

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, 2014**  
 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 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

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

**INDEX**

	<u>Page</u>
PART I	FINANCIAL INFORMATION
ITEM 1.	FINANCIAL STATEMENTS
	Balance Sheets March 31, 2014 (Unaudited) and December 31, 2013
	3
	Statements of Operations Three months ended March 31, 2014 and 2013 (Unaudited)
	4
	Statement of Partners' Equity Three months ended March 31, 2014 (Unaudited)
	Statements of Cash Flows Three months ended March 31, 2014 and 2013 (Unaudited)
	5
	Notes to Financial Statements March 31, 2014 (Unaudited)
	6
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
	7
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
	10
ITEM 4.	CONTROLS AND PROCEDURES
	10
PART II	OTHER INFORMATION
ITEM 1.	LEGAL PROCEEDINGS
	11
ITEM 1A.	RISK FACTORS
	11
ITEM 6.	EXHIBITS
	12

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

**BALANCE SHEETS**

<b>ASSETS</b>	<b><u>March 31, 2014</u> (Unaudited)</b>	<b><u>December 31, 2013</u></b>
Properties:		
Buildings And Improvements	\$42,434,357	\$42,431,157
Land	8,952,937	8,952,937
Furniture And Equipment	<u>684,177</u>	<u>678,866</u>
	52,071,471	52,062,960
Less Accumulated Depreciation	<u>(36,159,640)</u>	<u>(35,774,653)</u>
Net Property and Equipment	15,911,831	16,288,307
Cash And Cash Equivalents	8,425,124	8,584,140
Manufactured Homes and Improvements	4,125,108	4,075,639
Unamortized Finance Costs	991,649	1,013,113
Deferred Home Relocation Costs	537,703	605,239
Other Assets	<u>1,157,646</u>	<u>841,522</u>
Total Assets	<u>\$31,149,061</u>	<u>\$31,407,960</u>

<b>LIABILITIES &amp; PARTNERS' EQUITY</b>	<b><u>March 31, 2014</u> (Unaudited)</b>	<b><u>December 31, 2013</u></b>
Accounts Payable	\$89,547	\$52,932
Other Liabilities	644,571	522,009
Notes Payable	<u>28,505,621</u>	<u>28,674,370</u>
Total Liabilities	\$29,239,739	\$29,249,311
Partners' Equity:		
General Partner	419,207	419,057
Unit Holders	<u>1,490,115</u>	<u>1,739,592</u>
Total Partners' Equity	<u>1,909,322</u>	<u>2,158,649</u>
Total Liabilities And Partners' Equity	<u>\$31,149,061</u>	<u>\$31,407,960</u>

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, 2014      March 31, 2013**

Income:		
Rental Income	\$1,793,963	\$1,735,269
Home Sale Income	139,455	40,404
Other	<u>229,546</u>	<u>215,999</u>
Total Income	<u>2,162,964</u>	<u>1,991,672</u>
Operating Expenses:		
Administrative Expenses (Including \$103,990 and \$98,541, in Property Management Fees Paid to an Affiliate for the Three Month Period Ended March 31, 2014 and 2013, respectively)	684,986	642,580
Property Taxes	190,347	206,898
Utilities	153,868	154,170
Property Operations	210,972	198,016
Depreciation	414,987	428,979
Interest	383,090	360,681
Home Sale Expense	<u>109,770</u>	<u>48,360</u>
Total Operating Expenses	<u>2,148,020</u>	<u>2,039,684</u>
Net Income (Loss)	<u>\$14,944</u>	<u>(\$48,012)</u>
Net Income (Loss) per Limited Partnership Unit	<u>\$0.00</u>	<u>(\$0.01)</u>
Distribution Per Unit:	<u>\$0.08</u>	<u>\$0.08</u>
Weighted Average Number Of Units Of Beneficial Assignment Of Limited Partnership Interest Outstanding During The Period Ending March 31, 2014 and 2013	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, 2013	\$419,057	\$1,739,592	\$2,158,649
Distributions	-	(264,271)	(264,271)
Net Income	150	14,794	14,944
Balance as of March 31, 2014	<u>\$419,207</u>	<u>\$1,490,115</u>	<u>\$1,909,322</u>

See Notes to Financial Statements

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

**STATEMENTS OF CASH FLOWS**

(Unaudited)

	<b>THREE MONTHS ENDED</b>	
	<b><u>March 31,2014</u></b>	<b><u>March 31,2013</u></b>
Cash Flows From Operating Activities:		
Net Income (Loss)	<u>\$14,944</u>	<u>(\$48,012)</u>
Adjustments To Reconcile Net Income (Loss) To Net Cash Provided By Operating Activities:		
Depreciation	414,987	428,979
Amortization of Financing Costs	21,464	6,938
Amortization of Home Relocation Costs	69,036	34,241
Payment of Home Relocation Costs	(1,500)	(463,618)
Increase in Manufactured Homes and Home Improvements	(79,469)	(141,211)
(Increase) Decrease In Other Assets	(316,124)	28,125
Increase In Accounts Payable	36,616	96,969
Increase In Other Liabilities	<u>122,562</u>	<u>29,726</u>
Total Adjustments	<u>267,572</u>	<u>20,149</u>
Net Cash Provided By (Used In) Operating Activities	<u>282,516</u>	<u>(27,863)</u>
Cash Flows Used In Investing Activities:		
Purchase of property and equipment	<u>(8,512)</u>	<u>(7,355)</u>
Net Cash Used In Investing Activities	<u>(8,512)</u>	<u>(7,355)</u>
Cash Flows Used In Financing Activities:		
Distributions To Unit Holders	(264,271)	(264,271)
Payments On Notes Payable	<u>(168,749)</u>	<u>(121,503)</u>
Net Cash Used In Financing Activities	<u>(433,020)</u>	<u>(385,774)</u>
Decrease In Cash	(159,016)	(420,992)
Cash, Beginning	<u>8,584,140</u>	<u>5,117,789</u>
Cash, Ending	<u>\$8,425,124</u>	<u>\$4,696,797</u>

See Notes to Financial Statements

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

**NOTES TO FINANCIAL STATEMENTS**

March 31, 2014 (Unaudited)

**1. Basis of Presentation and Accounting Policies:**

The accompanying unaudited 2014 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, 2013 has been derived from the audited financial statements at that date. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014, 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, 2013.

During the fourth quarter of 2012, Management initiated the Sunshine Village Paid Home Relocation Program ("Program"). The Program was offered exclusively to residents of Seminole Estates, a 704 site, 55 and over manufactured home community in Hollywood, Florida that announced its closure. The Program expired in the first quarter of 2013. As of March 31, 2014, all 41 residents have successfully relocated. The Partnership has incurred expenditures of \$903,232, of which \$816,203 has been capitalized and is being amortized as a reduction of rental revenue over the life of the residents' three year rental period. The Program is completed and Management estimates no additional relocation costs will be incurred. At March 31, 2014, \$537,703 remains unamortized.

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:**

During 2008, the Partnership refinanced its existing mortgage note payable and executed seven new mortgages payable with StanCorp Mortgage Investors LLC ("StanCorp") in the amount of \$23,225,000 secured by the seven remaining 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. These mortgages were payable in monthly installments of interest and principal through September 2033. The Partnership incurred \$693,798 in financing costs as a result of the 2008 refinancing which was being amortized over the original term of the loans. These costs included a 1% fee payable to an affiliate of the General Partner. Unamortized finance costs of \$179,395 related to the refinanced mortgage notes payable were written off in 2013 as a result of the refinancing discussed below.

On July 18, 2013, the Partnership refinanced two of the existing mortgage notes payable and executed two new mortgage notes payable in the amount of \$19,320,000 secured by Sunshine

Village, located in Davie, Florida and West Valley, located in Las Vegas, Nevada with a new lender, namely Cantor Commercial Real Estate. The mortgages are payable in monthly installments of interest and principal through August, 2023. These refinanced notes bear interest at a fixed rate of 5.09% with principal payments based on a twenty-five year amortization period. As of March 31, 2014 the balance on these notes was \$19,098,873.

The Partnership incurred \$676,321 in financing costs as a result of the 2013 refinancing which is being amortized over the life of the loans. This included a 1% fee payable to Uniprop AM LLC, an affiliate of the General Partner. Unamortized finance costs of \$179,395 related to the refinanced mortgage notes payable were written off in 2013 as a result of the refinancing and reflected in amortization expense. Additionally, the Partnership incurred a fee with StanCorp totaling \$72,020 related to the refinancing, which was reflected as part of interest expense on the statement operations for the year ending December 31, 2013.

Effective September 1, 2013, the available interest rate re-set option was accepted on the five remaining mortgage notes with StanCorp. The new rate on these five notes is 5.00% and the amortization period is twenty years. Another rate re-set option is available in five years. As of March 31, 2014 the balance on these five notes was \$9,406,748.

Future maturities on the notes payable for the next five years and thereafter are as follows: 2014 - \$505,661; 2015 - \$709,585; 2016 - \$744,498; 2017 - \$785,396; 2018 - \$826,361 and thereafter - \$24,934,120.

## **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, 2013 filed with the SEC on March 14, 2014 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

Uniprop Manufactured Housing Communities Income Fund II, a Michigan Limited Partnership's (the "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 expects to meet its short-term liquidity needs generally through its working capital and cash provided by operating activities.

The Partnership's capital resources consist primarily of its seven manufactured home communities. As described in Note 2, the Partnership refinanced its existing mortgage note payable and executed seven new mortgage notes payable with StanCorp Mortgage Investors, LLC (the "StanCorp Financing") in the aggregate amount of \$23,225,000 secured by the seven properties of the Partnership in August, 2008. 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 were payable in monthly installments of interest and principal through September 2033. The Partnership incurred \$693,798 in financing costs as a result of the 2008 refinancing which were being amortized over the term of the loans. These costs included a 1% fee payable to an affiliate of the General Partner. Unamortized finance costs of \$179,375 were written off during 2013 as a result of the refinancing discussed below.

On July 18, 2013, the Partnership refinanced two of the existing mortgage notes payable and executed two new mortgages payable in the amount of \$19,320,000 secured by Sunshine Village, located in Davie, FL and West Valley, located in Las Vegas, NV with a new lender, namely Cantor Commercial Real Estate. The mortgage notes are payable in monthly installments of interest and principal through August, 2023. The refinanced notes bear interest at a fixed rate of 5.09% with principal payments based on a twenty-five year amortization period. As of March 31, 2014 the balance on these notes was \$19,098,873.

The Partnership incurred \$676,321 in financing costs as a result of the 2013 refinancing which is being amortized over the term of the loans. These costs included a 1% fee payable to an affiliate of the General Partner.

Net closing proceeds after deducting the payoff of the prior mortgages of \$11,383,289 and the payment of closing costs and fees to third parties of \$665,193 were \$7,271,518. The net loan proceeds have been added to cash reserves of the Partnership.

Effective September 1, 2013, the interest rate re-set option was accepted on the five remaining notes with StanCorp. The new rate on these five notes is 5.00% and the amortization period is twenty years. Another rate re-set option is available in five years. As of March 31, 2014 the balance on these notes was \$9,406,748.

The General Partner has decided to distribute \$264,271, or \$.08 per unit, to the unit holders for the first quarter ended March 31, 2014. 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, 2014, the Partnership's cash balance amounted to \$8,425,124. 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 48% at the end of March 2014, versus 47% at the end of March 2013. The average

monthly homesite rent as of March 31, 2014 was approximately \$523 versus \$514 from March 2013 (average rent not a weighted average).

	<b>Total Capacity</b>	<b>Occupied Sites</b>	<b>Occupancy Rate</b>	<b>Average* Rent</b>
Ardmor Village	339	147	43%	\$554
Camelot Manor	335	111	33%	424
Dutch Hills	278	105	38%	428
El Adobe	367	168	46%	561
Stonegate Manor	308	98	32%	418
Sunshine Village	356	255	72%	643
West Valley	<u>421</u>	<u>298</u>	<u>71%</u>	<u>636</u>

<b>Total on 3/31/14:</b>	<b>2,404</b>	<b>1,182</b>	<b>48%</b>	<b>\$523</b>
<b>Total on 3/31/13:</b>	<b>2,404</b>	<b>1,174</b>	<b>47%</b>	<b>\$514</b>

**\*Not a weighted average**

	<b>Gross Revenue</b>		<b>Net Operating Income and Net Income (Loss)</b>	
	3/31/2014	3/31/2013	3/31/2014	3/31/2013
	three months ended		three months ended	
Ardmor	\$249,559	\$229,117	\$110,332	\$96,620
Camelot Manor	223,956	176,958	89,641	42,176
Dutch Hills	163,480	170,986	57,766	54,120
El Adobe	244,847	255,390	85,197	117,527
Stonegate	171,463	164,678	44,121	69,593
Sunshine	509,070	420,043	217,576	188,814
West Valley	<u>596,061</u>	<u>571,526</u>	<u>426,649</u>	<u>406,331</u>
	2,158,436	1,988,698	1,031,282	975,181
Partnership Management	4,528	2,974	(149,496)	(160,530)
Other Expense	-----	-----	(68,765)	(73,003)
Interest Expense	-----	-----	(383,090)	(360,681)
Depreciation	-----	-----	<u>(414,987)</u>	<u>(428,979)</u>
	\$2,162,964	\$1,991,672	\$14,944	(\$48,012)

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, 2014 to Quarter Ended March 31, 2013**

Net revenues increased \$171,292 to \$2,162,964 in 2014, from \$1,991,672 in 2013. This was due to increased rental income as a result of the increased occupancy at Sunshine Village related to the success of the relocation program. There were also increases in home sale income and other income, specifically lease home income.

As described in the Statements of Operations, total operating expenses increased \$108,336, to \$2,148,020 in 2014, as compared to \$2,039,684 in 2013. This was the result of increases in administrative and home sale expenses.

As a result of the aforementioned factors, the Partnership experienced Net Income of \$14,944 for the first quarter of 2014 compared to a Net Loss of \$48,012 for the first quarter of 2013.

### **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.

Notes Payable: At March 31, 2014 the Partnership had notes payable outstanding in the amount of \$28,505,621. Interest on two of these notes is at a fixed annual rate of 5.09% through August 2023. Interest on the five remaining notes is at a fixed rate of 5.00% through August 2018, at which time a rate reset option is available.

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 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013, 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 13, 2014

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 13, 2014

Signature: /s/ Roger I. Zlotoff

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

## 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 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, 2014

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, 2014 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 Kehrig, 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 13, 2014