 2, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 2, 2008, which is incorporated herein by reference).
- 4.6.51 Class A(2008-6) Terms Document, dated as of May 15, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 15, 2008, which is incorporated herein by reference).
- 4.6.52 Class A(2008-7) Terms Document, dated as of June 13, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 13, 2008, which is incorporated herein by reference).
- 4.6.53 Class A(2008-8) Terms Document, dated as of July 17, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 17, 2008, which is incorporated herein by reference).
- 4.6.54 Class C(2008-5) Terms Document, dated as of August 15, 2008 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 15, 2008, which is incorporated herein by reference).
- 4.6.55 Class A(2008-10) Terms Document, dated as of August 15, 2008 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 15, 2008, which is incorporated herein by reference).

- 4.6.56 Omnibus Amendment to the Class A(2001-2), Class C(2002-1), Class A(2002-3), Class A(2002-5), Class C(2002-3), Class A(2002-8), Class C(2002-6), Class C(2002-7), Class C(2003-1), Class A(2003-4), Class A(2003-8), Class A(2003-10), Class C(2003-7), Class A(2004-2), Class C(2004-1), Class A(2004-3), Class B(2004-1), Class A(2004-6), Class C(2004-2), Class A(2004-7), Class B(2004-2), Class A(2004-8), Class A(2004-10), Class A(2005-2), Class C(2005-1), Class A(2005-3), Class B(2005-1), Class A(2005-4), Class B(2005-2), Class A(2005-6), Class C(2005-2), Class A(2005-8), Class A(2005-9), Class A(2005-10), Class A(2005-11), Class C(2006-1), Class B(2006-1), Class A(2006-2), Class C(2006-2), Class A(2006-3), Class C(2006-3), Class A(2006-5), Class C(2006-4), Class A(2006-6), Class A(2006-7), Class A(2006-8), Class C(2006-5), Class B(2006-3), Class A(2006-9), Class A(2006-10), Class A(2006-11), Class A(2006-12), Class C(2006-7), Class A(2006-13), Class B(2006-4), Class A(2006-14), Class A(2006-15), Class A(2006-16), Class A(2007-1), Class B(2007-1), Class C(2007-1), Class B(2007-2), Class A(2007-2), Class A(2007-3), Class A(2007-4), Class B(2007-3), Class A(2007-6), Class B(2007-4), Class C(2007-2), Class A(2007-7), Class A(2007-8), Class A(2007-9), Class A(2007-10), Class A(2007-11), Class A(2007-12), Class B(2007-5), Class A(2007-13), Class B(2007-6), Class C(2007-4), Class A(2007-14), Class A(2007-15), Class B(2008-1), Class A(2008-1), Class C(2008-1), Class B(2008-2), Class C(2008-2), Class A(2008-2), Class A(2008-4), Class A(2008-5), Class A(2008-6), Class A(2008-7), Class C(2008-4), Class A(2008-8), Class A(2008-9), Class B(2008-4), Class C(2008-5) and Class A(2008-10) Terms Documents, dated as of April 14, 2009 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on April 14, 2009, which is incorporated herein by reference).
- 4.6.57 Omnibus Addendum to the Class A(2001-2), Class A(2002-2), Class A(2002-3), Class A(2003-4), Class A(2003-5), Class A(2003-8), Class A(2003-10), Class A(2004-1), Class A(2004-2), Class A(2004-3), Class A(2004-5), Class A(2004-6), Class A(2004-8), Class A(2004-9), Class A(2005-2), Class A(2005-3), Class A(2005-4), Class A(2005-6), Class A(2005-9), Class A(2005-10), Class A(2005-11), Class A(2006-2), Class A(2006-5), Class A(2006-6), Class A(2006-7), Class A(2006-8), Class A(2006-9), Class A(2006-11), Class A(2006-12), Class A(2006-13), Class A(2006-14), Class A(2006-15), Class A(2006-16), Class A(2007-1), Class A(2007-2), Class A(2007-3), Class A(2007-4), Class A(2007-5), Class A(2007-6), Class A(2007-8), Class A(2007-9), Class A(2007-10), Class A(2007-11), Class A(2007-12), Class A(2007-14), Class A(2007-15), Class A(2008-1), Class A(2008-2), Class A(2008-4), Class A(2008-5), Class A(2008-6), Class A(2008-7), Class A(2008-8) and Class A(2008-10) Terms Documents, dated as of March 31, 2010 (included in Exhibit 4.7 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 31, 2010, which is incorporated herein by reference).
- 4.6.58 Omnibus Addendum to the Class B(2003-4), Class B(2004-1), Class B(2004-2), Class B(2005-1), Class B(2005-2), Class B(2005-3), Class B(2006-1), Class B(2006-2), Class B(2007-2), Class B(2007-3), Class B(2007-4), Class B(2008-1), Class B(2008-2), Class B(2009-1), Class B(2009-2) and Class B(2010-1) Terms Documents, dated as of March 31, 2010 (included in Exhibit 4.8 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 31, 2010, which is incorporated herein by reference).
- 4.6.59 Class A(2010-1) Terms Document, dated as of May 14, 2010 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 14, 2010, which is incorporated herein by reference).
- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 33.1 Report on Assessment of Compliance with Servicing Criteria for FIA Card Services, National Association and its affiliated servicing participants.
- 33.2 Report on Assessment of Compliance with Servicing Criteria for The Bank of New York Mellon as of, and for the twelve months ended, June 30, 2012.

- 34.1 Attestation Report of PricewaterhouseCoopers LLP on Assessment of Compliance with Servicing Criteria relating to FIA Card Services, National Association and its affiliated servicing participants.
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- 99.2 Defaulted Receivables Supplemental Servicing Agreement, dated as of September 11, 2009, between FIA Card Services, National Association and BA Credit Card Funding, LLC (included in Exhibit 99.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on September 11, 2009, which is incorporated herein by reference).

(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 Credit Card Trust

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 27, 2012

EXHIBIT INDEX

Exhibit Number	Description
3.1	Composite Articles of Association of FIA Card Services, National Association (included in Exhibit 3.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 13, 2006, which is incorporated herein by reference).
3.2	Amended and Restated Bylaws of FIA Card Services, National Association (included in Exhibit 3.2 to the registrant's Form 10-K, as filed with the Securities and Exchange Commission on September 28, 2010, which is incorporated herein by reference).
4.1	Second Amended and Restated Pooling and Servicing Agreement, dated as of October 20, 2006 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 20, 2006, which is incorporated herein by reference).
4.1.1	First Amendment to Second Amended and Restated Pooling and Servicing Agreement, dated as of June 3, 2011 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 7, 2011, which is incorporated herein by reference).
4.2.1	Third Amended and Restated Series 2001-D Supplement to Amended and Restated Pooling and Servicing Agreement, dated as of March 2, 2009 (included in Exhibit 4.6 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 3, 2009, which is incorporated herein by reference).
4.2.2	Addendum to Third Amended and Restated Series 2001-D Supplement to Amended and Restated Pooling and Servicing Agreement, dated as of March 31, 2010 (included in Exhibit 4.6 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 31, 2010, which is incorporated herein by reference).
4.3	BA Credit Card Trust Third Amended and Restated Trust Agreement, dated as of October 20, 2006 (included in Exhibit 4.5 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 20, 2006, which is incorporated herein by reference).
4.4	Second Amended and Restated Indenture, dated as of October 20, 2006 (included in Exhibit 4.6 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 20, 2006, which is incorporated herein by reference).
4.5	Amended and Restated BAseries Indenture Supplement, dated as of June 10, 2006 (included in Exhibit 4.5 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 13, 2006, which is incorporated herein by reference).
4.6.1	Class A(2001-2) Terms Document, dated as of July 26, 2001 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 14, 2001, which is incorporated herein by reference).
4.6.2	First Amendment to Class A(2001-2) Terms Document, dated as of August 8, 2001 (included in Exhibit 4.4 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 14, 2001, which is incorporated herein by reference).
4.6.3	Class C(2002-1) Terms Document, dated as of February 28, 2002 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 14, 2002, which is incorporated herein by reference).

- 4.6.4 Class A(2002-3) Terms Document, dated as of April 24, 2002 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 14, 2002, which is incorporated herein by reference).
 - 4.6.5 Class C(2002-3) Terms Document, dated as of June 12, 2002 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 15, 2002, which is incorporated herein by reference).
 - 4.6.6 Class C(2002-6) Terms Document, dated as of October 29, 2002 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 19, 2002, which is incorporated herein by reference).
 - 4.6.7 Class C(2002-7) Terms Document, dated as of October 29, 2002 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 19, 2002, which is incorporated herein by reference).
 - 4.6.8 Class A(2003-10) Terms Document, dated as of October 15, 2003 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 17, 2003, which is incorporated herein by reference).
 - 4.6.9 Class C(2003-7) Terms Document, dated as of November 5, 2003 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on December 15, 2003, which is incorporated herein by reference).
 - 4.6.10 Class A(2004-3) Terms Document, dated as of March 17, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 17, 2004, which is incorporated herein by reference).
 - 4.6.11 Class B(2004-1) Terms Document, dated as of April 1, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on April 1, 2004, which is incorporated herein by reference).
 - 4.6.12 Class C(2004-2) Terms Document, dated as of July 1, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 1, 2004, which is incorporated herein by reference).
 - 4.6.13 Class B(2004-2) Terms Document, dated as of August 11, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 11, 2004, which is incorporated herein by reference).
 - 4.6.14 Class A(2004-8) Terms Document, dated as of September 14, 2004 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on September 14, 2004, which is incorporated herein by reference).
 - 4.6.15 Class A(2005-2) Terms Document, dated as of May 19, 2005 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 19, 2005, which is incorporated herein by reference).
 - 4.6.16 Class B(2005-1) Terms Document, dated as of June 22, 2005 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 22, 2005, which is incorporated herein by reference).
 - 4.6.17 Class A(2005-10) Terms Document, dated as of November 29, 2005 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 29, 2005, which is incorporated herein by reference).
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- 4.6.18 Class C(2006-1) Terms Document, dated as of February 17, 2006 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on February 21, 2006, which is incorporated herein by reference).
 - 4.6.19 Class B(2006-1) Terms Document, dated as of March 3, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 3, 2006, which is incorporated herein by reference).
 - 4.6.20 Class A(2006-2) Terms Document, dated as of March 7, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 7, 2006, which is incorporated herein by reference).
 - 4.6.21 Class A(2006-5) Terms Document, dated as of June 9, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 9, 2006, which is incorporated herein by reference).
 - 4.6.22 Class A(2006-7) Terms Document, dated as of July 28, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 31, 2006, which is incorporated herein by reference).
 - 4.6.23 Class A(2006-8) Terms Document, dated as of August 9, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 10, 2006, which is incorporated herein by reference).
 - 4.6.24 Class C(2006-5) Terms Document, dated as of August 15, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 15, 2006, which is incorporated herein by reference).
 - 4.6.25 Class A(2006-11) Terms Document, dated as of September 26, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on September 26, 2006, which is incorporated herein by reference).
 - 4.6.26 Class A(2006-12) Terms Document, dated as of October 16, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on October 16, 2006, which is incorporated herein by reference).
 - 4.6.27 Class A(2006-13) Terms Document, dated as of November 14, 2006 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 14, 2006, which is incorporated herein by reference).
 - 4.6.28 Class A(2006-14) Terms Document, dated as of November 28, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 28, 2006, which is incorporated herein by reference).
 - 4.6.29 Class A(2006-15) Terms Document, dated as of December 13, 2006 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on December 13, 2006, which is incorporated herein by reference).
 - 4.6.30 Omnibus Amendment to the Class A Terms Documents, dated as of January 8, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 8, 2007, which is incorporated herein by reference).
 - 4.6.31 Class A(2007-1) Terms Document, dated as of January 18, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 18, 2007, which is incorporated herein by reference).
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- 4.6.32 Omnibus Amendment to the Class B Terms Documents, dated as of January 25, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 25, 2007, which is incorporated herein by reference).
 - 4.6.33 Class C(2007-1) Terms Document, dated as of January 26, 2007 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 26, 2007, which is incorporated herein by reference).
 - 4.6.34 Class B(2007-2) Terms Document, dated as of January 31, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 31, 2007, which is incorporated herein by reference).
 - 4.6.35 Class A(2007-3) Terms Document, dated as of March 20, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2007, which is incorporated herein by reference).
 - 4.6.36 Class A(2007-4) Terms Document, dated as of March 20, 2007 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 20, 2007, which is incorporated herein by reference).
 - 4.6.37 Class B(2007-3) Terms Document, dated as of March 30, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 30, 2007, which is incorporated herein by reference).
 - 4.6.38 Class A(2007-6) Terms Document, dated as of April 12, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on April 12, 2007, which is incorporated herein by reference).
 - 4.6.39 Class A(2007-8) Terms Document, dated as of June 22, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 22, 2007, which is incorporated herein by reference).
 - 4.6.40 Class A(2007-9) Terms Document, dated as of July 19, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 19, 2007, which is incorporated herein by reference).
 - 4.6.41 Class A(2007-10) Terms Document, dated as of July 26, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 26, 2007, which is incorporated herein by reference).
 - 4.6.42 Class A(2007-11) Terms Document, dated as of August 2, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 2, 2007, which is incorporated herein by reference).
 - 4.6.43 Class A(2007-14) Terms Document, dated as of November 27, 2007 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 27, 2007, which is incorporated herein by reference).
 - 4.6.44 Class A(2007-15) Terms Document, dated as of November 27, 2007 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on November 27, 2007, which is incorporated herein by reference).
 - 4.6.45 Class B(2008-1) Terms Document, dated as of January 17, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 17, 2008, which is incorporated herein by reference).
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- 4.6.46 Class A(2007-15) Supplemental Indenture, dated as of January 17, 2008 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on January 17, 2008, which is incorporated herein by reference).
 - 4.6.47 Class A(2008-1) Supplemental Indenture, dated as of February 8, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on February 8, 2008, which is incorporated herein by reference).
 - 4.6.48 Class A(2008-2) Terms Document, dated as of March 14, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 14, 2008, which is incorporated herein by reference).
 - 4.6.49 Class A(2008-4) Terms Document, dated as of April 11, 2008 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on April 11, 2008, which is incorporated herein by reference).
 - 4.6.50 Class A(2008-5) Terms Document, dated as of May 2, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 2, 2008, which is incorporated herein by reference).
 - 4.6.51 Class A(2008-6) Terms Document, dated as of May 15, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on May 15, 2008, which is incorporated herein by reference).
 - 4.6.52 Class A(2008-7) Terms Document, dated as of June 13, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on June 13, 2008, which is incorporated herein by reference).
 - 4.6.53 Class A(2008-8) Terms Document, dated as of July 17, 2008 (included in Exhibit 4.1 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on July 17, 2008, which is incorporated herein by reference).
 - 4.6.54 Class C(2008-5) Terms Document, dated as of August 15, 2008 (included in Exhibit 4.2 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 15, 2008, which is incorporated herein by reference).
 - 4.6.55 Class A(2008-10) Terms Document, dated as of August 15, 2008 (included in Exhibit 4.3 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on August 15, 2008, which is incorporated herein by reference).
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- 4.6.58 Omnibus Addendum to the Class B(2003-4), Class B(2004-1), Class B(2004-2), Class B(2005-1), Class B(2005-2), Class B(2005-3), Class B(2006-1), Class B(2006-2), Class B(2007-2), Class B(2007-3), Class B(2007-4), Class B(2008-1), Class B(2008-2), Class B(2009-1), Class B(2009-2) and Class B(2010-1) Terms Documents, dated as of March 31, 2010 (included in Exhibit 4.8 to the registrant's Form 8-K, as filed with the Securities and Exchange Commission on March 31, 2010, which is incorporated herein by reference).
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- 34.2 Attestation Report of KPMG LLP on Assessment of Compliance with Servicing Criteria relating to The Bank of New York Mellon filed as Exhibit 33.2.
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Certification

I, Michelle D. Dumont, certify that:

1. I have reviewed this report on Form 10-K and all reports on Form 10-D required to be filed in respect of the period covered by this report on Form 10-K of BA Credit Card Trust (the "Exchange Act periodic reports");
2. Based on my knowledge, the Exchange Act periodic reports, taken as a whole, do 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 with respect to the period covered by this report;
3. Based on my knowledge, all of the distribution, servicing and other information required to be provided under Form 10-D for the period covered by this report is included in the Exchange Act periodic reports;
4. I am responsible for reviewing the activities performed by the servicers and based on my knowledge and the compliance reviews conducted in preparing the servicer compliance statements required in this report under Item 1123 of Regulation AB, and except as disclosed in the Exchange Act periodic reports, the servicers have fulfilled their obligations under the servicing agreements in all material respects; and
5. All of the reports on assessment of compliance with servicing criteria for asset-backed securities and their related attestation reports on assessment of compliance with servicing criteria for asset-backed securities required to be included in this report in accordance with Item 1122 of Regulation AB and Exchange Act Rules 13a-18 and 15d-18 have been included as an exhibit to this report, except as otherwise disclosed in this report. Any material instances of noncompliance described in such reports have been disclosed in this report on Form 10-K.

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 27, 2012

By: /s/ Michelle D. Dumont

Name: Michelle D. Dumont

Title: Senior Vice President

(senior officer in charge of the servicing function)

Certification Regarding Compliance with Applicable Servicing Criteria

1. FIA Card Services, National Association (“the Asserting Party”), for itself and on behalf of its affiliated servicing participants, is responsible for assessing compliance as of June 30, 2012 and for the period from July 1, 2011 through June 30, 2012 (the “Reporting Period”), with the servicing criteria applicable to the Asserting Party under paragraph (d) of Item 1122 of Regulation AB, as set forth in Appendix A hereto (such servicing criteria, excluding the criteria listed in the column titled “Inapplicable Servicing Criteria” on Appendix A hereto, the “Applicable Servicing Criteria”). The transactions covered by this report include all asset-backed securities transactions backed by credit card receivables issued by the BA Credit Card Trust on or before June 30, 2012, for which transactions the Asserting Party acted as servicer, that were registered with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, where the related asset-backed securities were outstanding during the Reporting Period (the “Platform”), as listed in Appendix B hereto;
2. The Asserting Party has engaged one vendor (the “Vendor”), who is not considered a “servicer” as defined in Item 1101(j) of Regulation AB, to perform specific, limited or scripted activities, and the Asserting Party elects to take responsibility for assessing compliance with the servicing criteria or portion of the servicing criteria applicable to such Vendor’s activities as set forth in Appendix A hereto. The Asserting Party has policies and procedures in place designed to provide reasonable assurance that the Vendor’s activities comply in all material respects with the servicing criteria applicable to such Vendor;
3. Except as set forth in paragraph 4 below, the Asserting Party used the criteria set forth in paragraph (d) of Item 1122 of Regulation AB to assess the compliance by the Asserting Party with the Applicable Servicing Criteria as of June 30, 2012 and for the Reporting Period with respect to the Platform taken as a whole;
4. The criteria listed in the column titled “Inapplicable Servicing Criteria” on Appendix A hereto are inapplicable to the Asserting Party based on the activities it performs with respect to the Platform;
5. The Asserting Party has complied, in all material respects, with the Applicable Servicing Criteria as of June 30, 2012 and for the Reporting Period with respect to the Platform taken as a whole;
6. The Asserting Party has not identified and is not aware of any material instance of noncompliance by the Vendor with the Applicable Servicing Criteria as of June 30, 2012 and for the Reporting Period with respect to the Platform taken as a whole;
7. The Asserting Party has not identified any material deficiency in its policies and procedures to monitor the compliance by the Vendor with the Applicable Servicing Criteria as of June 30, 2012 and for the Reporting Period with respect to the Platform taken as a whole; and
8. PricewaterhouseCoopers LLP, an independent registered public accounting firm, has issued an attestation report for the Platform on the Asserting Party’s assessment of compliance with the Applicable Servicing Criteria as of June 30, 2012 and for the Reporting Period.

September 27, 2012

FIA Card Services, National Association

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

APPENDIX A

SERVICING CRITERIA		APPLICABLE SERVICING CRITERIA		INAPPLICABLE SERVICING CRITERIA
Reference	Criteria	Performed Directly by Asserting Party	Performed by Vendor(s) for which Asserting Party is the Responsible Party	
General Servicing Considerations				
1122(d)(1)(i)	Policies and procedures are instituted to monitor any performance or other triggers and events of default in accordance with the transaction agreements.	X		
1122(d)(1)(ii)	If any material servicing activities are outsourced to third parties, policies and procedures are instituted to monitor the third party's performance and compliance with such servicing activities.	X		
1122(d)(1)(iii)	Any requirements in the transaction agreements to maintain a back-up servicer for the pool assets are maintained.			X
1122(d)(1)(iv)	A fidelity bond and errors and omissions policy is in effect on the party participating in the servicing function throughout the reporting period in the amount of coverage required by and otherwise in accordance with the terms of the transaction agreements.	X		
Cash Collection and Administration				
1122(d)(2)(i)	Payments on pool assets are deposited into the appropriate custodial bank accounts and related bank clearing accounts no more than two business days following receipt, or such other number of days specified in the transaction agreements.	X ¹	X ¹	
1122(d)(2)(ii)	Disbursements made via wire transfer on behalf of an obligor or to an investor are made only by authorized personnel.			X
1122(d)(2)(iii)	Advances of funds or guarantees regarding collections, cash flows or distributions, and any interest or other fees charged for such advances, are made, reviewed and approved as specified in the transaction agreements.			X
1122(d)(2)(iv)	The related accounts for the transaction, such as cash reserve accounts or accounts established as a form of overcollateralization, are separately maintained (e.g., with respect to commingling of cash) as set forth in the transaction agreements.	X		
1122(d)(2)(v)	Each custodial account is maintained at a federally insured depository institution as set forth in the transaction agreements. For purposes of this criterion, "federally insured depository institution" with respect to a foreign financial institution means a foreign financial institution that meets the requirements of Rule 13k-1(b)(1) of the Securities Exchange Act.	X		
1122(d)(2)(vi)	Unissued checks are safeguarded so as to prevent unauthorized access.			X

SERVICING CRITERIA		APPLICABLE SERVICING CRITERIA		INAPPLICABLE SERVICING CRITERIA
Reference	Criteria	Performed Directly by Asserting Party	Performed by Vendor(s) for which Asserting Party is the Responsible Party	
1122(d)(2)(vii)	Reconciliations are prepared on a monthly basis for all asset-backed securities related bank accounts, including custodial accounts and related bank clearing accounts. These reconciliations are (A) mathematically accurate; (B) prepared within 30 calendar days after the bank statement cutoff date, or such other number of days specified in the transaction agreements; (C) reviewed and approved by someone other than the person who prepared the reconciliation; and (D) contain explanations for reconciling items. These reconciling items are resolved within 90 calendar days of their original identification, or such other number of days specified in the transaction agreements.	X		
Investor Remittances and Reporting				
1122(d)(3)(i)	Reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports (A) are prepared in accordance with timeframes and other terms set forth in the transaction agreements; (B) provide information calculated in accordance with the terms specified in the transaction agreements; (C) are filed with the Commission as required by its rules and regulations; and (D) agree with investors' or the trustee's records as to the total unpaid principal balance and number of pool assets serviced by the Servicer.	X		
1122(d)(3)(ii)	Amounts due to investors are allocated and remitted in accordance with timeframes, distribution priority and other terms set forth in the transaction agreements.	X		
1122(d)(3)(iii)	Disbursements made to an investor are posted within two business days to the Servicer's investor records, or such other number of days specified in the transaction agreements.			X
1122(d)(3)(iv)	Amounts remitted to investors per the investor reports agree with cancelled checks, or other form of payment, or custodial bank statements.			X
Pool Asset Administration				
1122(d)(4)(i)	Collateral or security on pool assets is maintained as required by the transaction agreements or related pool asset documents.			X
1122(d)(4)(ii)	Pool assets and related documents are safeguarded as required by the transaction agreements.	X		
1122(d)(4)(iii)	Any additions, removals or substitutions to the asset pool are made, reviewed and approved in accordance with any conditions or requirements in the transaction agreements.	X		
1122(d)(4)(iv)	Payments on pool assets, including any payoffs, made in accordance with the related pool asset documents are posted to the Servicer's obligor records maintained no more than two business days after receipt, or such other number of days specified in the transaction agreements, and allocated to principal, interest or other items (e.g., escrow) in accordance with the related pool asset documents.	X		
1122(d)(4)(v)	The Servicer's records regarding the pool assets agree with the Servicer's records with respect to an obligor's unpaid principal balance.	X		

SERVICING CRITERIA		APPLICABLE SERVICING CRITERIA		INAPPLICABLE SERVICING CRITERIA
Reference	Criteria	Performed Directly by Asserting Party	Performed by Vendor(s) for which Asserting Party is the Responsible Party	
1122(d)(4)(vi)	Changes with respect to the terms or status of an obligor's pool assets (e.g., loan modifications or re-agings) are made, reviewed and approved by authorized personnel in accordance with the transaction agreements and related pool asset documents.	X		
1122(d)(4)(vii)	Loss mitigation or recovery actions (e.g., forbearance plans, modifications and deeds in lieu of foreclosure, foreclosures and repossessions, as applicable) are initiated, conducted and concluded in accordance with the timeframes or other requirements established by the transaction agreements.	X		
1122(d)(4)(viii)	Records documenting collection efforts are maintained during the period a pool asset is delinquent in accordance with the transaction agreements. Such records are maintained on at least a monthly basis, or such other period specified in the transaction agreements, and describe the entity's activities in monitoring delinquent pool assets including, for example, phone calls, letters and payment rescheduling plans in cases where delinquency is deemed temporary (e.g., illness or unemployment).	X		
1122(d)(4)(ix)	Adjustments to interest rates or rates of return for pool assets with variable rates are computed based on the related pool asset documents.	X		
1122(d)(4)(x)	Regarding any funds held in trust for an obligor (such as escrow accounts): (A) such funds are analyzed, in accordance with the obligor's pool asset documents, on at least an annual basis, or such other period specified in the transaction agreements; (B) interest on such funds is paid, or credited, to obligors in accordance with applicable pool asset documents and state laws; and (C) such funds are returned to the obligor within 30 calendar days of full repayment of the related pool asset, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xi)	Payments made on behalf of an obligor (such as tax or insurance payments) are made on or before the related penalty or expiration dates, as indicated on the appropriate bills or notices for such payments, provided that such support has been received by the Servicer at least 30 calendar days prior to these dates, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xii)	Any late payment penalties in connection with any payment to be made on behalf of an obligor are paid from the Servicer's funds and not charged to the obligor, unless the late payment was due to the obligor's error or omission.			X
1122(d)(4)(xiii)	Disbursements made on behalf of an obligor are posted within two business days to the obligor's records maintained by the Servicer, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xiv)	Delinquencies, charge-offs and uncollectible accounts are recognized and recorded in accordance with the transaction agreements.	X		
1122(d)(4)(xv)	Any external enhancement or other support, identified in Item 1114(a)(1) through (3) or Item 1115 of Regulation AB, is maintained as set forth in the transaction agreements.	X		

¹ FIA Card Services, National Association is responsible for the processing of collections received with respect to the credit card receivables held by BA Master Credit Card Trust II.

- FIA has engaged one vendor – FiServ Solutions Inc. – that performed specific and limited payment processing activities addressed by criterion 1122(d)(2)(i) during the twelve-month period ended June 30, 2012.
-

Appendix B

BA Credit Card Trust

BAseries Class A(2001-2)

BAseries Class C(2002-1)

BAseries Class A(2002-3)

BAseries Class C(2002-3)

BAseries Class C(2002-6)

BAseries Class C(2002-7)

BAseries Class A(2003-10)

BAseries Class C(2003-7)

BAseries Class A(2004-3)

BAseries Class B(2004-1)

BAseries Class C(2004-2)

BAseries Class B (2004-2)

BAseries Class A(2004-8)

BAseries Class A(2005-2)

BAseries Class B(2005-1)

BAseries Class A(2005-10)

BAseries Class C(2006-1)

BAseries Class B(2006-1)

BAseries Class A(2006-2)

BAseries Class A(2006-5)

BAseries Class A(2006-7)

BA Credit Card Trust

BAseries Class A(2006-8)

BAseries Class C (2006-5)

BAseries Class A (2006-11)

BAseries Class A(2006-12)

BAseries Class A(2006-13)

BAseries Class A(2006-14)

BAseries Class A(2006-15)

BAseries Class A(2007-1)

BAseries Class C(2007-1)

BAseries Class B(2007-2)

BAseries Class A(2007-3)

BAseries Class A(2007-4)

BAseries Class A(2007-6)

BAseries Class B(2007-3)

BAseries Class A(2007-8)

BAseries Class A(2007-9)

BAseries Class A(2007-10)

BAseries Class A(2007-11)

BAseries Class A(2007-14)

BAseries Class A(2007-15)

BAseries Class B(2008-1)

BAseries Class A(2008-2)

BA Credit Card Trust

BAseries Class A(2008-4)

BAseries Class A(2008-5)

BAseries Class A(2008-6)

BAseries Class A (2008-7)

BAseries Class A (2008-8)

BAseries Class A (2008-10)

BAseries Class C (2008-5)

BAseries Class A (2010-1)



BNY MELLON

ASSERTION OF COMPLIANCE WITH APPLICABLE SERVICING CRITERIA

The Bank of New York Mellon (formerly The Bank of New York), BNY Mellon Trust of Delaware (formerly BNYM (Delaware)) and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust Company, N.A.), (collectively, the “Company”) provides this platform-level assessment of compliance with the servicing criteria specified in Item 1122(d) of Regulation AB promulgated by the Securities and Exchange Commission. Management has determined that the servicing criteria are applicable in regard to the servicing platform as of and for the period as follows:

Platform: Publicly-issued (i.e., transaction-level reporting initially required under the Securities Exchange Act of 1934, as amended) asset-backed securities issued on or after January 1, 2006 and like-kind transactions issued prior to January 1, 2006 that are subject to Regulation AB for which the Company provides trustee, securities administration or paying agent services, as defined and to the extent applicable in the transaction agreements, other than residential mortgage-backed securities and other mortgage-related asset-backed securities.

Period: Twelve months ended June 30, 2012 (the “Period”).

Applicable Servicing Criteria: All servicing criteria set forth in Item 1122(d), to the extent required by the related transaction agreements as to any transaction, except as set forth in the column titled “Not Applicable To Platform” in Appendix 1 attached hereto.

With respect to applicable servicing criteria 1122(d)(2)(iii) and 1122(d)(4)(vii), there were no activities performed during the Period with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.

With respect to servicing criterion 1122(d)(2)(vi) management has engaged a vendor to perform the activities required by the servicing criterion. Management has determined that this vendor is not considered a “servicer” as defined in Item 1101(j) of Regulation AB, and management has elected to take responsibility for assessing compliance with the servicing criterion applicable to this vendor as permitted by Interpretation 17.06 of the SEC Division of Corporation Finance Manual of Publicly Available Telephone Interpretations (“Interpretation 17.06”). Management has policies and procedures in place designed to provide reasonable assurance that the vendor’s activities comply in all material respects with the servicing criterion applicable to the vendor. Management is solely responsible for determining that it meets the SEC requirements to apply Interpretation 17.06 for the vendor and related criterion.

With respect to the Platform and the Period, the Company provides the following assessment of compliance in respect of the Applicable Servicing Criteria:

1. The Company is responsible for assessing its compliance with the Applicable Servicing Criteria.
2. The Company has assessed compliance with the Applicable Servicing Criteria including the servicing criterion for which compliance is determined based on Interpretation 17.06 as described above. In performing this assessment, management used the criteria set forth by the Securities and Exchange Commission in paragraph (d) of Item 1122 of Regulation AB.
3. Based on such assessment, as of and for the Period, the Company has complied, in all material respects, with the Applicable Servicing Criteria.

KPMG LLP, an independent registered public accounting firm, has issued an attestation report with respect to the Company's compliance with the Applicable Servicing Criteria as of and for the Period.

The Bank of New York Mellon

BNY Mellon Trust of Delaware

/s/ Richard P. Stanley

Richard P. Stanley
Authorized Signatory

/s/ Robert L. Griffin

Robert L. Griffin
Authorized Signatory

The Bank of New York Mellon Trust
Company, N.A.

/s/ Troy L. Kilpatrick

Troy L. Kilpatrick
Authorized Signatory

Dated: August 15, 2012

Appendix 1

REG AB REFERENCE	SERVICING CRITERIA	APPLICABLE TO PLATFORM		NOT APPLICABLE TO PLATFORM
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party	
General servicing considerations				
1122(d)(1)(i)	Policies and procedures are instituted to monitor any performance or other triggers and events of default in accordance with the transaction agreements.	X		
1122(d)(1)(ii)	If any material servicing activities are outsourced to third parties, policies and procedures are instituted to monitor the third party’s performance and compliance with such servicing activities.	X		
1122(d)(1)(iii)	Any requirements in the transaction agreements to maintain a back-up servicer for the pool assets are maintained.			X
1122(d)(1)(iv)	A fidelity bond and errors and omissions policy is in effect on the party participating in the servicing function throughout the reporting period in the amount of coverage required by and otherwise in accordance with the terms of the transaction agreements.			X
Cash collection and administration				
1122(d)(2)(i)	Payments on pool assets are deposited into the appropriate custodial bank accounts and related bank clearing accounts no more than two business days of receipt, or such other number of days specified in the transaction agreements.	X		
1122(d)(2)(ii)	Disbursements made via wire transfer on behalf of an obligor or to an investor are made only by authorized personnel.	X		
1122(d)(2)(iii)	Advances of funds or guarantees regarding collections, cash flows or distributions, and any interest or other fees charged for such advances, are made, reviewed and approved as specified in the transaction agreements.	X		
1122(d)(2)(iv)	The related accounts for the transaction, such as cash reserve accounts or accounts established as a form of over collateralization, are separately maintained (e.g., with respect to commingling of cash) as set forth in the transaction agreements.	X		
1122(d)(2)(v)	Each custodial account is maintained at a federally insured depository institution as set forth in the transaction agreements. For purposes of this criterion, “federally insured depository institution” with respect to a foreign financial institution means a foreign financial institution that meets the requirements of Rule 240.13k-1(b)(1) of this chapter.	X		
1122(d)(2)(vi)	Unissued checks are safeguarded so as to prevent unauthorized access.		X	

Appendix 1

REG AB REFERENCE	SERVICING CRITERIA	APPLICABLE TO PLATFORM		NOT APPLICABLE TO PLATFORM
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party	
1122(d)(2)(vii)	Reconciliations are prepared on a monthly basis for all asset-backed securities related bank accounts, including custodial accounts and related bank clearing accounts. These reconciliations (A) Are mathematically accurate; (B) Are prepared within 30 calendar days after the bank statement cutoff date, or such other number of days specified in the transaction agreements; (C) Are reviewed and approved by someone other than the person who prepared the reconciliation; and (D) Contain explanations for reconciling items. These reconciling items are resolved within 90 calendar days of their original identification, or such other number of days specified in the transaction agreements.	X		
Investor remittances and reporting				
1122(d)(3)(i)	Reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports (A) Are prepared in accordance with timeframes and other terms set forth in the transaction agreements; (B) Provide information calculated in accordance with the terms specified in the transaction agreements; (C) Are filed with the Commission as required by its rules and regulations; and (D) Agree with investors' or the trustee's records as to the total unpaid principal balance and number of pool assets serviced by the servicer.	X		
1122(d)(3)(ii)	Amounts due to investors are allocated and remitted in accordance with timeframes, distribution priority and other terms set forth in the transaction agreements.	X		
1122(d)(3)(iii)	Disbursements made to an investor are posted within two business days to the servicer's investor records, or such other number of days specified in the transaction agreements.	X		
1122(d)(3)(iv)	Amounts remitted to investors per the investor reports agree with cancelled checks, or other form of payment, or custodial bank statements.	X		
Pool asset administration				
1122(d)(4)(i)	Collateral or security on pool assets is maintained as required by the transaction agreements or related pool asset documents.	X		
1122(d)(4)(ii)	Pool asset and related documents are safeguarded as required by the transaction agreements	X		
1122(d)(4)(iii)	Any additions, removals or substitutions to the asset pool are made, reviewed and approved in accordance with any conditions or requirements in the transaction agreements.	X		

Appendix 1

REG AB REFERENCE	SERVICING CRITERIA	APPLICABLE TO PLATFORM		NOT APPLICABLE TO PLATFORM
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party	
1122(d)(4)(iv)	Payments on pool assets, including any payoffs, made in accordance with the related pool asset documents are posted to the applicable servicer's obligor records maintained no more than two business days after receipt, or such other number of days specified in the transaction agreements, and allocated to principal, interest or other items (e.g., escrow) in accordance with the related pool asset documents.	X		
1122(d)(4)(v)	The servicer's records regarding the pool assets agree with the servicer's records with respect to an obligor's unpaid principal balance.	X		
1122(d)(4)(vi)	Changes with respect to the terms or status of an obligor's pool assets (e.g., loan modifications or re-agings) are made, reviewed and approved by authorized personnel in accordance with the transaction agreements and related pool asset documents.			X
1122(d)(4)(vii)	Loss mitigation or recovery actions (e.g., forbearance plans, modifications and deeds in lieu of foreclosure, foreclosures and repossessions, as applicable) are initiated, conducted and concluded in accordance with the timeframes or other requirements established by the transaction agreements.	X		
1122(d)(4)(viii)	Records documenting collection efforts are maintained during the period a pool asset is delinquent in accordance with the transaction agreements. Such records are maintained on at least a monthly basis, or such other period specified in the transaction agreements, and describe the entity's activities in monitoring delinquent pool assets including, for example, phone calls, letters and payment rescheduling plans in cases where delinquency is deemed temporary (e.g., illness or unemployment).			X
1122(d)(4)(ix)	Adjustments to interest rates or rates of return for pool assets with variable rates are computed based on the related pool asset documents.	X		
1122(d)(4)(x)	Regarding any funds held in trust for an obligor (such as escrow accounts): (A) Such funds are analyzed, in accordance with the obligor's pool asset documents, on at least an annual basis, or such other period specified in the transaction agreements; (B) Interest on such funds is paid, or credited, to obligors in accordance with applicable pool asset documents and state laws; and (C) Such funds are returned to the obligor within 30 calendar days of full repayment of the related pool asset, or such other number of days specified in the transaction agreements.			X

Appendix 1

REG AB REFERENCE	SERVICING CRITERIA	APPLICABLE TO PLATFORM		NOT APPLICABLE TO PLATFORM
		Performed Directly by the Company	Performed by Vendor(s) for which the Company is the Responsible Party	
1122(d)(4)(xi)	Payments made on behalf of an obligor (such as tax or insurance payments) are made on or before the related penalty or expiration dates, as indicated on the appropriate bills or notices for such payments, provided that such support has been received by the servicer at least 30 calendar days prior to these dates, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xii)	Any late payment penalties in connection with any payment to be made on behalf of an obligor are paid from the servicer's funds and not charged to the obligor, unless the late payment was due to the obligor's error or omission.			X
1122(d)(4)(xiii)	Disbursements made on behalf of an obligor are posted within two business days to the obligor's records maintained by the servicer, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xiv)	Delinquencies, charge-offs and uncollectible accounts are recognized and recorded in accordance with the transaction agreements.			X
1122(d)(4)(xv)	Any external enhancement or other support, identified in Item 1114(a)(1) through (3) or Item 1115 of this Regulation AB, is maintained as set forth in the transaction agreements.	X		

**Report of Independent Registered Public Accounting Firm**

To FIA Card Services, National Association:

We have examined management's assertion, included in the accompanying "Certification Regarding Compliance with Applicable Servicing Criteria" (the "Compliance Statement"), that FIA Card Services, National Association (the "Company"), a wholly owned subsidiary of Bank of America Corporation, complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB for all asset-backed securities transactions backed by credit card receivables issued by the BA Credit Card Trust on or before June 30, 2012, for which transactions the Company acted as servicer, that were registered with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, where the related asset-backed securities were outstanding during the period from July 1, 2011 to June 30, 2012 (the "Platform"), as of and for the year ended June 30, 2012, excluding criteria which the Company has determined are not applicable to the servicing activities performed by it with respect to the Platform, as indicated in Appendix A to the Compliance Statement. Appendix B to the Compliance Statement identifies the individual asset-backed transactions and securities defined by management as constituting the Platform. Management is responsible for the Company's compliance with the servicing criteria. Our responsibility is to express an opinion on management's assertion based on our examination.

Our examination was conducted in accordance with attestation 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 the applicable servicing criteria and performing such other procedures as we considered necessary in the circumstances. Our examination included testing of selected asset-backed transactions and securities that comprise the Platform, testing of selected servicing activities related to the Platform, and determining whether the Company processed those selected transactions and performed those selected activities in compliance with the applicable servicing criteria. Our procedures were limited to the selected transactions and servicing activities performed by the Company during the period covered by this report. Our procedures were not designed to detect noncompliance arising from errors that may have occurred prior to or subsequent to our tests that may have affected the balances or amounts calculated or reported by the Company during the period covered by this report. 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 the servicing criteria.

In our opinion, management's assertion that the Company complied with the aforementioned applicable servicing criteria as of and for the year ended June 30, 2012 for the Platform is fairly stated, in all material respects.

/s/ PricewaterhouseCoopers LLP

September 27, 2012

*PricewaterhouseCoopers LLP, 214 N. Tryon Street, Charlotte, NC 28202
T: (704) 344 7500, F: (704) 344 4100, www.pwc.com/us*

[Letterhead of KPMG LLP]

Report of Independent Registered Public Accounting Firm

The Board of Directors:
The Bank of New York Mellon
BNY Mellon Trust of Delaware
The Bank of New York Mellon Trust Company, N.A.:

We have examined management's assessment, included in the accompanying Assertion of Compliance with Applicable Servicing Criteria, that The Bank of New York Mellon (formerly The Bank of New York), BNY Mellon Trust of Delaware (formerly BNYM (Delaware) and The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York Trust, Company, N.A.), (collectively, the "Company") complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB for the publicly-issued (i.e. transaction-level reporting initially required under the Securities and Exchange Act of 1934, as amended) asset-backed securities issued on or after January 1, 2006 and like-kind transactions issued prior to January 1, 2006 that are subject to Regulation AB for which the Company provides trustee, securities administration or paying agent services, as defined and to the extent applicable in the transaction agreements, other than residential mortgage-backed securities and other mortgage-related asset-backed securities (the Platform), except for servicing criteria 1122(d)(1)(iii), 1122(d)(1)(iv), 1122(d)(4)(vi), 1122(d)(4)(viii), 1122(d)(4)(x), 1122(d)(4)(xi), 1122(d)(4)(xii), 1122(d)(4)(xiii) and 1122(d)(4)(xiv), which the Company has determined are not applicable to the activities it performs with respect to the Platform, as of and for the twelve months ended June 30, 2012. With respect to applicable servicing criteria 1122(d)(2)(iii) and 1122(d)(4)(vii), the Company has determined that there were no activities performed during the twelve months ended June 30, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities. Management is responsible for the Company's compliance with the servicing criteria. Our responsibility is to express an opinion on management's assessment about the Company's compliance based on our examination.

Our examination was conducted in accordance with the 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 the servicing criteria specified above and performing such other procedures as we considered necessary in the circumstances. Our examination included testing selected asset-backed transactions and securities that comprise the Platform, testing selected servicing activities related to the Platform, and determining whether the Company processed those selected transactions and performed those selected activities in compliance with the servicing criteria. Furthermore, our procedures were limited to the selected transactions and servicing activities performed by the Company during the period covered by this report. Our procedures were not designed to determine whether errors may have occurred either prior to or subsequent to our tests that may have affected the balances or amounts calculated or reported by the Company during the period covered by this report for the selected transactions or any other transactions. 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 the servicing criteria.

As described in the accompanying Assertion of Compliance with Applicable Servicing Criteria, for servicing criterion 1122 (d)(2)(vi), the Company has engaged a vendor to perform the activities required by this servicing criteria. The Company has determined that this vendor is not considered a “servicer” as defined in Item 1101(j) of Regulation AB, and the Company has elected to take responsibility for assessing compliance with the servicing criteria applicable to this vendor as permitted by Interpretation 17.06 of the SEC Division of Corporation Finance Manual of Publicly Available Telephone Interpretations (“Interpretation 17.06”). As permitted by Interpretation 17.06, the Company has asserted that it has policies and procedures in place designed to provide reasonable assurance that the vendor’s activities comply in all material respects with the servicing criteria applicable to the vendor. The Company is solely responsible for determining that it meets the SEC requirements to apply Interpretation 17.06 for the vendor and related criteria as described in its assertion, and we performed no procedures with respect to the Company’s eligibility to apply Interpretation 17.06.

In our opinion, management’s assessment that the Company complied with the aforementioned servicing criteria, including servicing criterion 1122(d)(2)(vi) for which compliance is determined based on Interpretation 17.06 as described above, as of and for the twelve months ended June 30, 2012 is fairly stated, in all material respects.

/s/KPMG LLP

Chicago, Illinois
August 15, 2012

SERVICER COMPLIANCE STATEMENT
FIA Card Services, National Association
BA Credit Card Trust

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"), as supplemented by the Third Amended and Restated Series 2001-D Supplement dated as of March 2, 2009 (as amended, supplemented or otherwise modified from time to time, the "Supplement"), by and between the Bank and the Trustee, and the Second Amended and Restated Indenture dated as of October 20, 2006 (the "Indenture") by and between BA Credit Card Trust and The Bank of New York Mellon, as indenture 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 and the Supplement 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 and Section 23 of the Supplement.
4. During the twelve-month period ended June 30, 2012 (the "Reporting Period") a review of the Servicer's activities and of its performance under the Pooling and Servicing Agreement, the Supplement and the Indenture 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, the Supplement and the Indenture in all material respects throughout the Reporting Period.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate this 27th day of September 2012.

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

**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, 2012 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, 2012 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

September 27, 2012

September 27, 2012

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, 2012, 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, 2012

SERIES	ISSUANCE DATE	TRUSTEE	PSA DATE *	PSA SUPPL. DATE *
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
Internal Controls at June 30, 2012

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

Appendix I
BA Credit Card Trust
Internal Controls at June 30, 2012

TRANCHE	ISSUANCE DATE	TRUSTEE	INDENTURE DATE*	INDENTURE SUPP. DATE*
<u>Full Year</u>				
BASeries Class B (2008-1)	1/17/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class A (2008-2)	3/14/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class A (2008-4)	4/11/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class A (2008-6)	5/15/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class A (2008-7)	6/13/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class A (2008-8)	7/17/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class A (2008-10)	8/15/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class C (2008-5)	8/15/2008	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class B (2010-1) - VFNs	1/15/2010	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class C (2010-1) - VFNs	1/15/2010	The Bank of New York Mellon	10/20/2006	6/10/2006
BASeries Class A (2010-1)	5/14/2010	The Bank of New York Mellon	10/20/2006	6/10/2006

* - Indicates associated agreement may have been amended