

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, 2011
 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

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

BALANCE SHEETS

ASSETS	<u>March 31, 2011</u> (Unaudited)	<u>December 31, 2010</u>
Properties:		
Land	\$8,952,937	\$8,952,937
Buildings And Improvements	41,673,315	41,670,535
Furniture And Fixtures	<u>622,572</u>	<u>615,260</u>
	51,248,824	51,238,732
Less Accumulated Depreciation	<u>(31,554,079)</u>	<u>(31,175,620)</u>
	19,694,745	20,063,112
Cash And Cash Equivalents	6,908,787	5,671,854
Investments, at Fair Value	0	1,423,003
Unamortized Finance Costs	617,480	624,418
Manufactured Homes and Improvements	1,264,890	1,064,356
Other Assets	<u>1,270,914</u>	<u>1,131,641</u>
Total Assets	<u>\$29,756,816</u>	<u>\$29,978,384</u>

LIABILITIES & PARTNERS' EQUITY	<u>March 31, 2011</u> (Unaudited)	<u>December 31, 2010</u>
Accounts Payable	\$114,739	\$137,898
Other Liabilities	496,203	338,643
Notes Payable	<u>22,235,512</u>	<u>22,341,976</u>
Total Liabilities	\$22,846,454	\$22,818,517
Partners' Equity:		
General Partner	419,667	419,519
Unit Holders	<u>6,490,695</u>	<u>6,740,348</u>
Total Partners' Equity	<u>6,910,362</u>	<u>7,159,867</u>
Total Liabilities And Partners' Equity	<u>\$29,756,816</u>	<u>\$29,978,384</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, 2011 March 31, 2010

Income:		
Rental Income	\$1,788,038	\$1,837,609
Home Sale Income	57,399	49,500
Other	<u>137,360</u>	<u>173,556</u>
Total Income	<u>1,982,797</u>	<u>2,060,665</u>
Operating Expenses:		
Administrative Expenses (Including \$95,446 and \$97,698, in Property Management Fees Paid to an Affiliate for the Three Month Period Ended March 31, 2011 and 2010, respectively)	662,607	644,917
Property Taxes	229,062	254,004
Utilities	143,902	163,580
Property Operations	119,650	145,279
Depreciation	378,459	370,548
Interest	375,804	382,648
Home Sale Expense	<u>58,547</u>	<u>76,501</u>
Total Operating Expenses	<u>1,968,031</u>	<u>2,037,477</u>
Net Income	<u>\$14,766</u>	<u>\$23,188</u>
Income per Limited Partnership Unit	0.00	0.01
Distribution Per Unit:	0.08	0.08
Weighted Average Number Of Units Of Beneficial Assignment Of Limited Partnership Interest Outstanding During The Period Ending March 31, 2011 and 2010	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, 2010	\$419,519	\$6,740,348	\$7,159,867
Distributions	-	(264,271)	(264,271)
Net Income	148	14,618	14,766
Balance as of March 31, 2011	<u>\$419,667</u>	<u>\$6,490,695</u>	<u>\$6,910,362</u>

See Notes to Financial Statements

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

STATEMENTS OF CASH FLOWS

(Unaudited)

	THREE MONTHS ENDED	
	<u>March 31, 2011</u>	<u>March 31, 2010</u>
Cash Flows From Operating Activities:		
Net Income	<u>\$14,766</u>	<u>\$23,188</u>
Adjustments To Reconcile Net Income To Net Cash Provided By Operating Activities:		
Depreciation	378,459	370,548
Amortization	6,938	6,938
Increase in Manufactured Homes and Home Improvements	(200,534)	(5,967)
(Increase) Decrease In Other Assets	(139,273)	120,352
(Decrease) Increase In Accounts Payable	(23,159)	25,410
Increase In Other Liabilities	<u>157,560</u>	<u>69,729</u>
 Total Adjustments	 <u>179,991</u>	 <u>587,010</u>
 Net Cash Provided By Operating Activities	 <u>194,757</u>	 <u>610,198</u>
Cash Flows Used In Investing Activities:		
Redemption of Investments	<u>1,423,003</u>	<u>0</u>
Purchase of property and equipment	<u>(10,092)</u>	<u>(23,715)</u>
Cash Flows From Financing Activities:	<u>1,412,911</u>	
Distributions To Unit Holders	(264,271)	(264,271)
Payments On Mortgage	<u>(106,464)</u>	<u>(99,657)</u>
Net Cash Used In Financing Activities	<u>(370,735)</u>	<u>(363,928)</u>
Increase In Cash and Equivalents	1,236,933	222,555
Cash, Beginning	<u>5,671,854</u>	<u>7,370,544</u>
Cash, Ending	<u>\$6,908,787</u>	<u>\$7,593,099</u>

See Notes to Financial Statements

ITEM 6. EXHIBITS

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

NOTES TO FINANCIAL STATEMENTS

March 31, 2011 (Unaudited)

1. Basis of Presentation:

The accompanying unaudited 2011 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, 2010 has been derived from the audited financial statements at that date. Operating results for the three months ended March 31, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011, 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, 2010.

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

2. Mortgage Payable:

On August 29, 2008, the Partnership refinanced its existing mortgage note payable and executed seven new mortgages payable in the amount of \$23,225,000 secured by the seven properties of the Partnership. To pay off the prior mortgage balance of \$25,277,523 and the costs of refinancing, the Partnership transferred \$2,735,555 from cash reserves. The mortgages are payable in monthly installments of interest and principal through September 2033. Interest on these notes is accrued at a fixed rate of 6.625% for five years, at which time, the rate will reset to the lender's then prevailing market rate. As of March 31, 2011, the balance on these notes was \$22,235,512.

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

Future maturities on the note payable for the next five years and thereafter are as follows: remainder of 2011 - \$330,148; 2012 - \$466,432; 2013 - \$498,289; 2014 - \$532,321; 2015 - \$568,678; and thereafter - \$19,839,644.

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, 2010 filed with the SEC on February 22, 2011 for accounting policies and related estimates we believe are the most critical to understanding condensed consolidated financial statements, financial conditions and results of operations and which require complex management judgment and assumptions or involve uncertainties. There have been no material changes to the critical accounting policies and estimates previously disclosed in that report.

Liquidity and Capital Resources

Partnership liquidity is based, in part, upon its investment strategy. Upon acquisition, the Partnership anticipated owning the properties for seven to ten years. All of the properties have been owned by the Partnership for more than ten years. The General Partner may elect to have the Partnership own the properties for as long as, in the opinion of the General Partner, it is in the best interest of the Partnership to do so.

The Partnership's capital resources consist primarily of its seven manufactured home communities. On August 29, 2008, the Partnership refinanced these properties with Stancorp Mortgage Investors, LLC (the "Refinancing") in the amount of \$23,225,000 secured by the seven properties of the Partnership. To pay off the prior mortgage balance of \$25,277,523 and the costs of refinancing, the Partnership transferred \$2,735,555 from cash reserves. The mortgages are payable in monthly installments of interest and principal through September 2033. Interest on these notes are accrued at a fixed rate of 6.625% for five years, at which time, the rate will reset to the lenders then prevailing market rate. As of March 31, 2011 the balance on these notes was \$22,235,512.

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

As a result of the Refinancing, all of the Partnership's seven properties are mortgaged. At the time of the Refinancing, the aggregate principal amount due under the seven mortgage notes was \$23,225,000 and the aggregate fair market value of the Partnership's mortgaged properties was

\$73,550,000. The Partnership expects to meet its short-term liquidity needs generally through its working capital provided by operating activities.

The General Partner has decided to distribute \$264,271, or \$.08 per unit, to the unit holders for the first quarter ended March 31, 2011. 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, 2011, the Partnership's cash balance amounted to \$6,908,787. 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 50% at the end of March 2011, versus 51% at the end of March 2010. The average monthly homesite rent as of March 31, 2011 was approximately \$492 versus \$482 from March 2010 (average rent not a weighted average).

	Total Capacity	Occupied Sites	Occupancy Rate	Average* Rent
Ardmor Village	339	161	48%	\$510
Camelot Manor	335	100	30%	403
Dutch Hills	278	113	41%	412
El Adobe	367	202	55%	522
Stonegate Manor	308	108	35%	402
Sunshine Village	356	227	64%	605
West Valley	<u>421</u>	<u>318</u>	<u>76%</u>	<u>588</u>
Total on 3/31/11:	2,404	1,229	50%	\$492
Total on 3/31/10:	2,404	1,267	51%	\$482

*Not a weighted average

	Gross Revenue		Net Operating Income and Net Income (Loss)	
	3/31/2011	3/31/2010	3/31/2011	3/31/2010
	three months ended		three months ended	
Ardmor	\$249,117	\$254,984	\$130,373	\$129,052
Camelot Manor	146,706	140,755	23,002	39,468
Dutch Hills	141,456	147,858	42,301	55,893
El Adobe	290,555	316,494	166,207	168,355
Stonegate	149,355	165,126	42,142	47,291

Sunshine	437,208	450,562	200,612	201,953
West Valley	<u>564,024</u>	<u>578,398</u>	<u>394,112</u>	<u>386,504</u>
	1,978,421	2,054,177	998,749	1,028,516
Partnership Management	4,376	6,488	(205,312)	(220,368)
Other Expense	-----	-----	(24,408)	(31,764)
Interest Expense	-----	-----	(375,804)	(382,648)
Depreciation	<u>-----</u>	<u>-----</u>	<u>(378,459)</u>	<u>(370,548)</u>
	\$1,982,797	\$2,060,665	\$14,766	\$23,188

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, 2011 to Quarter Ended March 31, 2010

Gross revenues decreased \$77,868 to \$1,982,797 in 2009, from \$2,060,665 in 2010. This was due to decreased rental and other income as a result of lower occupancy.

As described in the Statements of Operations, total operating expenses decreased \$69,446, to \$1,968,031 in 2011, as compared to \$2,037,477 in 2010. This was a result of decreased expenditures overall, offset by a slight increase in administrative expenses during 2011.

As a result of the aforementioned factors, the Partnership experienced Net Income of \$14,766 for the first quarter of 2011 compared to Net Income of \$23,188 for the first quarter of 2010.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Partnership is exposed to interest rate rise primarily through its borrowing activities. There is inherent roll over risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and the Partnership’s future financing requirements.

Note Payable: At March 31, 2011 the Partnership had notes payable outstanding in the amount of \$22,235,512. Interest on these notes is at a fixed annual rate of 6.625% through September 2013, at which time, the rate will reset to the lender's then prevailing market rate.

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

ITEM 4.

CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Partnership carried out an evaluation, under the supervision and with the participation of the Principal Executive Officer and the Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon, and as of the date of, this evaluation, the Principal Executive Officer and the Principal Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in the quarterly report is recorded, processed, summarized and reported as and when required.

There was no change in the Partnership's internal controls over financial reporting that occurred during the most recent completed quarter that has materially affected, or is reasonably likely to materially affect, the Partnership's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

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, 2010, 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/ Paul M. Zlotoff
Paul M. Zlotoff, President

By: /s/ Joel Schwartz
Joel Schwartz, Principal Financial Officer

Dated: May 6, 2011

Exhibit 31.1

I, Paul M Zlotoff, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Uniprop Manufactured Housing Income Fund II;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2011

Signature: /s/ Paul M. Zlotoff

Paul M. Zlotoff, Principal Executive Officer
President & Director of Uniprop, Inc.

I

Exhibit 31.2

I, Joel Schwartz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Unipro Manufacturing Income Fund II;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this I report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2011

Signature: /s/ Joel Schwartz

Joel Schwartz, Principal Financial Officer
Chief Financial Officer of Unipro 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, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Paul M Zlotoff, Principal Executive Officer of the Company, Joel Schwartz, Principal Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934; and
2. The information contained in the Report fairly presents, in all material respect, the financial condition and results of operations of the Company.

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

/s/ Joel Schwartz
Principal Financial Officer of Uniprop, Inc.

May 6, 2011