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

FORM 10-K

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2015

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THESECURITIES EXCHANGE ACT OF 1934

Commission File No. 0-15940

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, Suite 300, 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 if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Exchange Act of 1934. Yes [ ] No [X]

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 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-K or any amendment to this Form 10-K [X]

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]

The estimated aggregate net asset value of the units as of February 1, 2016 held by non-affiliates, as estimated by the General Partner (based on a February 2016 broker opinion of value of Partnership properties), was $40,770,943. As of February 1, 2016, the number of units of limited partnership interest of the registrant outstanding was 3,303,387. The Partnership units of interest are not traded in any public market.

DOCUMENTS INCORPORATED BY REFERENCE
NONE
PART I-

This Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based on assumptions and expectations which may not be realized and are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Risks and other factors that might cause such a difference include, but are not limited to, the effect of economic and market conditions; financing risks, such as the inability to obtain debt financing on favorable terms; the level and volatility of interest rates; and failure of the Partnership’s properties to generate additional income to offset increases in operating expenses, as well as other risks listed herein under Item 1.

ITEM 1. BUSINESS

General Development of Business

Uniprop Manufactured Housing Communities Income Fund II, a Michigan Limited Partnership (the "Partnership" or the “Fund”), acquired, maintains, leases, operates and ultimately will dispose of income producing residential real properties consisting of manufactured housing communities (the "Properties"). The Partnership was organized and formed under the laws of the State of Michigan on November 7, 1986. Its principal offices are located at 280 Daines Street, Birmingham, Michigan 48009 and its telephone number is (248) 645-9220. The general partner is Genesis Associates Limited Partnership (''General Partner'').

The Partnership filed an S-11 Registration Statement in November 1986, which was declared effective by the Securities and Exchange Commission on December 23, 1986. The Partnership thereafter sold 3,303,387 units (the "Units") of beneficial assignment of limited partnership interest representing capital contributions by unit holders (the "Unit Holders") to the Partnership of $20 per unit. The sale of all 3,303,387 Units was completed in December 1987, generating $66,067,740 of contributed capital to the Partnership.

The Partnership originally acquired seven properties in 1987 and acquired two additional Properties in 1988. Paradise Village was sold in 2007, and Country Roads was sold in 2008.

As described in the Form 8-K dated August 20, 2015, the Partnership closed on the sale of the three manufactured housing communities located in Michigan, namely Camelot Manor, Dutch Hills and Stonegate with Meritus Communities LLC for a purchase price of $14,200,000, less closing costs resulting in net proceeds in the amount of $13,777,650. The Partnership recognized a gain of $6,022,387. The mortgage obligations related to these properties of $3,052,889 were paid in full at the time of closing with proceeds from the sale. As part of the repayment on the mortgage notes, the Partnership incurred $346,693 in prepayment penalties. The Partnership also wrote off $116,113 of unamortized deferred financing costs related to the mortgage notes in connection with this transaction. The net cash proceeds resulting from the sale and pay off of the mortgage notes were approximately $10,108,000.

As described in the Form 8-K dated September 28, 2015, the Partnership closed on the sale of the El Adobe manufactured housing community located in Las Vegas, Nevada with Lakeshore Communities Inc. for a purchase price of $6,700,000, less closing costs resulting in proceeds in the amount of $6,490,120. The Partnership recognized a gain of $3,915,288. The mortgage obligation related to this property of $3,321,049 was paid in full at the time of closing. As part of the repayment on the mortgage note, the Partnership incurred a prepayment penalty of $370,612. The Partnership also wrote off $126,672 of unamortized deferred financing costs related to the mortgage note in connection with this transaction. The net cash proceeds resulting from the sale and pay off of the mortgage note were approximately $2,458,000.

As described in the Form 8-K dated November 24, 2015, the Partnership entered into a Contract for the Sale of all the Real and Personal Property of Ardmor Village, located in Lakeville, MN, with Lakeshore Communities, Inc.

On February 29, 2016, the Partnership closed on the sale of the Ardmor Village for a sale price of $10,587,274 less closing costs resulting in proceeds in the amount of $10,551,474. The gain on the sale of approximately $8,070,000 will be recorded in 2016. The mortgage obligation related to this property of $2,775,722 was paid in full at the time of closing. As part of the repayment on the mortgage note, the Partnership incurred a prepayment penalty of $257,247. The Partnership will also write off $98,000 of unamortized deferred financing costs related to the mortgage note in connection with this transaction in 2016. The net cash proceeds resulting from the sale and pay off of the mortgage note were approximately $7,690,000.

The property sales of Camelot Manor, Dutch Hills, El Adobe and Stonegate and the pending sale of Ardmor Village, at December 31, 2015, constitute a strategic shift of the Partnership and as a result the associated financial results have been classified as "discontinued operations" in the accompanying financial statements for all historical periods.

As of December 31, 2015, the Partnership owns three manufactured home communities. They are Ardmor Village, Sunshine Village and West Valley. The Partnership does not intend to acquire any other communities.

The Partnership operates the Properties as manufactured housing communities with the primary investment objectives of: (1) providing cash from operations to investors; (2) obtaining capital appreciation; and (3) preserving capital of the Partnership. There can be no assurance that such objectives can continue to be achieved.

The Partnership has two mortgage notes payable with Cantor Commercial Real Estate collateralized by Sunshine Village, located in Davie, Florida and West Valley, located in Las Vegas, Nevada. The mortgages are payable in monthly installments of interest and principal through August, 2023. These notes bear interest at a fixed rate of 5.09% with principal payments based on a twenty-five year amortization period. As of December 31, 2015 the balance on these notes was $18,405,210.

To facilitate credit approval from the lender, Roger Zlotoff, President of Uniprop AM, LLC and his spouse provided a "Guaranty of Recourse Obligations" for both loans. The Board of Directors has approved a guaranty fee of $25,000 per year for Sunshine Village and $37,500 per year for West Valley payable to Mr. Zlotoff. This fee effectively adds 30 basis points to the annual cost of the financing.

The Partnership also has a mortgage note payable with StanCorp Mortgage Investors LLC (''StanCorp'') collateralized by Ardmor Village, located in Lakeville, Minnesota. This mortgage is payable in monthly installments of interest and principal through September 2033. Effective, September 1, 2013, the available interest rate re-set option was accepted on the mortgage note with StanCorp. The new rate on this note is 5.00% and the amortization period is twenty years. Another rate re-set option is available in 2018. As of December 31, 2015 the balance on this note was $2,574,831.

Financial Information About Industry Segment

The Partnership's business and only industry segment is the operation of its manufactured housing communities. Partnership operations commenced in April 1987, upon the acquisition of the first two Properties. For a description of the Partnership's revenues, operating profit and assets please refer to Items 6 and 8.

Description of Business

General

2015 was a year of significant change for the Fund. In August of 2015, the three Michigan communities were sold to Meritus Communities. Then, in September of 2015, El Adobe was sold to Lakeshore Communities, leaving only three remaining properties in the Fund's portfolio. In November of 2015, the Fund executed an Agreement for Purchase and Sale for the sale of Ardmor Village to Lakeshore Communities as well.

On February 26, 2016 the sale of Ardmor Village closed as described previously, leaving the Fund with only two properties: Sunshine Village and West Valley.

Management does not believe that it is economically rational to operate a limited partnership that has a class of securities registered under the Securities Exchange Act of 1934 with only two properties. The costs of compliance are simply too high when amortized over only two properties.

As a result, management intends to liquidate Sunshine Village and West Valley, and then dissolve the Fund in accordance with the Partnership Agreement.

Competition

The business of owning and operating residential manufactured housing communities is highly competitive, and the Partnership may be competing with a number of established companies having greater financial resources. Moreover, there has been a trend for manufactured housing community residents to purchase (where zoning permits) their manufactured home sites on a collective basis. This trend may result in increased competition with the Partnership for residents. In addition, the General Partner, its affiliates or both, has and may in the future participate directly or through other partnerships or investment vehicles in the acquisition, ownership, development, operation and sale of projects which may be in direct competition with one or more of the Properties.

Each of the Properties competes with numerous similar facilities located in its geographic area. The Davie/Fort Lauderdale area contains approximately five communities offering approximately 2,157 housing sites competing with the Partnership's Sunshine Village. The Partnership's Ardmor Village competes with approximately fourteen communities in the Lakeville, Minnesota area offering approximately 3,685 housing sites. In the Las Vegas, Nevada area, the Partnership's West Valley competes with approximately ten other communities offering approximately 2,428 housing sites. The Properties also compete against other forms of housing including apartments, condominium complexes and site built homes.

Governmental Regulations

The Properties owned by the Partnership are subject to certain state regulations regarding the conduct of the Partnership operations. For example, the State of Florida regulates agreements and relationships between the Partnership and the residents of Sunshine Village. Under Florida law, the Partnership is required to deliver to new residents of those Properties a prospectus describing the property and all tenant rights, Property rules and regulations, and changes to Property rules and regulations. Florida law also requires minimum lease terms, requires notice of rent increases, grants to tenant associations certain rights to purchase the community if being sold by the owner and regulates other aspects of the management of such properties. The Partnership is required to give 90 days notice to the residents of Sunshine Village of any rate increase, reduction in services or utilities, or change in rules and regulations. If a majority of the residents object to such changes as unreasonable, the matter must be submitted to the Florida Department of Professional Business Regulations for mediation prior to any legal adjudication of the matter. In addition, if the Partnership seeks to sell Sunshine Village to the general public, it must notify any homeowners' association for the residents, and the association shall have the right to purchase the Property on the price, terms and conditions being offered to the public within 45 days of notification by the owner. If the Partnership receives an unsolicited bona fide offer to purchase the Property, it must notify any such homeowners' association that it has received an offer, state to the homeowners' association the price, terms and conditions upon which the Partnership would sell the Property, and consider (without obligation) accepting an offer from the homeowners' association. The Partnership has, to the best of its knowledge, complied in all material respects with all requirements of the States of Florida, Minnesota and Nevada, where its operations are conducted.

Employees

The Partnership employs several part-time employees to perform Partnership management and investor relations' services. The Partnership retains an affiliate of the General Partner, Uniprop AM, LLC, as the property manager for each of its Properties. Uniprop AM, LLC is paid a fee equal to the lesser of 5% of the annual gross receipts from each of the Properties or the amount which would be payable to unaffiliated third parties for comparable services. Uniprop AM, LLC retains local managers on behalf of the Partnership at each of the Properties. Salaries and fringe benefits of such local managers are paid by the Partnership and are not included in any property management fee payable to Uniprop AM, LLC. The yearly salaries and expenses for local managers range from $35,000 to $70,000. Community Managers are utilized by the Partnership to provide on-site maintenance and administrative services. Uniprop AM, LLC, as property manager, has overall management authority for each property.

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 twelfth 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 Minnesota, 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 materially affect 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 very 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 voting interests is required to: (a) amend the Partnership Agreement; (b) approve or disprove the sale of one property 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 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Partnership originally purchased all three remaining manufactured housing communities for cash. All Properties are currently encumbered with mortgages.

Each of the Properties is a modern manufactured housing community containing lighted and paved streets, side-by-side off-street parking and complete underground utility systems. The Properties consist of only the underlying real estate and improvements, not the actual homes themselves. Each of the Properties has a community center, which includes offices, meeting rooms and game rooms. Each of the Properties has a swimming pool. Some of the Properties also have laundry rooms, playground areas, garage and maintenance areas and recreational vehicle or boat storage areas.

The table below contains certain information concerning the Partnership's three properties.

Property Name and Location	Year Constructed	Acreage	Number of Sites
Ardmor Village Cedar Avenue S. Lakeville, MN	1974	74	339
Sunshine Village Southwest 5th St. Davie, FL	1972	45	356
West Valley W. Tropicana Ave Las Vegas, NV	1972	53	421

ITEM 3. LEGAL PROCEEDINGS

None.

ITEM 4. RESERVED

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED SECURITY HOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

There is no established public trading market for the Units of the Partnership and it is not anticipated that one will ever develop. During the last twelve months, less than ten percent (10.0%) of the Units have been transferred, including transfers due to death or intra-family transfers. The Partnership believes there is no formal secondary market, or the substantial equivalent thereof, and none will develop.

The General Partner calculates the estimated net asset value of each Unit by dividing (i) the amount of distributions that would be made to the Unit Holders in the event of the current sale of the Properties at their current appraised value, plus cash reserves less the outstanding balances of the mortgages on the mortgaged Properties and sales expenses (but without consideration to tax consequences of the sale), by (ii) 3,303,387. During 2015, the General Partner noted variances in the prior year appraisals compared to the recent sales prices of the properties sold in 2015. As a result, as referenced in the

Form 8-K dated October 20, 2015, the General Partner decided to use a broker value of opinion instead of appraisals to determine the fair market value of the Sunshine Village and West Valley properties. This approach eliminates the cost of appraisals to the Partnership, and may also provide a better assessment of the true market value of the properties, as evidenced in recent sales. The General Partner used the average of the high and low market values provided by the broker for the Sunshine and West Valley properties and the sales price for the Ardmor Village property. As reported in Exhbit 99 of this Form 10-K the properties were estimated to have an aggregate fair market value of $56,462,274 plus cash reserves of $6,982,579, net of liabilities, as of December 31, 2015. Assuming a sale of the three properties at February 1, 2016, at the estimated fair market value plus the cash reserves less payment of 3% selling expenses and mortgage debt, the net aggregate proceeds available for distribution to the Unit Holders is estimated to be $40,770,943 or $12.34 per Unit. There can be no assurance that the estimated net asset value could ever be realized. As of December 31, 2015, the Partnership had 2,263 Unit Holders holding 3,303,387 units.

The following table sets forth the distributions per limited partnership unit for each calendar quarter in the last two fiscal years. Distributions were paid in the periods immediately subsequent to the periods in which such distributions were declared.

Quarter Ended	Distribution per Limited Partnership Unit	
March 31, 2015	$0.08	
June 30, 2015	$0.08	
September 30, 2015	$2.12	
December 31, 2015	$1.14	(including $1.06 declared but unpaid)
March 31, 2014	$0.08	
June 30, 2014	$0.08	
September 30, 2014	$0.08	
December 31, 2014	$0.08	

The Partnership intends to continue to declare quarterly distributions. However, distributions are determined by the General Partner and will depend on the results of the Partnership's operations.

The Partnership has no equity compensation plans.

ITEM 6. SELECTED FINANCIAL DATA

Not required.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Capital Resources

The capital formation phase of the Partnership began on April 1, 1987 when Sunshine Village and Ardmor Village were purchased by the Partnership and operations commenced. It ended on January 15, 1988 when El Adobe, the Partnership's last property, was purchased. The total capital raised through December 1987 was $66,067,740 of which approximately $58,044,000 was used to purchase the nine Properties after deducting sales commissions, advisory fees and other organization and offering costs. As of December 31, 2015, the Partnership has sold six of the nine communities.

As described in the Form 8-K dated August 20, 2015, the Partnership closed on the sale of Camelot Manor, Dutch Hills and Stonegate for a purchase price of $14,200,000, less closing costs resulting in net proceeds in the amount of $13,777,650. The Partnership recognized a gain of $6,022,387. The net cash proceeds resulting from the sale and pay off of the mortgage notes were approximately $10,108,000.

As described in the Form 8-K dated September 28, 2015, the Partnership closed on the sale of El Adobe for a purchase price of $6,700,000, less closing costs resulting proceeds in the amount of $6,490,120. The Partnership recognized a gain of $3,915,288. The net cash proceeds resulting from the sale and pay off of the mortgage note were approximately $2,458,000.

As described in the Form 8-K dated November 24, 2015, the Partnership entered into a Contract for the Sale of all the Real and Personal Property of Ardmor Village, located in Lakeville, MN, with Lakeshore Communities, Inc. for a sales price of $10,787,274.

As described in the Form 8-K dated February 29, 2016, the Partnership closed on the sale of the Ardmor Village manufactured housing community located in Lakeville, Minnesota with Lakeshore Communities, Inc for a purchase price of $10,587,274 less closing costs resulting in proceeds in the amount of $10,551,474. The gain on the sale of approximately $8,070,000 will recorded in 2016. The mortgage obligation related to this property of $2,775,722 was paid in full at the time of closing. As part of the repayment on the mortgage note, the Partnership incurred a prepayment penalty of $257,247. The Partnership will also write off $98,000 of unamortized deferred financing costs related to the mortgage note in connection with this transaction in 2016. The net cash proceeds resulting from the sale and pay off of the mortgage note were approximately $7,690,000.

As a result of the property sales of Camelot Manor, Dutch Hills, El Adobe and Stonegate and the pending sale of Ardmor Village at December 31, 2015, the Partnership has classified the associated financial results as “discontinued operations” in the accompanying financial statements for all historical periods.

The Partnership has two mortgage notes payable with Cantor Commercial Real Estate collateralized by Sunshine Village, located in Davie, Florida and West Valley, located in Las Vegas, Nevada. The mortgages are payable in monthly installments of interest and principal through August, 2023. These notes bear interest at a fixed rate of 5.09% with principal payments based on a twenty-five year amortization period. There is no prepayment provision in the loan agreement until the prepayment window opens, 90 days prior to the maturity date. However, the loan agreement does give the borrower the right to voluntarily defease the loan in full, using the purchase of U. S. government obligations. As of December 31, 2015 the balance on these notes was $18,405,210.

To satisfy the requirements of Cantor Commercial Real Estate, the ownership of the fee title of each of the properties was transferred into bankruptcy remote special purpose entities. The fee title to the Sunshine Village real property is now held by Sunshine Village MHP, LLC. The fee title to the West Valley real property is now held by West Valley MHP, LLC. Both of these entities are wholly owned by IF II, Holdings, LLC, a newly formed holding company which is wholly owned by the Partnership. Sunshine Village MHP, LLC, West Valley MHP, LLC and IF II, Holdings, LLC are all disregarded entities for federal income tax purposes.

The ownership transfers were made solely to meet the requirements of the lender and do not change the beneficial or economic ownership by the Partnership. In addition, to facilitate credit approval from the lender, Roger Zlotoff, President of Uniprop AM, LLC and his spouse provided a “Guaranty of Recourse Obligations” for both loans. The Board of Directors has approved a guaranty fee of $25,000 per year for Sunshine Village and $37,500 per year for West Valley payable to Mr. Zlotoff. This fee effectively adds 30 basis points to the annual cost of the financing.

The Partnership also has a mortgage note payable with StanCorp Mortgage Investors LLC (‘‘StanCorp’’) collateralized by Ardmor Village, located in Lakeville, Minnesota. This mortgage is payable in monthly installments of interest and principal through September 2033. Effective, September 1, 2013, the available interest rate re-set option was accepted on the mortgage note with StanCorp. The new rate on this note is 5.00% and the amortization period is twenty years. Another rate re-set option is available in 2018. As of December 31, 2015 the balance on this note was $2,574,831.

Future maturities on the notes payable for the next five years and thereafter are as follows: 2016 - $424,752; 2017 - $449,922; 2018 - $473,724; 2019 - $498,786; 2020 - $522,749 and thereafter - $16,035,277.

The General Partner acknowledges that the mortgages pose some risks to the Partnership, but believes that such risks are not greater than risks typically associated with real estate financing.

Liquidity

The Partnership has, since inception, generated adequate amounts of cash to meet its operating needs. The Partnership retains cash reserves, which it believes will be adequate to maintain the Properties. All funds in excess of operating needs, amounts sufficient to pay debt service, and cash reserves are distributed to the Unit Holders on a quarterly basis. While the Partnership is not required to maintain a working capital reserve, the Partnership has not distributed all of the cash generated from operations, mortgage refinancings, or from property sales in order to maintain capital reserves. As of December 31, 2015, the Partnership had $10,789,645 in cash balances. In December, 2015 a distribution in the amount of $3,501,590 was declared and subsequently paid in January 2016.

Results of Operations

Distributions

For the year ended December 31, 2015, the Partnership made or declared distributions to the Unit Holders of $11,297,584, which is equal, on an annualized basis, to a 20.0% return on their adjusted capital contributions ($3.42 per $17.11 Unit). Distributions paid to Unit Holders for years 2014 and 2013 were $1,057,084 and $2,840,913, respectively.

The distributions paid and declared in 2015 were greater than the amount required for the annual 10.0% preferred return to the Unit Holders by approximately $5,645,000. As described in Note 5 to the Partnership's financial statements, the cumulative preferred return deficit through December 2015 was approximately $66,090,000. No distributions can be made to the General Partner in regard to its incentive management interest until the cumulative preferred return deficit has been distributed to the Unit Holders. At December 31, 2015, the unpaid amount to be distributed to the General Partner was approximately $14,820,000.

Revenue and Net (Loss) Income

For the year ended December 31, 2015, net loss from continuing operations was $416,642, compared to net loss of $122,556 for the year ended December 31, 2014. Gross revenue from continuing operations was $4,301,816 and $4,231,956, in 2015 and 2014, respectively.

For the year ended December 31, 2015, net income from discontinued operations was $8,310,536, compared to net income of $14,828 for the year ended December 31,

2014. Gross revenue from discontinued operations was $3,248,678 and $4,155,435, in 2015 and 2014, respectively.

Partnership Management

Certain employees of the Partnership are also employees of affiliates of the General Partner. The Partnership paid these employees an aggregate of approximately $728,000 and $312,000 in 2015 and 2014 respectively, to perform partnership management and investor relation services for the Partnership. The amount paid in 2015 included bonuses paid in connection with the sale of the properties discussed above.

Critical Accounting Policies

In the course of developing and evaluating accounting policies and procedures, we use estimates, assumptions and judgments to determine the most appropriate methods to be applied. Such processes are used in determining capitalization of costs related to real estate investments and potential impairment of real estate investments.

Real estate assets are stated at cost less accumulated depreciation. Revenue from the sale of manufactured homes is recognized upon transfer of title at the closing of the sale transactions. Expenditures for property maintenance are charged to operations as incurred, while significant renovations are capitalized. Depreciation of the buildings is recorded on the straight-line method using an estimated useful life of thirty years.

Manufactured homes and improvements include homes that are vacant and held for sale and occupied lease homes. The fair values of homes held for sale are assessed quarterly based on recent sales of similar homes, guide book values and condition. Impairments are recognized to reduce the carrying amount of each home to the lower of cost or estimated fair value. Occupied lease homes are subject to depreciation using estimated useful lives of 27.5 years, with depreciation commencing at lease inception.

In determining the fair value of the Partnership's properties for purposes of assessing potential impairment and disclosure, the Partnership used either the existing contracted selling price or engaged an independent brokerage firm to evaluate the market value of each property using the discounted cash flow or comparable sale methods. These methods consider future cash flow projections on a property by property basis, future capitalization rates, current interest rates and current market conditions of the geographical location of each property. In preparing these financial statements, the Partnership's management has made its best estimates and judgment of certain amounts included in the financial statements. Nevertheless, actual results may differ from these estimates under different assumptions or conditions.

Property Operations

Overall, as illustrated in the table below, the Partnership's three remaining properties had a combined average occupancy of 62% for the year ended December 31, 2015, as compared to 61% for the year ended December 31, 2014. The average monthly rent (not weighted average) was approximately $629 per home site for the year ended December 31, 2015, as compared to $611 for the year ended December 31, 2014. The manufactured housing industry in general has experienced lower retail sales over the past two years due to restrictive financing and the ease at which site-built homes, until recently, could be acquired and financed.

	Total Sites	Occupied Sites		Occupancy Rate		Average Rent	
		2015	2014	2015	2014	2015	2014
Ardmor Village	339	151	150	45%	44%	$568	$554
Sunshine Village	356	259	253	73%	71%	665	643
West Valley	421	295	296	70%	70%	654	636
Overall	1,116	705	699	62%	61%	$629	$611

The following table summarizes gross revenues and net operating income for the Partnership and Properties during 2015 and 2014.

	GROSS REVENUE		NET OPERATING INCOME AND NET LOSS	
	2015	2014	2015	2014
Sunshine Village	$1,866,325	$1,811,306	$912,861	$791,249
West Valley	2,415,177	2,397,442	1,573,237	1,579,564
	4,281,502	4,208,748	2,486,098	2,370,813
Partnership Management Income and Expense	20,314	23,208	(1,081,132)	(573,227)
Other Expenses			(117,900)	(124,168)
Interest Expense			(1,027,010)	(1,047,497)
Depreciation			(676,698)	(748,477)

	GROSS REVENUE		NET OPERATING INCOME AND NET LOSS	
	2015	**2014**	**2015**	**2014**
Continuing Operations	4,301,816	4,231,956	(416,642)	(122,556)
Discontinued Operations	3,248,678	4,155,436	8,310,536	14,828
TOTAL	$7,550,494	$8,387,392	$7,893,894	$(107,728)

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 Year Ended December 31, 2015 to Year Ended December 31, 2014

Total revenues from continuing operations increased $69,860 to $4,301,816 in 2015, compared to $4,231,956 in 2014. This was mainly due to increases in both market rental rates and lease home income, offset by a decrease in home sale activity.

The Partnership's operating expenses from continuing operations increased $363,946 to $4,718,458 in 2015, compared to $4,354,512 in 2014. This was mainly due to increased administrative expenses offset by a decrease in home sale expense as a result of the decrease in home sale activity.

As a result of the aforementioned factors, The Partnership experienced a net loss from continuing operations of $416,642 in 2015 compared to net loss of $122,556 in 2014.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Partnership is exposed to interest rate risk 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 December 31, 2015 the Partnership had notes payable outstanding in the amount of $20,980,041, collateralized by the three remaining properties within the Partnership. Interest on these notes is accrued at a fixed rate of 5.00% or 5.09% as a result of the refinancing and interest rate re-set options executed during 2013.

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

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following Partnership's financial statements for the fiscal years ended December 31, 2015 and 2014, and supplementary data are filed with this Report:

(i) Reports of Independent Registered Public Accounting Firm

(ii) Consolidated Balance Sheets as of December 31, 2015 and 2014

(iii) Consolidated Statements of Operations for the fiscal years ended December 31, 2015 and 2014.

(iv) Consolidated Statements of Partners' Equity for the fiscal years ended December 31, 2015 and 2014.

(v) Consolidated Statements of Cash Flows for the fiscal years ended December 31, 2015 and 2014.

(vi) Schedule III - Real Estate and Accumulated Depreciation as of December 31, 2015.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There has been no change in the Partnership's independent registered public accounting firm nor have there been any disagreements during the Partnership's most recent two fiscal years.

ITEM 9A(T). <u>CONTROLS AND PROCEDURES</u>

The Partnership maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Partnership's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to the Partnership's management, including its Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a – 14(c). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As of the end of the period covered by this report (the evaluation date), the Partnership conducted an evaluation under the supervision and with the participation of its Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a – 14(c) under the Securities Exchange Act of 1934 ("the Exchange Act")). Based on this evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of the evaluation date, the Partnership's disclosure controls and procedures were effective to reasonably ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. There has been no change in the Partnership's internal control over financial reporting during its most recently completed quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on our assessment of the effectiveness of internal control over financial reporting, management concluded that our internal control over financial reporting was effective as of December 31, 2015.

This annual report does not include an attestation report from the Partnership's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Partnership's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Partnership to provide only management's report in this annual report.

PART III

ITEM 10. <u>DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT</u>

The Partnership, as an entity, does not have any officers or directors. The General Partner, Genesis Associates Limited Partnership is a Michigan limited partnership, of which Uniprop, Inc. is the general partner.

Information concerning officers of Uniprop, Inc., during the last five years or more is as follows:

Paul M. Zlotoff, 66, became the Chairman of Uniprop, Inc. in May 1986 and was its President from 1979 through 1997. Mr. Zlotoff currently, and in the past, has acted as the general partner for various other limited partnerships owning manufactured housing communities and some commercial properties. On May 13, 2011, Mr. Zlotoff resigned his position as Principal Executive Officer.

Jody Burttram, 55, became Independent Director of Genesis Associates in 2007. As Independent Director, Mr. Burttram is responsible for the oversight and approval of management decisions and planning for the Partnership. Currently, Mr. Burttram is Principal of Harbinger Capital Advisors LLC, a boutique investment banking firm located in Orlando, Florida. Mr. Burttram was Chief Operating Officer of Century Capital Markets and CNL Capital Corp. from 1998 to 2005. Previously, Mr. Burttram was Vice President of International Banking, First Union National Bank from 1983 to 1992.

Susann Kehrig, 52, is Vice President of Finance of Uniprop, Inc. She has been with Uniprop since November 11, 1991. Ms. Kehrig is primarily responsible for the Accounting and Human Resource functions for the Partnership. Ms. Kehrig received her B.S. from Oakland University as a finance major, and received an MBA from Baker College with a concentration in Accounting. On June 1, 2011, Ms. Kehrig became the Principal Financial Officer.

Roger Zlotoff, 55, is President and Chief Operating Officer of Uniprop, Inc. He has been with Uniprop since October 18, 1999. Mr. Zlotoff is primarily responsible for raising equity capital, managing partnership investments, evaluating acquisitions of existing properties and leading the development process for new properties. From 1997 to 1999, Mr. Zlotoff served as Director of Business Development for Vistana, Inc. in Orlando, FL. Previously, Mr. Zlotoff was Managing Director for Sterling Finance International from 1994 to 1997 and was a corporate banker with First Union National Bank from 1988 to 1994. Mr. Zlotoff received his B.A. from the University of Central Florida as a philosophy major, and received his Masters Degree in International Business from the University of South Carolina. On May 13, 2011 Mr. Zlotoff was appointed as Principal Executive Officer.

Paul M. Zlotoff and Roger Zlotoff are brothers.

CODE OF ETHICS

Because the Partnership has no executive officers, the Partnership has not adopted a code of ethics for the Partnership. A code of ethics has been established for the Directors, Officers, and Employees of Uniprop. A copy of the code of ethics is available at no charge upon request.

ITEM 11. EXECUTIVE COMPENSATION

The Partnership has no executive officers and therefore, no officers received a salary or remuneration exceeding $100,000 during the last fiscal year. The General Partner of the Partnership and an affiliate, Uniprop AM, LLC, received certain compensation and fees during the fiscal year in the amounts described in Item 13. Depending upon the results of operations and other factors, the Partnership anticipates that it will provide similar compensation to the General Partner and Uniprop AM, LLC. during the next fiscal year.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED UNITHOLDER MATTERS

The Partnership is a limited partnership duly formed pursuant to the Uniform Limited Partnership Act, as amended, of the State of Michigan. The General Partner, Genesis Associates Limited Partnership, is vested with full authority as to the general management and supervision of business and the other affairs of the Partnership, subject to certain constraints in the Partnership Agreement and consulting agreement. Unit Holders have no right to participate in the management of the Partnership and have limited voting privileges only on certain matters of fundamental significance. To the knowledge of the Partnership, no person owns of record or beneficially, more than five percent of the Partnership's Units.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The following discussion describes all of the types of compensation, fees or other distributions paid by the Partnership or others to the General Partner or its affiliates from the operations of the Partnership during the last fiscal year, as well as certain of such items which may be payable during the next fiscal year. Certain of the following arrangements for compensation and fees were not determined by arm's length negotiations between the General Partner, its affiliates and the Partnership.

Paul M. Zlotoff has an interest in the original sellers of Sunshine Village and Ardmor Village and is entitled to share in a contingent purchase price with respect to each Property, when and if the Properties are sold and the sellers become entitled thereto. The maximum amounts which could be payable to Paul M. Zlotoff are as follows: Sunshine Village, $1,108,260 and Ardmor Village, $946,236. The cash purchase price and contingent purchase price for each Property were determined by reference to the average of two independent real estate appraisals which were obtained by the General Partner.

Such appraisals are only estimates of value and are not necessarily indicative of the actual real estate value. Each seller will become entitled to any unpaid contingent purchase price upon the sale, financing or other disposition of each such Property, but, only after the receipt by each Unit Holder of aggregate distributions equal to the sum of (i) his 10% cumulative preferred return plus (ii) 125% of his capital contribution. The actual amounts to be received, if any, will depend upon the results of the Partnership's operations and the amounts received upon the sale, financing or other disposition of the Properties and are not determinable at this time. The Partnership does not anticipate any such amount will become payable during the next fiscal year, nor do unpaid amounts carry over from year to year.

The Partnership will pay an Incentive Management Interest to the General Partner for managing the Partnership's affairs, including: determining distributions, negotiating agreements, selling or financing properties, preparing records and reports, and performing other ongoing Partnership responsibilities. This incentive management interest is 15% of distributable cash from operations in any quarter. However, in each quarter, the General Partner's right to receive any net cash from operations is subordinated to the extent necessary to first provide each Unit Holder his 10% cumulative preferred return. During the last fiscal year, the General Partner received no distributions on account of its Incentive Management Interest from operations even though distributions were approximately $5,645,000 greater than the 10% cumulative preferred return due Unit Holders. Any such amounts of Incentive Management Interest unpaid in a taxable year will be accumulated and paid from distributable cash from capital transactions, but only after each Unit Holder has first received his 10% cumulative preferred return and 125% of his capital contribution. For 2015, approximately $1,403,000 was accumulated for the General Partner, and the General Partner's aggregate accumulated Incentive Management Interest as of December 2015 was $14,823,000. The actual Incentive Management Interest from operations to be accumulated or paid during the next fiscal year will depend upon the results of the Partnership's operations and is not determinable at this time. The Partnership does not anticipate any such amount will be distributed to the General Partner during the next fiscal year and will again be accumulated with payment deferred. No distributions of Incentive Management Interest may be made to the General Partner until the 10% cumulative preferred return of approximately $66,090,000, as of December 31, 2015, is first distributed to the Unit Holders. In February of 1994, as part of the 1993 mortgage financing with mortgage backed securities held with Bankers Trust, $23,119,767 was distributed to the Unit Holders, $13,572,978 of which eliminated the Unit Holders' preferred return deficit through December 31, 1993. As a result of the property sales in 2015, $11,297,584 was distributed to the Unit Holders, $5,649,489 of which eliminated part of the Unit Holders' preferred return deficit through December 31, 2015.

The Partnership must also pay an Incentive Management Interest from capital transactions to the General Partner for its services rendered to the Partnership. The General Partner will be entitled to receive its share of distributable cash from capital transactions after (i) each Unit Holder has received aggregate distributions in an amount equal to the sum of (a) his 10% cumulative preferred return plus (b) 125% of his capital contribution, (ii) any contingent purchase prices have been paid, and (iii) any property disposition fees to Uniprop AM, LLC have been paid. The General Partner's share of distributable cash from capital transactions so payable will be (i) 100% of such distributable cash from capital distributions until the General Partner's share of the aggregate capital distributions made under section 11c(iii) and 11c(v) of the Partnership Agreement equal 25% and (ii) thereafter, 25% of such distributable cash from capital transactions. No Incentive Management Interest from capital transactions was paid to the General Partner for the fiscal year ended December 31, 2015. The Partnership does not anticipate that any such amounts will be paid or become payable to the General Partner during the next fiscal year.

Uniprop AM, LLC received and will receive property management fees for each Property managed by it. Uniprop AM, LLC is primarily responsible for the day-to-day management of the Properties and for the payment of the costs of operating each Property out of the rental income collected. The property management fees are equal to the lesser of 5% of the annual gross receipts from the Properties managed by Uniprop AM, LLC, or the amount which would be payable to an unaffiliated third party for comparable services. During the last fiscal year, Uniprop AM, LLC received property management fees totaling $383,000. The actual amounts to be received during the next fiscal year will depend upon the results of the Partnership's operations and are not determinable at this time.

Certain employees of affiliates of the General Partner were paid an aggregate of approximately $728,000 during 2015 to perform partnership management and investor relation services for the Partnership. Uniprop Homes, Inc., a related entity, received commissions totaling $7,800 in 2015 for certain services provided as a broker/dealer of manufactured homes for the communities. Uniprop Homes, Inc. represented the communities in the sale of new and pre-owned homes to community residents.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Partnership retained Plante & Moran, PLLC to audit its financial statements and provide other services for the year ended December 31, 2015.

The aggregate fees billed to the Partnership for professional services performed by Plante & Moran, PLLC during 2015 and 2014 were as follows.

	2015	2014
(1) Audit Fees	$76,935	$71,000
(2) Audit-Related Fees	$ 0	$ 0
(3) Tax Fees	$45,750	$19,800
(4) All Other Fees	$ 0	$ 0
(5) Total	$122,685	$90,800

Audit fees: pertain to the audit of the Partnership’s annual financial statements, including reviews of the interim financial statements contained in the Partnership’s Quarterly Reports on Form 10-Q.

Tax fees: pertain to services performed for tax compliance and tax consulting, including preparation of tax returns and partners Schedule K-1 processing.

The services performed by Plante & Moran, PLLC in 2015 and 2014 were pre-approved by the Independent Director of the General Partner.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) *Financial Statements*

(1) The following financial statements and related documents are filed with this report:

(i) Reports of Independent Registered Public Accounting Firm

(ii) Balance Sheets as of December 31, 2015 and 2014

(iii) Statements of Operations for the fiscal years ended December 31, 2015 and 2014.

(iv) Statements of Partners' Equity for the fiscal years ended December 31, 2015 and 2014.

(v) Statements of Cash Flows for the fiscal years ended December 31, 2015 and 2014.

(2) The following financial statement schedule is filed with this report:

Schedule III - Real Estate and Accumulated Depreciation as of December 31, 2015.

(3) Exhibits

The following exhibits are incorporated by reference to the S-11 Registration Statement of the Partnership filed November 12, 1986, as amended on December 22, 1986 and January 16, 1987:

3(a) Certificate of Limited Partnership for the Partnership

3(b) Uniprop Manufactured Housing Communities Income Fund II Agreement of Limited Partnership

4(a) First Amendment to Uniprop Manufactured Housing Communities Income Fund II Agreement of Limited Partnership (April 1, 1987)

10(a) Form of Management Agreement between the Partnership and Uniprop AM, LLC.

10(b) Form of Consulting Agreement among the Partnership, the General Partner and Consultant

The following exhibits are incorporated by reference to the Form 10-K for the fiscal year ended December 31, 1997:

4(b) Form of Beneficial Assignment Certificate (BAC) for the Partnership (Originally submitted with Form 10-K for the fiscal year ended December 31, 1987.)

10(c) Contingent Purchase Price Agreement with Sunrise Broward Associates, Ltd. (As last submitted with Form 10-K for the fiscal year ended December 31, 1997.)

10(d) Contingent Purchase Price Agreement with Ardmor Associates Limited Partnership. (As last submitted with Form 10-K for the fiscal year ended December 31, 1997.)

10(e) Incentive Acquisition Fee Agreement between the Partnership and Uniprop, Inc. (As last submitted with Form 10-K for the fiscal year ended December 31, 1997.)

The following exhibit is incorporated by reference to the Form 8-K that was filed on September 8, 1998:

10(f) Mortgage notes, made as of August 20, 1998, between Uniprop Manufactured Housing Communities Income Fund II and GMAC CMC.

The following exhibit is incorporated by reference to the Form 10-K for the fiscal year ended December 31, 2005:

10(g) Second Amended and Restated Consulting Agreement among the Partnership, the General Partner, and Consultant, January 9, 2005

10(h) Line of Credit Loan Agreement between the Partnership and National City Bank, October 19, 2005.

The following exhibit is incorporated by reference to the Form 8-K that was filed on January 17, 2007

10(i) Contract for Sale and Purchase of Real and Personal Property between Uniprop Manufactured Housing Communities Income Fund II and Nelson C. Steiner for the sale of Paradise Village.

The following exhibit is incorporated by reference to the Form 8-K that was filed on March 13, 2007

10(j) Termination of Contract for Sale and Purchase of Real and Personal Property between Uniprop Manufactured Housing Communities Income Fund II and Nelson C. Steiner for the sale of Paradise Village and Contract for Sale and Purchase of Real and Personal Property between Uniprop Manufactured Housing Communities Income Fund II and a private buyer for the sale of Paradise Village.

The following exhibit is incorporated by reference to the Form 8-K that was filed on May 17, 2007

10(k) Closure of the Sale of Paradise Village between Uniprop Manufactured Housing Communities Income Fund II and a private buyer.

The following exhibit is incorporated by reference to the Form 8-K that was filed on August 27, 2008.

10(l) Closure of the Sale of Country Roads between Uniprop Manufactured Housing Communities Income Fund II and a private buyer.

The following exhibit is incorporated by reference to the Form 8-K that was filed on July 14, 2009.

10(m) Change in Registrant’s Certifying Accountant from BDO Seidman, LLP to Plante & Moran, PLLC.

The following exhibit is incorporated by reference to the Form 8-K that was filed on May 13, 2011.

10(n) Change in Principal Executive Officer from Paul Zlotoff to Roger Zlotoff.

The following exhibit is incorporated by reference to the Form 8-K that was filed on June 6, 2011.

10(o) Change in Principal Financial Officer from Joel Schwartz to Susann Kehrig, formerly Szepytowski.

The following exhibit is incorporated by reference to the Form 8-K that was filed on June 3, 2013.

10(p) Acceptance of mortgage interest rate reset option for the Ardmor Village, Camelot Manor, Dutch Hills, El Adobe, and Stonegate properties with

StanCorp Mortgage Investors and execution of term Sheet for the refinancing of the Sunshine Village and West Valley properties with Cantor Commercial Real Estate.

The following exhibit is incorporated by reference to the Form 8-K that was filed on July 26, 2013.

10(q) Refinance of the Sunshine Village and West Valley properties with Cantor Commercial Real Estate.

The following exhibit is incorporated by reference to the Form 10-Q that was filed on November 13, 2013.

10(r) Mortgage Notes made as of July 18 2013, between Sunshine Village MHP, LLC, West Valley MHP, LLC and Cantor Commercial Real Estate.

The following exhibit is incorporated by reference to the Form 8-K that was filed on April 9, 2015.

10(s) Contract for Sale and Purchase of Real and Personal Property for the sale of El Adobe.

The following exhibit is incorporated by reference to the Form 8-K that was filed on June 8, 2015.

10(t) Termination of Contract for Sale and Purchase of Real and Personal Property for the sale of El Adobe and new Contract for Sale and Purchase of Real and Personal Property for the sale of El Adobe.

The following exhibit is incorporated by reference to the Form 8-K that was filed on June 23, 2015.

10(u) Contract for Sale and Purchase of Real and Personal Property for the sale of Camelot Manor, Dutch Hills, and Stonegate.

The following exhibit is incorporated by reference to the Form 8-K that was filed on August 21, 2015.

10(v) Closure of the Sale of Camelot Manor, Dutch Hills, and Stonegate.

The following exhibit is incorporated by reference to the Form 8-K that was filed on September 28, 2015.

10(w) Closure of the Sale of El Adobe.

The following exhibit is incorporated by reference to the Form 8-K that was filed on October 20, 2015.

10(x) Board of Director's vote on Partnership Management's recommendations.

The following exhibit is incorporated by reference to the Form 8-K that was filed on November 4, 2015.

10(y) Board of Director's vote on Distribution declaration.

The following exhibit is incorporated by reference to the Form 8-K that was filed on November 24, 2015.

10(z) Contract for Sale and Purchase of Real and Personal Property for the sale of Ardmor Village.

The following exhibit is incorporated by reference to the Form 8-K that was filed on December 8, 2015.

10(aa) Board of Director's vote on Distribution declaration.

The following exhibit is incorporated by reference to the Form 8-K that was filed on February 29, 2016.

10(bb) Closure of the Sale of Ardmor Village.

The following exhibits are attached to this Report:

99.1 Letter summary of the estimated fair market values of the Partnership's three manufactured housing communities, as of February 1, 2016.

31.1 Certificate of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certificate of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Uniprop Manufactured Housing Communities Income Fund II, a Michigan Limited Partnership, 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., Managing General Partner

By: /s/ Roger I. Zlotoff
Roger I. Zlotoff, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: March 18, 2016

By: /s/ Susann Kehrig
Susann Kehrig
Principal Financial Officer
(Vice President Finance of
Uniprop, Inc.)

By: /s/ Roger I. Zlotoff
Roger I. Zlotoff
Principal Executive Officer
(President & Chief Executive Officer of
Uniprop, Inc.)

Exhibit 31.1

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

I, Roger I. Zlotoff, certify that:

1. I have reviewed this annual report on Form 10-K of Uniprop Manufactured Housing Communities Income Fund II;
2. Based on my knowledge, this annual 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 annual 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: March 18, 2016 Signature: /s/ Roger I. Zlotoff

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

Exhibit 31.2

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

I, Susann Kehrig, certify that:

1. I have reviewed this annual report on Form 10-K of Uniprop Manufactured Housing Communities Income Fund II;
2. Based on my knowledge, this annual 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 l report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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: March 18, 2016 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 Annual Report of Uniprop Manufactured Housing Communities Income Fund II (the ''Company'') on Form 10-K for the year ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the ''Report''), I Roger I. Zlotoff, Principal Executive Officer of the Company, 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.

March 18, 2016

Exhibit 32.2

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 Annual Report of Uniprop Manufactured Housing Communities Income Fund II (the ''Company'') on Form 10-K for the year ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the ''Report''), I Susann Kehrig, Principal Financial Officer of the Company, 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/ Susann Kehrig
Principal Financial Officer
Vice President Finance, Uniprop, Inc.

March 18, 2016

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	METHOD OF FILING	PAGE
3(a)	Certificate of Limited Partnership for the Partnership	Incorporated by reference to the S-11 Registration Statement of the Partnership filed November 12, 1986, as amended on December 22, 1986 and January 16, 1987 (the "Registration Statement").	
3(b)	Uniprop Manufactured Housing Communities Income Fund II Agreement of Limited Partnership	Incorporated by reference to the Registration Statement.	
4(a)	First Amendment to Uniprop Manufactured Housing Communities Income Fund II Agreement of Limited Partnership (April 1, 1987)	Incorporated by reference to the Registration Statement.	
4(b)	Form of Beneficial Assignment Certificate (BAC) for the Partnership (originally filed with Form 10-K for the fiscal year ended December 31, 1987)	Incorporated by reference to Form 10-K for fiscal year ended December 31, 1997.	
10(a)	Form of Management Agreement between the Partnership and Uniprop AM, LLC	Incorporated by reference to the Registration Statement.	
10(b)	Form of Consulting Agreement among the Partnership, the General Partner and Consultant	Incorporated by reference to the Registration Statement.	
10(c)	Contingent Purchase Price Agreement with Sunrise Broward Associates, Ltd.	Incorporated by reference to Form 10-K for fiscal year ended December 31, 1997.	

	(originally filed with Form 10-K for the fiscal year ended December 31, 1987)	
10(d)	Contingent Purchase Price Agreement with Ardmor Associates Limited Partnership (originally filed with Form 10-K for the fiscal year ended December 31, 1987)	Incorporated by reference to Form 10-K for fiscal year ended December 31, 1997.
10(e)	Incentive Acquisition Fee Agreement between the Partnership and Uniprop, Inc. (originally filed with Form 10-K for the fiscal year ended December 31, 1987)	Incorporated by reference to Form 10-K for fiscal year ended December 31, 1997.
10(f)	Mortgage Notes, made on August 20, 1998 between Uniprop Manufactured Home Communities Income Fund II and GMAC CMC	Incorporated by reference to the Form 8-K filed on September 8, 1998.
10(g)	Second Amended and Restated Consulting Agreement among the Partnership, the General Partner and Consultant January 9, 2005	Incorporated by reference to Form 10-K for fiscal year ended December 31, 2005.
10(h)	Line of Credit Loan Agreement between the Partnership and National City Bank October 19, 2006	Incorporated by reference to Form 10-K for fiscal year ended December 31, 2005.
10(i)	Contract for Sale and Purchase of Real and Personal Property for the sale of Paradise Village January 17, 2007.	Incorporated by reference to the Form 8-K filed on January 17, 2007.
10(j)	Termination of Contract for Sale and Purchase of Real and Personal Property for the sale of Paradise Village January 17, 2007. Contract	Incorporated by reference to the Form 8-K filed on March 13, 2007.

	for Sale and Purchase of Real and Personal Property for the sale of Paradise Village March 13, 2007.	
10(k)	Closure of the Sale of Paradise Village May 17, 2007.	Incorporated by reference to the Form 8-K filed on May 17, 2007.
10(l)	Closure of the Sale of Country Roads August 27, 2008.	Incorporated by reference to the Form 8-K filed on August 27, 2008.
10(m)	Change in Registrant's Certifying Accountant July 14, 2009.	Incorporated by reference to the Form 8-K filed on July 14, 2009.
10(n)	Change in Principal Executive Officer May 13, 2011.	Incorporated by reference to the Form 8-K filed on May 13, 2011.
10(o)	Change in Principal Financial Officer June 6, 2011.	Incorporated by reference to the Form 8-K filed on June 6, 2011.
10(p)	Acceptance of mortgage interest rate reset option for the Ardmor Village, Camelot Manor, Dutch Hills, El Adobe, and Stonegate properties with StanCorp Mortgage Investors and execution of term sheet for the refinancing of the Sunshine Village and West Valley properties with Cantor Commercial Real Estate.	Incorporated by reference to the Form 8-K filed on June 3, 2013.
10(q)	Refinance of the Sunshine Village and West Valley properties with Cantor Commercial Real Estate.	Incorporated by reference to the Form 8-K filed on July 26, 2013.
10(r)	Mortgage Notes made as of July 18, 2013, between Sunshine Village MHP, LLC,	Incorporated by reference to the Form 10-Q filed on November, 13, 2013.

	West Valley MHP, LLC and Cantor Commercial Real Estate.	
10(s)	Contract for Sale and Purchase of Real and Personal Property for the sale of El Adobe April 7, 2015.	Incorporated by reference to the Form 8-K filed on April 9, 2015.
10(t)	Termination of Contract for Sale and Purchase of Real and Personal Property for the sale of El Adobe April 7, 2015. Contract for Sale and Purchase of Real and Personal Property for the sale of El Adobe June 8, 2015.	Incorporated by reference to the Form 8-K filed on June 8, 2015.
10(u)	Contract for Sale and Purchase of Real and Personal Property for the sale of Camelot Manor, Dutch Hills and Stonegate June 23, 2015.	Incorporated by reference to the Form 8-K filed on June 23, 2015
10(v)	Closure of the Sale of Camelot Manor, Dutch Hills and Stonegate August 18, 2015.	Incorporated by reference to the Form 8-K filed on August 21, 2015.
10(w)	Closure of the Sale of El Adobe September 28, 2015.	Incorporated by reference to the Form 8-K filed on September 28, 2015.
10(x)	Board of Directors vote on Partnership Management's recommendations October 5, 2015.	Incorporated by reference to the Form 8-K filed on October 20, 2015.
10(y)	Board of Director's vote on Dividend declaration November 2, 2015.	Incorporated by reference to the Form 8-K filed on November 4, 2015.
10(z)	Contract for Sale and Purchase of Real and Personal Property for the	Incorporated by reference to the Form 8-K filed on November 24, 2015.

	sale of Ardmor Village November 20, 2015.	
10(aa)	Board of Director's vote on Dividend declaration December 8, 2015.	Incorporated by reference to the Form 8-K filed on December 8, 2015.
10(bb)	Closure of the Sale of Ardmor Village February 26, 2016.	Incorporated by reference to the Form 8-K filed on February 29, 2016.
99.1	Letter summary of the estimated fair market values of the Partnership's three manufactured housing communities, as of February 1, 2016.	Filed herewith.
31.1	Certificate of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
31.2	Certificate of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
*32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith.
*32.2	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith.

* This certificate is being furnished solely to accompany the report pursuant to 18 U.S.C. 1350 and is not being filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Partnership, whether made before or after the date hereof, regardless of any general incorporation language in such filing.