

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended September 30, 2007

Commission File No. 0-16701

**UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND II,  
a Michigan Limited Partnership**

(Exact name of registrant as specified in its charter)

**MICHIGAN**

(State or other jurisdiction of  
incorporation or organization)

**38-2702802**

(I.R.S. employer  
identification number)

**280 Daines Street, Birmingham, Michigan 48009**

(Address of principal executive offices) (Zip Code)

**(248) 645-9220**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(g) of the Act:  
units of beneficial assignments of limited partnership interest

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation  
S-K is not contained herein, and will not be contained, to the best of registrant's knowledge,  
in definitive proxy or information statements incorporated by reference in Part III of this  
Form 10-Q or any amendment to this Form 10-Q

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated  
filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated  
filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2  
of the Exchange Act) Yes  No

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND II,  
A MICHIGAN LIMITED PARTNERSHIP

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**UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND II,  
A MICHIGAN LIMITED PARTNERSHIP**

**BALANCE SHEETS**

<b>ASSETS</b>	<b><u>September 30, 2007</u></b> <b>(Unaudited)</b>	<b><u>December 31, 2006</u></b>
Properties:		
Land	\$9,627,593	\$11,666,645
Buildings and Improvements	44,452,573	52,903,043
Furniture and Fixtures	<u>612,669</u>	<u>710,920</u>
	54,692,835	65,280,608
Less Accumulated Depreciation	<u>(28,678,657)</u>	<u>(32,947,281)</u>
	26,014,178	32,333,327
Cash And Cash Equivalents	8,826,271	350,659
Unamortized Finance Costs	433,770	453,156
Manufactured Homes and Improvements	629,773	1,144,329
Other Assets	<u>1,835,898</u>	<u>1,906,089</u>
Total Assets	<u>\$37,739,890</u>	<u>\$36,187,560</u>

<b>LIABILITIES &amp; PARTNERS' EQUITY</b>	<b><u>September 30, 2007</u></b> <b>(Unaudited)</b>	<b><u>December 31, 2006</u></b>
Accounts Payable	\$239,941	\$301,406
Other Liabilities	546,819	503,404
Notes Payable	<u>25,838,583</u>	<u>26,274,078</u>
Total Liabilities	26,625,343	27,078,888
Partners' Equity:		
General Partner	419,094	361,377
Unit Holders	<u>10,695,453</u>	<u>8,747,295</u>
Total Partners' Equity	<u>11,114,547</u>	<u>9,108,672</u>
Total Liabilities And Partners' Equity	<u>\$37,739,890</u>	<u>\$36,187,560</u>

See Notes to Financial Statements

**UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND II,  
A MICHIGAN LIMITED PARTNERSHIP**

STATEMENTS OF OPERATIONS (unaudited)	NINE MONTHS ENDED		THREE MONTHS ENDED	
	<u>September 30, 2007</u>	<u>September 30, 2006</u>	<u>September 30, 2007</u>	<u>September 30, 2006</u>
Income:				
Rental Income	\$5,990,124	\$6,513,895	1,951,344	2,205,462
Home Sale Income	912,733	1,068,394	375,967	506,492
Other	<u>734,312</u>	<u>707,462</u>	<u>318,056</u>	<u>222,401</u>
Total Income	<u>\$7,637,169</u>	<u>\$8,289,751</u>	<u>2,645,367</u>	<u>2,934,355</u>
Operating Expenses:				
Administrative Expenses (Including \$347,347, \$404,817, \$107,841 and \$136,030, in Property Management Fees Paid to an Affiliate for the Nine and Three Month Period Ended September 30, 2007 and 2006 Respectively)	1,944,758	2,163,656	603,905	773,896
Property Taxes	724,989	710,469	241,524	236,631
Utilities	513,755	534,454	180,644	186,589
Property Operations	838,670	963,897	325,938	344,509
Depreciation	1,197,383	1,224,715	397,051	410,653
Interest	1,275,377	1,302,670	426,870	436,204
Home Sale Expense	<u>1,035,035</u>	<u>1,100,074</u>	<u>480,981</u>	<u>464,401</u>
Total Operating Expenses	<u>\$7,529,967</u>	<u>\$7,999,935</u>	<u>\$2,656,913</u>	<u>\$2,852,883</u>
Income from Continued Operations	<u>\$107,202</u>	<u>\$289,816</u>	<u>(\$11,546)</u>	<u>\$81,472</u>
Income from Discontinued Operations (including gain on sale of \$5,739,00)	<u>\$5,664,534</u>	<u>\$48,160</u>	<u>\$0</u>	<u>(\$4,018)</u>
Net Income	<u>\$5,771,736</u>	<u>\$337,976</u>	<u>(\$11,546)</u>	<u>\$77,454</u>
Income Per Unit:				
Continued Operations	0.03	0.09	0.00	0.02
Discontinued Operations	1.71	0.01	0.00	0.00
Distribution Per Unit:	1.14	0.28	0.98	0.08
Weighted Average Number Of Units Of Beneficial Assignment Of Limited Partnership Interest Outstanding During The Six and Three Month Period Ended September 30, 2007 and 2006.	3,303,387	3,303,387	3,303,387	3,303,387

STATEMENT OF PARTNERS' EQUITY (Unaudited)

	<u>General Partner</u>	<u>Unit Holders</u>	<u>Total</u>
Balance, December 31, 2006	\$361,377	\$8,747,295	\$9,108,672
Distributions		(3,765,861)	(3,765,861)
Net Income	57,717	5,714,019	\$5,771,736
Balance as of September 30, 2007	<u>\$419,094</u>	<u>\$10,695,453</u>	<u>\$11,114,547</u>

See Notes to Financial Statements

**UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND II,  
A MICHIGAN LIMITED PARTNERSHIP**

**STATEMENTS OF CASH FLOWS**  
**unaudited**

	<b>NINE MONTHS ENDED</b>	
	<b><u>September 30, 2007</u></b>	<b><u>September 30, 2006</u></b>
<b>Cash Flows From Operating Activities:</b>		
Net Income	<u>\$5,771,736</u>	<u>\$337,976</u>
<b>Adjustments To Reconcile Net Income</b>		
<b>To Net Cash Provided By</b>		
<b>Operating Activities:</b>		
Depreciation	1,197,383	1,429,996
Amortization	15,687	15,687
Gain on Sale of Property	(5,738,731)	0
Decrease (Increase) in Manufactured Homes and Improvements	329,118	(14,300)
Increase In Other Assets	(100,297)	(231,516)
Decrease In Accounts Payables	(61,463)	(34,449)
Increase In Other Liabilities	<u>43,415</u>	<u>269,075</u>
<b>Total Adjustments</b>	<b><u>(4,314,888)</u></b>	<b><u>1,434,493</u></b>
<b>Net Cash Provided By Operating Activities</b>	<b><u>1,456,848</u></b>	<b><u>1,772,469</u></b>
<b>Cash Flows Provided by (Used In) Investing Activities:</b>		
Proceeds from Sale of Property	11,323,487	0
Capital Expenditures	<u>(103,367)</u>	<u>(304,709)</u>
<b>Net Cash Provided by (Used in) Investing Activities:</b>	<b><u>11,220,120</u></b>	<b><u>(304,709)</u></b>
<b>Cash Flows From Financing Activities:</b>		
Distributions To Partners	(3,765,861)	(924,948)
Principal Payments On Mortgage	<u>(435,495)</u>	<u>(408,234)</u>
<b>Net Cash Used In Financing Activities</b>	<b><u>(4,201,356)</u></b>	<b><u>(1,333,182)</u></b>
Increase In Cash and Equivalents	8,475,612	134,578
Cash and Cash Equivalents, Beginning	<u>350,659</u>	<u>266,128</u>
<b>Cash and Cash Equivalents, Ending</b>	<b><u>\$8,826,271</u></b>	<b><u>\$400,706</u></b>

See Notes to Financial Statements

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND II,  
A MICHIGAN LIMITED PARTNERSHIP

**NOTES TO FINANCIAL STATEMENTS**

September 30, 2007 (Unaudited)

**1. Basis of Presentation:**

The accompanying unaudited 2007 financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The balance sheet at December 31, 2006 has been derived from the audited financial statements at that date. Operating results for the three and nine months ended September 30, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007, or for any other interim period. For further information, refer to the consolidated financial statements and footnotes thereto included in the Partnership's Form 10-K for the year ended December 31, 2006.

**2. Recent Accounting Pronouncements:**

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 is effective for fiscal years beginning after December 15, 2006. This interpretation clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS 109, "Accounting for Income Taxes" and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on various related matters such as derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Partnership is a tax-free entity, and was therefore not impacted by FIN 48.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ("SFAS 159"), which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings

caused by measuring related assets and liabilities differently. SFAS 159 establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities and to more easily understand the effect of the company's choice to use fair value on its earnings. SFAS 159 also requires entities to display the fair value of the selected assets and liabilities on the face of the balance sheet. SFAS 159 does not eliminate disclosure requirements of other accounting standards, including fair value measurement disclosures in SFAS 157. This statement is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of SFAS 157. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

### **3. Discontinued Operations:**

As described in Form 8-K dated March 13, 2007, Uniprop Manufactured Housing Communities Income Fund II (the "Fund") had entered into a Contract for Sale and Purchase of Real and Personal Property with a private buyer for the Paradise Village Manufactured Housing Community located in Tampa, Florida. On May 17, the buyer closed on the purchase for a price of \$11,725,000 less closing costs for a net proceeds amount of \$11,323,000. The Partnership recognized a gain on sale of property totaling \$5,739,000 for the quarter ended June 30, 2007. The proceeds of the sale will be maintained in reserve until such time as the General Partner determines the optimal use of the funds. As a result of the sale, the Partnership has classified the Paradise Village community and associated financial results as "discontinued operations" on the accompanying Statements of Operations. For the three months ended September 30, 2007, gross revenue was \$0 as compared to \$ 405,968 in 2006, and net income was \$0 compare to a net loss of \$4,018 in 2006. For the nine months ended September 30, 2007, gross revenue was \$6,555,848 as compared to \$1,064,353 in 2006, and net income was \$5,664,534 as compared to \$48,160 in 2006.

## **ITEM 2.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

#### Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 is effective for fiscal years beginning after December 15, 2006. This interpretation clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS 109, "Accounting for Income Taxes" and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on various related matters such as derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Partnership is a tax-free entity, and was therefore not impacted by FIN 48.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ("SFAS 159"), which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities and to more easily understand the effect of the company's choice to use fair value on its earnings. SFAS 159 also requires entities to display the fair value of the selected assets and liabilities on the face of the balance sheet. SFAS 159 does not eliminate disclosure requirements of other accounting standards, including fair value measurement disclosures in SFAS 157. This statement is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of Statement 157. The Partnership is currently evaluating the impact of this pronouncement on the Partnership's financial position and results of operations.

### Capital Resources

The Partnership's capital resources consist primarily of its eight manufactured home communities. On August 20, 1998, the Partnership refinanced seven of its eight properties with GMAC Commercial Mortgage Corporation (the "Refinancing").

### Liquidity

As a result of the Refinancing, seven of the Partnership's eight properties are mortgaged. At the time of the Refinancing, the aggregate principal amount due under the seven mortgage notes was \$30,000,000 and the aggregate fair market value of the Partnership's mortgaged properties was \$66,000,000. The Partnership expects to meet its short-term liquidity needs generally through its working capital provided by operating activities.

The Partnership's liquidity is based, in part, upon its investment strategy. Upon acquisition, the Partnership anticipated owning the properties for seven to ten years. All of the properties have been owned by the Partnership for more than ten years. The General Partner may elect to have the Partnership own the properties for as long as, in the opinion of the General Partner, it is in the best interest of the Partnership to do so.

The General Partner has decided to distribute \$264,271, or \$.08 per unit, to the unit holders for the third quarter ended September 30, 2007. The General Partner will continue to monitor cash flow

generated by the Partnership's remaining eight properties during the coming quarters. If cash flow generated is greater or lesser than the amount needed to maintain the current distribution level, the General Partner may elect to reduce or increase the level of future distributions paid to Unit Holders.

As of September 30, 2007, the Partnership's cash balance amounted to \$8,826,271. The level of cash balance maintained is at the discretion of the General Partner.

The Partnership holds a line of credit with National City Bank for \$1,500,000. Interest on this note is accrued at a variable rate of 1.80% in excess of One Month LIBOR. This line of credit was established to meet any short term or seasonal cash flow needs. There was no outstanding balance as of September 30, 2007.

### Results of Operations

Overall, as illustrated in the following table, the Partnership's remaining eight properties reported combined occupancy of 56% at the end of September 2007, versus 58% for September 2006. The average monthly homesite rent as of September 30, 2007 was approximately \$435; versus \$425 from September 2006 (average rent not a weighted average). For comparative purposes, the Paradise Village property's occupancy numbers were omitted due to the sale during second quarter 2007.

	<b>Total Capacity</b>	<b>Occupied Sites</b>	<b>Occupancy Rate</b>	<b>Average* Rent</b>
Ardmor Village	339	196	58%	\$452
Camelot Manor	335	130	39%	385
Country Roads	312	135	43%	295
Dutch Hills	278	150	54%	386
El Adobe	367	220	60%	471
Stonegate Manor	308	146	47%	372
Sunshine Village	356	221	62%	578
West Valley	<u>421</u>	<u>315</u>	<u>75%</u>	<u>540</u>
<b>Total on 9/30/07:</b>	<b>2,716</b>	<b>1,513</b>	<b>56%</b>	<b>\$435</b>
<b>Total on 9/30/06:</b>	<b>2,716</b>	<b>1,663</b>	<b>58%</b>	<b>\$425</b>

\*Not a weighted average

	GROSS REVENUE Three months ended		NET OPERATING INCOME AND NET INCOME (LOSS) Three months ended		GROSS REVENUE Nine months ended		NET OPERATING INCOME AND NET INCOME Nine months ended	
	09/30/07	09/30/06	09/30/07	09/30/06	09/30/07	09/30/06	09/30/07	09/30/06
Ardmor Village	\$333,319	\$344,404	\$118,145	\$109,470	\$1,025,388	\$920,714	\$392,198	\$418,394
Camelot Manor	251,632	214,185	88,952	48,065	628,205	615,680	190,979	190,251
Country Roads	129,777	153,061	22,162	37,422	457,485	555,551	87,819	129,580
Dutch Hills	218,937	197,808	62,033	48,061	586,814	644,613	207,917	160,230
El Adobe	409,179	300,865	85,683	129,852	1,032,230	931,093	399,205	451,812
Stonegate Manor	232,409	188,770	50,774	47,754	627,001	638,479	145,488	183,076
Sunshine Village	367,330	944,586	164,673	445,422	1,263,160	2,210,051	656,953	1,160,620
West Valley	612,162	590,284	324,879	272,200	1,860,134	1,772,312	973,561	806,611
	2,554,745	2,933,963	917,301	1,138,246	7,480,417	8,288,493	3,054,120	3,500,574
Partnership Management	90,622	392	31,326	(65,313)	156,752	1,258	(140,912)	(298,793)
Other Expenses	-----	-----	(136,252)	(144,604)	-----	-----	(333,246)	(384,580)
Interest Expense	-----	-----	(426,870)	(436,204)	-----	-----	(1,275,377)	(1,302,670)
Depreciation	-----	-----	(397,051)	(410,653)	-----	-----	(1,197,383)	(1,224,715)
Continuing Operations	2,645,367	2,934,355	(11,546)	81,472	7,637,169	8,289,751	107,202	289,816
Discontinued Operations	0	405,968	0	(4,018)	6,555,848	1,064,353	5,664,534	48,160
<b>TOTAL:</b>	<b>\$2,645,367</b>	<b>\$3,340,323</b>	<b>(\$11,546)</b>	<b>\$77,454</b>	<b>\$14,193,017</b>	<b>\$9,354,104</b>	<b>\$5,771,736</b>	<b>\$337,976</b>

Net Operating Income (“NOI”) is a non-GAAP financial measure equal to net income, the most comparable GAAP financial measure, plus depreciation, interest expense, partnership management expense, and other expenses. The Partnership believes that NOI is useful to investors and the Partnership’s management as an indication of the Partnership’s ability to service debt and pay cash distributions. NOI presented by the Partnership may not be comparable to NOI reported by other companies that define NOI differently, and should not be considered as an alternative to net income as an indication of performance or to cash flows as a measure of liquidity or ability to make distributions.

### Comparison of Three Months Ended September 30, 2007 to Three Months Ended September 30, 2006

Gross revenues decreased \$288,988 to \$2,645,367 in 2007, as compared to \$2,934,355 in 2006. The decrease was the result of lower occupancy and home sales due to weak economic conditions. (See table on page 9.)

As described in the Statements of Operations, total operating expenses decreased \$195,970, to \$2,656,913 in 2007, as compared to \$2,852,883 in 2006. Overall, most operating expenses were lower, offset by a slight increase in property tax expense.

As a result of the aforementioned factors, there was a net loss from continued operations of \$11,546 for the third quarter of 2007 compared to net income of \$81,472 for the third quarter of 2006.

## **Comparison of Nine Months Ended September 30, 2007 to Nine Months Ended September 30, 2006**

Gross revenues decreased \$652,582 to \$7,637,169 in 2007, as compared to \$8,289,751 in 2006. The decrease was the result of lower occupancy and home sales due to weak economic conditions. (See table on page 9.)

As described in the Statements of Operations, total operating expenses decreased \$469,968, to \$7,529,967 in 2007, as compared to \$7,999,935 in 2006. Again, most operating expenses were lower, offset by a slight increase in property tax expense.

As a result of the aforementioned factors, Net Income from continued operations decreased to \$107,202 for the third quarter of 2007 compared to \$289,816 for the third quarter of 2006.

### **ITEM 3.**

#### **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Partnership is exposed to interest rate rise primarily through its borrowing activities. There is inherent roll over risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and the Partnership's future financing requirements.

**Note Payable:** At September 30, 2007 the Partnership had a note payable outstanding in the amount of \$25,838,583. Interest on this note is at a fixed annual rate of 6.37% through March 2009.

**Line of Credit:** At September 30, 2007, the Partnership holds a line of credit with National City Bank for \$1,500,000. Interest on this note is accrued at a variable rate of 1.80% in excess of One Month LIBOR. This line of credit was established to meet any short term or seasonal cash flow needs. There is no outstanding balance as of September 30, 2007.

The Partnership does not enter into financial instruments transactions for trading or other speculative purposes or to manage its interest rate exposure.

### **ITEM 4.**

#### **CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, the Partnership carried out an evaluation, under the supervision and with the participation of the Principal Executive Officer and the Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon, and as of the date of, this evaluation, the Principal Executive Officer and the Principal Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in the quarterly report is recorded, processed, summarized and reported as and when required.

There was no change in the Partnership's internal controls over financial reporting that occurred during the most recent completed quarter that has materially affected, or is reasonably likely to materially affect, the Partnership's internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

None

### **ITEM 1A. RISK FACTORS**

#### **FACTORS THAT MAY AFFECT FUTURE OPERATING RESULTS**

The following risks and uncertainties could cause our business, financial condition or results of operations to be materially adversely affected. In that case, we might not be able to pay distributions on our Units, the net asset values of the Units could decline, and a Unit holder might lose all or a portion of its investment.

1. **Real Estate Investments.** The Partnership's investments are subject to the same risks generally incident to the ownership of real estate including: the uncertainty of cash flow to meet fixed or variable obligations, adverse changes in economic conditions, changes in the investment climate for real estate, adverse changes in local market conditions, changes in interest rates and the availability of mortgage funds or chattel financing, changes in real estate tax rates, governmental rules and regulations, acts of God and the inability to attract or retain residential tenants.

Residential real estate, including manufactured housing communities, is subject to adverse housing pattern changes and uses, vandalism, rent controls, rising operating costs and adverse changes in local market conditions such as a decrease in demand for residential housing due to a decrease in employment. State governments also often regulate the relationship between manufactured housing community owners and residents.

2. **The General Partner and its Affiliates have Conflicts of Interest.** Although the General Partner has a fiduciary duty to manage the Partnership in a manner beneficial to the Unit holders, the directors and officers of the General Partner have a fiduciary duty to manage the General Partner in a manner beneficial to its owners. Furthermore, certain directors and officers of the General Partner are directors or officers of affiliates of the General Partner. Conflicts of interest may arise between the General Partner and its affiliates and the Unit holders. As a result of these conflicts, the General Partner may favor its own interests and the interests of its affiliates over the interests of the Unit holders.
3. **Reliance on General Partner's Direction and Management of the Properties.** The success of the Partnership will, to a large extent, depend on the quality of the management of the Properties by the General Partner and affiliates of the General Partner and their collective judgment with respect to the operation, financing and disposition of the Properties. To the extent that the General Partner and its affiliates are unable to hire and retain quality

management talent, the Partnership's financial results and operations may be adversely affected.

4. **Federal Income Tax Risks.** Federal income tax considerations will affect materially the economic consequences of an investment in the Properties. The tax consequences of the Partnership's activities are complex and subject to many uncertainties. Changes in the federal income tax laws or regulations may adversely affect the Partnership's financial results and its ability to make distributions to the Unit holders. Additionally, the tax benefits enjoyed by the Unit holders may be reduced or eliminated.
5. **Limited Liquidity of the Units.** The transfer of Units is subject to certain limitations. The public market for such Units is limited. Unit Holders may not be able to liquidate their investment promptly or at favorable prices, if at all.
6. **Competition.** The business of owning and operating residential manufactured housing communities is highly competitive. The Partnership competes with a number of established communities having greater financial resources. Moreover, there has been a trend for manufactured housing community residents to purchase home sites either collectively or individually. Finally, the popularity and affordability of site built homes has also increased in recent years while the availability of chattel financing has decreased. These trends have resulted in increased competition for tenants to occupy the Partnership properties.
7. **Management and Control of Partnership Affairs.** The General Partner is vested with full authority as to the general management and supervision of the business affairs of the Partnership. The Unit Holders do not have the right to participate in the management of the Partnership or its operations. However, the vote of Unit Holders holding more than 50% of the outstanding interests is required to: (a) amend the Partnership Agreement; (b) approve or disprove the sale in one, or a series of, transactions of all or substantially all of the assets of the Partnership; (c) dissolve the Partnership; (d) remove the General Partner; or (e) approve certain actions by the General Partner that the Consultant recommends against.
8. **Uninsured Losses.** The Partnership carries comprehensive insurance, including liability, fire and extended coverage, and rent loss insurance which is customarily obtained for real estate projects. There are certain types of losses, however, that may be uninsurable or not economically insurable such as certain damage caused by a hurricane. If such losses were to be incurred, the financial position and operations of the Partnership as well as the Partnership's ability to make distributions would be adversely affected.
9. **Environmental Matters.** Because the Partnership deals with real estate, it is subject to various federal, state and local environmental laws, rules and regulations. Changes in such laws, rules and regulations may cause the Partnership to incur increased costs of compliance which may have a material adverse effect on the operations of the Partnership and its ability to make distributions to Unit holders.
10. **No Guarantee of Distributions.** The General Partner may withhold cash for extended periods of time if such cash is necessary to build cash reserves or for the conduct of the Partnership's business. A Unit holder will be required to pay federal income taxes, and, in some cases, state and local income taxes on the Unit holder's share of the Partnership's taxable income, whether or not cash distributions are made by the Partnership. A Unit holder may not receive cash distributions from the Partnership equal to the holder's share of

taxable income or even equal to the tax liability that results from the Unit holder's share of the Partnership's taxable income.

11. **The Partnership May Not be Able to Generate Sufficient Working Capital to Fund its Operations.** There can be no assurance that the Partnership will generate sufficient working capital from operations to operate the business or to fund distributions. Further, there can be no assurance that the Partnership will be able to borrow additional funds on terms favorable to the Partnership, if at all, to meet unanticipated working capital needs or to make distributions to the Unit holders.

## ITEM 6.

### EXHIBITS

- Exhibit 31.1** Principal Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a) of The Securities and Exchange Act of 1934, as amended
- Exhibit 31.2** Principal Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a) of The Securities and Exchange Act of 1934, as amended
- Exhibit 32.1** Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes –Oxley Act of 2002.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Uniprop Manufactured Housing Communities  
Income Fund II, a Michigan Limited Partnership

BY: Genesis Associates Limited Partnership,  
General Partner

BY: Uniprop, Inc.,  
its Managing General Partner

By: /s/ Paul M. Zlotoff  
Paul M. Zlotoff, President

By: /s/ Joel Schwartz  
Joel Schwartz, Principal Financial Officer

Dated: November 13, 2007

Exhibit 31.1

I, Paul M Zlotoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Uniprop Manufactured Housing Income Fund II;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2007

Signature: /s/ Paul M. Zlotoff

Paul M. Zlotoff, Principal Executive Officer  
President & Director of Uniprop, Inc.

## Exhibit 31.2

I, Joel Schwartz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Unipro Manufacturing Housing Income Fund II;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this I report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2007

Signature: /s/ Joel Schwartz

Joel Schwartz, Principal Financial Officer  
Chief Financial Officer of Unipro Inc.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Uniprop Manufactured Housing Communities Income Fund II (the "Company") on Form 10-Q for the period ending September 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Paul M Zlotoff, Principal Executive Officer of the Company, Joel Schwartz, Principal Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934; and
2. The information contained in the Report fairly presents, in all material respect, the financial condition and results of operations of the Company.

/s/ Paul M Zlotoff  
Principal Executive Officer,  
General Partner to Genesis Associates Limited Partnership  
President & Director of GP Genesis Corp.

/s/ Joel Schwartz  
Principal Financial Officer of Uniprop, Inc.

November 13, 2007