

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 9185 / February 8, 2011**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 63867 / February 8, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14153**

In the Matter of

**BANC OF AMERICA**  
**SECURITIES LLC**, now known as  
Merrill Lynch, Pierce, Fenner &  
Smith Incorporated, successor by  
merger,

Respondent.

**ORDER UNDER SECTION 27A(b) OF THE**  
**SECURITIES ACT OF 1933 AND SECTION**  
**21E(b) OF THE SECURITIES EXCHANGE**  
**ACT OF 1934, GRANTING WAIVERS OF**  
**THE DISQUALIFICATION PROVISIONS**  
**OF SECTION 27A(b)(1)(A)(ii) OF THE**  
**SECURITIES ACT OF 1933 AND SECTION**  
**21E(b)(1)(A)(ii) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**

Banc of America Securities LLC, now known as Merrill Lynch Pierce Fenner & Smith Incorporated, successor by merger (“BAS”),<sup>1</sup> has submitted a letter on behalf of themselves and any of their current and future affiliates, dated December 8, 2010, for a waiver of the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act of 1933 (“Securities Act”) and Section 21E(b)(1)(A)(ii) of the Securities Exchange Act of 1934 (“Exchange Act”) arising from its settlement of an administrative proceeding instituted by the Commission.

On December 7, 2010, pursuant to an Offer of Settlement submitted by BAS, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”) against BAS. The Order found that BAS violated Exchange Act Section 15(c)(1)(A) by engaging in certain improper bidding practices involving the temporary investment of proceeds of tax-exempt municipal securities in reinvestment products; ordered BAS to cease and desist from committing or causing any violations and any future violations of that section; and required that BAS pay disgorgement plus prejudgment interest in the total amount of \$36,096,442.

<sup>1</sup> On November 1, 2010, BAS was merged into Merrill Lynch, Pierce, Fenner & Smith Incorporated, an indirect wholly-owned subsidiary of Bank of America Corporation that is registered with the Commission as a broker-dealer.

The safe harbor provisions of Section 27A(c) of the Securities Act and Section 21E(c) of the Exchange Act are not available for any forward looking statement that is “made with respect to the business or operations of an issuer, if the issuer . . . during the 3-year period preceding the date on which the statement was first made . . . has been made the subject of a judicial or administrative decree or order arising out of a governmental action that (I) prohibits future violations of the antifraud provisions of the securities laws; (II) requires that the issuer cease and desist from violating the antifraud provisions of the securities laws; or (III) determines that the issuer violated the antifraud provisions of the securities laws[.]” Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act. The disqualifications may be waived “to the extent otherwise specifically provided by rule, regulation, or order of the Commission.” Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act.

Based on the representations set forth in BAS’s December 8, 2010 request, the Commission has determined that, under the circumstances, the request for a waiver of the disqualifications resulting from the issuance of the Order is appropriate and should be granted.

Accordingly, IT IS ORDERED, pursuant to Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act, that a waiver from the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act as to BAS and any current or future affiliates resulting from the issuance of the Commission’s Order against BAS is hereby granted.

By the Commission.

Elizabeth M. Murphy  
Secretary