

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 June 30, 2006 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

ASSETS	<u>June 30, 2006</u> (Unaudited)	<u>December 31, 2005</u>
Properties:		
Land	\$11,666,645	\$11,666,645
Buildings and Improvements	52,752,793	52,591,224
Furniture and Fixtures	<u>708,625</u>	<u>668,106</u>
	65,128,063	64,925,975
Less Accumulated Depreciation	<u>(31,991,198)</u>	<u>(31,040,281)</u>
	33,136,865	33,885,694
Cash And Cash Equivalents	111,027	266,128
Unamortized Finance Costs	463,614	474,072
Manufactured Homes and Improvements	1,459,050	1,121,118
Other Assets	<u>2,191,396</u>	<u>2,041,476</u>
Total Assets	<u>\$37,361,952</u>	<u>\$37,788,488</u>

LIABILITIES & PARTNERS' EQUITY	<u>June 30, 2006</u> (Unaudited)	<u>December 31, 2005</u>
Accounts Payable	\$179,371	\$175,004
Other Liabilities	802,087	559,174
Notes Payable	<u>26,551,293</u>	<u>26,824,354</u>
Total Liabilities	27,532,751	27,558,532
Partners' Equity:		
General Partner	363,302	360,697
Unit Holders	<u>9,465,899</u>	<u>9,869,259</u>
Total Partners' Equity	<u>9,829,201</u>	<u>10,229,956</u>
Total Liabilities And Partners' Equity	<u>\$37,361,952</u>	<u>\$37,788,488</u>

See Notes to Financial Statements

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

STATEMENTS OF OPERATIONS	SIX MONTHS ENDED		THREE MONTHS ENDED	
unaudited	<u>June 30, 2006</u>	<u>June 30, 2005</u>	<u>June 30, 2006</u>	<u>June 30, 2005</u>
Revenue:				
Rental Revenue	\$4,876,374	\$5,090,414	2,413,384	2,522,677
Other Revenue	542,605	386,764	191,975	200,627
Home Sale Revenue	<u>594,802</u>	<u>754,906</u>	<u>463,506</u>	<u>476,740</u>
Total Income	<u>\$6,013,781</u>	<u>\$6,232,084</u>	<u>3,068,865</u>	<u>3,200,044</u>
Operating Expenses:				
Administrative Expenses				
(Including \$268,787, \$271,706, \$132,090 and \$135,005, in Property Management				
Fees Paid to an Affiliate for the Six and Three Month Period Ended				
June 30, 2006 and 2005, respectively)	1,604,272	1,588,073	764,439	754,938
Property Taxes	576,552	549,954	288,171	274,884
Utilities	387,216	339,417	184,393	170,689
Property Operations	705,395	734,259	368,618	356,780
Depreciation	950,916	935,265	477,830	472,837
Interest	866,466	883,305	435,223	438,543
Home Sale Expense	<u>662,442</u>	<u>748,760</u>	<u>514,418</u>	<u>458,262</u>
Total Operating Expenses	<u>\$5,753,259</u>	<u>\$5,779,033</u>	<u>\$3,033,092</u>	<u>\$2,926,933</u>
Net Income	<u>\$260,522</u>	<u>\$453,051</u>	<u>\$35,773</u>	<u>\$273,111</u>
Income Per Unit:	0.08	0.13	0.01	0.08
Distribution Per Unit:	0.20	0.46	0.08	0.23
Weighted Average Number Of Units Of Beneficial Assignment Of Limited Partnership Interest Outstanding	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 as of January 1, 2006	\$360,697	\$9,869,259	\$10,229,956
Distributions	0	(661,277)	(\$661,277)
Net Income	<u>2,605</u>	<u>257,917</u>	<u>\$260,522</u>
Balance as of June 30, 2006	<u>\$363,302</u>	<u>\$9,465,899</u>	<u>\$9,829,201</u>

See Notes to Financial Statements

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

STATEMENTS OF CASH FLOWS
unaudited

	SIX MONTHS ENDED	
	<u>June 30,2006</u>	<u>June 30,2005</u>
Cash Flows From Operating Activities:		
Net Income	<u>\$260,522</u>	<u>\$453,051</u>
Adjustments To Reconcile Net Income To Net Cash Provided By Operating Activities:		
Depreciation	950,916	935,265
Amortization	10,458	10,458
Increase in Manufactured Homes and Improvements	(337,932)	(643,555)
(Increase) Decrease In Other Assets	(149,920)	80,372
Increase (Decrease) In Accounts Payables	4,368	(259,202)
Increase In Other Liabilities	<u>242,913</u>	<u>219,391</u>
Total Adjustments	<u>720,803</u>	<u>342,729</u>
Net Cash Provided By Operating Activities	<u>981,325</u>	<u>795,780</u>
Cash Flows Used In Investing Activities:		
Capital Expenditures	<u>(202,088)</u>	<u>(237,695)</u>
Cash Flows From Financing Activities:		
Distributions To Partners	(661,277)	(1,519,558)
Principal Payments On Mortgage	<u>(273,061)</u>	<u>(256,222)</u>
Net Cash Used In Financing Activities	<u>(934,338)</u>	<u>(1,775,780)</u>
Decrease In Cash and Equivalents	(155,101)	(1,217,695)
Cash and Cash Equivalents, Beginning	<u>266,128</u>	<u>2,017,513</u>
Cash and Cash Equivalents, Ending	<u>\$111,027</u>	<u>\$799,818</u>

See Notes to Financial Statements

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

NOTES TO FINANCIAL STATEMENTS

June 30, 2006 (Unaudited)

1. Basis of Presentation:

The accompanying unaudited 2006 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, 2005 has been derived from the audited financial statements at that date. Operating results for the six months ended June 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006, 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, 2005.

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 2.

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

Capital Resources

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

Liquidity

As a result of the Refinancing, seven of the Partnership's nine 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 long term 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 \$264,871, or \$.08 per unit, to the unit holders for the quarter ended June 30, 2006. The General Partner will continue to monitor cash flow generated by the Partnership's nine 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 June 30, 2006, the Partnership's cash balance amounted to \$111,027. 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 is no outstanding balance as of June 30, 2006.

Results of Operations

Overall, as illustrated in the following table, the Partnership's nine properties reported combined occupancy of 60% at the end of June 2006, versus 64% for June 2005. The average monthly homesite rent as of June 30, 2006 was approximately \$418, versus \$408 from June 2005.

	Total Capacity	Occupied Sites	Occupancy Rate	Average* Rent
Ardmor Village	339	216	64%	\$438
Camelot Manor	335	160	48%	378
Country Roads	312	157	51%	295
Dutch Hills	278	169	61%	386
El Adobe	367	224	61%	459
Paradise Village	614	277	45%	361
Stonegate Manor	308	160	52%	372
Sunshine Village	356	315	89%	550
West Valley	<u>421</u>	<u>315</u>	<u>75%</u>	<u>525</u>
Total on 6/30/06:	3,330	1,993	60%	\$418
Total on 6/30/05:	3,330	2,134	64%	\$408

*Not a weighted average

	GROSS REVENUE Three months ended		NET INCOME Three months ended		GROSS REVENUE Six months ended		NET INCOME Six months ended	
	06/30/06	06/30/05	06/30/06	06/30/05	06/30/06	06/30/05	06/30/06	06/30/05
Ardmor Village	\$282,312	\$421,073	\$150,125	\$169,841	\$576,310	\$807,076	\$308,924	\$331,625
Camelot Manor	209,546	220,707	75,382	85,822	401,495	468,909	142,186	186,867
Country Roads	238,412	155,175	55,820	48,850	402,490	362,067	92,158	122,362
Dutch Hills	242,010	232,731	37,252	111,354	446,805	477,621	112,169	235,980
El Adobe	300,070	335,271	158,533	162,748	630,228	702,030	321,960	326,035
Paradise Village	344,262	343,525	111,196	138,562	658,385	660,621	207,069	233,214
Stonegate Manor	218,443	221,361	61,617	89,126	449,709	478,695	135,322	181,326
Sunshine Village	585,023	596,705	260,290	303,363	1,265,465	1,038,471	715,198	548,401
West Valley	648,529	600,245	247,270	303,213	1,182,028	1,230,106	534,411	593,792
	3,068,607	3,197,441	1,157,485	1,412,879	6,012,915	6,225,596	2,569,397	2,759,602
Partnership Management	258	2,603	(72,282)	(97,335)	866	6,488	(233,480)	(214,806)
Other Expenses			(136,377)	(131,053)			(258,013)	(273,175)
Interest Expense			(435,223)	(438,543)			(866,466)	(872,847)
Depreciation			(477,830)	(472,837)			(950,916)	(945,723)
TOTAL:	\$3,068,865	\$3,200,044	\$35,773	\$273,111	\$6,013,781	\$6,232,084	\$260,522	\$453,051

Comparison of Three Months Ended June 30, 2006 to Three Months Ended June 30, 2005

Gross revenues decreased \$131,179 to \$3,068,865 in 2006, as compared to \$3,200,044 in 2005. 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 increased \$106,159, to \$3,033,092 in 2006, as compared to \$2,926,933 in 2005. The increase is due to higher home sale, administrative and property operations expenses.

As a result of the aforementioned factors, Net Income decreased to \$35,773 for the second quarter of 2006 compared to \$273,111 for the second quarter of 2005.

Comparison of Six Months Ended June 30, 2006 to Six Months Ended June 30, 2005

Gross revenues decreased \$218,303 to \$6,013,781 in 2006, as compared to \$6,232,084 in 2005. 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 \$25,774, to \$5,753,259 in 2006, as compared to \$5,779,033 in 2005. The decrease is primarily due to lower home sale expense.

As a result of the aforementioned factors, Net Income decreased to \$260,522 for the second quarter of 2006 compared to \$453,051 for the second quarter of 2005.

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 June 30, 2006 the Partnership had a note payable outstanding in the amount of \$26,551,293. Interest on this note is at a fixed annual rate of 6.37% through March 2009.

Line of Credit: At June 30, 2006, 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 June 30, 2006.

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 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: August 11, 2006

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Paul M. Zlotoff, 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 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: August 11, 2006

Signature: /s/ Paul M. Zlotoff

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

I

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

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: August 11, 2006

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 June 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), 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.

August 11, 2006