

SECURITIES AND EXCHANGE COMMISSION

FORM 15-12G

Notice of termination of registration of a class of securities under Section 12(g)

Filing Date: **1999-03-26**  
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FILER

**GRIFFIN REAL ESTATE FUND II**

CIK: **319716** | IRS No.: **41398390** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **15-12G** | Act: **34** | File No.: **000-11200** | Film No.: **99573729**  
SIC: **6500** Real estate

Mailing Address  
510 MARQUETTE AVE  
SUITE 300  
MINNEAPOLIS MN 55402

Business Address  
510 MARQUETTE AVE  
SUITE 300  
MINNEAPOLIS MN 55402  
6123382828

FORM 15.-CERTIFICATE AND NOTICE OF TERMINATION OF  
REGISTRATION UNDER SECTION 12(g) OR SUSPENSION OF DUTY TO  
FILE REPORTS UNDER SECTIONS 13 AND 13(d) OF THE SECURITIES  
EXCHANGE ACT

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

Commission File number: 0-11200

Griffin Real Estate Fund-II, A Limited Partnership  
510 Marquette Avenue, Suite 300  
Minneapolis, MN 55402

Registrant's telephone number: (612) 338-2828

Title of securities covered by this form: Limited Partnership units

Titles of all other classes of securities for which a duty to file reports under  
section 13(a) or 15(d) remains: None

Please place an X in the box(es) to designate the appropriate rule provision(s)  
relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:  
None-Partnership dissolved December 31, 1998

Pursuant to the requirements of the Securities Exchange Act of 1934 Griffin Real  
Estate Fund-II, A Limited Partnership has caused this certification/notice to be  
signed on its behalf by the undersigned duly authorized person.

Date: March 30, 1999

By: Larry D. Fransen /s/  
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Managing General Partner  
of the General Partner  
Investment Associates