



DIVISION OF  
CORPORATION FINANCE

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

April 12, 2011

Mr. Marc N. Teal  
Principal Financial Officer  
Boston Capital Tax Credit Fund II, L.P.  
One Boston Place, Suite 2100  
Boston, Massachusetts 02108

**Re: Boston Capital Tax Credit Fund II, L.P.**  
**Form 10-K for the year ended 3/31/2010**  
**Filed on 6/29/2010**  
**File No. 000-19443**

Dear Mr. Marc N. Teal:

We have completed our review of your Form 10-K and related filings and do not, at this time, have any further comments.

Sincerely,

Daniel L. Gordon  
Branch Chief