# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 04)\*

# NUVEEN NORTH CAROLINA QUALITY MUNICIPAL INCOME **FUND**

(Name of Issuer)

### ADJUSTABLE RATE MUNIFUND TERM PREFERRED SHARES

(Title of Class of Securities)

67060P860

(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)

### November 18, 2019

(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   | )F REPOD        | TING PERSONS  |       |  |  |
|--------------------------|---|-----------------|---|-------|--|--|
| 1                        | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |                 |   |       |  |  |
| -                        | BANK OF AMERICA CORP /DE/<br>56-0906609   |                 |   |       |  |  |
|                          | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  |                 |   | (a) 🛛 |  |  |
| 2                        |   |                 |   |       |  |  |
|                          | SEC USE   | SEC USE ONLY    |   |       |  |  |
| 3                        |   |                 |   |       |  |  |
|                          | SOURCE  | SOURCE OF FUNDS |   |       |  |  |
| 4                        | WC  |                 |   |       |  |  |
| _                        | CHECK   | BOX IF DIS      | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f) | X     |  |  |
| 5                        |   |                 |   |       |  |  |
|                          | CITIZEN   | SHIP OR P       | PLACE OF ORGANIZATION   |       |  |  |
| 6                        | Delaware  | Delaware        |   |       |  |  |
|                          |   | _               | SOLE VOTING POWER   |       |  |  |
|                          |   | 7               | 0   |       |  |  |
|                          |   | 8               | SHARED VOTING POWER   |       |  |  |
| NUMBER OF<br>BENEFICIALL |   |                 | 0   |       |  |  |
| BY EACH REP<br>PERSON V  | ORTING  | •               | SOLE DISPOSITIVE POWER  |       |  |  |
|                          |   | 9               | 0   |       |  |  |
|                          |   | 4.0             | SHARED DISPOSITIVE POWER  |       |  |  |
|                          |   | 10              | 0   |       |  |  |
|                          | AGGREO  | GATE AMO        | DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |       |  |  |
| 11                       | 0   |                 |   |       |  |  |
|                          | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                     |                 |   |       |  |  |
| 12                       |   |                 |   |       |  |  |
| 13                       | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |                 |   |       |  |  |
| 13                       | 0%  |                 |   |       |  |  |
|                          | TYPE OF REPORTING PERSON  |                 |   |       |  |  |
| 14                       | HC  |                 |   |       |  |  |
|                          |   |                 |   |       |  |  |

| 1  | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br>Banc of America Preferred Funding Corporation<br>75-2939570 |                   |   |  |
|--|--|-------------------|---|--|
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP       (a) □         (b) ☑   |                   |   |  |
| 3  | SEC USE ONLY   |                   |   |  |
| 4  | SOURCE OF FUNDS<br>WC  |                   |   |  |
| 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  |                   |   |  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY EACH REPORTING<br>PERSON WITH |  | 7<br>8<br>9<br>10 | SOLE VOTING POWER         0         SHARED VOTING POWER         0         SOLE DISPOSITIVE POWER         0         SHARED DISPOSITIVE POWER         0 |  |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>0  |                   |   |  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  |                   |   |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0%   |                   |   |  |
| 14   | TYPE OF REPORTING PERSON<br>CO   |                   |   |  |

#### Item 1. Security and Issuer

This Amendment No. 4 (this "Amendment") amends, as set forth below, the statement on Schedule 13D, dated February 21, 2014 and filed with the SEC on February 24, 2014 (the "Original Schedule 13D"), as amended by Amendment No. 1 dated July 1, 2016 and filed with the SEC on July 6, 2016 ("Amendment No. 1"), as amended by Amendment No. 2 dated October 23, 2018 and filed with the SEC on October 25, 2018 ("Amendment No. 2") and as further amended by Amendment No. 3 dated December 13, 2018 and filed with the SEC on December 17, 2018 ("Amendment No. 3"), for Bank of America Corporation ("BAC") and Banc of America Preferred Funding Corporation ("BAPFC") (collectively, the "Reporting Persons") with respect to the adjustable rate munifund term preferred shares ("AMTP Shares") of Nuveen North Carolina Quality Municipal Income Fund (the "Issuer").

This Amendment is being filed as a result of the reorganization of the Issuer into Nuveen AMT-Free Quality Municipal Income Fund ("NEA") on November 18, 2019 (the "Merger") pursuant to which BAPFC exchanged its 1,435 AMTP Shares, Series 2028, of the Issuer (CUSIP No. 67060P860) for an equal number of AMTP Shares, Series 2028, of NEA (CUSIP No. 670657758).

# 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)
- (c)
- Ì,
- (d)
- (e)
- (f)

#### 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 of the Issuer into NEA, BAPFC exchanged its 1,435 AMTP Shares, Series 2028, of the Issuer (CUSIP No. 67060P860) for an equal number of AMTP Shares, Series 2028, of NEA (CUSIP No. 670657758). As a result of the Merger, the Reporting Persons no longer own any AMTP 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 AMTP Shares of the Issuer."

| (e) On November 18, 2019, 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." |  |  |  |  |
|---|--|--|--|--|
| "(d) Not Applicable.  |  |  |  |  |
| Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:  |  |  |  |  |
| Interest in Securities of the Issuer  |  |  |  |  |
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|   |  |  |  |  |
|   |  |  |  |  |
|   | Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows: |  |  |  |

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

Item 6 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

"The responses of the Reporting Persons in Item 3 and Item 4 hereof are incorporated herein by reference. All voting arrangements and financing arrangements relating to the AMTP Shares have been terminated as a result of the redemption of the AMTP Shares."

# Item 7. Material to Be Filed as Exhibits

Item 7 of the Original Schedule 13D is hereby amended by deleting Exhibit 99.1 and Exhibit 99.2 thereto and the insertion of the following exhibits:

"Exhibit Description of Exhibit

99.1 Joint Filing Agreement

99.2 Power of Attorney"

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                    |
|-------------------|--|
| November 20, 2019 | By: /s/ Ally Pecarro<br>Attorney-in-fact       |
|                   | BANC OF AMERICA PREFERRED FUNDING CORPORATION  |
| November 20, 2019 | By: /s/ Michael Jentis<br>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)

# JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the **'Exchange Act**'), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date set forth below.

Date: November 20, 2019

# BANK OF AMERICA CORPORATION

By: <u>/s/ Ally Pecarro</u> Name: Ally Pecarro Title: Attorney-in-fact

# BANC OF AMERICA PREFERRED FUNDING CORPORATION

By: <u>/s/ Michael Jentis</u> Name: Michael Jentis Title: Authorized Signatory

# **BANK OF AMERICA CORPORATION**

# LIMITED POWER OF ATTORNEY

**BANK OF AMERICA CORPORATION**, a Delaware corporation (the "Corporation"), does hereby make, constitute, and appoint each of Kim Louise Oakley Heslop, Kelvin Kwok, Ronnie Ojera, Ally Pecarro, and Tolu Tade as an attorney-in-fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the Corporation's use and benefit, to bind the Corporation by their execution of those agreements, forms and documents related specifically to Section 13 and Section 16 of the Securities Exchange Act of 1934, and other large shareholder and short position regulatory reporting requirements in other jurisdictions.

Any documents executed by an attorney-in-fact in accordance with this Limited Power of Attorney shall fully bind and commit the Corporation and all other parties to such documents may rely upon the execution thereof by the attorney-in fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of Kim Louise Oakley Heslop, Kelvin Kwok, Ronnie Ojera, Ally Pecarro, and Tolu Tade upon the earlier of the attorney-in-fact's resignation or termination from or transfer out of the Compliance Department; however; any such resignation, termination or transfer shall have no impact on any documents or instruments executed by any attorney-in-fact named above for the Corporation prior to such resignation, termination or transfer.

This Limited Power of Attorney shall revoke the Limited Power of Attorney executed by the Corporation on January 12, 2016; however such revocation shall have no impact on any actions taken pursuant to that Power of Attorney.

**IN WITNESS WHEREOF**, this Power of Attorney has been executed and delivered by the Corporation to each Attorney-in-Fact on this 29<sup>th</sup> day of November, 2018.

# BANK OF AMERICA CORPORATION

By:/s/ Allison L. GilliamName:Allison L. GilliamTitle:Senior Vice President and Assistant Secretary

# SCHEDULE I

# EXECUTIVE OFFICERS AND DIRECTORS OF REPORTING PERSONS

The following sets forth the name and present principal occupation of each executive officer and director of Bank of America Corporation. The business address of each of the executive officers and directors of Bank of America Corporation is Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255.

|                       | Position with Bank of                      |  |
|-----------------------|--|--|
| Name                  | America Corporation                        | Principal Occupation   |
| Brian T. Moynihan     | Chairman of the Board, Chief Executive     | Chairman of the Board, Chief Executive Officer, and President of Bank  |
|                       | Officer, President and Director            | of America Corporation   |
| Dean C. Athanasia     | President, Retail and Preferred & Small    | President, Retail and Preferred & Small Business Banking of Bank of  |
|                       | Business Banking                           | America Corporation  |
| Catherine P. Bessant  | Chief Operations and Technology Officer    | Chief Operations and Technology Officer of Bank of America<br>Corporation                                      |
| Sheri Bronstein       | Chief Human Resources Officer              | Chief Human Resources Officer of Bank of America Corporation   |
| Paul M. Donofrio      | Chief Financial Officer                    | Chief Financial Officer of Bank of America Corporation   |
| Geoffrey Greener      | Chief Risk Officer                         | Chief Risk Officer of Bank of America Corporation  |
| Kathleen A. Knox      | President, Private Bank                    | President, Private Bank of Bank of America Corporation   |
| David Leitch          | Global General Counsel                     | Global General Counsel of Bank of America Corporation  |
| Thomas K. Montag      | Chief Operating Officer                    | Chief Operating Officer of Bank of America Corporation   |
| Thong M. Nguyen       | Vice Chairman                              | Vice Chairman of Bank of America Corporation   |
| Andrew M. Sieg        | President, Merrill Lynch Wealth Management | President, Merrill Lynch Wealth Management   |
| Andrea B. Smith       | Chief Administrative Officer               | Chief Administrative Officer of Bank of America Corporation  |
| Sharon L. Allen       | Director                                   | Former Chairman of Deloitte LLP  |
| Susan S. Bies         | Director                                   | Former Member, Board of Governors of the Federal Reserve System  |
| Jack O. Bovender, Jr. | Lead Independent Director                  | Former Chairman and Chief Executive Officer of HCA Inc.  |
| Frank P. Bramble, Sr. | Director                                   | Former Executive Vice Chairman, MBNA Corporation   |
| Pierre de Weck1       | Director                                   | Former Chairman and Global Head of Private Wealth Management,<br>Deutsche Bank AG                              |
| Arnold W. Donald      | Director                                   | President and Chief Executive Officer, Carnival Corporation & plc  |
| Linda P. Hudson       | Director                                   | Executive Officer, The Cardea Group, LLC and Former President and Chief Executive Officer of BAE Systems, Inc. |
| Monica C. Lozano      | Director                                   | Chief Executive Officer, College Futures Foundation and Former<br>Chairman, US Hispanic Media Inc.             |
| Thomas J. May         | Director                                   | Chairman, Viacom Inc.; Former Chairman, President, and Chief<br>Executive Officer of Eversource Energy         |
| Lionel L. Nowell, III | Director                                   | Former Senior Vice President and Treasurer, PepsiCo Inc.   |
| Denise L. Ramos       | Director                                   | Former Chief Executive Officer and President of ITT  |
| Clayton S. Rose       | Director                                   | President of Bowdoin College   |
| Michael D. White      | Director                                   | Former Chairman, President and Chief Executive Officer of DIRECTV  |
| Thomas D. Woods2      | Director                                   | Former Vice Chairman and Senior Vice President of Canadian Imperial  |
|                       |  | Bank of Commerce   |
| R. David Yost         | Director                                   | Former Chief Executive Officer of AmerisourceBergen Corp.  |
| Maria T. Zuber        | Director                                   | Vice President for Research and E.A., Griswold Professor of Geophysics, MIT                                    |

1 Mr. de Weck is a citizen of Switzerland.

2 Mr. Woods is a citizen of Canada.

The following sets forth the name and present principal occupation of each executive officer and director of Banc of America Preferred Funding Corporation. The business address of each of the executive officers and directors of Banc of America Preferred Funding Corporation is 214 North Tryon Street, Charlotte, North Carolina 28255.

| Name                                | Position with Banc of America Preferred<br>Funding Corporation | Principal Occupation   |
|-------------------------------------|--|--|
| John J. Lawlor                      | Director and President   | Managing Director, Municipal Markets and Public Sector Banking<br>Executive of Merrill Lynch, Pierce, Fenner & Smith Incorporated and  |
| Edward H. Curland                   | Director and Managing Director                                 | Bank of America, National Association<br>Managing Director, Municipal Markets Executive for Trading of Merrill<br>Lynch, Pierce, Fenner & Smith Incorporated and Bank of America,  |
| Michael I. Jentis                   | Managing Director  | National Association<br>Managing Director, Head of Sales – Public Finance of Merrill Lynch,<br>Pierce, Fenner & Smith Incorporated and Bank of America, National   |
| Mona Payton                         | Managing Director  | Association<br>Managing Director, Municipal Markets Executive for Short-Term<br>Trading of Merrill Lynch, Pierce, Fenner & Smith Incorporated and  |
| Edward J. Sisk                      | Director and Managing Director                                 | Bank of America, National Association<br>Managing Director, Public Finance Executive of Merrill Lynch, Pierce,<br>Fenner & Smith Incorporated and Bank of America, National<br>Association                                   |
| John B. Sprung<br>David A. Stephens | Director<br>Director and Managing Director                     | Association<br>Corporate Director<br>Managing Director, Executive for Public Finance and Public Sector<br>Credit Products of Merrill Lynch, Pierce, Fenner & Smith Incorporated<br>and Bank of America, National Association |

#### <u>Schedule II</u>

#### New York Attorney General Investor Protection Bureau Masking Settlement 3/22/2018

On March 22, 2018, the Attorney General of the State of New York Investor Protection Bureau ("NYAG") alleged that Bank of America Corporation ("BAC") and Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") (1) concealed from its institutional clients that orders were routed to and executed by "electronic liquidity providers," (2) misstated the composition of orders and trades in its dark pool, and (3) did not accurately describe its use of a proprietary "venue ranking" analysis, in violation of the Martin Act and Executive Law § 63(12). In connection with the agreement, BAC and MLPF&S agreed (1) not to engage, or attempt to engage, in conduct in violation of any applicable laws, including but not limited to the Martin Act and Executive Law § 63(12); (2) to pay a penalty in the amount of \$42,000,000; and (3) provide the NYAG a summary of the review of its electronic trading policies and procedures.

#### BANA Servicemembers Civil Relief Act Settlement 5/29/2015

On May 29, 2015, the Office of the Comptroller of the Currency of the United States of America ("OCC") issued an Order to Cease and Desist and Order of Assessment of a Civil Money Penalty (together, the "Orders") against Bank of America, N.A. ("BANA") relating to the Servicemembers Civil Relief Act ("SCRA") and BANA's sworn document and collections litigation practices. In the Orders, the OCC identified (i) unsafe or unsound practices in connection with BANA's efforts to comply with the SCRA, (ii) SCRA violations, and (iii) unsafe or unsound practices in connection with BANA's sworn document and collections litigation practices. Regarding the SCRA, the Orders stated BANA failed to have effective policies and procedures to ensure compliance with SCRA; failed to devote sufficient financial, staffing, and managerial resources to ensure proper administration of its SCRA compliance processes; failed to devote to its SCRA compliance processes adequate internal controls, compliance risk management, internal audit, third party management, and training; and engaged in violations of the SCRA. Regarding the sworn document and collections litigation process, the Orders stated that BANA filed or caused to be filed in courts affidavits executed by its employees or employees of third party service providers making assertions that, in many cases, were not based on personal knowledge or review of relevant books and records; filed or caused to be filed in court affidavits when BANA did not follow proper notary procedures; failed to devote sufficient financial, staffing, and managerial resources to ensure proper administration of its sworn document and collections litigation processes; and failed to sufficiently oversee outside counsel and other third-party providers handling sworn document and collections litigation services. In the Orders, BANA agreed to pay a civil money penalty in the total amount of \$30 million, has begun corrective action, and is committed to taking all necessary and appropriate steps to remedy the deficiencies, unsafe or unsound practices, and violations of law identified by the OCC, and to enhance its SCRA compliance practices and sworn document and collections litigation practices. Specifically, BANA agreed to: (a) appoint and maintain a compliance committee to monitor and oversee BANA's compliance with the Orders and to approve measures to ensure compliance; (b) submit an acceptable plan containing a complete description of the actions to achieve compliance with the Orders; (c) submit a written plan to effectively implement an enterprise-wide compliance risk management program regarding compliance with all applicable laws, regulations, and regulatory guidance; (d) conduct a written, comprehensive assessment of its risk in SCRA compliance operations, including but not limited to, operational, compliance, legal, and reputational risks; (e) submit acceptable written plans to ensure its compliance with the SCRA and with regard to collections litigation; (f) submit plans to conduct a SCRA review and a collections litigation review of accounts, SCRA and collections litigation remediation, and SCRA internal audit; (g) submit policies and procedures for SCRA third party management and improvements to its management information systems for SCRA compliance activities, and to provide certain reports to the compliance committee; (h) submit written plans, programs, policies, and procedures required by the Orders; and (i) submit a written progress report dealing the form and manner of all actions taken to secure compliance with the provision of the Orders and the results thereof. In settlement of this matter, BANA consented and agreed to the issuance of the Orders, which the OCC has determined to accept and has issued. BANA neither admits nor denies the findings in the Orders.

#### BAC Foreign Exchange Settlement 5/20/2015

On May 20, 2015, the Board of Governors of the Federal Reserve System ("FRB") issued an Order to Cease and Desist and Order of Assessment of a Civil Money Penalty against BAC relating to its foreign exchange ("FX") activities ("Order") from 2008 through 2013. The Order states that (a) BAC lacked adequate firm-wide governance, risk management, compliance and audit policies and procedures to ensure that certain of the firm's FX activities complied with safe and sound banking practices, applicable U.S. laws and regulations, including policies and procedures to prevent potential violations of the U.S. commodities, antitrust and criminal fraud laws, and applicable internal policies; (b) BAC's deficient policies and procedures prevented BAC from detecting and addressing periodic conduct by BANA's traders relating to certain communications by these traders; and (c) as a result of deficient policies and procedures described above, BAC engaged in unsafe and unsound banking practices. In the Order, BAC agreed to pay a civil money penalty in the total amount of \$205 million and continue to implement additional improvements in its internal controls, compliance, risk management, and audit programs for the FX activities in order to comply with BAC policies, safe and sound banking practices, and applicable U.S. laws/regulation. Specifically, BAC agreed: (a) BAC shall submit a written plan to improve senior management's oversight of BAC's compliance with applicable U.S. laws/regulations and internal policies in connection with certain wholesale trading and sales activities; (b) BAC shall submit an enhanced written internal controls and compliance program to comply with applicable U.S. laws/regulations with respect to certain wholesale trading and sales activities; (c) BAC shall submit a written plan to improve its compliance risk management program with regard to compliance with applicable U.S. laws/regulations with respect to certain wholesale trading and sales activities; (d) BAC management shall annually conduct a review of compliance policies and procedures applicable to certain wholesale trading and sales activities and their implementation and an appropriate risk-focused sampling of other key controls for certain wholesale trading and sales activities; (e) BAC shall submit an enhanced written internal audit program with respect to compliance with U.S. laws/regulations in certain wholesale trading and sales activities; and (f) BAC shall not in the future directly or indirectly retain any individual as an officer, employee, agent, consultant, or contractor of BAC or of any subsidiary who, based on the investigative record compiled by U.S. authorities, participated in the misconduct underlying the Order, has been subject to formal disciplinary action as a result of BAC's internal disciplinary review or performance review in connection with the conduct, and has either separated from BAC or any subsidiary thereof or had his/her employment terminated in connection with the conduct. In settlement of this matter, BAC consented and agreed to the issuance of the Order, which the FRB has determined to accept and has issued.

#### BOAMS Injunctive Action 11/25/2014

On November 25, 2014, the U.S. District Court for the Western District of North Carolina issued a Final Judgment as to MLPF&S and other entities, including BANA (collectively the "Entities") (the "SEC Final Judgment") in the civil injunctive action for which a complaint was filed by the U.S. Securities and Exchange Commission ("SEC") on August 6, 2013 against the Entities (the "SEC Complaint"). The SEC Complaint alleged that the Entities made material misrepresentations and omissions in connection with the sale of Residential Mortgage-Backed Securities ("RMBS"). Specifically, the SEC Complaint alleged that the Entities failed to disclose the disproportionate concentration of wholesale loans underlying the RMBS as compared to prior RMBS offerings. The SEC Complaint also alleged that the concentration of wholesale loans in the RMBS included higher likelihood that the loans would be subject to material underwriting errors, become severely delinquent, fail early in the life of the loan, or prepay. The SEC Complaint further alleged that the entities violated Regulation S-K and Subpart Regulation AB of the Securities Act of 1933 ("Securities Act") by failing to disclose material characteristics of the pool of loans underlying the RMBS, that the Entities made material misrepresentations and omissions in their public files and in the loan tapes provided to investors and rating agencies, and that Entities consented to the entry of the SEC Final Judgment without admitting or denying the allegations in the SEC Complaint. The SEC Final Judgment states that the Entities are permanently restrained and enjoined from violaing Sections 17(a)(2) and 17(a)(3) of the Securities Act, and jointly and severally liable for disgorgement of \$109,220,000, prejudgment interest of \$6,620,000 and a civil penalty of \$109,220,000 (together the "Funds"); the District Court retained jurisdiction over the administration of any distribution of the Funds.

**NOTE**: In addition, Bank of America Corporation and certain of its affiliates, including MLPF&S and BANA, have been involved in a number of civil proceedings and regulatory actions which concern matters arising in connection with the conduct of its business. Certain of such proceedings have resulted in findings of violations of federal or state securities laws. Such proceedings are reported and summarized in the MLPF&S Form BD as filed with the SEC, which descriptions are hereby incorporated by reference.