

**MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED  
INVESTMENT ADVISER  
CODE OF ETHICS**

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**Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”) is a registered broker-dealer and investment adviser and a wholly-owned subsidiary of Bank of America Corporation (“BAC” or the “Enterprise”). Prior to January 1, 2009, MLPF&S was a wholly-owned subsidiary of Merrill Lynch and Co., Inc. (“ML&Co.,” “Merrill Lynch” or the “Firm”). The MLPF&S Investment Adviser Code of Ethics (“IA Code of Ethics”) is supplemental to the general compliance materials applicable to all MLPF&S personnel.**

**September, 2009**

## **I. Purpose and Scope**

This IA Code of Ethics sets forth the policies and procedures required pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 (the “Advisers Act”) and is intended to assist MLPF&S associates involved in investment advisory activities in meeting the high standards MLPF&S follows in conducting its business. One of MLPF&S’s most important assets is its reputation for integrity and professionalism. The responsibility of maintaining that reputation rests with all MLPF&S associates.

MLPF&S’s business is built on a foundation of trust. Maintaining the trust of MLPF&S’s clients, BAC shareholders, regulators, and the general public is an associate’s first obligation. Associates must comply with applicable federal and state securities laws.

This IA Code of Ethics is based on the fundamental principle that MLPF&S and its associates must put client interests first. This IA Code of Ethics and other written policies and procedures contain procedural requirements that associates must follow to meet legal and regulatory requirements. This IA Code of Ethics and other written policies and procedures instruct associates to use MLPF&S’s assets, including confidential information, only for legitimate business purposes – and not for their own personal benefit. Associates may not take advantage of their position for the purpose of furthering any private interest or as a means to making any personal gain. Associates must maintain the confidentiality of client information in accordance with MLPF&S’s privacy and confidentiality policies.

To implement the above principles and standards, this IA Code of Ethics includes procedures related to the following important areas:

- Personal trading restrictions relating to the investment activities of “MLPF&S Supervised Persons,” as defined below, as well as additional restrictions and requirements applicable to certain of those associates;
- Procedures requiring “Access Persons,” as defined in Section II.B., to report their personal securities transactions and holdings and to pre-clear certain personal securities transactions; and
- Policies that prohibit associates from engaging in securities transactions based on “inside information” or disseminating inside information to others who might use that knowledge to trade securities.

**This IA Code of Ethics sets forth:**

- The high standards of business conduct that MLPF&S requires of all MLPF&S associates when providing investment advisory services to clients.
- The requirement that MLPF&S associates must comply with all applicable securities and related laws and regulations.
- Personal trading policies designed to prevent and detect inappropriate trading practices and activities by MLPF&S Supervised Persons.
- Pre-clearance and reporting requirements of Access Persons.
- Policies intended to prevent the misuse of material non-public information.
- The requirement that MLPF&S associates must report any violation or suspected violation of this IA Code of Ethics to their manager, the Chief Compliance Officer for MLPF&S's investment advisory business or his/her designee(s) ("CCO"), and/or the Bank of America Ethics and Compliance Hotline.
- The requirement that all MLPF&S Supervised Persons certify that they have received this IA Code of Ethics. MLPF&S expects all MLPF&S Supervised Persons to comply not only with the letter but also with the spirit of the requirements set forth herein.

For purposes of this IA Code of Ethics, a "MLPF&S Supervised Person" means any:

- officer or director of MLPF&S who is engaged in the investment advisory business of MLPF&S,
- associate (including a temporary associate or consultant) of MLPF&S who is engaged in the investment advisory business of MLPF&S,
- any other person subject to MLPF&S's control and supervision who provides investment advice on behalf of MLPF&S to its investment advisory clients, or
- associate who is designated as an Access Person by the CCO.

MLPF&S Supervised Persons include, but are not limited to, the following legacy MLPF&S, BAI, and BAIA associates:

- all Financial Advisors, Client Associates, Sales Assistants, U.S. Trust Private Client Advisors and Private Client Managers, and their Complex, Regional, and Divisional Management Teams (“OMT”);
- personnel and management responsible for MLPF&S investment advisory programs and services and/or legacy Banc of America Investment Services, Inc. (“BAI”) and certain legacy Banc of America Investment Advisors, Inc. (“BAIA”) investment advisory programs and services (together, “legacy BAC Programs”);
- Bank of America (“BA”)-Merrill Lynch Global Research (“Global Research”) associates who are engaged in providing BookMark investment advisory services or other investment advisory services;
- all marketing, sales and operations personnel who support MLPF&S investment advisory programs and services; and
- designated marketing, sales, and operations personnel who support legacy BAC Programs.

"Legacy BAI associate" is defined as any associate that has, or at any time post-January 1, 2009 had, a BAI financial hierarchy.

"Legacy BAIA associate" is defined as any associate that has, or at any time post-January 1, 2009 had, a BAIA financial hierarchy.

"Legacy MLPF&S associate" is defined as all MLPF&S Supervised Persons other than Legacy BAI and BAIA associates.

## **MLPF&S’s Securities-Related Registrations and Regulation**

### **MLPF&S’s Registrations**

MLPF&S is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser under the Advisers Act and as a broker-dealer under the Securities Exchange Act of 1934 (the “Exchange Act”).

### **Regulation of MLPF&S**

In offering its investment advisory services, MLPF&S is:

- subject to regulation under the Advisers Act and the rules and regulations thereunder;
- an adviser that owes its clients an affirmative duty of utmost good faith to act solely in the best interests of the client and to make full and fair disclosure of all material facts, particularly where MLPF&S's interests may conflict with that of the client's;
- subject to various other federal and state statutes, rules and regulations; and
- subject to regulatory and self-regulatory organization rules and regulations.

## **II. Personal Trading Restrictions, Pre-clearance and Reporting Requirements**

All MLPF&S Supervised Persons are subject to personal trading, pre-clearance, and reporting requirements as identified in Section II.A. Section II.B. contains additional pre-clearance and reporting requirements applicable to Access Persons. Additional personal trading restrictions will also apply, through policies adopted outside the IA Code of Ethics, to, among others, associates providing investment advice in connection with certain MLPF&S investment advisory programs or services (e.g., Personal Investment Advisory Financial Advisors), and to associates of certain departments and/or divisions (e.g., Global Research, the Managed Solutions Group, Investment Management and Guidance, Consulting Services Group, and Global Markets/Global Banking). Associates may, thus, be subject to more than one personal trading policy and must comply with each applicable policy.

Until legacy MLPF&S and legacy BAI and BAIA personal trading systems are consolidated, legacy systems will continue to be used for pre-clearance, reporting of personal trades and holdings, and manager/supervisor review of personal trading activity and holdings. For instance, many legacy MLPF&S associates will report their holdings through the Employee Activity Review System ("EARS"), and legacy BAI and BAIA associates will report through the Associate Investment Monitoring system ("AIM") and/or the Actimize Electronic Supervision & Surveillance System ("ESS"). In some cases, associates may be required to pre-clear and/or report holdings in more than one system. Associates should familiarize themselves with the applicable pre-clearance, reporting and related supervisory policies (the "Applicable Policies").

### **A. Personal Trading Restrictions**

#### **1. Accounts.**

The securities accounts of all legacy MLPF&S associates must be held with MLPF&S or the subsidiary with which the associate is affiliated, and the securities accounts of legacy BAI and BAIA associates must be held with a Designated Broker in

accordance with the GWIM Designated Broker Policy, unless permission is obtained from Compliance & Risk Management (“CRM”) or other designated person(s). This policy also applies to the immediate families of associates (e.g., spouses, children and any dependent relatives) and any account in which the associate has a financial interest or exercises control.

## **2. Mutual Fund Accounts and Transactions.**

### **a. Market Timing**

Merrill Lynch prohibits engaging in mutual fund market timing that involves the purchase and sale of shares of mutual funds (including exchanges within the same fund family) when such trading occurs outside the limits, if any, established by the applicable fund’s prospectus. Supervised Persons may also be subject to Firm policies that prohibit other mutual fund market timing activities such as purchases and sales of mutual funds within short periods of time with the intention of capturing short-term profits resulting from market volatility.

Merrill Lynch policy, which applies to all accounts and services offered through the Firm, including associate accounts, customer accounts and retirement accounts, prohibits:

- opening accounts known to be for the purpose of market timing in mutual funds,
- rendering services to known market timers,
- accepting orders (purchases, sales or exchanges) known to be for the purpose of market timing
- processing client orders for mutual funds known to be for the purpose of market timing regardless of whether the orders are solicited or unsolicited and whether the position is held at MLPF&S or held away at the fund or its transfer agent,
- assisting a client (such as a retirement plan administrator) in commingling multiple clients’ funds in an omnibus account for the purpose of mutual fund market timing,
- engaging in market timing activities within annuities or other products,
- participating in activities such as lending, marketing and/or structuring derivatives, brokerage or other services known to relate to mutual fund market timing activity, and

- failing to take appropriate steps to deter market timing in proprietary mutual funds when BAC has concluded reasonably that such activities are occurring to the detriment of the other shareholders in such fund.
- Financial Advisors and other registered advisory personnel should not accept mutual fund orders that appear to be made for the purpose of market timing, and must raise any concerns to the OMT. Some indicators that a client may be attempting to transact mutual funds for the purpose of market timing include:
  - frequent short-term purchases and sales of mutual fund shares,
  - frequent transfers of mutual fund positions between the client's MLPF&S account and accounts held at mutual fund companies or other broker-dealers, and/or
  - frequent transfers of mutual fund positions between and among MLPF&S accounts.

The OMT should advise CRM of any trades that it considers to be entered for the purpose of market timing. The OMT also has the discretion to terminate any account (or service within an account) in which mutual fund market timing activities are suspected.

#### **b. Late Trading**

Firm policy prohibits engaging in or facilitating late trading. Late trading refers to the practice of placing orders to buy or sell mutual fund shares after the time as of which a mutual fund has calculated its Net Asset Value (usually at the close of trading on the NYSE at 4:00p.m. ET) but receiving the price based on the prior NAV already determined (as of 4:00p.m. ET). Late trading is a violation of the federal securities laws, Self Regulatory Organization rules, and state law because it gives such clients an unfair advantage over other investors in the fund.

Firm policy prohibits engaging in or facilitating late trading. Any mutual fund orders received from a client after the fund's pricing time must be entered for execution on the following business day. No exceptions may be granted.

### **3. Enterprise Global Restricted List**

The Enterprise maintains a Global "Restricted List."

For securities placed on the Enterprise Global Restricted List, trading may be limited or prohibited, depending on the nature of the restriction. Associates must check the

Enterprise Global Restricted List, which is accessible through Flagscape, before engaging in transactions for their personal, related or client accounts.

#### **4. Initial Public Offerings**

The purchase by an associate of equity securities offered in an initial public offering is prohibited. As discussed in Section II.B., Access Persons are further required to pre-clear purchases of all other initial public offerings of securities (e.g., debt offerings).

#### **5. Pre-clearance of Outside Investments and Interests**

Industry rules and Firm policy prohibits associates from participating in certain outside investments and business activities without prior written approval. Associates must notify and obtain approval from both their manager and CRM or a central review unit, such as the AIM Group or the Central Supervisory Desk, in accordance with Applicable Policies, prior to engaging in any proposed outside investment or business activity, including limited offerings (limited offerings include, but are not limited to, private equity partnerships, hedge funds, limited partnerships and venture capital funds), to determine whether it would be in conflict with Firm policy or applicable laws, rules or regulation. Access Persons have additional pre-clearance responsibilities described in Section II.B. of this IA Code of Ethics.

#### **6. Bank of America Stock and Related Options.**

No transactions in securities issued by BAC or its affiliates may be effected while an associate is in possession of material nonpublic information.

#### **B. Pre-clearance and Reporting Requirements of Access Persons**

The requirements of this section of this IA Code of Ethics apply to all "Access Persons," which means any MLPF&S, legacy BAI, or legacy BAIA Supervised Person who:

- has access to nonpublic information regarding clients' purchase or sale of securities,
- is involved in making securities recommendations to clients,
- has access to securities recommendations that are nonpublic,
- has access to nonpublic information regarding the portfolio holdings of affiliated mutual funds, or

- is designated as an Access Person by the CCO.

Access Persons include, but are not limited to:

- Personal Investment Advisory (PIA) Financial Advisors,
- Merrill Lynch Personal Advisor (MLPA) Financial Advisors,
- Mutual Fund Advisor Selects (MFA Selects) Financial Advisors,
- International Asset Power (IAP) Financial Advisors,
- Legacy BAI Financial Advisors, U.S. Trust Private Client Advisors, and Private Client Managers with clients in legacy BAC Programs,
- Members of the OMT for designated legacy MLPF&S and legacy BAC Programs,
- Personnel and management responsible for MLPF&S investment advisory programs, such as Consults, PIA, MLPA and MFA Selects and/or legacy BAC Programs, such as Fund Strategies, and
- Global Research personnel and management responsible for the BookMark advisory services.

### **1. Initial and Annual Holding Reports and Quarterly Transaction Reports.**

Access Persons are required to complete initial and annual disclosures relating to their personal and related accounts and holdings in accordance with Applicable Policies. Access Persons who have completed their initial and annual disclosures and whose accounts are maintained at MLPF&S (or in the case of legacy BAI and BAIA associates, at a Designated Broker) are deemed to have complied with the requirements of this Section II.B. as to reporting executed transactions and personal holdings. Transactions and holdings in such accounts are reviewed by the managers/supervisors of such Access Persons or a central review unit, such as the AIM Group or the Central Supervisory Desk, in accordance with Applicable Policies.

Access Persons who have accounts outside of MLPF&S (or in the case of legacy BAI and BAIA associates, accounts outside of another Designated Broker) that have been disclosed and approved are deemed to have complied with the requirements of this Section II.B. provided that their managers/supervisors or a central review unit, such as the AIM Group or the Central Supervisory Desk, receive duplicate statements and trade confirmations, in accordance with Applicable Policies.

## **2. Review of Transactions and Holdings Reports.**

All transactions reports and holdings reports and duplicate statements and trade confirmations will be reviewed by managers/supervisors (or their designees) or a central review unit, such as the AIM Group or the Central Supervisory Desk, in accordance with Applicable Policies, with respect to Access Persons in keeping the fundamental guidelines described in this IA Code of Ethics.

## **3. Initial Public Offerings.**

Access Persons, like all MLPF&S associates are, prohibited from purchasing equity initial public offerings. Access Persons are further required to pre-clear purchases of all other initial public offerings of securities.

## **4. Limited Offerings.**

All Access Persons are required to obtain prior approval before purchasing a limited offering (limited offerings include, but are not limited to, private equity partnerships, hedge funds, limited partnerships and venture capital funds). In addition, no order for a limited offering issued by BAC or an affiliate should be filled for an associate if a client order for the same limited offering will not be satisfied.

## **III. Use of Information, Advance Information and Material Nonpublic Information**

Supervised Persons must comply with applicable BAC and Merrill Lynch policies regarding Use of Information, Advance Information and Material Nonpublic Information.

No associate may use his or her position or knowledge of BAC/Merrill Lynch or customer activities to gain personal benefit at the expense of customers. Associates must be prepared to disclose to authorized supervisors sufficient information about their financial affairs to comply with this policy.

Information that is produced by BAC/Merrill Lynch for use by its customers, and which might reasonably be expected to have some influence on the market price of the product being discussed, may not be acted upon by associates until customers have had a reasonable opportunity to receive and assess the information.

### **Material Nonpublic Information**

Material nonpublic information relating to BAC or any other issuer may not be acted upon by an associate for his or her own benefit or for the benefit of others, nor disclosed to anyone except in accordance with established Enterprise procedures.

Information is “material” if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision, *or* it could reasonably be expected to have a substantial effect on the price of BAC or any other issuer’s securities. While it is not possible to create an exhaustive list, the following items are some of the types of information that should be reviewed carefully to determine whether they are material:

- earnings information, including whether BAC or any other issuer will or will not meet expectations;
- inflows or outflows of client assets or assets under management;
- changes in control, mergers, acquisitions, tender offers, joint ventures, divestitures, or changes in assets;
- new products or discoveries, or developments regarding customers or suppliers (e.g., the acquisition or loss of an important contract);
- changes in management, key personnel, or employee turnover;
- changes in compensation policy;
- a change in auditors or auditor notification that an issuer may no longer rely on an audit report;
- events regarding an issuer’s securities – e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities;
- significant litigation; and
- bankruptcy, corporate restructuring or receivership.

“Nonpublic” information is information that has not been disclosed to the general public by means of a press release, SEC filing or other media for broad public access. Disclosure to even a large group of analysts does not constitute disclosure to the public.

#### **IV. Acknowledgement of Receipt of this IA Code of Ethics and Record Keeping Requirements**

##### **A. Acknowledgement of Receipt of this IA Code of Ethics**

Each MLPF&S Supervised Person will be required annually to acknowledge receipt of this IA Code of Ethics and certify that they have read and understand and agree to comply with this IA Code of Ethics.

##### **B. Record Keeping**

Copies of all Access Persons' account records for accounts maintained at MLPF&S or, in the case of legacy BAI and BAIA associates, for accounts held with a Designated Broker in accordance with the GWIM Designated Broker Policy (i.e., holdings and securities transactions in EARS, AIM, or ESS) must be "maintained and preserved" in accordance with the Firm's record retention policies.

Copies of all Access Persons' account statements and trade confirmations for all approved "outside" brokerage accounts must be maintained on file and readily available upon request. Account statements and trade confirmations for all approved "outside" accounts will be kept by the manager/supervisors or a central review unit, such as the AIM Group or the Central Supervisory Desk, in accordance with Applicable Policies.

In addition, the following records will also be kept on file:

- A copy of all IA Codes of Ethics and relevant MLPF&S policies and procedures in effect within the past five years.
- Original reports and records used in conjunction with the above referenced policies.
- Documentation used in conjunction with all violations of this IA Code of Ethics and actions taken.
- Copies of all initial, annual and other reports (EARS, AIM, or ESS) made by Access Persons, including any information provided in lieu of such reports (duplicate statements and trade confirmations).
- A copy of all written acknowledgments for all persons who currently are, or within the past five years were, MLPF&S Supervised Persons, certifying receipt of this IA Code of Ethics.
- A record of the names of persons who currently are, or within the past five years were, Access Persons.

- Record of approval in connection with any pre-clearance process under this IA Code of Ethics.

## **V. Reporting Violations, Sanctions, and Questions Concerning this IA Code of Ethics**

### **A. Reporting Violations and Suspected Violations of this IA Code of Ethics and Related Compliance Policies**

#### **Management Responsibilities**

It is the responsibility of management to establish controls to minimize and, where practicable, detect violations of this IA Code of Ethics. Each manager should be familiar with the possible violations that could occur in his/her area and be alert to any indication of potential violations.

If a violation is suspected or detected, it is the responsibility of the manager initially to contact his/her direct supervisor or, if this is impractical or inappropriate, contact the CCO.

If a matter is reported to a manager on an anonymous or confidential basis, he/she should obtain as much specific data as possible from the person making the report and then promptly contact the CCO to report the incident and obtain instructions on how to proceed.

Protecting the Firm's reputation is everyone's responsibility, and the Bank of America Ethics and Compliance Hotline (the "Ethics Hotline") is a confidential way for all associates to report situations that may violate our standards of business conduct or this IA Code of Ethics.

While the types of incidents may vary widely, associates have an obligation to report questionable incidents that could result in unethical or illegal behavior.

We encourage associates to report incidents to managers, but we recognize that there are some circumstances where associates may feel more comfortable using the Ethics Hotline. Associates who call the Ethics Hotline do not have to identify themselves. All calls are directed promptly to experienced personnel, and if an investigation is begun, it will be kept as confidential as possible.

No associate will be penalized or retaliated against in any way for reporting inappropriate conduct to the Ethics Hotline.

## **B. Sanctions**

In the event of a failure by any associate to comply with the provisions of this IA Code of Ethics or of applicable securities laws, MLPF&S may impose disciplinary action, up to and including termination.

Consistent with the statement of the SEC in connection with its adoption of Rule 204A-1 of the Advisers Act, violations of this IA Code of Ethics are not to be construed as per se violations of the law.

## **C. Questions Concerning this IA Code of Ethics**

Given the potential consequences of violations of this IA Code of Ethics, MLPF&S urges all MLPF&S Supervised Persons to seek guidance from MLPF&S management and the CCO with respect to issues that may arise. Resolving whether a particular situation may create a potential conflict of interest, or the appearance of such a conflict, may not always be easy, and situations will inevitably arise that will require interpretation of this IA Code of Ethics and other compliance materials to particular circumstances. Please do not attempt to resolve such questions yourself.

MLPF&S may grant exceptions to the requirements set forth in this IA Code of Ethics under appropriate circumstances. However, MLPF&S cannot guarantee that it will grant an exception in any particular case.