

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT FORM

**Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 26, 2002

National Real Estate Limited Partnership Income Properties II
(Exact name of registrant as specified in its charter)

Wisconsin
(State or other Jurisdiction
of Organization)

01-16874
(Commission File
Number)

39-1553195
(IRS Employer
Identification Number)

1155 Quail Court, Pewaukee, Wisconsin
(Address of principal executive offices)

53072-3703
(Zip Code)

Registrant's telephone number, including
area code

(262) 695-1400

Not Applicable
(Former name or former address, if changed since last report)

Item 2. Acquisition or Disposition of Assets

National Real Estate Limited Partnership Income Properties II (the Partnership) sold Phases II & III of a self storage locker facility known as Cave Creek Lock-It-Lockers on April 26, 2002, to Ms. Cheryl Enders for \$1,760,096. Phase I, the only other phase of Cave Creek Lock-It-Lockers, owned by National Real Estate Limited Partnership Income Properties, was also sold on April 26, 2002, to Ms. Cheryl Enders for \$319,904 for a combined property sale price of \$2,080,000.

Cave Creek Lock-It-Lockers is located at 1201 E. Cinnabar, Phoenix, Arizona. Constructed in 1985, Cave Creek Lock-It-Lockers is a self storage facility, on approximately 1.7 acres, consisting of approximately 46,283 net rentable square feet.

No relationship exists between Ms. Cheryl Enders, the purchaser, and National Real Estate Limited Partnership Income Properties II, the seller, or any of its affiliates, any director or officer of the Partnership, or any associate of any such director or officer.

Item 7. Financial Statements and Exhibits

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Unaudited Pro Forma Financial Information

The following unaudited pro forma financial statements of the Partnership have been prepared to illustrate the effect of the sale of Cave Creek Lock-It-Lockers Phases II & III. The unaudited September 30, 2001 pro forma Balance Sheet gives effect to the sale of Cave Creek Lock-It-Lockers Phases II & III as if it has occurred on January 1, 2001. The unaudited pro forma Statement of Operations for the year ended December 31, 2000, gives effect to the sale of Cave Creek Lock-It-Lockers Phases II & III as if it had occurred on January 1, 2000. The unaudited pro forma Statement of Operations for the nine months ended September 30, 2001, gives effect to the sale of Cave Creek Lock-It-Lockers Phases II & III as if it had occurred on January 1, 2001.

The pro forma combined financial statements are presented for illustrative purposes only, and are not necessarily indicative of the financial position results of operations of the Partnership that would have been reported had the sale of Cave Creek Lock-It-Lockers Phases II & III occurred on the dates indicated, nor do they represent a forecast of the financial position of the Partnership at any future date, or the results of operations of the Partnership for any future period.

NATIONAL REAL ESTATE LIMITED PARTNERSHIP INCOME PROPERTIES II*(A Wisconsin Limited Partnership)***BALANCE SHEET***(Unaudited)*

	Actual September 30, <u>2001</u>	Pro forma September 30, <u>2001</u>
ASSETS		
Cash and cash equivalents	\$254,843	\$1,813,113
Escrow deposits and other assets	46,255	35,036
Investment properties, at cost		
Land	516,590	111,794
Buildings and improvements	<u>4,154,507</u>	<u>2,831,948</u>
	4,671,097	2,943,742
Less accumulated depreciation	<u>1,905,479</u>	<u>1,263,412</u>
	<u>2,765,618</u>	<u>1,680,330</u>
<i>Intangible Assets:</i>		
Debt issue costs, net of accumulated amortization of \$29,632 as of September 30, 2001	<u>2,947</u>	<u>2,947</u>
	<u>\$3,069,663</u>	<u>\$3,531,426</u>
LIABILITIES AND PARTNERS= CAPITAL		
<i>Liabilities:</i>		
Accrued expenses and other liabilities	\$536	\$0
Accrued real estate tax	22,726	(4,229)
Tenant security deposits	26,450	26,450
Mortgage note payable	519,062	519,062
Deferred rent	<u>14,936</u>	<u>1,815</u>
	583,710	543,098
<i>Partners=Capital:</i>		
General Partners	57,086	59,333
Limited Partners	<u>2,428,867</u>	<u>2,928,995</u>
(authorized C 40,000 Interests; issued C 20,653.69 Interests)		
	<u>2,485,953</u>	<u>2,988,328</u>
<i>See notes to financial statements.</i>	<u>\$3,069,663</u>	<u>\$3,531,426</u>

NATIONAL REAL ESTATE LIMITED PARTNERSHIP INCOME PROPERTIES II*(A Wisconsin Limited Partnership)***Statement of Operations***(Unaudited)*

	<u>Actual ended</u> <u>December</u> <u>31,2000</u>	<u>Pro forma</u> <u>ended</u> <u>December</u> <u>31,2000</u>	<u>Actual 9</u> <u>months ended</u> <u>September</u> <u>30, 2001</u>	<u>Pro forma 9</u> <u>months ended</u> <u>September</u> <u>30, 2001</u>
INCOME				
Operating income	<u>\$764,017</u>	<u>\$469,952</u>	<u>\$563,053</u>	<u>\$345,322</u>
Total income	764,017	469,952	563,053	345,322
OPERATING EXPENSES				
Operating expenses	342,585	207,766	235,818	146,694
Administrative expenses	167,750	141,467	112,408	86,394
Depreciation and amortization	146,233	101,487	109,429	75,868
Interest expense	<u>45,761</u>	<u>45,761</u>	<u>33,295</u>	<u>33,295</u>
Total expenses	<u>702,329</u>	<u>496,481</u>	<u>490,950</u>	<u>342,251</u>
Income (Loss) from Operations	<u>61,688</u>	<u>(26,529)</u>	<u>72,103</u>	<u>3,071</u>
Other Income:				
Interest income	<u>21,255</u>	20,493	<u>8,211</u>	7,820
Gain on sale		<u>533,682</u>		<u>571,798</u>
Net Income	<u>\$82,943</u>	<u>\$527,646</u>	<u>\$80,314</u>	<u>\$582,689</u>
Net Income attributable to General Partners (5%)	\$4,147	\$5,035	\$4,016	\$8,572
Net Income attributable to Limited Partners (95%)	\$78,796	\$522,611	\$76,298	\$574,117
Per Limited Partnership Interests outstandingB20,653.69	<u>\$3.82</u>	<u>\$25.30</u>	<u>\$3.69</u>	<u>\$27.80</u>

See notes to financial statements.

Cash from Sale

Cash proceeds from the sale of Cave Creek Lock-It-Lockers Phases II & III will be distributed to the limited partners.

Exhibits

No exhibits accompany this filing.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned herunto duly authorized.

National Real Estate Limited Partnership Income Properties II
Registrant

Date

By John Vishnevsky, General Partner