

FORM D

SEC
Mail Processing
Section

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

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| OMB APPROVAL | |
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JAN 03 2008

Washington, DC
107

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

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
BA Partners Fund V - Opportunistic Real Estate, L.P.

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.)
BA Partners Fund V - Opportunistic Real Estate, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) 100 Federal Street; Boston, MA 02110 Telephone Number (Including Area Code) 888-786-9977

Address of Principal Business Operations (if different from Executive Offices) Same as above Telephone Number (Including Area Code) Same as above

Brief Description of Business
Private Investment Fund

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

PROCESSED

JAN 10 2008

Actual or Estimated Date of Incorporation or Organization: Month 1 0 Year 0 6 Actual Estimate

THOMSON FINANCIAL

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

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 DFR 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 Commissions (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 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 request 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

SEC 1972 (6-02)

Persons who 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)

Bank of America Capital Advisors LLC ("BACA")

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

100 Federal Street; Boston, MA 02110

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

Full Name (Last name first, if individual)

Bailin, David (President of BACA)

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

100 Federal Street; Boston, MA 02110

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

Full Name (Last name first, if individual)

Bowden, James D. (Executive Vice President of BACA)

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

100 Federal Street; Boston, MA 02110

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

Full Name (Last name first, if individual)

NB Holdings Corporation (Sole Member of BACA)

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

100 North Tryon Street; Charlotte, NC 28255

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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? \$ 500,000
 Yes No
3. Does the offering permit joint ownership of a single unit?
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)

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

100 North Tryon Street; Charlotte, NC 28255

Name of Associated Broker or Dealer

Banc of America Investment Services, Inc.

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

(Check "All States" or check individual States All

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

Full Name (Last name first, if individual)

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

100 North Tryon Street; Charlotte, NC 28255

Name of Associated Broker or Dealer

Bank of America, N.A.

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

(Check "All States" or check individual States All

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

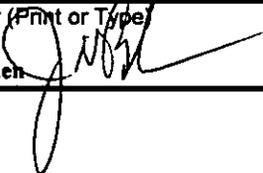
(Use blank sheet, or copy and use additional copies of this sheet as necessary.)

5. Indicate below the amount of the adjusted gross proceed 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 |
|--|--|-----------------------|
| Salaries and fees | <input type="checkbox"/> \$ <u>0</u> | \$ <u>0</u> |
| Purchase of real estate | <input type="checkbox"/> \$ <u>0</u> | \$ <u>0</u> |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ <u>0</u> | \$ <u>0</u> |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ <u>0</u> | \$ <u>0</u> |
| 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"/> \$ <u>0</u> | \$ <u>0</u> |
| Repayment of indebtedness | <input type="checkbox"/> \$ <u>0</u> | \$ <u>0</u> |
| Working capital | <input type="checkbox"/> \$ <u>0</u> | \$ <u>0</u> |
| Other (specify): Private Investments | <input type="checkbox"/> \$ <u>0</u> | \$ <u>999,980,000</u> |
| Column Totals | <input type="checkbox"/> \$ <u>0</u> | \$ <u>999,980,000</u> |
| Total Payments Listed (column totals added) | <input type="checkbox"/> \$ <u>999,980,000</u> | |

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) BA Partners Fund V – Opportunistic Real Estate, L.P. | Signature  | Date 12/31/2007 |
| Name of Signer (Print or Type) James D. Bowden | Title Executive Vice President of Bank of America Capital Advisors LLC, The General Partner of the Issuer | |

END

ATTENTION

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