

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-A

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Filing Date: **2012-04-30** | Period of Report: **2012-02-29**  
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FILER

**AMERICAN STRATEGIC INCOME PORTFOLIO INC II**

CIK:[886984](#) | IRS No.: [411719822](#) | State of Incorporation: **MN** | Fiscal Year End: **0831**  
Type: **NSAR-A** | Act: **40** | File No.: [811-06640](#) | Film No.: [12794289](#)

Mailing Address  
*800 NICOLLET AVE  
BC-MN-H050  
MINNEAPOLIS MN 55402*

Business Address  
*800 NICOLLET AVE  
BC-MN-H050  
MINNEAPOLIS MN 55402  
6123033381*

PAGE 1

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000 E000000 NF  
000 F000000 Y  
000 G000000 N  
000 H000000 N  
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088	C000000	N
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SIGNATURE	JASON MOORE	
TITLE	ACCOUNTANT	

ANNUAL MEETING RESULTS

An annual meeting of the funds shareholders was held on December 6, 2011 for ASP, BSP, CSP, and SLA. Each matter voted upon at the meeting, as well as the number of votes cast for, against or withheld, the number of abstentions, and the number of broker non votes (if any) with respect to such matters, are set forth below.

(1) Each funds shareholders elected the following six directors:

ASP

	Shares	Shares
	Voted For	Withholding Authority to vote
Roger A. Gibson.....	2,426,956	205,453
John P. Kayser .....	2,424,761	207,648
Leonard W. Kedrowski ..	1,869,283	763,126
Richard K. Riederer ...	2,418,535	213,874
Joseph D. Strauss .....	2,416,784	215,625
James M. Wade.....	2,417,535	214,874

BSP

	Shares	Shares
	Voted For	Withholding Authority to vote
Roger A. Gibson.....	10,196,714	618,780
John P. Kayser .....	10,180,691	634,803
Leonard W. Kedrowski ..	7,769,313	3,046,181
Richard K. Riederer ...	10,185,918	629,576
Joseph D. Strauss .....	10,162,111	653,383
James M. Wade.....	10,189,468	626,026

CSP

	Shares	Shares
	Voted For	Withholding Authority to vote
Roger A. Gibson.....	12,761,726	1,182,969
John P. Kayser .....	12,761,914	1,182,781
Leonard W. Kedrowski ..	12,762,275	1,182,420
Richard K. Riederer ...	12,753,496	1,191,199
Joseph D. Strauss .....	12,751,248	1,193,447
James M. Wade.....	12,754,758	1,189,937

SLA

	Shares Voted For	Shares Withholding Authority to vote
Roger A. Gibson.....	6,782,649	244,795
John P. Kayser .....	6,743,814	283,630
Leonard W. Kedrowski ..	6,332,582	694,862
Richard K. Riederer ...	6,768,555	258,889
Joseph D. Strauss .....	6,743,862	283,582
James M. Wade.....	6,770,400	257,044

(2) Each funds shareholders ratified the selection by the funds board of directors of Ernst & Young LLP as the independent registered public accounting firm for the funds for the fiscal period ending August 31, 2012. The following votes were cast regarding this matter:

	Shares Voted For	Shares Voted Against	Shares Abstentions	Broker Non Votes
ASP.....	2,550,841	54,150	27,418	0
BSP.....	10,461,220	236,643	117,631	0
CSP.....	13,137,904	680,091	126,700	0
SLA.....	6,784,920	100,825	141,699	0

(3) The funds shareholders were asked to approve changes to each funds policy on investing in REIT preferred stock. The proposed changes were not approved by a majority of outstanding shares of any of the funds, as defined in the Investment Company Act of 1940.

	Shares Voted For	Shares Voted Against	Shares Abstentions	Broker Non Votes
ASP.....	1,073,035	710,825	50,769	797,780
BSP.....	4,981,648	2,852,408	127,942	2,853,496
CSP.....	7,811,945	974,787	180,675	4,977,288
SLA.....	4,063,009	667,286	106,149	2,191,000