

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 June 30, 2012
 TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 0-16701

UNIPROP MANUFACTURED HOUSING COMMUNITIES INCOME FUND II,
a Michigan Limited Partnership
(Exact name of registrant as specified in its charter)

MICHIGAN
(State or other jurisdiction of
incorporation or organization)

38-2702802
(I.R.S. employer
identification number)

280 Daines Street, Birmingham, Michigan 48009
(Address of principal executive offices) (Zip Code)
(248) 645-9220
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(g) of the Act:
units of beneficial assignments of limited partnership interest

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):
Large Accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

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

INDEX

	<u>Page</u>
PART I	FINANCIAL INFORMATION
ITEM 1.	FINANCIAL STATEMENTS
	Balance Sheets June 30, 2012 (Unaudited) and December 31, 2011
	3
	Statements of Operations Six and Three months ended June 30, 2012 and 2011 (Unaudited)
	4
	Statement of Partners' Equity Six months ended June 30, 2012 (Unaudited)
	4
	Statements of Cash Flows Six months ended June 30, 2012 and 2011 (Unaudited)
	5
	Notes to Financial Statements June 30, 2012 (Unaudited)
	6
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
	7
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
	9
ITEM 4.	CONTROLS AND PROCEDURES
	10
PART II	OTHER INFORMATION
ITEM 1.	LEGAL PROCEEDINGS
	10
ITEM 1A.	RISK FACTORS
	10
ITEM 6.	EXHIBITS
	11

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

BALANCE SHEETS

ASSETS	<u>June 30,2012</u> (Unaudited)	<u>December 31, 2011</u>
Properties:		
Land	\$8,952,937	\$8,952,937
Buildings And Improvements	42,105,167	42,031,798
Furniture And Fixtures	<u>648,279</u>	<u>633,279</u>
	51,706,383	51,618,014
Less Accumulated Depreciation	<u>(33,488,276)</u>	<u>(32,697,748)</u>
	18,218,107	18,920,266
Cash	5,409,049	6,239,427
Unamortized Finance Costs	582,790	596,666
Manufactured Homes and Improvements	2,756,246	2,049,935
Other Assets	<u>1,296,455</u>	<u>955,929</u>
Total Assets	<u>\$28,262,647</u>	<u>\$28,762,223</u>

LIABILITIES & PARTNERS' EQUITY	<u>June 30,2012</u> (Unaudited)	<u>December 31, 2011</u>
Accounts Payable	\$65,775	\$166,483
Other Liabilities	660,177	446,440
Notes Payable	<u>21,676,000</u>	<u>21,905,364</u>
Total Liabilities	\$22,401,952	\$22,518,287
Partners' Equity:		
General Partner	422,384	420,931
Unit Holders	<u>5,438,311</u>	<u>5,823,005</u>
Total Partners' Equity	<u>5,860,695</u>	<u>6,243,936</u>
Total Liabilities And Partners' Equity	<u>\$28,262,647</u>	<u>\$28,762,223</u>

See Notes to Financial Statements

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

STATEMENTS OF OPERATIONS (unaudited)	SIX MONTHS ENDED		THREE MONTHS ENDED	
	<u>June 30, 2012</u>	<u>June 30, 2011</u>	<u>June 30, 2012</u>	<u>June 30, 2011</u>
Income:				
Rental Income	\$3,624,587	\$3,598,177	\$1,790,831	\$1,810,139
Home Sale Income	147,721	60,399	127,621	3,000
Other	<u>390,062</u>	<u>297,495</u>	<u>188,814</u>	<u>160,135</u>
Total Income	<u>4,162,370</u>	<u>3,956,071</u>	<u>2,107,266</u>	<u>1,973,274</u>
Operating Expenses:				
Administrative Expenses (Including \$198,557, \$192,910, \$98,254 and \$97,464, in Property Management Fees Paid to an Affiliate for the Six and Three Month Period Ended June 30, 2012 and 2011, respectively)	1,235,942	1,256,480	567,197	593,873
Property Taxes	445,437	458,109	219,168	229,047
Utilities	292,415	295,871	141,591	151,969
Property Operations	371,978	280,409	216,897	160,759
Depreciation	790,528	761,434	396,200	382,975
Interest	735,080	749,824	366,588	374,020
Home Sale Expense	<u>145,689</u>	<u>71,798</u>	<u>119,113</u>	<u>13,251</u>
Total Operating Expenses	<u>4,017,069</u>	<u>3,873,925</u>	<u>2,026,754</u>	<u>1,905,894</u>
Net Income	<u>\$145,301</u>	<u>\$82,146</u>	<u>\$80,512</u>	<u>\$67,380</u>
Income per Limited Partnership Unit:	<u>\$0.04</u>	<u>\$0.02</u>	<u>\$0.02</u>	<u>\$0.02</u>
Distribution Per Unit:	<u>\$0.16</u>	<u>\$0.16</u>	<u>\$0.08</u>	<u>\$0.08</u>
Weighted Average Number Of Units Of Beneficial Assignment Of Limited Partnership Interest Outstanding During The Six and Three Month Period Ended June 30, 2012 and 2011.	3,303,387	3,303,387	3,303,387	3,303,387

STATEMENT OF PARTNERS' EQUITY (Unaudited)

	<u>General Partner</u>	<u>Unit Holders</u>	<u>Total</u>
Balance, December 31, 2011	\$420,931	\$5,823,005	\$6,243,936
Distributions	0	(528,542)	(528,542)
Net Income	1,453	143,848	145,301
Balance as of June 30, 2012	<u>\$422,384</u>	<u>\$5,438,311</u>	<u>\$5,860,695</u>

See Notes to Financial Statements

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

STATEMENTS OF CASH FLOWS

(Unaudited)

	SIX MONTHS ENDED	
	<u>June 30,2012</u>	<u>June 30,2011</u>
Cash Flows From Operating Activities:		
Net Income	<u>\$145,301</u>	<u>\$82,146</u>
Adjustments To Reconcile Net Income To Net Cash Provided By Operating Activities:		
Depreciation	790,528	761,434
Amortization	13,876	13,876
Increase in Manufactured Homes and Home Improvements	(706,311)	(395,840)
Increase In Other Assets	(340,526)	(360,321)
(Decrease) Increase In Accounts Payable	(100,708)	10,068
Increase In Other Liabilities	<u>213,737</u>	<u>304,648</u>
Total Adjustments	<u>(129,404)</u>	<u>333,865</u>
Net Cash Provided By Operating Activities	<u>15,897</u>	<u>416,011</u>
Cash Flows From Investing Activities:		
Redemption of Investments	0	1,423,003
Purchase of property and equipment	<u>(88,369)</u>	<u>(156,861)</u>
Net Cash (Used In) Provided By Investing Activities	<u>(88,369)</u>	<u>1,266,142</u>
Cash Flows Used In Financing Activities:		
Distributions To Unit Holders	(528,542)	(528,542)
Payments On Mortgage	<u>(229,364)</u>	<u>(214,700)</u>
Net Cash Used In Financing Activities	<u>(757,906)</u>	<u>(743,242)</u>
(Decrease) Increase In Cash	(830,378)	938,911
Cash, Beginning	<u>6,239,427</u>	<u>5,671,854</u>
Cash, Ending	<u>\$5,409,049</u>	<u>\$6,610,765</u>

See Notes to Financial Statements

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

NOTES TO FINANCIAL STATEMENTS

June 30, 2012 (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, 2011 has been derived from the audited financial statements at that date. Operating results for the three and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012, 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, 2011.

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 June 30, 2012 the balance on these notes was \$21,676,000.

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.

Future maturities on the note payable for the next five years and thereafter are as follows: remainder of 2012 - \$237,068; 2013 - \$498,289; 2014 - \$532,321; 2015 - \$568,678; 2016 - \$607,519; and thereafter - \$19,232,125.

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, 2011 filed with the SEC on March 9, 2012 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 June 30, 2012 the balance on these notes was \$21,676,000.

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 second quarter ended June 30, 2012. 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 June 30, 2012, the Partnership's cash balance amounted to \$5,409,049. The level of cash balance maintained is at the discretion of the General Partner.

Results of Operations

Overall, as illustrated in the following table, the Partnership's seven properties reported combined occupancy of 48% at the end of June 2012 versus 49% at the end of June 2011. The average monthly homesite rent as of June 30, 2012 was approximately \$505; versus \$493 from June 2011 (average rent not a weighted average).

	Total Capacity	Occupied Sites	Occupancy Rate	Average* Rent
Ardmor Village	339	149	44%	\$524
Camelot Manor	335	99	30%	417
Dutch Hills	278	109	39%	420
El Adobe	367	192	52%	535
Stonegate Manor	308	108	35%	410
Sunshine Village	356	219	62%	627
West Valley	<u>421</u>	<u>300</u>	<u>71%</u>	<u>603</u>
Total on 6/30/12:	2,404	1,176	48%	\$505
Total on 6/30/11:	2,404	1,216	49%	\$493

*Not a weighted average

	Gross Revenue		Net Operating Income and Net Income		Gross Revenue		Net Operating Income and Net Income	
	6/30/2012	6/30/2011	6/30/2012	6/30/2011	06/30/2012	06/30/2011	06/30/2012	06/30/2011
	three months ended		three months ended		six months ended		six months ended	
Ardmor	\$236,104	\$243,275	\$112,023	\$100,366	\$489,918	\$492,392	\$226,047	\$230,739
Camelot Manor	143,778	130,130	43,326	27,985	281,342	276,836	77,474	50,987
Dutch Hills	189,310	144,186	61,512	41,024	339,316	285,642	104,803	83,325
El Adobe	291,717	318,774	163,653	170,741	591,790	609,329	324,249	336,948
Stonegate	173,252	149,490	51,414	36,184	348,031	298,845	88,491	78,326
Sunshine	499,689	412,136	201,344	204,200	937,656	849,344	427,376	404,812
West Valley	<u>570,650</u>	<u>570,267</u>	<u>413,168</u>	<u>405,408</u>	<u>1,150,149</u>	<u>1,134,291</u>	<u>823,234</u>	<u>799,520</u>
	2,103,500	1,968,258	1,046,440	985,908	4,138,202	3,946,679	2,071,674	1,984,657
Partnership Management	3,766	5,016	(117,541)	(123,568)	24,168	9,392	(281,905)	(328,880)
Other Expense	-----	-----	(85,599)	(37,965)	-----	-----	(118,860)	(62,373)
Interest Expense	-----	-----	(366,588)	(374,020)	-----	-----	(735,080)	(749,824)
Depreciation	-----	-----	<u>(396,200)</u>	<u>(382,975)</u>	-----	-----	<u>(790,528)</u>	<u>(761,434)</u>
	\$2,107,266	\$1,973,274	\$80,512	\$67,380	\$4,162,370	\$3,956,071	\$145,301	\$82,146

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 Three Months Ended June 30, 2012 to Three Months Ended June 30, 2011

Gross revenues increased \$133,992 to \$2,107,266 in 2012, from \$1,973,274 in 2011. This was mainly due to increased home sale activity and other income, specifically lease home income. This was offset slightly by decreased rental income due to lower occupancy.

As described in the Statements of Operations, total operating expenses increased \$120,860, to \$2,026,754 in 2012, as compared to \$1,905,894 in 2011. This was due to increases in property operations and home sale expense.

As a result of the aforementioned factors, the Partnership experienced Net Income of \$80,512 for the second quarter of 2012 compared to Net Income of \$67,380 for the second quarter of 2011.

Comparison of Six Months Ended June 30, 2012 to Six Months Ended June 30, 2011

Gross revenues increased \$206,299 to \$4,162,370 in 2012, from \$3,956,071 in 2011. The increase mainly due to increased home sale activity and other income, specifically lease home income.

As described in the Statements of Operations, total operating expenses increased \$143,144, to \$4,017,069 in 2012, as compared to \$3,873,925 in 2011. The increase was primarily a result of increased property operations and home sale expense.

As a result of the aforementioned factors, the Partnership experienced Net Income of \$145,301 in 2012 as compared to Net Income of \$82,146 in 2011.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

Note Payable: At June 30, 2012 the Partnership had notes payable outstanding in the amount of \$21,676,000. 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, 2011, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may adversely affect our business, financial condition and/or operating results.

ITEM 6.

EXHIBITS

- Exhibit 31.1** Principal Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a) of The Securities and Exchange Act of 1934, as amended
- Exhibit 31.2** Principal Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a) of The Securities and Exchange Act of 1934, as amended
- Exhibit 32.1** Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes –Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Uniprop Manufactured Housing Communities
Income Fund II, a Michigan Limited Partnership

BY: Genesis Associates Limited Partnership,
General Partner

BY: Uniprop, Inc.,
its Managing General Partner

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

By: /s/ Susann Szepytowski
Susann E. Szepytowski, Principal Financial Officer

Dated: August 8, 2012

Exhibit 31.1

I, Roger I Zlotoff, certify that:

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

Date: August 8, 2012

Signature: /s/ Roger I. Zlotoff

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

Exhibit 31.2

I, Susann Szepytowski, certify that:

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

Date: August 8, 2012

Signature: /s/ Susann Szepytowski

Susann Szepytowski, Principal Financial Officer
Vice President Finance of Uniprop Inc.

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Uniprop Manufactured Housing Communities Income Fund II (the "Company") on Form 10-Q for the period ending June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I Roger I. Zlotoff, Principal Executive Officer of the Company, Susann Szepytowski, Principal Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

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

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

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

August 8, 2012