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

FORM 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarter Ended March 31, 2013
[ ] 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	**38-2702802**
(State or other jurisdiction of incorporation or organization)	(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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [ ]

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 [X]

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 [X]

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

INDEX

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

BALANCE SHEETS

ASSETS	March 31,2013 (Unaudited)	December 31, 2012
Properties:		
Land	$8,952,937	$8,952,937
Buildings And Improvements	42,324,942	42,321,607
Furniture And Fixtures	655,624	651,604
	51,933,503	51,926,148
Less Accumulated Depreciation	(34,695,803)	(34,266,824)
	17,237,700	17,659,324
Cash And Cash Equivalents	4,696,797	5,117,789
Unamortized Finance Costs	561,976	568,914
Manufactured Homes and Improvements	3,349,968	3,208,757
Other Assets	1,051,598	1,079,723
Deferred Home Relocation Costs	429,377	0
Total Assets	$27,327,416	$27,634,507

LIABILITIES & PARTNERS' EQUITY	March 31,2013 (Unaudited)	December 31, 2012
Accounts Payable	$124,873	$27,904
Other Liabilities	598,556	568,830
Notes Payable	21,317,430	21,438,933
Total Liabilities	$22,040,859	$22,035,667
Partners' Equity:		
General Partner	424,570	425,050
Unit Holders	4,861,987	5,173,790
Total Partners' Equity	5,286,557	5,598,840
Total Liabilities And Partners' Equity	$27,327,416	$27,634,507

See Notes to Financial Statements

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

STATEMENTS OF OPERATIONS (Unaudited)	THREE MONTHS ENDED March 31, 2013	March 31, 2012
Income:		
Rental Income	$1,735,269	$1,833,756
Home Sale Income	40,404	20,100
Other	215,999	201,248
Total Income	1,991,672	2,055,104
Operating Expenses:		
Administrative Expenses (Including $98,541 and $100,303, in Property Management Fees Paid to an Affiliate for the Three Month Period Ended March 31, 2013 and 2012, respectively)	642,580	668,745
Property Taxes	206,898	226,269
Utilities	154,170	150,824
Property Operations	198,016	155,081
Depreciation	428,979	394,328
Interest	360,681	368,492
Home Sale Expense	48,360	26,576
Total Operating Expenses	2,039,684	1,990,315
Net Income	($48,012)	$64,789
Income per Limited Partnership Unit	($0.01)	$0.02
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, 2013 and 2012	3,303,387	3,303,387

STATEMENT OF PARTNERS' EQUITY (Unaudited)

	General Partner	Unit Holders	Total
Balance, December 31, 2012	$425,050	$5,173,790	$5,598,840
Distributions	-	(264,271)	(264,271)
Net Income	(480)	(47,532)	(48,012)
Balance as of March 31, 2013	$424,570	$4,861,987	$5,286,557

See Notes to Financial Statements

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

STATEMENTS OF CASH FLOWS
(Unaudited)

	THREE MONTHS ENDED	
	March 31,2013	March 31,2012
Cash Flows From Operating Activities:		
Net (Loss) Income	($48,012)	$64,789
Adjustments To Reconcile Net Income To Net Cash Provided By Operating Activities:		
Depreciation	428,979	394,328
Amortization of Financing Costs	6,938	6,938
Amortization of Home Relocation Costs	34,241	0
Payment of Home Relocation Costs	(463,618)	0
Increase in Manufactured Homes and Home Improvements	(141,211)	(300,417)
Decrease (Increase) In Other Assets	28,125	(21,513)
Increase (Decrease) In Accounts Payable	96,969	(90,868)
Increase In Other Liabilities	29,726	74,463
Total Adjustments	20,149	62,931
Net Cash (Used In) Provided By Operating Activities	(27,863)	127,720
Cash Flows Used In Investing Activities:		
Purchase of property and equipment	(7,355)	(15,000)
Net Cash Used In By Investing Activities	(7,355)	(15,000)
Cash Flows Used In Financing Activities:		
Distributions To Unit Holders	(264,271)	(264,271)
Payments On Mortgage	(121,503)	(113,735)
Net Cash Used In Financing Activities	(385,774)	(378,006)
(Decrease) Increase In Cash	(420,992)	(265,286)
Cash, Beginning	5,117,789	6,239,427
Cash, Ending	$4,696,797	$5,974,141

See Notes to Financial Statements

NOTES TO FINANCIAL STATEMENTS

March 31, 2013 (Unaudited)

1. Basis of Presentation and Accounting Policies:

The accompanying unaudited 2013 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, 2012 has been derived from the audited financial statements at that date. Operating results for the three months ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013, 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, 2012.

As described in the Form 10K for year ended December 31, 2012, management initiated the Sunshine Village Paid Home Relocation Program (the "Program"). The Program was offered exclusively to residents of Seminole Estates, a 704 site, age 55 and over manufactured home community in Hollywood, Florida that announced its closure. As of March 31, 2013, 25 residents have successfully relocated. The Partnership has incurred expenditures of $498,467, of which $463,618 has been capitalized and is being amortized over the life of the resident's three year rental period. Management estimates an additional $600,000 of relocation costs will be incurred to complete the Program.

We have evaluated subsequent events through the date of this filing. We do not believe there are any material subsequent events which would require further disclosure.

2. 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. Management believes that the prevailing market rate will be lower than the current fixed rate of 6.625% at the time of rate reset. However, changes in market conditions and other factors could cause the lender's prevailing market interest rate to change. Management is unable to predict at this time what the lender's prevailing market rate will be at time of rate reset. As of March 31, 2013, the balance on these notes was $21,317,430.

The Partnership incurred $693,798 in financing costs as a result of the refinancing which is being amortized over the life of the mortgage of 25 years. This included a 1% fee payable to an affiliate of the General Partner.

Future maturities on the note payable for the next five calendar years and thereafter are as follows: remainder of 2013 - $376,786; 2014 - $532,321; 2015 - $568,678; 2016 - $607,519; 2017 - $649,012 and thereafter - $18,583,024.

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, 2012 filed with the SEC on March 21, 2013 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.

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. Management believes that the prevailing market rate will be lower than the current fixed rate of 6.625% at the time of rate reset. However, changes in market conditions and other factors could cause the lender’s prevailing market interest rate to change. Management is unable to predict at this time what the lender’s prevailing market rate will be at time of rate reset. As of March 31, 2013 the balance on these notes was $21,317,430.

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.

The General Partner has decided to distribute $264,271, or $.08 per unit, to the unit holders for the first quarter ended March 31, 2013. 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, 2013, The Partnership has incurred expenditures of $498,467, to fund the relocation program at Sunshine Village. Management approximates an additional $600,000 of relocation costs will be incurred to complete the program.

As of March 31, 2013, the Partnership's cash balance amounted to $4,696,797. 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 47% at the end of March 2013, versus 48% at the end of March 2012. The average monthly homesite rent as of March 31, 2013 was approximately $514 versus $505 from March 2012 (average rent not a weighted average).

	Total Capacity	**Occupied Sites**	**Occupancy Rate**	**Average* Rent**
Ardmor Village	339	149	44%	$539
Camelot Manor	335	106	32%	417
Dutch Hills	278	107	38%	428
El Adobe	367	167	46%	548
Stonegate Manor	308	106	34%	418
Sunshine Village	356	240	67%	627
West Valley	421	299	71%	618
Total on 3/31/13:	**2,404**	**1,174**	**47%**	**$514**
Total on 3/31/12:	**2,404**	**1,186**	**48%**	**$505**

***Not a weighted average**

	Gross Revenue		**Net Operating Income and Net Income**	
	3/31/2013	3/31/2012	3/31/2013	3/31/2012
	three months ended		three months ended	
Ardmor	$229,117	$254,814	$96,620	$114,024
Camelot Manor	176,958	137,564	42,176	34,148

Dutch Hills	170,986	150,006	54,120	43,291
El Adobe	255,390	300,073	117,527	160,596
Stonegate	164,678	174,779	69,593	37,077
Sunshine	420,043	437,967	188,814	226,032
West Valley	571,526	579,499	406,331	410,066
	1,988,698	2,034,702	975,181	1,025,234
Partnership Management	2,974	20,402	(160,530)	(164,364)
Other Expense	-----	-------	(73,003)	(33,261)
Interest Expense	-----	-------	(360,681)	(368,492)
Depreciation	-----	-------	(428,979)	(394,328)
	$1,991,672	$2,055,104	($48,012)	$64,789

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, 2013 to Quarter Ended March 31, 2012

Net revenues decreased $63,432 to $1,991,672 in 2013, from $2,055,104 in 2012. This was due to decreased rental income as a result of both lower occupancy rates and the amortization of home relocation expenses related to the Sunshine Village relocation program. The decrease was offset by an increase in other income, specifically lease home income and home sale income.

As described in the Statements of Operations, total operating expenses increased $49,369, to $2,039,684 in 2013, as compared to $1,990,315 in 2012. This was a result of an increase in property operations expenses, mainly due to the expenses related to the Sunshine Village relocation program in 2013.

As a result of the aforementioned factors, the Partnership experienced a Net Loss of $48,012 for the first quarter of 2013 compared to Net Income of $64,789 for the first quarter of 2012.

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, 2013 the Partnership had notes payable outstanding in the amount of $21,317,430. 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. Management believes that the prevailing market rate will be lower than the current fixed rate of 6.625% at the time of rate reset. However, changes in market conditions and other factors could cause the lender's prevailing market interest rate to change. Management is unable to predict at this time what the lender's prevailing market rate will be at time of rate reset.

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

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item IA. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may adversely affect our business, financial condition and/or operating results.

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/ Roger I. Zlotoff
Roger I. Zlotoff, President

By: /s/ Susann Kehrig
Susann Kehrig, Principal Financial Officer

Dated: May 15, 2013

Exhibit 31.1

I, Roger I 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 15, 2013 Signature: /s/ Roger I. Zlotoff

Roger I. Zlotoff, Principal Executive Officer
President & Chief Executive Officer of Uniprop, Inc.

I

Exhibit 31.2

I, Susann Kehrig, 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 15, 2013 Signature: /s/ Susann Kehrig

Susann Kehrig, Principal Financial Officer
Vice President Finance 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, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Roger I Zlotoff, Principal Executive Officer of the Company, Susann Szepytowski, 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/ Roger I Zlotoff
Principal Executive Officer,
President & Chief Executive Officer of Uniprop Inc.

/s/ Susann Kehrig
Principal Financial Officer,
Vice President Finance of Uniprop, Inc.

May 15, 2013