

UNITED STATES
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 March 31, 2009
 TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). 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

ASSETS	<u>March 31, 2009</u> (Unaudited)	<u>December 31, 2008</u>
Properties:		
Land	\$8,952,937	\$8,952,937
Buildings And Improvements	41,365,952	41,241,255
Furniture And Fixtures	<u>568,550</u>	<u>560,906</u>
	\$50,887,439	\$50,755,098
Less Accumulated Depreciation	<u>(28,566,577)</u>	<u>(28,197,016)</u>
	\$22,320,862	\$22,558,082
Cash And Cash Equivalents	7,284,178	7,469,961
Unamortized Finance Costs	672,984	679,922
Manufactured Homes and Improvements	791,106	787,563
Other Assets	<u>1,467,130</u>	<u>1,383,357</u>
Total Assets	<u>\$32,536,260</u>	<u>\$32,878,885</u>
LIABILITIES & PARTNERS' EQUITY	<u>March 31, 2009</u> (Unaudited)	<u>December 31, 2008</u>
Accounts Payable	\$329,875	\$91,120
Other Liabilities	511,754	489,596
Notes Payable	<u>23,039,957</u>	<u>23,133,242</u>
Total Liabilities	\$23,881,586	\$23,713,958
Partners' Equity:		
General Partner	415,968	418,428
Unit Holders	<u>8,238,706</u>	<u>8,746,499</u>
Total Partners' Equity	<u>\$8,654,674</u>	<u>\$9,164,927</u>
Total Liabilities And Partners' Equity	<u>\$32,536,260</u>	<u>\$32,878,885</u>

See Notes to Financial Statements

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

STATEMENTS OF OPERATIONS	THREE MONTHS ENDED	
(Unaudited)	<u>March 31, 2009</u>	<u>March 31, 2008</u>
Income:		
Rental Income	\$1,807,066	\$1,811,248
Home Sale Income	159,890	211,394
Other	<u>140,661</u>	<u>251,483</u>
Total Income	<u>\$2,107,617</u>	<u>\$2,274,125</u>
Operating Expenses:		
Administrative Expenses (Including \$96,014 and \$102,568, in Property Management Fees Paid to an Affiliate for the Three Month Period Ended March 31, 2009 and 2008, respectively)	650,593	605,663
Property Taxes	247,222	230,589
Utilities	168,200	155,971
Property Operations	385,190	152,917
Depreciation	369,560	363,923
Interest	389,054	417,514
Home Sale Expense	<u>143,780</u>	<u>264,057</u>
Total Operating Expenses	<u>\$2,353,599</u>	<u>\$2,190,634</u>
(Loss) Income from Continued Operations	<u>(\$245,982)</u>	<u>\$83,491</u>
Income from Discontinued Operations	-	<u>\$2,669</u>
Net (Loss) Income	<u>(\$245,982)</u>	<u>\$86,160</u>
(Loss) Income per Limited Partnership Unit - Continued Operati	(0.07)	0.03
Income per Limited Partnership Unit - Discontinued Operations	-	-
Distribution Per Unit:	0.08	0.08
Weighted Average Number Of Units Of Beneficial Assignment Of Limited Partnership Interest Outstanding During The Period Ending March 31, 2009 and 2008	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, 2008	\$418,428	\$8,746,499	\$9,164,927
Distributions	-	(264,271)	(264,271)
Net (Loss)	(2,460)	(243,522)	(245,982)
Balance as of March 31, 2009	<u>\$415,968</u>	<u>\$8,238,706</u>	<u>\$8,654,674</u>

See Notes to Financial Statements

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

STATEMENTS OF CASH FLOWS

(Unaudited)

	THREE MONTHS ENDED	
	<u>March 31, 2009</u>	<u>March 31, 2008</u>
Cash Flows From Operating Activities:		
Net (Loss) Income	<u>(\$245,982)</u>	<u>\$86,160</u>
Adjustments To Reconcile Net (Loss) Income		
To Net Cash Provided By		
Operating Activities:		
Depreciation	369,560	393,934
Amortization	6,938	5,229
(Increase) Decrease in Manufactured Homes and Home Improve	(3,543)	23,223
Increase In Other Assets	(83,773)	(53,187)
Increase (Decrease) In Accounts Payable	238,755	(5,194)
Increase In Other Liabilities	<u>22,158</u>	<u>23,134</u>
Total Adjustments	<u>\$550,095</u>	<u>\$387,139</u>
Net Cash Provided By		
Operating Activities	<u>\$304,113</u>	<u>\$473,299</u>
Cash Flows Used In Investing Activities:		
Purchase of property and equipment	<u>(\$132,340)</u>	<u>(\$10,276)</u>
Cash Flows From Financing Activities:		
Distributions To Unit Holders	(264,271)	(264,271)
Payment On Mortgage	<u>(93,285)</u>	<u>(153,776)</u>
Net Cash Used In		
Financing Activities	<u>(\$357,556)</u>	<u>(\$418,047)</u>
(Decrease) Increase In Cash and Equivalents	(\$185,783)	\$44,976
Cash and Equivalents, Beginning	<u>7,469,961</u>	<u>8,715,423</u>
Cash and Equivalents, Ending	<u>\$7,284,178</u>	<u>\$8,760,399</u>

See Notes to Financial Statements

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

NOTES TO FINANCIAL STATEMENTS

March 31, 2009 (Unaudited)

1. Basis of Presentation:

The accompanying unaudited 2009 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 notes 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, 2008 has been derived from the audited financial statements at that date. Operating results for the three months ended March 31, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009, 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, 2008.

2. Recent Accounting Pronouncements:

In June 2008, the Financial Accounting Standards Board ("FASB") ratified the consensus reached on Emerging Issues Task Force Issue No. 07-05, "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" ("EITF Issue No. 07-5"). EITF Issue No. 07-05 clarifies the determination of whether an instrument (or an embedded feature) is indexed to an entity's own stock, which would qualify as a scope exception under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". EITF Issue No. 07-05 was effective for financial statements issued for fiscal years or interim periods beginning after December 15, 2008. Early adoption for an existing instrument is not permitted. The adoption of this pronouncement did not have a significant impact on our financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133". The statement amends and expands the disclosure requirements of SFAS No. 133 to provide users of financial statements with an enhanced understanding of an entity's derivative and hedging activities. SFAS No. 161 was effective for financial statements issued for fiscal years or interim periods beginning after November 15, 2008. The adoption of this pronouncement did not have a significant impact on our financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". SFAS No. 157 provides enhanced guidance for using fair value to measure assets and liabilities. It does not require any new fair value measurements, but does require expanded disclosures to provide information about the extent to which fair value is used to measure assets and liabilities, the methods and assumptions used to measure fair value, and the effect of fair value measures on earnings. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years, with early adoption encouraged. In February 2008, the FASB issued FASB Staff Position SFAS No. 157-2, "Effective Date of FASB Statement No. 157"

("FSP"). The FSP delayed, for one year, the effective date of SFAS No. 157 for all nonfinancial assets and liabilities, except those that are recognized or disclosed in the financial statements on at least an annual basis. As such, we partially adopted the provisions of SFAS No. 157 effective January 1, 2008. The partial adoption of this statement did not have a material impact on our financial statements. We adopted the deferred provisions of SFAS No. 157 effective January 1, 2009 and impacts the way in which we calculate fair value for assets and liabilities when conditions exist that require us to calculate the fair value of long-lived assets. The adoption of this pronouncement did not have a significant impact on our financial statements, except for the additional disclosures that are required.

FSP FAS 107-1 and APB 28-1, "Interim Disclosures about Fair Value of Financial Instruments," enhances consistency in financial reporting by increasing the frequency of fair value disclosures. This FSP is effective for interim and annual periods ending after June 15, 2009, but entities may adopt it early for interim and annual periods ending after March 15, 2009. Early adoption of this FSP requires early adoption of FSP FAS 115-2, and FSP FAS 157-4. The Partnership has not early adopted this FSP and does not expect it will have a material impact on its financial statements.

FSP FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly," provides guidelines for making fair value measurements more consistent with the principles presented in FASB Statement No. 157, "Fair Value Measurements." This FSP is effective for interim and annual periods ending after June 15, 2009, but entities may adopt it early for interim and annual periods ending after March 15, 2009. Early adoption of this FSP requires early adoption of FSP FAS 115-2 and FAS 124-2. The Partnership has not early adopted this FSP and does not expect it will have a material impact on its financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosure about Derivative Instruments and Hedging Activities – An Amendment to FASB Statement No. 133*. SFAS No. 161 requires enhanced disclosures about an entity's derivative and hedging activities. SFAS No. 161 will be effective for financial statements issued for fiscal years beginning after November 15, 2008. The adoption of this pronouncement did not have a material impact on its financial statements.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (the GAAP hierarchy). SFAS No. 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AICPA Professional Standards AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The adoption of SFAS No. 162 is not expected to have a material impact on the Partnership's financial statements.

3. Discontinued Operation:

As described in Form 8-K dated July 28, 2008, the Partnership had entered into a Contract for Sale and Purchase of Real and Personal Property with a private buyer for the Country Roads Manufactured Housing Community located in Jacksonville, Florida. On August 7, 2008, the sale closed with a purchase price of \$3,000,000, less closing costs for proceeds in the amount of

\$2,934,000. The Partnership recognized a gain on the sale of approximately \$ 881,000. The Partnership distributed approximately \$562,000 from the sale to its unit holders with the balance of the proceeds being 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 Country Roads community and associated financial results as "discontinued operations" in the accompanying financial statements for all historical periods.

The major classes of revenue and expenses of Discontinued operations for the period ending March 31, 2008, were as follows:

(1) Total Revenue of \$123,925 consisting of Rent Revenue of \$109,520 and Other Revenue of \$14,405; and (2) Total Operating Expenses of \$121,256, consisting of Administrative Expenses of \$46,089, Property Tax Expenses of \$14,856, Utility Expenses of \$13,964, Property Operation Expenses of \$16,336, and Depreciation Expense of \$30,011.

4. Mortgage Payable:

On August 29, 2008, the Partnership refinanced its existing mortgage note payable and executed seven new mortgages payable in the amount of \$23,225,000 secured by the seven properties of the Partnership. To pay off the prior mortgage balance of \$25,277,523 and the costs of refinancing, the Partnership transferred \$2,735,555 from cash reserves. The mortgages are payable in monthly installments of interest and principal through September 2033. Interest on these notes is accrued at a fixed rate of 6.625% for five years, at which time, the rate will reset to the lender's then prevailing market rate. As of March 31, 2009 the balance on these notes was \$23,039,957.

The Partnership incurred \$693,798 in financing costs as a result of the refinancing which is being amortized over the life of the loan. This included a 1% fee payable to an affiliate of the General Partner.

Future maturities on the note payable for the next five years and thereafter are as follows: remainder of 2009 - \$289,283; 2010 - \$408,698; 2011 - \$436,612; 2012 - \$466,432; 2013 - \$498,289; and thereafter - \$20,940,643.

5. Fair Value Measurements:

The Partnership does not have assets or liabilities which are measured at fair value on a recurring basis. Effective January 1, 2009, all other nonfinancial assets and liabilities measured at fair values in financial statements on a nonrecurring basis are subject to SFAS No. 157. Nonfinancial nonrecurring assets and liabilities included on our balance sheets include long lived assets that are measured at fair value to test for and measure an impairment change, when necessary. No such nonfinancial assets or liabilities were subject to SFAS No. 157 for the quarter ended March 31, 2009.

ITEM 2.

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

Critical Accounting Policies

See Part II, Item 7 – Critical Accounting Policies, our consolidated financial statements and related notes in Part IV, Item 15 of our Annual Report on Form 10-K for the year ended December 31, 2008 filed with the SEC on March 30, 2009 for accounting policies and related estimates we believe are the most critical to understanding condensed consolidated financial statements, financial conditions and results of operations and which require complex management judgment and assumptions or involve uncertainties. There have been no material changes to the critical accounting policies and estimates previously disclosed in that report.

Recent Accounting Pronouncements

See Note 2 – Recent Accounting Pronouncements of this Report for recent accounting pronouncements that may have an impact on the Company's consolidated financial statements.

Liquidity and Capital Resources

Partnership 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 Partnership's capital resources consist primarily of its seven manufactured home communities. On August 29, 2008, the Partnership refinanced these properties with Stancorp Mortgage Investors, LLC (the "Refinancing") in the amount of \$23,225,000 secured by the seven properties of the Partnership. To pay off the prior mortgage balance of \$25,277,523 and the costs of refinancing, the Partnership transferred \$2,735,555 from cash reserves. The mortgages are payable in monthly installments of interest and principal through September 2033. Interest on these notes are accrued at a fixed rate of 6.625% for five years, at which time, the rate will reset to the lenders then prevailing market rate. As of March 31, 2009 the balance on these notes was \$23,039,957. The Partnership incurred \$693,798 in financing costs as a result of the refinancing which is being amortized over the life of the loan. This included a 1% fee payable to an affiliate of the General Partner.

As described in Form 8-K dated July 28, 2008, the Partnership had entered into a Contract for Sale and Purchase of Real and Personal Property with a private buyer for the Country Roads Manufactured Housing Community located in Jacksonville, Florida. On August 7, 2008, the buyer closed on a purchase price of \$3,000,000, less closing costs for proceeds in the amount of \$2,934,000. The Partnership recognized a gain on the sale of approximately \$ 881,000. As a result of the sale, the Partnership has classified the Country Roads community and associated financial results as "discontinued operations" in the accompanying financial statements for all historical periods.

As a result of the Refinancing, all of the Partnership's seven properties are mortgaged. At the time of the Refinancing, the aggregate principal amount due under the seven mortgage notes was \$23,225,000 and the aggregate fair market value of the Partnership's mortgaged properties was \$73,550,000. The Partnership expects to meet its short-term liquidity needs generally through its working capital provided by operating activities.

The General Partner has decided to distribute \$264,271, or \$.08 per unit, to the unit holders for the first quarter ended March 31, 2009. The General Partner will continue to monitor cash flow generated by the Partnership's seven 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 March 31, 2009, the Partnership's cash balance amounted to \$7,284,178. The level of cash balance maintained is at the discretion of the General Partner.

Results of Operations

Overall, as illustrated in the following table, the Partnership's seven properties reported combined occupancy of 54% at the end of March 2009 and March 2008. The average monthly homesite rent as of March 31, 2009 was approximately \$469, versus \$461 from March 2008 (average rent not a weighted average).

	Total Capacity	Occupied Sites	Occupancy Rate	Average* Rent
Ardmor Village	339	182	54%	\$480
Camelot Manor	335	125	37%	394
Dutch Hills	278	131	47%	404
El Adobe	367	204	56%	483
Stonegate Manor	308	125	41%	390
Sunshine Village	356	235	66%	586
West Valley	<u>421</u>	<u>328</u>	<u>78%</u>	<u>552</u>
Total on 3/31/09:	2,404	1,330	54%	\$469
Total on 3/31/08:	2,404	1,339	54%	\$461

***Not a weighted average**

	Gross Revenue		Net Operating Income and Net (Loss) income	
	3/31/2009	3/31/2008	3/31/2009	3/31/2008
	three months ended		three months ended	
Ardmor	\$261,246	\$263,728	\$123,502	\$130,270
Camelot Manor	185,908	208,436	38,766	45,554
Dutch Hills	166,615	215,849	72,734	50,661
El Adobe	312,992	308,174	165,182	172,387
Stonegate	157,997	243,269	52,893	139,205
Sunshine	395,750	346,592	169,910	178,999
West Valley	<u>613,448</u>	<u>633,689</u>	<u>365,902</u>	<u>324,618</u>
	2,093,956	2,219,737	988,889	1,041,694
Partnership Management	13,661	54,388	(206,961)	(144,318)
Other Expense	-----	-----	(269,296)	(32,448)

Interest Expense	-----	-----	(389,054)	(417,514)
Depreciation	-----	-----	<u>(369,560)</u>	<u>(363,923)</u>
Continuing Operations	\$2,107,617	\$2,274,125	(\$245,982)	\$83,491
Discontinued Operations	-----	<u>123,925</u>	-----	<u>2,669</u>
	\$2,107,617	\$2,398,050	(\$245,982)	\$ 86,160

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 Quarter Ended March 31, 2009 to Quarter Ended March 31, 2008

Gross revenues from continuing operations decreased \$166,508 to \$2,107,617 in 2009, from \$2,274,125 in 2008. This was mainly due to decreased home sale activity and other income, such as interest and miscellaneous income.

As described in the Statements of Operations, total operating expenses increased \$162,965, to \$2,353,599 in 2009, as compared to \$2,190,634 in 2008. This was mainly a result of increased property operations expenditures relating to the relocation of residents from a neighboring, closed manufactured home community into the Sunshine Village property, in Davie, Florida.

As a result of the aforementioned factors, the Partnership experienced a Net Loss from continuing operations of \$245,982 for the first quarter of 2009 compared to Net Income of \$83,491 for the first quarter of 2008.

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 March 31, 2009 the Partnership had notes payable outstanding in the amount of \$23,039,957. Interest on these notes is at a fixed annual rate of 6.625% through September 2013, at which time, the rate will reset to the lender’s then prevailing market rate.

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.

The manufactured housing industry is now in the eighth consecutive year of declining unit sales due, in part, to lack of financing for the purchase of manufactured homes intended to be sited in land-lease communities.

As a result of the geographic concentration of our properties in Michigan, Florida and Nevada, we are exposed to the risks of downturns in the local economy or other local real estate market conditions due to plants closing and industry slowdowns which could adversely affect occupancy rates, rental rates and property values in these markets. Our income would also be adversely affected if residents were unable to pay rent or if sites were unable to be rented on favorable terms.

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: May 13, 2009

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: May 13, 2009

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 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 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: May 13, 2009

Signature: /s/ Joel Schwartz

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

Exhibit 32.1

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 March 31, 2009 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.

May 13, 2009