

ALIE STREET INVESTMENTS 24 LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2008

REGISTERED NUMBER: 5745792



ALIE STREET INVESTMENTS 24 LIMITED

REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2008

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ALIE STREET INVESTMENTS 24 LIMITED

OFFICERS AND PROFESSIONAL ADVISORS

Directors	Charles H. Hand Lydia B. Lee Gregory J. Mulligan David F. Thomson
Secretary	Helene Yuk Hing Li
Registered Office	2 King Edward Street London EC1A 1HQ
Auditors	PricewaterhouseCoopers LLP Hays Galleria 1 Hays London SE1 2RD

ALIE STREET INVESTMENTS 24 LIMITED

DIRECTORS' REPORT

The directors present their report and the financial statements for the year ended 31 December 2008.

1. Principal activities

Alie Street Investments 24 Limited ("the Company") is engaged in investment banking activities.

2. Review of the business

The results for the year and the financial position of the Company at 31 December 2008 are shown in the financial statements on pages 7 to 15. The profit for the year after taxation was US \$30,000 (2007: US \$Nil), which has been transferred to reserves.

The Company holds loans and receives interest on these loans. The loans are hedged with and funded by credit linked note purchase agreements with the immediate parent company.

The Company receives a fee income from the immediate parent company for the provision of operational support in relation to trading of the financial instruments under a service level agreement entered into with the immediate parent company. Under the same agreement, the Company pays the immediate parent company for management and other services performed on its behalf.

3. Future outlook

The Company will continue to trade as usual for the foreseeable future and will continue to generate earnings through service fees received from the immediate parent company. The Company will also continue to hold its financial assets and liabilities for the foreseeable future.

4. Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly the Company continues to adopt the going concern basis in preparing the financial statements.

5. Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties are considered to relate to:

- financial market conditions, including general economic and political factors;
- business risks including interest rate, liquidity and credit risks (refer to note 2); and
- regulatory environment and changes in accounting standards.

ALIE STREET INVESTMENTS 24 LIMITED

DIRECTORS REPORT (continued)

6. Key performance indicators

The directors consider that key performance indicators for the Company are as follows:

	2008	2007	Method of calculation
Growth in revenue	N/A	-	Year on year growth in operating revenue expressed as a percentage
Margin	77%	-	Pre-tax profit as a percentage of total operating revenue

2008 was the Company's first year of trading. The growth in margins reflects the fees received from Banc of America Securities Limited in 2008.

7. Dividend

The directors do not recommend the payment of a dividend (2007: US \$nil).

8. Charitable donations

The Company made no charitable donations during the year (2007: US \$nil).

9. Directors

The present directors are shown on page 1. The directors who served throughout the period to the date of this report were:

Toshiro G. Burns	Appointed 3 April 2008, resigned 2 April 2009
Gabriel Essers	Resigned 13 March 2009
Charles H. Hand	Appointed 10 June 2009
Sudhir Jain	Resigned 17 June 2008
Lydia B. Lee	Appointed 17 June 2008
Michael P. McLaughlin	Resigned 13 February 2008
Gregory J. Mulligan	Appointed 10 June 2009
Kantilal G. Pithia	Appointed 10 July 2008, resigned 10 June 2009
Mark S. M. Smith	Resigned 10 July 2008
David F. Thomson	Appointed 10 June 2009
Markus A. Wolfensberger	Resigned 3 April 2008

The directors have not at any time during the year held any beneficial interest in the shares of the Company or any other group company incorporated in the United Kingdom.

ALIE STREET INVESTMENTS 24 LIMITED

DIRECTORS REPORT (continued)

10. Provision of information to auditors

Each director confirms that:

- (a) so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

11. Auditors

The auditors, PricewaterhouseCoopers LLP, have signified their willingness to continue in office.

12. Statement of directors' responsibilities in respect of the financial statements

Under the Companies Act 1985, the directors are required to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board



Helene Yuk Hing Li
Secretary

28 October 2009

ALIE STREET INVESTMENTS 24 LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ALIE STREET INVESTMENTS 24 LIMITED

We have audited the financial statements of Alie Street Investments 24 Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report and all of the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

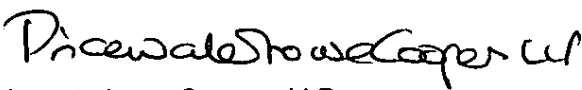
ALIE STREET INVESTMENTS 24 LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ALIE STREET INVESTMENTS 24 LIMITED
(continued)**

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London 28 Oct 2009

ALIE STREET INVESTMENTS 24 LIMITED**PROFIT AND LOSS ACCOUNT**

For the year ended 31 December 2008

	Note	2008 US\$	2007 US\$
Revenue	3	39,000	-
Operating expense	4	(9,000)	-
		<hr/>	<hr/>
Profit on ordinary activities before taxation	7	30,000	-
Tax on profit on ordinary activities	8	-	-
		<hr/>	<hr/>
Profit for the financial year		30,000	-
Retained profits brought forward		-	-
		<hr/>	<hr/>
Retained profits carried forward		<u>30,000</u>	<u>-</u>

The results above are all derived from continuing activities.

The Company has no recognised gains or losses other than the profit for the year. Therefore, no separate statement of total recognised gains and losses has been provided.

There is no difference between the net profit for the year stated above and its historic cost equivalent.

The notes on pages 9 to 15 form part of the financial statements.

* Refer to note 2

ALIE STREET INVESTMENTS 24 LIMITED**BALANCE SHEET**

At 31 December 2008

	Note	2008 US\$	2007 US\$
Assets			
Debtors	9	30,100	100
Prepayments and accrued income		1,315,257	-
Financial assets designated at fair value	10	182,624,287	-
Total assets		<u>183,969,644</u>	<u>100</u>
Liabilities			
Accruals and deferred income		1,315,257	-
Financial liabilities designated at fair value	11	182,624,287	-
Total liabilities		<u>183,939,544</u>	<u>-</u>
Net assets		<u>30,100</u>	<u>100</u>
Capital and reserves			
Called up share capital	12	100	100
Profit and loss account		30,000	-
Shareholder's funds	13	<u>30,100</u>	<u>100</u>

A reconciliation of movement in shareholders' funds is given in note 13.

The notes on page 9 to 15 form part of these financial statements.

The financial statements were approved by the Board of Directors on 28 October 2009 and signed on its behalf by:



David F. Thomson
Director

ALIE STREET INVESTMENTS 24 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2008

1. ACCOUNTING POLICIES

a) Basis of accounting

The financial statements have been prepared in accordance with applicable UK accounting standards and under the historical cost convention, as modified by the revaluation of financial assets and liabilities designated at fair value.

b) Cash flow statement

The Company has taken advantage of the exemption under Financial Reporting Standard ("FRS") 1 (Revised 1996) not to prepare a cash flow statement. The results are included in the consolidated financial statements of Bank of America Corporation, which are publicly available.

c) Financial instruments

A financial asset or liability is measured at fair value, with changes taken through the profit or loss when:

- doing so significantly reduces measurement inconsistencies that would arise if related derivatives were treated as held for trading and the underlying financial instruments were carried at amortised cost; or
- financial instruments, such as debt securities, contain embedded derivatives significantly modifying the cash flows.

The Company holds the following financial instruments:

- i) Unlisted loans - these are measured at fair value with changes taken to profit and loss. The fair value of the loans is based on prices obtained from external market sources.
- ii) Credit linked note - this is measured at fair value with changes taken to profit and loss. The fair value of the credit linked note is based on the fair value of the underlying loans.

d) Foreign exchange

In preparing the financial statements, transactions denominated in foreign currencies have been translated into functional currency at average rates of exchange during the year. Assets and liabilities in foreign currencies are translated into functional currency at rates of exchange ruling on the balance sheet date.

The key exchange rates used in preparation are as follows:

Rate to US \$	Average rate		Year end spot rate	
	2008	2007	2008	2007
Euro	0.68360	0.72495	0.71654	0.67953
Pound sterling	0.54542	0.49822	0.68468	0.49857

e) Valuation method

Fair values for instruments held by the Company have been based on market prices taken from external market sources.

ALIE STREET INVESTMENTS 24 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2008

1. ACCOUNTING POLICIES (continued)

f) Revenue

Revenue consists of interest income on financial liabilities, interest expense on the credit linked notes and service fees earned.

Interest income and expenses are recognised on all interest bearing financial assets and liabilities designated at fair value using the effective interest method.

Service fees earned are calculated in accordance with a service level agreement between the Company and the immediate parent company. The service fees are accounted for on an accruals basis.

The total fair value gains and losses on the financial assets are offset by equal and opposite gains and losses on the credit linked notes, and therefore total fair value gains and losses are always nil.

g) Operating expense

The operating expense comprises management and other service expenses, calculated in accordance with a service level agreement between the Company and the immediate parent company. The management and other service expenses are accounted for on an accruals basis.

h) Taxation

The charge for taxation is based on profit for the year and is offset within the Group.

i) Share capital

Share capital classified as equity, provided that there is no present obligation to deliver cash or another financial asset to the holder, is shown in called up share capital, and the costs associated with the issuance of shares are recorded as a deduction from equity.

ALIE STREET INVESTMENTS 24 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2008

2. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risk: liquidity risk, credit risk and market risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The use of a credit linked note with Banc of America Securities Limited hedges certain risk exposures. Risk management for the Company is the responsibility of the board.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has no financial obligations aside from the amounts owed to its parent company.

Credit risk

Credit risk is the potential risk of financial loss arising from the failure of a counterparty to settle its financial and contractual obligations. The credit risk is transferred to Banc of America Securities Limited by means of a credit linked note.

Market risk

i) Currency risk

Currency risk is the risk of losses resulting in movements in foreign exchange rates. Only the service fee income and expenses have an impact on the profits and losses of the Company. These are denominated in US \$ and therefore do not constitute a currency risk to the Company.

ii) Interest rate risk

Interest rate risk is the risk of losses resulting from movements in interest rates. The Company has a credit linked note which transfers interest income to Banc of America Securities Limited. This means that the Company does not have material interest rate risk.

iii) Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for its parent and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may change the amount of dividends paid to its parent, return capital to its parent, issue new shares or sell assets to reduce debt.

Due to the straight forward nature of the Company, minimal capital management is required.

ALIE STREET INVESTMENTS 24 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2008

	2008 US\$	2007 US\$
3. REVENUE		
Revenue consists of the following:		
Service fees receivable from the immediate parent company	<u>39,000</u>	<u>-</u>

	2008 US\$	2007 US\$
4. OPERATING EXPENSE		
Management fees payable to the immediate parent company	<u>9,000</u>	<u>-</u>

5. DIRECTORS' REMUNERATION

No directors received any remuneration for services as a director of the Company during the year (2007: US \$nil).

The directors have not at any time during the year held any beneficial interest in the shares of the Company or any other group company incorporated in the United Kingdom.

6. EMPLOYEES

The Company did not have any employees during the year (2007: nil).

ALIE STREET INVESTMENTS 24 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2008

7. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Statutory auditors' fees of US \$8,434 for the year ended 31 December 2008 are borne by the immediate parent company (2007: US \$9,233).

8. TAX ON PROFIT ON ORDINARY ACTIVITIES

a) The taxation charge for the year is as follows

Corporation tax based on the profit for the year at 28.5%
(2007: 30%) and group relief claimed.

2008 US\$	2007 US\$
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-	-
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The standard rate of corporation tax changed from 30% to 28% with effect from 1 April 2008. Accordingly, the Company's profits for this accounting year are taxed at an effective rate of 28.5% and will be taxed at 28% in the future.

b) Factors affecting tax charge for year

The tax assessed on the profit on ordinary activities for the year is reconciled to the effective rate of corporation tax in the UK of 28.5% (2007: 30%) as follows:

2008 US\$	2007 US\$
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Profit on ordinary activities before tax

30,000	-
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Profit on ordinary activities multiplied by standard rate of
Corporation tax in the UK of 28.5% (2007 : 30%)

8,550	-
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Effects of:

Group relief claimed for nil consideration

(8,550)	-
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Current tax charge for the year

-	-
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2008 US\$	2007 US\$
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9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

Due from the immediate parent company

30,100	100
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This balance is net of service fees receivable less management fees payable to the immediate parent company. This balance is repayable on demand and to date, the debtors balance has not been settled but remains on call to the Company.

ALIE STREET INVESTMENTS 24 LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 December 2008

		2008 US\$	2007 US\$
10. FINANCIAL ASSETS DESIGNATED AT FAIR VALUE			
Unlisted debt:	Notional value	<u>265,189,726</u>	<u>-</u>
	Fair value	<u>182,624,287</u>	<u>-</u>

The financial assets consist of unlisted commercial loans.

		2008 US\$	2007 US\$
11. FINANCIAL LIABILITIES DESIGNATED AT FAIR VALUE			
Credit linked notes issued to the immediate parent company		<u>182,624,287</u>	<u>-</u>

The credit linked notes transfer the economic benefits and risks associated with the underlying debt portfolio to the immediate parent company.

		2008 US\$	2007 US\$
12. SHARE CAPITAL			
Authorised:			
1,000 ordinary shares of US \$1 each		<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid:			
100 ordinary shares of US \$1 each		<u>100</u>	<u>100</u>

		2008 US\$	2007 US\$
13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS			
Opening shareholders' funds		100	100
Profit for the financial year		30,000	-
Closing shareholders' funds		<u>30,100</u>	<u>100</u>

ALIE STREET INVESTMENTS 24 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2008

14. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in Financial Reporting Standard 8 from disclosing related party transactions with group companies on the grounds that the Company is a more than 90% owned subsidiary and the consolidated financial statements of the ultimate parent undertaking are publicly available.

15. ULTIMATE HOLDING COMPANY

The Company's immediate parent undertaking is Banc of America Securities Limited, a company incorporated in the United Kingdom.

The smallest group to consolidate the results of the Company is Banc of America Securities Limited. Copies of the group financial statements of the immediate parent company can be obtained from the Company Secretary's office, 5 Canada Square, London E14 5AQ.

The Company's ultimate parent company is Bank of America Corporation, which is the parent company of the largest group to consolidate the results of the Company. Bank of America Corporation is a company registered as a bank holding company with the Federal Reserve System in the United States of America and its principal office is in Charlotte, North Carolina. Copies of Bank of America Corporation's financial statements can be obtained from the Corporate Secretary's office, 101 South Tryon Street, Charlotte, North Carolina, 28255, U.S.A.