

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-01-09**
SEC Accession No. [0001552217-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

National Net Lease Portfolio II DST

CIK: [1552217](#) | IRS No.: **326215153** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-180984](#) | Film No.: **13520659**

Mailing Address

2901 BUTTERFIELD ROAD
OAK BROOK IL 60523

Business Address

2901 BUTTERFIELD ROAD
OAK BROOK IL 60523
630-218-8000

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001552217](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [National Net Lease Portfolio II DST](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
[Delaware Statutory Trust](#)
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2012
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [National Net Lease Portfolio II DST](#)
Street Address 1 [2901 BUTTERFIELD ROAD](#) Street Address 2
City [OAK BROOK](#) State/Province/Country [ILLINOIS](#) ZIP/Postal Code [60523](#) Phone No. of Issuer [630-218-8000](#)

3. Related Persons

Last Name	First Name	Middle Name
Inland Private	Capital Corporation	
Street Address 1 2901 Butterfield Road	Street Address 2	
City Oak Brook	State/Province/Country ILLINOIS	ZIP/Postal Code 60523

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
National Net Lease	Portfolio II, L.L.C.	
Street Address 1 2901 Butterfield Road	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

Oak Brook

ILLINOIS

60523

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
National Net Lease	Portfolio II Exchange, L.L.C.	
Street Address 1	Street Address 2	
2901 Butterfield Road		
City	State/Province/Country	ZIP/Postal Code
Oak Brook	ILLINOIS	60523

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Lampi	Keith	
Street Address 1	Street Address 2	
2901 Butterfield Road		
City	State/Province/Country	ZIP/Postal Code
Oak Brook	ILLINOIS	60523

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Mr. Lampi is the Chief Operating Officer of Inland Private Capital Corporation, the Member of National Net Lease Portfolio II Exchange, L.L.C., the Signatory Trustee of National Net Lease Portfolio II DST.

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| <input type="checkbox"/> Other Banking & Financial Services | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| Energy | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Electric Utilities | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Energy Conservation | <input checked="" type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
 - Section 3(c)(1) Section 3(c)(9)
 - Section 3(c)(2) Section 3(c)(10)
 - Section 3(c)(3) Section 3(c)(11)
 - Section 3(c)(4) Section 3(c)(12)
 - Section 3(c)(5) Section 3(c)(13)
 - Section 3(c)(6) Section 3(c)(14)
 - Section 3(c)(7)

7. Type of Filing

- New Notice Date of First Sale [2012-06-25](#) First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests Equity
- Tenant-in-Common Securities Debt
- Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

Beneficial interests in Delaware Statutory Trust reflecting beneficial interests in real estate.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 100,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Inland Securities Corporation	15807	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Inland Securities Corporation	15807	
Street Address 1	Street Address 2	
2901 Butterfield Road		
City	State/Province/Country	ZIP/Postal Code
Oak Brook	ILLINOIS	60523
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[ILLINOIS](#)

Recipient	Recipient CRD Number <input type="checkbox"/> None	
David B. Levinson	705929	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Newport Coast Securities, Inc.	16944	
Street Address 1	Street Address 2	
18872 Macarthur Boulevard, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Irvine	CALIFORNIA	92612
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[CALIFORNIA](#)
[FLORIDA](#)

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Randy A. Barmache	4607939	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Newport Coast Securities, Inc.	16944	
Street Address 1	Street Address 2	
4035 East Thousand Oak Boulevard	Suite 232	
City	State/Province/Country	ZIP/Postal Code
Westlake Village	CALIFORNIA	91362
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[FLORIDA](#)

Recipient	Recipient CRD Number <input type="checkbox"/> None
-----------	--

Eric W. Kuchel

4118500

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Crown Capital Securities, L.P.

6312

Street Address 1

Street Address 2

259 South Randolph, Suite 100

City

State/Province/Country

ZIP/Postal Code

Brea

CALIFORNIA

92821

State(s) of Solicitation All States

Foreign/Non-US

CALIFORNIA

Recipient

Recipient CRD Number None

Warren W. Woon

4115548

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

VSR Financial Services, Inc.

14503

Street Address 1

Street Address 2

745 Fort Street, Suite 1614

City

State/Province/Country

ZIP/Postal Code

Honolulu

HAWAII

96813

State(s) of Solicitation All States

Foreign/Non-US

HAWAII

Recipient

Recipient CRD Number None

James M. Poindexter

1867899

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Centaurus Financial, Inc.

30833

Street Address 1

Street Address 2

1965 Commerce Center Circle, Suite D

City

State/Province/Country

ZIP/Postal Code

Prescott

ARIZONA

86301

State(s) of Solicitation All States

Foreign/Non-US

NORTH DAKOTA

Recipient

Recipient CRD Number None

Gene A. Brehm

2815437

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

1st Global Capital Corp.

30349

Street Address 1

Street Address 2

7809 Broadway Street

City

State/Province/Country

ZIP/Postal Code

San Antonio

TEXAS

78209-2558

State(s) of Solicitation All States

Foreign/Non-US

TEXAS

Recipient

John T. Christy

(Associated) Broker or Dealer None

Royal Alliance Associates, Inc.

Street Address 1

5440 North Oak, Suite 250

City

Kansas City

State(s) of Solicitation All States

Recipient CRD Number None

4573758

(Associated) Broker or Dealer CRD Number None

23131

Street Address 2

State/Province/Country

MISSOURI

Foreign/Non-US

ZIP/Postal Code

64118

KANSAS

Recipient

Jeffrey S. Anderson

(Associated) Broker or Dealer None

1st Global Capital Corp.

Street Address 1

5807 Osborne Drive West

City

Hastings

State(s) of Solicitation All States

Recipient CRD Number None

2896908

(Associated) Broker or Dealer CRD Number None

30349

Street Address 2

State/Province/Country

NEBRASKA

Foreign/Non-US

ZIP/Postal Code

68901

NEBRASKA

Recipient

James T. Ortlip

(Associated) Broker or Dealer None

Multi-Financial Securities Corporation

Street Address 1

12020 Sunrise Valley Drive

City

Reston

State(s) of Solicitation All States

Recipient CRD Number None

4174290

(Associated) Broker or Dealer CRD Number None

10299

Street Address 2

Suite 100, Suite E

State/Province/Country

VIRGINIA

Foreign/Non-US

ZIP/Postal Code

20191

DISTRICT OF COLUMBIA

VIRGINIA

Recipient

Frederick P. Baerenz

Recipient CRD Number None

2388453

(Associated) Broker or Dealer None

Multi-Financial Securities Corporation

Street Address 1

12020 Sunrise Valley Drive

City

Reston

State(s) of Solicitation All States

(Associated) Broker or Dealer CRD Number None

10299

Street Address 2

Suite 100, Suite E

State/Province/Country

VIRGINIA

Foreign/Non-US

ZIP/Postal Code

20191

DISTRICT OF COLUMBIA

VIRGINIA

Recipient

Peter E. Dolan

(Associated) Broker or Dealer None

Royal Alliance Associates, Inc.

Street Address 1

101 South Hanley Road, Suite 1350

City

St. Louis

State(s) of Solicitation All States

Recipient CRD Number None

713220

(Associated) Broker or Dealer CRD Number None

23131

Street Address 2

State/Province/Country

MISSOURI

Foreign/Non-US

ZIP/Postal Code

63105

MISSOURI

Recipient

Michael A. DiPietro

(Associated) Broker or Dealer None

Centaurus Financial, Inc.

Street Address 1

907 South Myrtle Avenue

City

Monrovia

State(s) of Solicitation All States

Recipient CRD Number None

2811047

(Associated) Broker or Dealer CRD Number None

30833

Street Address 2

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

91016

CALIFORNIA

Recipient

Michael W. Newton

(Associated) Broker or Dealer None

Investment Planners, Inc.

Street Address 1

191 West Professional Park Court

City

Bowling Green

Recipient CRD Number None

2185103

(Associated) Broker or Dealer CRD Number None

18557

Street Address 2

Suite 2-B

State/Province/Country

KENTUCKY

ZIP/Postal Code

42104

State(s) of Solicitation All States

Foreign/Non-US

KENTUCKY

Recipient

Robert R. Tweed

(Associated) Broker or Dealer None

Concorde Investment Services, LLC

Street Address 1

2060 Huntington Drive, Suite 1

City

San Marino

State(s) of Solicitation All States

Recipient CRD Number None

2339324

(Associated) Broker or Dealer CRD Number None

151604

Street Address 2

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

91108

CALIFORNIA

Recipient

Gary L. Chapman

(Associated) Broker or Dealer None

Berthel, Fisher & Company Financial Services, Inc. 13609

Street Address 1

111 Monument Circle, Suite 2700

City

Indianapolis

State(s) of Solicitation All States

Recipient CRD Number None

5244594

(Associated) Broker or Dealer CRD Number None

Street Address 2

State/Province/Country

INDIANA

Foreign/Non-US

ZIP/Postal Code

46204

INDIANA

Recipient

William S. Sheehan

(Associated) Broker or Dealer None

Investors Capital Corp.

Street Address 1

2 Orr Hatch Drive

City

Cornwall

State(s) of Solicitation All States

Recipient CRD Number None

2328614

(Associated) Broker or Dealer CRD Number None

30613

Street Address 2

State/Province/Country

NEW YORK

Foreign/Non-US

ZIP/Postal Code

12518

MASSACHUSETTS

NEW JERSEY

Recipient

William M. Upson

Recipient CRD Number None

1241673

(Associated) Broker or Dealer None

Royal Alliance Associates, Inc.

Street Address 1

1990 North California Boulevard

City

Walnut Creek

State(s) of Solicitation All States

(Associated) Broker or Dealer CRD Number None

23131

Street Address 2

8th Floor

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

94596

CALIFORNIA

Recipient

David W. Thomas

(Associated) Broker or Dealer None

FSC Securities Corporation

Street Address 1

33 Bloomfield Hills Parkway, Suite 200

City

Bloomfield Hills

State(s) of Solicitation All States

Recipient CRD Number None

844094

(Associated) Broker or Dealer CRD Number None

7461

Street Address 2

State/Province/Country

MICHIGAN

Foreign/Non-US

ZIP/Postal Code

48304

MICHIGAN

Recipient

Thomas J. Ealy

(Associated) Broker or Dealer None

Investment Planners, Inc.

Street Address 1

1802 Fox Drive

City

Champaign

State(s) of Solicitation All States

Recipient CRD Number None

863042

(Associated) Broker or Dealer CRD Number None

18557

Street Address 2

State/Province/Country

ILLINOIS

Foreign/Non-US

ZIP/Postal Code

61821

CALIFORNIA

ILLINOIS

MISSOURI

UTAH

Recipient

Robert C. Meyer

(Associated) Broker or Dealer None

Berthel, Fisher & Company Financial Services, Inc. 13609

Street Address 1

4114 Sugar Pine Way

Recipient CRD Number None

5262157

(Associated) Broker or Dealer CRD Number None

Street Address 2

City [Livermore](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [94551-6782](#)
State(s) of Solicitation All States Foreign/Non-US

[ALASKA](#)

Recipient [Stephen T. Strickland](#) Recipient CRD Number None [1780073](#)
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
[Sagepoint Financial, Inc.](#) [133763](#)
Street Address 1 Street Address 2
[101 South Congress Street](#) [Mezzanine Floor](#)
City [Jackson](#) State/Province/Country [MISSISSIPPI](#) ZIP/Postal Code [39201](#)
State(s) of Solicitation All States Foreign/Non-US

[MISSISSIPPI](#)

Recipient [Michael A. Bendix](#) Recipient CRD Number None [5379777](#)
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
[DFPG Investments, Inc.](#) [155576](#)
Street Address 1 Street Address 2
[903 Springwood Lane](#)
City [Encinitas](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [92024](#)
State(s) of Solicitation All States Foreign/Non-US

[CALIFORNIA](#)
[CONNECTICUT](#)
[MASSACHUSETTS](#)
[OHIO](#)
[OREGON](#)

Recipient [Daniel R. Mueller](#) Recipient CRD Number None [4464268](#)
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
[1st Global Capital Corp.](#) [30349](#)
Street Address 1 Street Address 2
[5635 NW Elam Young Parkway, Suite 100](#)
City [Hillsboro](#) State/Province/Country [OREGON](#) ZIP/Postal Code [97124](#)
State(s) of Solicitation All States Foreign/Non-US

OREGON

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Randall J. Smith	4833984	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
1st Global Capital Corp.	30349	
Street Address 1	Street Address 2	
501 Executive Center Boulevard	Suite 210	
City	State/Province/Country	ZIP/Postal Code
El Paso	TEXAS	79902
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

TEXAS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Mark O. Coombe	2733655	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
1st Global Capital Corp.	30349	
Street Address 1	Street Address 2	
5635 NW Elam Young Parkway, Suite 100		
City	State/Province/Country	ZIP/Postal Code
Hillsboro	OREGON	97124
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

OREGON

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Douglas L. Hall	1679998	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
1st Global Capital Corp.	30349	
Street Address 1	Street Address 2	
1801 Market Street	Ten Penn Center, Suite 1700	
City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

PENNSYLVANIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Dwight K. Kay	5376903	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Independent Financial Group, LLC	7717	
Street Address 1	Street Address 2	

1717 Palacious Drive

City	State/Province/Country	ZIP/Postal Code
San Pedro	CALIFORNIA	90274
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Jeffrey L. Bangerter	1687028	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
G.F. Investment Services, LLC	132939	
Street Address 1	Street Address 2	
7777 Greenback Lane, Suite 206		
City	State/Province/Country	ZIP/Postal Code
Citrus Heights	CALIFORNIA	95610
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Robert S. Smith	1412333	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Concorde Investment Services, LLC	151604	
Street Address 1	Street Address 2	
8705 SW Nimbus Avenue, Suite 260		
City	State/Province/Country	ZIP/Postal Code
Beaverton	OREGON	97008
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

OREGON

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Peter Fisher	1259923	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Investacorp, Inc.	7684	
Street Address 1	Street Address 2	
2901 Butterfield Road		
City	State/Province/Country	ZIP/Postal Code
Oak Brook	ILLINOIS	60523
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ILLINOIS

Recipient	Recipient CRD Number <input type="checkbox"/> None
-----------	--

Wolfgang H. Remkes

1218228

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Royal Alliance Associates, Inc.

23131

Street Address 1

Street Address 2

55 North Third Street, Suite 200

City

State/Province/Country

ZIP/Postal Code

Campbell

CALIFORNIA

95008-2087

State(s) of Solicitation All States

Foreign/Non-US

CALIFORNIA

Recipient

Recipient CRD Number None

Robert A. Cannon

2765289

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Centaurus Financial, Inc.

30833

Street Address 1

Street Address 2

371 NE Gilman Boulevard, Suite 310

City

State/Province/Country

ZIP/Postal Code

Issaquah

WASHINGTON

98027

State(s) of Solicitation All States

Foreign/Non-US

WASHINGTON

Recipient

Recipient CRD Number None

Mark L. Lopez

1128966

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

1st Global Capital Corp.

30349

Street Address 1

Street Address 2

2620 Connery Way

City

State/Province/Country

ZIP/Postal Code

Missoula

MONTANA

59808

State(s) of Solicitation All States

Foreign/Non-US

CALIFORNIA

Recipient

Recipient CRD Number None

Brian D. Dawidowicz

4473563

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Royal Alliance Associates, Inc.

23131

Street Address 1

Street Address 2

7777 Alvarado Road, Suite 300

City

State/Province/Country

ZIP/Postal Code

La Mesa

CALIFORNIA

91942

State(s) of Solicitation All States

Foreign/Non-US

CALIFORNIA

Recipient

Paul F. Kafka

(Associated) Broker or Dealer None

Crown Capital Securities, L.P.

Street Address 1

19401 South Vermont, Suite K-100

City

Torrance

State(s) of Solicitation All States

Recipient CRD Number None

803506

(Associated) Broker or Dealer CRD Number None

6312

Street Address 2

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

90502-4454

CALIFORNIA

Recipient

Jason B. Vanclef

(Associated) Broker or Dealer None

VFG Securities, Inc.

Street Address 1

100 Corporate Pointe, Suite 382

City

Culver City

State(s) of Solicitation All States

Recipient CRD Number None

5096529

(Associated) Broker or Dealer CRD Number None

15121

Street Address 2

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

90230-7612

CALIFORNIA

Recipient

Daniel J. Luke

(Associated) Broker or Dealer None

DFPG Investments, Inc.

Street Address 1

406 West South Jordan Parkway

City

South Jordan

State(s) of Solicitation All States

Recipient CRD Number None

4324353

(Associated) Broker or Dealer CRD Number None

155576

Street Address 2

Suite 200

State/Province/Country

UTAH

Foreign/Non-US

ZIP/Postal Code

84095

OHIO

Recipient

Adam C. Ludwig

(Associated) Broker or Dealer None

Recipient CRD Number None

4923562

(Associated) Broker or Dealer CRD Number None

Investment Planners, Inc. 18557
Street Address 1 Street Address 2
126 North Broad Street
City State/Province/Country ZIP/Postal Code
Lanark ILLINOIS 61046
State(s) of Solicitation All States Foreign/Non-US

NORTH CAROLINA

Recipient Recipient CRD Number None
Steven M. Netzel 2863170
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Madison Avenue Securities, Inc. 23224
Street Address 1 Street Address 2
10450 East Riggs Road, Suite 101
City State/Province/Country ZIP/Postal Code
Sun Lakes ARIZONA 85248
State(s) of Solicitation All States Foreign/Non-US

ARIZONA

Recipient Recipient CRD Number None
Scott S. Brown 4322420
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
1st Global Capital Corp. 30349
Street Address 1 Street Address 2
2234 East Colorado Boulevard
City State/Province/Country ZIP/Postal Code
Pasadena CALIFORNIA 91107
State(s) of Solicitation All States Foreign/Non-US

CALIFORNIA

Recipient Recipient CRD Number None
Karl P. Willard 1352911
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Investacorp, Inc. 7684
Street Address 1 Street Address 2
230 North Westmonte Drive, Suite 2200
City State/Province/Country ZIP/Postal Code
Altamonte Springs FLORIDA 32714
State(s) of Solicitation All States Foreign/Non-US

FLORIDA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Michele E. Tremblay	4438927	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
1st Global Capital Corp.	30349	
Street Address 1	Street Address 2	
201 West Padonia Road, Suite 600		
City	State/Province/Country	ZIP/Postal Code
Timonium	MARYLAND	21093-2115
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

MARYLAND

Recipient	Recipient CRD Number <input type="checkbox"/> None	
John P. Harvey, Jr.	4227692	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Sandlapper Securities, LLC	137906	
Street Address 1	Street Address 2	
1 City Boulevard West, Suite 870		
City	State/Province/Country	ZIP/Postal Code
Orange	CALIFORNIA	92868
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ILLINOIS

KANSAS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Dwight K. Kay	5376903	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Concorde Investment Services, LLC	151604	
Street Address 1	Street Address 2	
46-E Peninsula Center Drive, Suite 382		
City	State/Province/Country	ZIP/Postal Code
Rolling Hills Estates	CALIFORNIA	90274
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

FLORIDA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Danny R. Hughes	4419365	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	

1st Global Capital Corp. 30349
Street Address 1 Street Address 2
1500 Sunday Drive, Suite 300
City State/Province/Country ZIP/Postal Code
Raleigh NORTH CAROLINA 27607
State(s) of Solicitation All States Foreign/Non-US

NORTH CAROLINA

Recipient Recipient CRD Number None
Douglas W. Studer 4440047
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Prime Capital Services, Inc. 18334
Street Address 1 Street Address 2
2875 NE 191st Street, Suite 601
City State/Province/Country ZIP/Postal Code
Aventura FLORIDA 33180
State(s) of Solicitation All States Foreign/Non-US

FLORIDA

Recipient Recipient CRD Number None
William S. Sheehan 2328614
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
DFPG Investments, Inc. 155576
Street Address 1 Street Address 2
2 Orr Hatch Drive
City State/Province/Country ZIP/Postal Code
Cornwall NEW YORK 12518
State(s) of Solicitation All States Foreign/Non-US

IDAHO

Recipient Recipient CRD Number None
Andrew C. Pesha 2316590
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Woodbury Financial Services, Inc. 421
Street Address 1 Street Address 2
560 South Winchester Boulevard Suite 500
City State/Province/Country ZIP/Postal Code
San Jose CALIFORNIA 95128
State(s) of Solicitation All States Foreign/Non-US

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Stephen A. Chase	4608972	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
1st Global Capital Corp.	30349	
Street Address 1	Street Address 2	
7 Federal Street, Suite 21		
City	State/Province/Country	ZIP/Postal Code
Danvers	MASSACHUSETTS	01923-3677
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

MASSACHUSETTS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Christopher Helwig	5129193	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Southeast Investments, N.C., Inc.	43035	
Street Address 1	Street Address 2	
820 Tyvola Road, Suite 104		
City	State/Province/Country	ZIP/Postal Code
Charlotte	NORTH CAROLINA	28217
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

NEW JERSEY

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Michael W. Lagos	1763163	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
J.W. Cole Financial, Inc.	124583	
Street Address 1	Street Address 2	
21671 Gateway Center Drive, Suite 209		
City	State/Province/Country	ZIP/Postal Code
Diamond Bar	CALIFORNIA	91765
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
William M. Birkle	1283512	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Crown Capital Securities, L.P.	6312	
Street Address 1	Street Address 2	

3634 West Liberty

City State/Province/Country ZIP/Postal Code
Ann Arbor MICHIGAN 48103
State(s) of Solicitation All States Foreign/Non-US

MICHIGAN

Recipient Recipient CRD Number None
Bryon E. Martinsen 1621649
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Centaurus Financial, Inc. 30833
Street Address 1 Street Address 2
220 Fort Salonga Road, Suite 301C
City State/Province/Country ZIP/Postal Code
Northport NEW YORK 11768
State(s) of Solicitation All States Foreign/Non-US

CALIFORNIA

13. Offering and Sales Amounts

Total Offering Amount \$ 30,351,220 USD or Indefinite
Total Amount Sold \$ 23,937,204 USD
Total Remaining to be Sold \$ 6,414,016 USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 2,124,585 USD Estimate
Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

This response is based on the assumption that the full amount of the potential sales commissions will be earned and paid.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 2,535,318 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
National Net Lease Portfolio II DST	/s/ Keith Lampi	Keith Lampi	COO of the Member of the Signatory Trustee	2013-01-08

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.