FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

CONSOLIDATED RESOURCES HEALTH CARE FUND II

CIK:**732247**| IRS No.: **581542125** | State of Incorp.:**GA** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **000-13415** | Film No.: **061000290**
SIC: **8050** Nursing & personal care facilities

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

FORM 10-Q

(Mark one)

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2005

OR

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ___________ TO ___________

COMMISSION FILE NUMBER 0-13415

CONSOLIDATED RESOURCES HEALTH CARE FUND II
(Exact name of registrant as specified in its charter)

Georgia (State or other jurisdiction of incorporation or organization)	58-1542125 (I.R.S. Employer Identification No.)
1175 Peachtree Street, Suite 850, Atlanta, GA (Address of principal executive offices)	31106 (Zip Code)

(404) 873-1919
(Registrant' s telephone number, including area code)

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, and (2) has been subject to such filing requirements for the past 90 days. |_| Yes |X| No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act.) |_| Yes |X| No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) |_| Yes |X| No

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Part I - Financial Information

Consolidated Resources Health Care Fund II
Condensed Consolidated Balance Sheets

	September 30, 2005 (Unaudited)	December 31, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	$3,177,469	$2,601,918
Accounts receivable, net of allowance for doubtful accounts of $93,304 and $41,654, respectively	1,108,144	1,094,888
Due from related party	76,921	-
Prepaid expenses and other	28,193	12,691
Total current assets	4,390,727	3,709,497
Property and equipment		
Land	174,133	174,133
Buildings and improvements	7,284,238	7,250,342
Equipment and furnishings	1,113,990	1,074,495
	8,572,361	8,498,970
Accumulated depreciation and amortization	(7,324,357)	(6,953,752)
Net property and equipment	1,248,004	1,545,218
Other		
Restricted escrows and other deposits	435,098	463,596
Deferred loan costs, net of accumulated amortization of $21,349 and $20,570, respectively	11,757	12,536
Total other assets	446,855	476,132
	$6,085,586	$5,730,847

See accompanying notes to condensed consolidated financial statements.

	September 30, 2005 (Unaudited)	December 31, 2004
LIABILITIES AND PARTNERS' EQUITY (DEFICIT)		
Current liabilities:		
Current maturities of long-term debt	$ 118,819	$ 118,819
Accounts payable	270,829	140,936
Accrued expenses	533,235	526,144
Deferred revenue	68,813	56,813
Due to related party	-	94,523
Deposit liabilities	79,377	82,928

Total current liabilities	1,071,073	1,020,163
Long-term debt, less current maturities	3,336,840	3,428,188
Other	47,979	207,662
Total liabilities	4,455,892	4,656,013
Partners' equity (deficit):		
Limited partners	1,732,075	1,199,409
General partners	(102,381)	(124,575)
Total partners' equity	1,629,694	1,074,834
	$ 6,085,586	$ 5,730,847

See accompanying notes to condensed consolidated financial statements.

Consolidated Resources Health Care Fund II
Condensed Consolidated Statements of Operations
(Unaudited)

	Three months ended September 30, 2005	2004
Revenue:		
Operating revenues	$2,444,100	$2,180,966
Interest income	13,185	3,839
Total revenue	2,457,285	2,184,805
Expenses:		
Operating expenses	1,837,319	1,686,035
Depreciation & amortization	123,676	123,213
Interest	66,172	67,891
Management and oversight fees	157,816	130,643
Real estate tax	31,191	33,656
Partnership administration costs	144,636	9,908
Total expenses	2,360,810	2,051,346
Net income	$ 96,475	$ 133,459
Net income per L.P. unit	$ 6.17	$ 8.54

L.P. units outstanding	15,000	15,000

See accompanying notes to condensed consolidated financial statements.

Consolidated Resources Health Care Fund II
Condensed Consolidated Statements of Operations
(Unaudited)

	Nine months ended September 30, 2005	2004
Revenue:		
Operating revenues	$7,403,421	$6,420,613
Interest income	25,031	10,988
Total revenue	7,428,452	6,431,601
Expenses:		
Operating expenses	5,444,999	5,075,685
Depreciation & amortization	370,551	363,637
Interest	203,723	203,904
Management and oversight fees	466,676	385,284
Real estate tax	103,161	103,553
Partnership administration costs	284,482	96,422
Total expenses	6,873,592	6,228,485
Net income	$ 554,860	$ 203,116
Net income per L.P. unit	$ 35.51	$ 13.00
L.P. units outstanding	15,000	15,000

See accompanying notes to condensed consolidated financial statements.

Consolidated Resources Health Care Fund II

Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine months ended September 30, 2005	2004
Cash Flows From Operating Activities:		
Net income	$ 554,860	$ 203,116
Depreciation and amortization	370,551	363,637
Changes in operating assets and liabilities:		
Accounts receivable	(13,256)	(86,957)
Other current assets	(15,502)	7,194
Accounts payable	129,892	(71,862)
Accrued expenses and deposit liabilities	15,540	153,665
Other liabilities	(159,683)	42,614
Cash provided by operating activities	882,402	611,407
Cash Flows From Investing Activities:		
Additions to property and equipment	(72,557)	(128,642)
Net change in restricted escrows	28,498	110,892
Cash used in investing activities	(44,059)	(17,750)
Cash Flows From Financing Activities:		
Principal payments on long-term debt	(91,348)	(84,816)
Decrease in amount due to/from related party	(171,444)	(1,988)
Cash used in financing activities	(262,792)	(86,804)
Net increase in cash and cash equivalents	575,551	506,853
Cash and cash equivalents, beginning of period	2,601,918	2,319,257
Cash and cash equivalents, end of period	$3,177,469	$2,826,110

See accompanying notes to condensed consolidated financial statements.

Consolidated Resources Health Care Fund II
Notes To Condensed Consolidated Financial Statements

September 30, 2005

NOTE 1.

The financial statements are unaudited and reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the financial position and operating results of Consolidated Resources Health Care Fund II (the "Partnership") for the interim periods. The results of operations for the three and nine months ended September 30, 2005, are not necessarily indicative of the results to be expected for the year ending December 31, 2005.

NOTE 2.

The consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto contained in the Partnership' s Annual Report on Form 10-K for the year ended December 31, 2004, as filed with the Securities and Exchange Commission, a copy of which is available upon request by writing to WelCare Service Corporation-II at 1175 Peachtree Street, Suite 850, Atlanta, Georgia 31106.

NOTE 3.

A summary of compensation paid to or accrued for the benefit of the Partnership' s general partners and their affiliates and amounts reimbursed for costs incurred by these parties on the behalf of the Partnership are as follows:

	Three months ended September 30,	
	2005	2004
Charged to operating expenses:		
Property management and oversight management fees	$132,705	$109,083
Financial accounting, data processing, tax reporting, legal and compliance, investor relations and supervision of outside services	$169,747	$31,468

	Nine months ended September 30,	
	2005	2004
Charged to operating expenses:		
Property management and oversight management fees	$390,596	$321,093
Financial accounting, data processing, tax reporting, legal and compliance, investor relations and supervision of outside services	$360,562	$160,613

NOTE 4.

Net income or loss per limited partnership (L.P.) unit represents that portion of net income or net loss attributable to L.P. units in each period presented, which is 96% of such income or loss. The remaining 4% is attributable to the general partners, Consolidated Associates II and WelCare Service Corporation-II.

ITEM 2 MANAGEMENT' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Notice Regarding Forward-Looking Statements

Certain of the statements made in this Report and in documents incorporated by reference herein, including matters discussed in this section captioned "Management' s Discussion and Analysis of Financial Condition and Results of Operations," may constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such forward-looking statements are based on management' s beliefs, current expectations, estimates and projections about the nursing home or other healthcare provider industry, the economy and about the Partnership in general. The words "expect," "anticipate," "intend," "plan," "believe," "seek," "estimate" and similar expressions are intended to identify such forward-looking statements. Such forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Partnership to differ materially from historical results or from any results expressed or implied by such forward-looking statements. The Partnership cautions readers that the following important factors, among others, could cause the Partnership' s actual results to differ materially from the forward-looking statements contained in this Report:

- changes in healthcare reimbursement systems and rates;
- the availability of capital and financing;
- changes to amounts recorded as revenues due to final resolution of amounts due to and from third-party payors; and
- other factors affecting the Partnership' s business that may be beyond its control.

At September 30, 2005, the Partnership had two general partners (the "General Partners"), Consolidated Associates II ("CA-II") and WelCare Service Corporation-II, as managing general partner ("WSC-II" or the "Managing General Partner").

Critical Accounting Policies and Estimates

The Partnership' s discussion and analysis of the financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the use of estimates and judgments that affect the reported amounts and related disclosures of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ materially from these estimates. The Partnership believes the following critical accounting policies, among others, affect the more significant judgments and estimates used in the preparation of the consolidated financial statements.

Operating revenue

Operating revenue consists of rental income, long-term nursing revenues, and other ancillary services revenues. Operating revenues are recognized as services are provided and include amounts reimbursable by the Medicaid and Medicare programs. We record gross service charges in our accounting records on an accrual basis using our established rates for the type of service provided to the patient. We recognize an estimated contractual allowance to reduce gross patient charges receivable to an amount that we estimate we will actually realize for the service rendered based upon previously agreed to rates with a payor, and adjust such amounts in future periods as final settlements are determined. Payors include Federal and state agencies, including Medicare and Medicaid. Laws and regulations governing

the Medicare and Medicaid programs are complex and subject to interpretation. Management continually reviews the contractual estimation process to consider and incorporate updates to laws and regulations.

Property, equipment and long-lived assets

Property and equipment are recorded at cost less accumulated depreciation and appropriate reductions for permanent declines in net realizable value. Property and equipment are not adjusted for increases in net realizable value. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Partnership evaluates the carrying value of long-lived assets in relation to the future projected undiscounted cash flows of the underlying properties to assess recoverability in accordance with Statement of Financial Accounting Standards No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"). Those projected future undiscounted cash flows require significant assumptions about future operations, such as reimbursement rates for Medicaid and Medicare patients, occupancy rates, wage rates, workers compensation costs and professional liability costs. Under SFAS 144, an impairment loss is recognized if the sum of the future net expected cash flows is less than the carrying amount of the long-lived assets being evaluated. The difference between the carrying amount of the long-lived assets being evaluated, and the estimated fair market value of the assets represents the impairment loss. The Partnership determines estimated fair value for the long-lived assets that it intends to retain based on anticipated future cash flows discounted at rates commensurate with the risks involved.

Results of Operations – Three months ended September 30, 2005 compared to September 30, 2004

Revenues:

Operating revenues increased by $263 thousand (12.1%) for the quarter ended September 30, 2005 as compared to the same period for the prior year. This increase is primarily attributable to an increase in occupancy and a positive Medicare rate and mix variance at the nursing facility and an increase in occupancy and periodic rate increases at the retirement facility. At September 30, 2005, the occupancy rate at the nursing facility was 91.7% compared to 85.6% for the same period of 2004, and the occupancy rate of the retirement facility was 97.7% compared to 91.1% for the same period of 2004.

Expenses:

Total expenses increased by $309 thousand (15.1%) for the quarter ended September 30, 2005 as compared to the same period for the prior year. This increase is primarily due to increases in operating expenses of $151 thousand (9.0%), increases in management and oversight fees of $27 thousand (20.8%) and increases in Partnership administration costs of $135 thousand (1,359.8%). Management and oversight fees are based on revenues at the facilities and thus increase as revenues increase. The operating expense increases were due to increased labor expenses for increased services to residents as a result of the occupancy increases referenced above. The Partnership administration cost increases were due in large part to increased legal and accounting fees related to the Partnership' s efforts to bring its SEC filings current and to respond to various tender offers filed in this period.

Net Income:

Net income decreased $36 thousand (27.1%) for the three months ended September 30, 2005 as compared to the same period of fiscal 2004. This decrease in net income was due in part to the increased expenses described above, offset in part by the increased revenues described above.

Results of Operations - Nine months Ended September 30, 2005 Compared to Nine Months Ended September 30, 2004

Revenues:

Operating revenues increased by $983 thousand (15.3%) for the nine months ended September 30, 2005 as compared to the same period for the prior year. This increase is primarily attributable to an increase in occupancy and a positive Medicare rate and mix variance at the nursing facility and an increase in occupancy and periodic rate increases at the retirement facility. At September 30, 2005, the occupancy rate at the nursing facility was 94.0% compared to 86.9% for the same period of 2004, and the occupancy rate of the retirement facility was 97.8% compared to 82.4% for the same period of 2004.

Expenses:

Total expenses increased by $645 thousand (10.4%) for the nine months ended September 30, 2005 as compared to the same period for the prior year. This increase is primarily due to increases in operating expenses of $369 thousand (7.3%) as well as increases in management and oversight fees of $81 thousand (21.1%) and increases in Partnership administration costs of $188 thousand (195.0%). Management and oversight fees are based on revenues at the facilities and thus increase as revenues increase. The operating expense increases were due to increased labor expenses for increased services to residents as a result of the occupancy increases referenced above. The Partnership administration cost increases were due in large part to increased legal and accounting fees related to the Partnership' s efforts to bring its SEC filings current and to respond to various tender offers filed in this period.

Net Income:

Net income increased $352 thousand (173.2%) for the nine months ended September 30, 2005 as compared to the same period of fiscal 2004. This increase in net income was due in part to the increased revenues described above, offset in part by the increased expenses described above.

Liquidity and Capital Resources:

At September 30, 2005, the Partnership held cash and cash equivalents of $3.18 million, an increase of $576 thousand (22.1%) from December 31, 2004. The current cash balance will be necessary to meet the Partnership' s current obligations and for operating reserves. In addition, cash balances retained at the Partnership' s two facilities must be maintained in accordance with operating reserves established by HUD.

The Partnership' s two facilities produced sufficient revenues to meet their operating and debt service obligations. While management believes that these facilities will continue to produce positive cash flow in the future, a decline in revenues due to declining occupancy or otherwise would have a negative effect on cash flow and could effect the Partnership' s ability to meet the facilities' cash requirements.

As of September 30, 2005, the Partnership was not obligated to perform any major capital expenditures or renovations. The Managing General Partner anticipates that any repairs, maintenance or capital expenditures will be financed with cash reserves, HUD replacement reserves and cash flow from operations.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Partnership does not engage in any transactions exposing the Partnership to material market risk. The Partnership has no variable rate debt.

ITEM 4 CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

John F. McMullan, the principal executive officer and chief financial officer of the Managing General Partner of the Partnership who performs reporting functions for the Partnership, has evaluated the effectiveness of the design and operation of the Partnership' s disclosure controls and procedures as of the end of the period reflected in this Report with respect to their adequacy in ensuring that information required to be disclosed in the reports that the Partnership files or submits under the Securities Exchange Act of 1934, is recorded, processed, summarized and timely reported as required by the rules and forms of the Securities and Exchange Commission. Based on that evaluation, he has concluded that the Partnership' s disclosure controls and procedures are effective at ensuring that required information is made available to him for disclosure in the Partnership' s reports filed under the Exchange Act. However, the Partnership is not timely in filing its reports with the Securities and Exchange Commission. The Partnership is in the process of bringing its filings with the Securities and Exchange Commission up to date and in connection with those efforts intends to improve its disclosure controls and procedures such that material information will be made available on a timely basis for disclosure in required reports. The Partnership currently has outsourced the preparation of its financial statements for inclusion in its SEC reports to a consultant.

Our Relationship with Life Care

Life Care Centers of America, Inc. ("Life Care") has provided management services with respect to the Partnership' s two facilities for over 15 years pursuant to the terms of management agreements originally put in place in 1991. Under these agreements, Life Care is responsible for maintaining books and records for the Partnership' s facilities and providing financial statements, prepared in accordance with GAAP, relating to the business operations of the two facilities. Due to this relationship, the Partnership necessarily relies on Life Care to provide accurate, timely and sufficient data and information to properly record all revenues, expenses and accounts receivables of the two Partnership facilities, which underlie a substantial portion of the Partnership' s periodic financial statements and other financial disclosures.

Our Disclosure Controls and Procedures – Fiscal 2005

Because of the Partnership' s reliance on Life Care for financial information, the Managing General Partner relies on Life Care to design adequate internal controls with respect to the processes established to provide this data and information to the Partnership. In May of 2006, in the course of preparing the reports the Partnership is required to file with the Department of Housing and Urban Development each year, it became apparent that certain cash reconciliations were not performed by Life Care in a timely and correct manner. To address these issues, we conducted a lengthy inquiry into the causes of the cash reconciliation issues. Among other things, we had numerous discussions with Life Care' s accounting staff. Life Care ultimately came to the conclusion that one senior individual in the accounting department who had been given overall responsibility for the financial reporting did not prove to have the competencies necessary to adequately perform the roles expected of a senior financial officer at Life Care. Consequently, Life Care effected a staffing change and replaced that individual with a senior-level officer who had the required expertise. The failure to properly perform these cash reconciliations was determined to be a material weakness in the Partnership' s internal controls. A

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material weakness is a significant deficiency, or a combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

As a result of the inquiries of Life Care, the changes in the procedures at Life Care and the changes made to the accounting staff, the Managing General Partner has concluded that the material weakness in internal controls discovered during the course of preparing the 2005 reports to be filed with the SEC has been corrected in 2006.

Changes in Internal Control over Financial Reporting

We refer you to the information discussed above in Evaluation of Disclosure Controls and Procedures.

Part II - Other Information

ITEM 1 LEGAL PROCEEDINGS

The Partnership did not have any pending legal proceedings that separately, or in the aggregate, if adversely determined, would have a material adverse effect on the Partnership as of September 30, 2005 or as of the date of this Report. The Partnership may, from time to time, be a party to litigation or administrative proceedings which arise in the normal course of business.

ITEM 5 OTHER INFORMATION

As previously disclosed, on June 17, 2005, the Managing General Partner received a written notice from Kodiak Partners III, Prizm Investments and Baseline Investments (the “Prizm Group”) who collectively hold in excess of 10% of the Partnership’ s Units. In its notice, the Prizm Group indicated an intent to exercise their rights under the Partnership Agreement to call for a special meeting of the limited partners in order to approve a proposal by the Prizm Group that all of the Partnership’ s assets be sold, that the Partnership be dissolved, and that the proceeds from a sale be distributed to the partners in connection with the dissolution. The Managing General Partner intends to fulfill its obligations under the Partnership Agreement relating to the requested special meeting, subject only to compliance with the proxy solicitation rules of the SEC. The date of any such special meeting has not yet been determined and will depend on a number of factors, including the filing by the Partnership of a proxy statement relating to the special meeting, and the expiration of the SEC’ s review period, or if the SEC should comment on any portion of the proxy statement, the resolution of any such comments. In accordance with its discussions with the SEC, the Partnership will not be in a position to file the proxy statement for this special meeting until, in addition to the filing of this Report, its Annual Report on Form 10-K relating to its 2005 fiscal year has been filed..

ITEM 6 EXHIBITS

Exhibit 31.1 Certification Pursuant to 17 CFR 240.13a-14.

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.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONSOLIDATED RESOURCES HEALTH CARE FUND II
(Registrant)

By: WELCARE SERVICE CORPORATION-II
Managing General Partner

Date: August 2, 2006 By: /s/ John F. McMullan
John F. McMullan, Chief Financial Officer

EXHIBIT 31.1

CERTIFICATION
PURSUANT TO 17 CFR 240.13a-14
PROMULGATED UNDER SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, John F. McMullan, Principal Executive Officer and Chief Financial Officer of Consolidated Resources Health Care Fund II, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Consolidated Resources Health Care 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 annual 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 quarterly report.

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the issuer' s disclosure controls and procedures and presented in this report my conclusion 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

(c) Disclosed in this report any change in the issuer' s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer' s internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the issuer' s auditors and the audit committee of the issuer' 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 issuer' 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 issuer' s internal control over financial reporting.

This certification is qualified by the fact that the Report was not filed within 45 days after the end of the Partnership' s quarter as required by General Instruction A to Form 10-Q and the review relating to disclosure controls and procedures was carried out as of the date of filing of the report.

Date: August 2, 2006

By: /s/ John F. McMullan
John F. McMullan
Chief Financial Officer (chief executive and chief
financial officer of the Partnership)

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 Consolidated Resources Health Care Fund II (the "Partnership") on Form 10-Q for the period ending September 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John F. McMullan, Principal Executive Officer and Chief Financial Officer of the Partnership, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, subject to the qualification noted below:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of the operations of the Partnership.

This certification is qualified by the fact that the Report was not filed within 45 days after the end of the Partnership' s quarter as required by General Instruction A to Form 10-Q.

Date: August 2, 2006

By: /s/ John F. McMullan
John F. McMullan
Chief Financial Officer (chief executive and chief financial officer of the Partnership)