

FORM D

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

21-40916

FORM D

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.



02017577

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

The Banc of America Housing Fund V Limited Partnership, LLLP

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE

Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

The Banc of America Housing Fund V Limited Partnership, LLP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

10227 Wincopin Circle, Suite 810, Columbia, MD 21044 (410) 964-0552

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) same same

Brief Description of Business The purpose of the Partnership is to invest as a limited partner (member in regional funds that invest as a limited partner) member in operating partnerships that will invest in properties that qualify for the low-income housing credit (and, in some instances, the historic credit) through the acquisition of limited partnership interests in operating partnerships.

Type of Business Organization corporation, limited partnership, already formed, other (please specify), business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year 1 2 0 1 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

PROCESSED MAR 22 2002 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following: !

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

The Enterprise Social Investment Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

10227 Wincopin Circle, Suite 810, Columbia, Maryland 21044

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
See Attachment A

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$25,000,000

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only..

Full Name (Last name first, if individual)

Enterprise Equities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

10227 Wincopin Circle, Suite 809, Columbia, Maryland 21044

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|--|--|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | <input checked="" type="checkbox"/> [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | <input checked="" type="checkbox"/> [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|--|-----------------------------|------------------------|
| Debt | \$ _____ | \$ _____ |
| Equity | \$ <u>25,000,000</u> | \$ <u>25,000,000</u> |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$ _____ | \$ _____ |
| Partnership Interests | \$ <u>25,000,000</u> | \$ <u>25,000,000</u> |
| Other (Specify _____) | \$ _____ | \$ _____ |
| Total | \$ <u>25,000,000</u> | \$ <u>25,000,000</u> |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|--|
| Accredited Investors | <u>1</u> | \$ <u>25,000,000</u> |
| Non-accredited Investors | _____ | \$ _____ |
| Total (for filings under Rule 504 only) | _____ | \$ _____ |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

| Type of offering | Type of Security | Dollar Amount Sold |
|--------------------|---------------------|-----------------------|
| Rule 505 | _____ | \$ _____ |
| Regulation A | _____ | \$ _____ |
| Rule 504 | _____ | \$ _____ |
| Total | _____ | \$ _____ |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | | |
|--|-------------------------------------|-------------------|
| Transfer Agent's Fees | <input type="checkbox"/> | \$ _____ |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ _____ |
| Legal Fees | <input type="checkbox"/> | \$ _____ |
| Accounting Fees | <input type="checkbox"/> | \$ _____ |
| Engineering Fees | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ _____ |
| Other Expenses (identify) <u>see below</u> | <input checked="" type="checkbox"/> | \$ <u>140,000</u> |
| Total | <input checked="" type="checkbox"/> | \$ _____ |

| | | |
|--|-----------|------------------|
| Bridge Loan | \$125,000 | \$125,000 |
| Organizational, offering, selling expenses | 15,000 | 15,000 |
| | | <u>\$140,000</u> |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

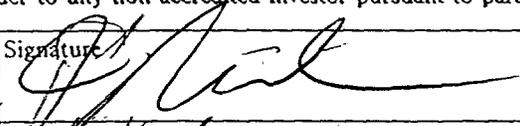
\$ _____

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | Payments to Officers & Directors & Affiliates | Payments To Others |
|--|--|---|
| SALES AND fees | <input checked="" type="checkbox"/> \$ 500,000 | <input type="checkbox"/> \$ _____ |
| Purchase of real estate | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Repayment of indebtedness | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Working capital | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> \$ 907,500 |
| Other (specify): <u>Expenses incurred in connection with the acquisition of investments</u> | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> \$ 72,500 |
| <u>Investments in regional funds that invest in low-income housing projects and interest expenses incurred to fund such acquisitions.</u> | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> \$ 23,380,000 |
| Column Totals | <input checked="" type="checkbox"/> \$ 500,000 | <input checked="" type="checkbox"/> \$ 24,360,000 |
| Total Payments Listed (column totals added) | <input checked="" type="checkbox"/> \$ 24,860,000 | |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|--|---|----------------|
| Issuer (Print or Type) The Banc of America Housing Fund V Limited Partnership, LLLP | Signature  | Date 2/7/02 |
| Name of Signer (Print or Type) By: The Enterprise Social Investment Corporation, its General Partner | Title of Signer (Print or Type) Dan Mendelson Sr. Vice President | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

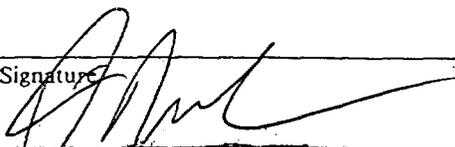
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| | | |
|---|--|-----------------------|
| Issuer (Print or Type) The Banc of America Housing Fund V Limited Partnership LLLP | Signature  | Date 2/7/02 |
| Name (Print or Type) By: The Enterprise Social Investment Corporation, its General Partner | Title (Print or Type) Dan Mendelson Sr. Vice President | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 State | 2 Intend to sell to non-accredited investors in State (Part B-Item 1) | | 3 Type of security and aggregate offering price offered in state (Part C-Item 1) | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
|------------|--|----|---|---|--------------|------------------------------------|--------|---|----|
| | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| AL | | | | | | | | | |
| AK | | | | | | | | | |
| AZ | | | | | | | | | |
| AR | | | | | | | | | |
| CA | | | | | | | | | |
| CO | | | | | | | | | |
| CT | | | | | | | | | |
| DE | | | | | | | | | |
| DC | | X | Ltd. Prtnshp int \$25,000,000 | 1 | \$25,000,000 | 0 | 0 | | X |
| FL | | | | | | | | | |
| GA | | | | | | | | | |
| HI | | | | | | | | | |
| ID | | | | | | | | | |
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| MN | | | | | | | | | |
| MS | | | | | | | | | |
| MO | | | | | | | | | |

*Issuer is in Maryland. Made an offer to an accredited investor in DC, who in turn submitted a Subscription Agreement to the Issuer.

APPENDIX

| 1 State | 2 Intend to sell to non-accredited investors in State (Part B-Item 1) | | 3 Type of security and aggregate offering price offered in state (Part C-Item 1) | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
|------------|--|----|---|---|--------|------------------------------------|--------|---|----|
| | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
| NV | | | | | | | | | |
| NH | | | | | | | | | |
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| WI | | | | | | | | | |
| WY | | | | | | | | | |
| PR | | | | | | | | | |

UNIFORM CONSENT TO SERVICE OF PROCESS

Known by all men by these presents:

That the undersigned The Banc of America Housing Fund V Limited Partnership, LLLP, a limited liability limited partnership organized under the laws of the State of Delaware for purposes of complying with the laws of the State indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the State so designated hereunder and their successors in such offices, its attorney in that State so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the State so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the State so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

The Banc of America housing Fund V Limited Partnership, LLLP
c/o The Enterprise Social Investment Corporation
10227 Wincopin Circle, Suite 810
Columbia, Maryland 21044

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

| | | | |
|----------------------------------|--|----------------------------------|--|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input type="checkbox"/> FLORIDA | Department of Banking and Finance |
| <input type="checkbox"/> ALASKA | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> GEORGIA | Commissioner of Securities |
| <input type="checkbox"/> ARIZONA | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |

| | | | |
|---|---|--|--|
| <input type="checkbox"/> ARKANSAS | The Securities Commissioner | <input type="checkbox"/> HAWAII | Commis- sioner of Securities |
| <input type="checkbox"/> CALIFORNIA | Commissioner of Corporations | <input type="checkbox"/> IDAHO | Director, Depart- ment of Finance |
| <input type="checkbox"/> COLORADO | Securities Commissioner | <input type="checkbox"/> ILLINOIS | Secretary of State |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner | <input type="checkbox"/> INDIANA | Secretary of State |
| <input type="checkbox"/> DELAWARE | Securities Commissioner | <input type="checkbox"/> IOWA | Commis- sioner of Insurance |
| <input checked="" type="checkbox"/> DISTRICT OF COLUMBIA | Dept. of Insurance and Securities Regulation | <input type="checkbox"/> KANSAS | Secretary of State |
| <input type="checkbox"/> KENTUCKY | Director, Division of Securities | <input type="checkbox"/> OHIO | Secretary of State Director, Depart- ment of Insurance and Finance |
| <input type="checkbox"/> LOUISIANA | Commissioner of Securities | <input type="checkbox"/> OREGON | Securities Admini- strator |
| <input type="checkbox"/> MAINE | Administrator, Securities Division | <input type="checkbox"/> OKLAHOMA | Pennsyl- vania does not require filing of a Consent to Service of Process |
| <input checked="" type="checkbox"/> MARYLAND | Commissioner of the Division of Securities | <input type="checkbox"/> PENNSYL- VANIA | Commis- sioner of Financial Institu- tions |
| <input type="checkbox"/> MASSACHUSETTS | Secretary of State | <input type="checkbox"/> PUERTO RICO | |

| | | | |
|-------------------|--|-----------------------|--|
| ___ MICHIGAN | Administrator, Corporation and Securities Bureau, Department of Commerce | ___ RHODE ISLAND | Director of Business Regula- tion |
| ___ MINNESOTA | Commissioner of Commerce | ___ SOUTH CAROLINA | Securities Commis- sioner |
| ___ MISSISSIPPI | Secretary of State | ___ SOUTH DAKOTA | Director of the Division of |
| ___ MISSOURI | Securities Commissioner | ___ TENNESSEE | Securities Commis- sioner of |
| ___ MONTANA | State Auditor and Commissioner of Insurance | ___ TEXAS | Com- merce and Insurance |
| ___ NEBRASKA | Director of Banking and Finance | ___ UTAH | Securities Commis- sioner |
| ___ NEVADA | Secretary of State | ___ VERMONT | Director, Division of |
| ___ NEW HAMPSHIRE | Secretary of State | ___ VIRGINIA | Securities Commis- sioner of Banking, Insurance, Securities & Health |
| ___ NEW JERSEY | Chief, Securities Bureau | ___ WASHINGTON | Admin- istration Clerk, State Corpor- ation Commis- sion |
| | | | Director of the Depart- ment of Licensing |

___ NEW MEXICO

Director, Securities
Division

___ WEST
VIRGINIA

Commis-
sioner of
Securities
Depart-
ment of
Financial
Institu-
tions,
Division
of
Securities
Secretary
of State

___ NEW YORK

Secretary of State

___ WISCONSIN

___ NORTH CAROLINA

Secretary of State

___ WYOMING

___ NORTH DAKOTA

Securities
Commissioner

Dated this 3rd day of January, 2002.

By: The Banc of America Housing Fund V Limited
Partnership, LLLP

The Enterprise Social Investment Corporation,
its General Partner

By: 
Name: Dan Mendelson
Title: SVP

State of Maryland)
City/County of Howard

On this 3 day of January, 2002 before me the undersigned officer, personally
appeared DAN MENDELSON known personally to me to be the
Dr. Vice Pres of the above named corporation and acknowledged that he/she, as an
officer being authorized so to do, executed the foregoing instrument for the purposes therein
contained by signing the name of the name of the corporation by him/herself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.


My Commission Expires 4-1-03