



DIVISION OF  
CORPORATION FINANCE

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

March 9, 2011

Mr. Marc N. Teal  
Principal Financial Officer  
American Affordable Housing II Limited Partnership  
One Boston Place, Suite 2100  
Boston, Massachusetts 02108

**Re: American Affordable Housing II Limited Partnership**  
**Form 10-K for the year ended 3/31/2010**  
**Filed on 6/29/2010**  
**File No. 033-14852-01**

Dear Mr. Marc N. Teal:

We have reviewed your filings and have the following comments. In some of our comments we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by providing the requested information or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing the information you provide in response to these comments, we may have additional comments.

FORM 10-K FOR THE YEAR ENDED MARCH 31, 2010

General

1. We note that on the cover page you indicate that you have incorporated Parts III and IV of the Form 10-K by reference from your Prospectus. The Form 10-K, however, appears to contain information required by Parts III and Part IV. Please tell us why you have indicated that the information in Parts III and IV is incorporated by reference when you have disclosed the same information in the Form 10-K. To the extent you wish to incorporate by reference from your Prospectus, please clearly identify the document and file all relevant pages incorporated by reference from your Prospectus as an exhibit in accordance with Instruction G.1 of Form 10-K and Rule 12b-23 of the Exchange Act.

Management's Discussion and Analysis of Financial Condition and Results of Operations,  
page 7

Liquidity, page 8

2. We note your disclosure on page 2 that you have approved and are currently pursuing a plan of liquidation and your disclosure on page 5 that you currently do not have sufficient cash resources to satisfy your financial liabilities. Please tell us how you intend to remedy your deficiencies in liquidity and capital resources. See Item 303(a)(1) of Regulation S-K. In addition please tell us what you mean by the statement that "The Partnership is currently pursuing, and will continue to aggressively pursue, available cash flow and reporting fees."

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filings;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filings; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

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American Affordable Housing II Limited Partnership  
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You may contact Folake Ayoola at (202) 551 - 3673 or Sonia Barros at (202) 551 – 3655 with any questions.

Sincerely,

Daniel L. Gordon  
Branch Chief