

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E3/A

Schedule filed to report going private transactions(Issuer Self-Tender Offer) [amend]

Filing Date: **1999-03-26**
SEC Accession No. **0001011723-99-000051**

(HTML Version on secdatabase.com)

SUBJECT COMPANY

SUPER 8 MOTELS II LTD

CIK: **316554** | IRS No.: **942574309** | State of Incorpor.: **CA** | Fiscal Year End: **0930**
Type: **SC 13E3/A** | Act: **34** | File No.: **005-41853** | Film No.: **99574001**
SIC: **7011** Hotels & motels

Mailing Address
2030 J STREET
2030 J STREET
SACRAMENTO CA 95814

Business Address
2030 J ST
SACRAMENTO CA 95814
9164429183

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Amendment No. 6 to
Rule 13e-3 Transaction Statement
(Pursuant to Section 13e-3 of the Securities Exchange Act of 1934 and
Rule 13e-3 thereunder)

Super 8 Motels II, Ltd.
(Name of the Issuer)

Super 8 Motels II, Ltd.
Grotewohl Management Services, Inc.
Mark Grotewohl
(Name of Persons Filing Statement)

Units of Limited Partnership Interest
(Title of Class of Securities)

N/A
(CUSIP Number of Class of Securities)

Philip B. Grotewohl
Grotewohl Management Services, Inc.
2030 J Street
Sacramento, CA 95814
(916) 442-9183

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Persons Filing Statement)

This statement is filed in connection with:

- (a) The filing of solicitation materials or an information statement subject
to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities
Exchange Act of 1934.
 (b) The filing of a registration statement under the Securities Act of 1933.
 (c) A tender offer.
 (d) None of the above.

Check the following box if the soliciting materials or information statement
referred to above are preliminary copies:

Calculation of Filing Fee

Transaction valuation	Amount of filing fee
\$2,200,000	\$440
(Based on purchase price of property)	

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$440
Form or Registration No.: Schedule 14A
Filing party: Registrant
Date Filed: May 15, 1998

This statement is intended to be the final amendment to the Rule 13e-3 Transaction Statement filed by Super 8 Motels II, Ltd. (the "Issuer"), Grotewohl Management Services, Inc., and Mark Grotewohl on July 28, 1998, as amended by Amendment No. 1 thereto filed on September 22, 1998, Amendment No. 2 thereto filed on November 2, 1998, Amendment No. 3 thereto filed on November 12, 1998, Amendment No. 4 thereto filed on November 17, 1998, and Amendment No. 5 thereto filed on December 15, 1998 (collectively, the "Transaction Statements"). The subject of the Transaction Statements was the sale of the property of the Issuer on the terms described in the Transaction Statements.

The sale of the property of the Issuer (consisting of the motel located in Santa Rosa, California and the related assets, as described in the Transaction Statements) was approved by a majority-in-interest of the limited partners of the Issuer, and effective on March 24, 1999, the motel and the related assets were sold by the Issuer to the purchaser described in the Transaction Statements, and the Issuer was dissolved. Upon completion of its winding-up activities, the Issuer will be terminated.

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SIGNATURES

After due inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated the 26th day of March, 1999

SUPER 8 MOTELS II, LTD.,
A CALIFORNIA LIMITED PARTNERSHIP

By: Grotewohl Management Services, Inc.,

Managing General Partner

By: /S/ PHILIP B GROTEWOHL
Philip B. Grotewohl

GROTEWOHL MANAGEMENT SERVICES, INC.

By: /S/ PHILIP B GROTEWOHL
Philip B. Grotewohl

/s/ MARK GROTEWOHL