

FIRST AMERICAN MINNESOTA MUNICIPAL INCOME FUND II INC
Form SC 13D/A
October 08, 2014

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 02)*

First American Minnesota Municipal Income Fund II, Inc

(Name of Issuer)

Variable Rate MuniFund Term Preferred Shares

(Title of Class of Securities)

31849P302

(CUSIP Number)

Bank of America Corporation Bank of America Corporate Center, 100 N. Tryon Street Charlotte, North Carolina
28255

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 06, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 BANK OF AMERICA CORP /DE/
56-0906609

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

2 (b) x

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
5 2(e) or 2(f)

x

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

8 NUMBER OF SHARES
BENEFICIALLY OWNED

0

BY EACH REPORTING
PERSON WITH

9 0

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

10 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0%

TYPE OF REPORTING PERSON

14 HC

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Banc of America Preferred Funding Corporation
75-2939570

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 0

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0%

TYPE OF REPORTING PERSON

14 CO

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blue Ridge Investments, L.L.C.

56-1970824

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

Item 1. Security and Issuer

This Amendment No. 2 (this "Amendment") amends, as set forth below, the statement on Schedule 13D, dated April 1, 2014 and filed with the SEC on April 7, 2014, as amended by Amendment No. 1 dated April 30, 2014, and filed on May 2, 2014 (the "Original Schedule 13D"), for Bank of America Corporation, Banc of America Preferred Funding Corporation ("BAPFC") and Blue Ridge Investments, L.L.C. ("Blue Ridge") (collectively, the "Reporting Persons") with respect to the variable rate munifund term preferred shares ("VMTP Shares") of First American Minnesota Municipal Income Fund II, Inc. (the "Issuer"). This Amendment is being filed as a result of the Issuer being merged into Nuveen Minnesota Municipal Income Fund ("NMS") (the "Merger") and the corresponding exchange of the Reporting Person's VMTP Shares of the Issuer for an equal number of variable rate munifund term preferred shares of NMS.

Item 2. Identity and Background

- (a) Item 2 of the Original Schedule 13D is hereby amended by deleting Schedule I and Schedule II referenced therein and replacing them with Schedule I and Schedule II included with this Amendment.
- (b) See Original Schedule 13D
- (c) See Original Schedule 13D
- (d) See Original Schedule 13D
- (e) See Original Schedule 13D
- (f) See Original Schedule 13D

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Schedule 13D is hereby amended by adding the following paragraph at the end thereof:

"In connection with the Merger completed on October 6, 2014, the VMTP Shares of the Issuer were exchanged for an equal number of variable rate munifund term preferred shares of NMS. As a result of the Merger, the Reporting Persons no longer own any VMTP Shares of the Issuer."

Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended by adding the following paragraph at the end thereof:

"As a result of the Merger, the Reporting Persons no longer own any VMTP Shares of the Issuer."

- (a) See Original Schedule 13D
- (b) See Original Schedule 13D
- (c) See Original Schedule 13D
- (d) See Original Schedule 13D

- (e) See Original Schedule 13D
- (f) See Original Schedule 13D
- (g) See Original Schedule 13D
- (h) See Original Schedule 13D
- (i) See Original Schedule 13D
- (j) See Original Schedule 13D

Item 5. Interest in Securities of the Issuer

- (a) See Original Schedule 13D
- (b) See Original Schedule 13D
- (c) See Original Schedule 13D

Transaction Date	Shares or Unites Purchased (Sold)	Price Per Share or Unit
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- (d) See Original Schedule 13D
- (e) Item 5(e) of the Original Schedule 13D is hereby amended and restated in its entirety with the following:

"On October 6, 2014 as a result of the Merger, the Reporting Persons ceased to be the beneficial owner of more than five percent of the class of securities."

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

See Original Schedule 13D

Item 7. Material to Be Filed as Exhibits

Item 7 of the Original Schedule 13D is hereby amended by inserting the following additional exhibits:

Exhibit Description of Exhibit
99.1 Joint Filing Agreement
99.2 Limited Power of Attorney

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Bank of America Corporation

October 08, 2014

By: /s/ Sun Kyung Bae
Attorney-in-fact

Bank of America Preferred Funding Corporation

October 08, 2014

By: /s/ Edward Curland
Authorized Signatory

Blue Ridge Investments, L.L.C.

October 08, 2014

By: /s/ Edward Curland
Authorized Signatory

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

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