

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For The Quarterly Period Ended December 31, 2005

Commission File Number 0-19022

Gateway Tax Credit Fund II Ltd.
Exact name of Registrant as specified in its charter)

Florida 65-0142704
(State or other jurisdiction of (IRS Employer No.)
incorporation or organization)

880 Carillon Parkway, St. Petersburg, Florida 33716
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (727) 567-4830

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 (or for such shorter period that the
Registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past 90 days.

YES X NO

<u>Title of Each Class</u>	<u>Number of Units</u> <u>December 31, 2005</u>
Beneficial Assignee Certificates: \$1,000 per certificate	37,228

DOCUMENTS INCORPORATED BY REFERENCE

Parts I and II, 2005 Form 10-K, filed with the
Securities and Exchange Commission on July 13, 2005
Parts III and IV - Form S-11 Registration Statement
and all amendments and supplements thereto
File No. 33-31821

PART I - Financial Information
Item 1. Financial Statements:

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
BALANCE SHEETS

SERIES 2	December 31, 2005 ----- (Unaudited)	March 31, 2005 ----- (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 259,590	\$ 235,004
Investments in Securities	65,016	63,596
	-----	-----
Total Current Assets	324,606	298,600
Investments in Securities	0	61,315
Investments in Project Partnerships, Net	16,811	34,391
	-----	-----
Total Assets	\$ 341,417	\$ 394,306
	=====	=====
LIABILITIES AND PARTNERS' EQUITY (Deficit)		
Current Liabilities:		
Payable to General Partners	\$ 45,291	\$ 45,045
	-----	-----
Total Current Liabilities	45,291	45,045
	-----	-----
Long-Term Liabilities:		
Payable to General Partners	582,350	531,644
	-----	-----
Partners' Equity (Deficit):		
Assignor Limited Partner		
Units of limited partnership interest		
consisting of 40,000 authorized BAC's, of		
which 6,136 at December 31, 2005 and March		
31, 2005 have been issued to the assignees		
Assignees		
Units of beneficial interest of the limited		
partnership interest of the assignor limited		
partner, \$1,000 stated value per BAC, 6,136		
at December 31, 2005 and March 31, 2005,		
issued and outstanding	(229,563)	(126,760)
General Partners	(56,661)	(55,623)
	-----	-----
Total Partners' (Deficit)	(286,224)	(182,383)
	-----	-----
Total Liabilities and Partners'		
(Deficit)	\$ 341,417	\$ 394,306
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
BALANCE SHEETS

SERIES 3	December 31, 2005 ----- (Unaudited)	March 31, 2005 ----- (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 247,458	\$ 218,547
Investments in Securities	57,831	56,568
	-----	-----
Total Current Assets	305,289	275,115
Investments in Securities	0	54,538
	-----	-----
Total Assets	\$ 305,289 =====	\$ 329,653 =====
LIABILITIES AND PARTNERS' EQUITY (Deficit)		
Current Liabilities:		
Payable to General Partners	\$ 49,545	\$ 49,309
	-----	-----
Total Current Liabilities	49,545	49,309
	-----	-----
Long-Term Liabilities:		
Payable to General Partners	477,477	430,440
	-----	-----
Partners' Equity (Deficit):		
Assignor Limited Partner		
Units of limited partnership interest		
consisting of 40,000 authorized BAC's, of		
which 5,456 at December 31, 2005 and March		
31, 2005 have been issued to the assignees		
Assignees		
Units of beneficial interest of the limited		
partnership interest of the assignor limited		
partner, \$1,000 stated value per BAC, 5,456		
at December 31, 2005 and March 31, 2005,		
issued and outstanding	(171,701)	(100,780)
General Partners	(50,032)	(49,316)
	-----	-----
Total Partners' (Deficit)	(221,733)	(150,096)
	-----	-----
Total Liabilities and Partners' (Deficit)	\$ 305,289 =====	\$ 329,653 =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
BALANCE SHEETS

SERIES 4	December 31, 2005 ----- (Unaudited)	March 31, 2005 ----- (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 333,651	\$ 304,447
Investments in Securities	73,266	71,666
	-----	-----
Total Current Assets	406,917	376,113
Investments in Securities	0	69,095
	-----	-----
Total Assets	\$ 406,917 =====	\$ 445,208 =====
LIABILITIES AND PARTNERS' EQUITY (Deficit)		
Current Liabilities:		
Payable to General Partners	\$ 54,749	\$ 54,471
	-----	-----
Total Current Liabilities	54,749	54,471
	-----	-----
Long-Term Liabilities:		
Payable to General Partners	628,136	570,233
	-----	-----
Partners' Equity (Deficit):		
Assignor Limited Partner		
Units of limited partnership interest		
consisting of 40,000 authorized BAC's, of		
which 6,915 at December 31, 2005 and March		
31, 2005 have been issued to the assignees		
Assignees		
Units of beneficial interest of the limited		
partnership interest of the assignor limited		
partner, \$1,000 stated value per BAC, 6,915		
at December 31, 2005 and March 31, 2005,		
issued and outstanding	(212,553)	(117,046)
General Partners	(63,415)	(62,450)
	-----	-----
Total Partners' (Deficit)	(275,968)	(179,496)
	-----	-----
Total Liabilities and Partners'	\$ 406,917	\$ 445,208
(Deficit)	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
BALANCE SHEETS

SERIES 5	December 31, 2005 ----- (Unaudited)	March 31, 2005 ----- (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 279,703	\$ 238,360
Restricted Cash	0	157,126
Investments in Securities	91,316	89,322
	-----	-----
Total Current Assets	371,019	484,808
Investments in Securities	0	86,118
Investments in Project Partnerships, Net	194,787	202,405
	-----	-----
Total Assets	\$ 565,806	\$ 773,331
	=====	=====
LIABILITIES AND PARTNERS' EQUITY (Deficit)		
Current Liabilities:		
Payable to General Partners	\$ 73,250	\$ 72,789
Distribution Payable	0	157,126
Other Payable	0	700
	-----	-----
Total Current Liabilities	73,250	230,615
	-----	-----
Long-Term Liabilities:		
Payable to General Partners	488,395	418,856
	-----	-----
Partners' Equity (Deficit):		
Assignor Limited Partner		
Units of limited partnership interest		
consisting of 40,000 authorized BAC's, of		
which 8,616 at December 31, 2005 and March		
31, 2005 have been issued to the assignees		
Assignees		
Units of beneficial interest of the limited		
partnership interest of the assignor limited		
partner, \$1,000 stated value per BAC, 8,616		
at December 31, 2005 and March 31, 2005,		
issued and outstanding	5,358	123,860
General Partners	(1,197)	0
	-----	-----
Total Partners' Equity (Deficit)	4,161	123,860
	-----	-----
Total Liabilities and Partners' Equity	\$ 565,806	\$ 773,331
(Deficit)	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
BALANCE SHEETS

SERIES 6	December 31, 2005 ----- (Unaudited)	March 31, 2005 ----- (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 401,308	\$ 444,751
Accounts Receivable - Other	0	700
Investments in Securities	78,872	74,664
	-----	-----
Total Current Assets	480,180	520,115
Investments in Securities	76,932	72,775
Investments in Project Partnerships, Net	762,636	781,147
	-----	-----
Total Assets	\$1,319,748	\$1,374,037
	=====	=====
LIABILITIES AND PARTNERS' EQUITY (Deficit)		
Current Liabilities:		
Payable to General Partners	\$ 69,026	\$ 68,579
Distribution Payable	46	0
Other Payable	0	500
	-----	-----
Total Current Liabilities	69,072	69,079
	-----	-----
Long-Term Liabilities:		
Payable to General Partners	814,116	736,464
	-----	-----
Partners' Equity (Deficit):		
Assignor Limited Partner		
Units of limited partnership interest		
consisting of 40,000 authorized BAC's, of		
which 10,105 at December 31, 2005 and March		
31, 2005 have been issued to the assignees		
Assignees		
Units of beneficial interest of the limited		
partnership interest of the assignor limited		
partner, \$1,000 stated value per BAC, 10,105		
at December 31, 2005 and March 31, 2005,		
issued and outstanding	436,560	651,535
General Partners	0	(83,041)
	-----	-----
Total Partners' Equity (Deficit)	436,560	568,494
	-----	-----
Total Liabilities and Partners' Equity	\$1,319,748	\$1,374,037
(Deficit)	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
BALANCE SHEETS

TOTAL SERIES 2 - 6	December 31, 2005 ----- (Unaudited)	March 31, 2005 ----- (Audited)
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$1,521,710	\$1,441,109
Restricted Cash	0	157,126
Accounts Receivable - Other	0	700
Investments in Securities	366,301	355,816
	-----	-----
Total Current Assets	1,888,011	1,954,751
Investments in Securities	76,932	343,841
Investments in Project Partnerships, Net	974,234	1,017,943
	-----	-----
Total Assets	\$2,939,177 =====	\$3,316,535 =====
LIABILITIES AND PARTNERS' EQUITY (Deficit)		
Current Liabilities:		
Payable to General Partners	\$ 291,861	\$ 290,193
Distribution Payable	46	157,126
Other Payable	0	1,200
	-----	-----
Total Current Liabilities	291,907	448,519
	-----	-----
Long-Term Liabilities:		
Payable to General Partners	2,990,474	2,687,637
	-----	-----
Partners' Equity (Deficit):		
Assignor Limited Partner		
Units of limited partnership interest consisting of 40,000 authorized BAC's, of which 37,228 at December 31, 2005 and March 31, 2005 have been issued to the assignees		
Assignees		
Units of beneficial interest of the limited partnership interest of the assignor limited partner, \$1,000 stated value per BAC, 37,228 at December 31, 2005 and March 31, 2005, issued and outstanding	(171,899)	430,809
General Partners	(171,305)	(250,430)
	-----	-----
Total Partners' Equity (Deficit)	(343,204)	180,379
	-----	-----
Total Liabilities and Partners' Equity (Deficit)	\$2,939,177 =====	\$3,316,535 =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 2	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 1,221	\$ 3,702
	-----	-----
Total Revenues	1,221	3,702
	-----	-----
Expenses:		
Asset Management Fee-General Partner	16,902	16,956
General and Administrative:		
General Partner	12,890	8,280
Other	1,579	1,550
Amortization	174	174
	-----	-----
Total Expenses	31,545	26,960
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(30,324)	(23,258)
Equity in Losses of Project Partnerships	(3,943)	(8,631)
Interest Income	3,421	3,156
	-----	-----
Net Loss	\$ (30,846)	\$ (28,733)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (30,538)	\$ (28,446)
General Partners	(308)	(287)
	-----	-----
	\$ (30,846)	\$ (28,733)
	=====	=====
Net Loss Per Beneficial		
Assignee Certificate	\$ (4.98)	\$ (4.64)
	=====	=====
Number of Beneficial Assignee		
Certificates Outstanding	6,136	6,136
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 3	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 3,414	\$ 5,380
	-----	-----
Total Revenues	3,414	5,380
	-----	-----
Expenses:		
Asset Management Fee-General Partner	15,679	15,756
General and Administrative:		
General Partner	13,476	8,656
Other	1,676	1,458
	-----	-----
Total Expenses	30,831	25,870
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(27,417)	(20,490)
Equity in Losses of Project Partnerships	0	0
Interest Income	3,180	2,830
	-----	-----
Net Loss	\$ (24,237)	\$ (17,660)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (23,995)	\$ (17,483)
General Partners	(242)	(177)
	-----	-----
	\$ (24,237)	\$ (17,660)
	=====	=====
Net Loss Per Beneficial		
Assignee Certificate	\$ (4.40)	\$ (3.20)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	5,456	5,456
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 4	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 884	\$ 1,884
	-----	-----
Total Revenues	884	1,884
	-----	-----
Expenses:		
Asset Management Fee-General Partner	19,301	19,362
General and Administrative:		
General Partner	16,992	10,915
Other	1,886	2,005
	-----	-----
Total Expenses	38,179	32,282
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(37,295)	(30,398)
Equity in Losses of Project Partnerships	0	0
Interest Income	4,206	3,690
	-----	-----
Net Loss	\$ (33,089)	\$ (26,708)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (32,758)	\$ (26,441)
General Partners	(331)	(267)
	-----	-----
	\$ (33,089)	\$ (26,708)
	=====	=====
Net Loss Per Beneficial Assignee		
Certificate	\$ (4.74)	\$ (3.82)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	6,915	6,915
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 5	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 1,654	\$ 2,172
	-----	-----
Total Revenues	1,654	2,172
	-----	-----
Expenses:		
Asset Management Fee-General Partner	23,180	23,795
General and Administrative:		
General Partner	21,093	13,550
Other	2,218	1,970
Amortization	501	1,141
	-----	-----
Total Expenses	46,992	40,456
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(45,338)	(38,284)
Equity in Losses of Project Partnerships	(2,288)	(2,970)
Interest Income	4,130	4,254
	-----	-----
Net Loss	\$ (43,496)	\$ (37,000)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (43,061)	\$ (36,630)
General Partners	(435)	(370)
	-----	-----
	\$ (43,496)	\$ (37,000)
	=====	=====
Net Loss Per Beneficial Assignee		
Certificate	\$ (5.00)	\$ (4.25)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	8,616	8,616
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 6	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 3,503	\$ 10,174
	-----	-----
Total Revenues	3,503	10,174
	-----	-----
Expenses:		
Asset Management Fee-General Partner	25,398	26,238
General and Administrative:		
General Partner	22,265	14,302
Other	1,350	2,475
Amortization	1,384	2,101
	-----	-----
Total Expenses	50,397	45,116
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(46,894)	(34,942)
Equity in Losses of Project Partnerships	(12,164)	(19,247)
Gain on Sale of Partnership Assets	224,074	0
Interest Income	7,221	5,193
	-----	-----
Net Income (Loss)	\$ 172,237	\$ (48,996)
	=====	=====
Allocation of Net Income (Loss):		
Assignees	\$ 88,395	\$ (48,506)
General Partners	83,842	(490)
	-----	-----
	\$ 172,237	\$ (48,996)
	=====	=====
Net Income (Loss) Per Beneficial Assignee		
Certificate	\$ 8.75	\$ (4.80)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	10,105	10,105
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31,
(Unaudited)

TOTAL SERIES 2 - 6	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 10,676	\$ 23,312
	-----	-----
Total Revenues	10,676	23,312
	-----	-----
Expenses:		
Asset Management Fee-General Partner	100,460	102,107
General and Administrative:		
General Partner	86,716	55,703
Other	8,709	9,458
Amortization	2,059	3,416
	-----	-----
Total Expenses	197,944	170,684
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(187,268)	(147,372)
Equity in Losses of Project Partnerships	(18,395)	(30,848)
Gain on Sale of Partnership Assets	224,074	0
Interest Income	22,158	19,123
	-----	-----
Net Income (Loss)	\$ 40,569	\$ (159,097)
	=====	=====
Allocation of Net Income (Loss):		
Assignees	\$ (41,957)	\$ (157,506)
General Partners	82,526	(1,591)
	-----	-----
	\$ 40,569	\$ (159,097)
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 2	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 4,708	\$ 7,647
	-----	-----
Total Revenues	4,708	7,647
	-----	-----
Expenses:		
Asset Management Fee-General Partner	50,706	50,868
General and Administrative:		
General Partner	34,892	23,576
Other	14,769	9,246
Amortization	525	522
	-----	-----
Total Expenses	100,892	84,212
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(96,184)	(76,565)
Equity in Losses of Project Partnerships	(17,055)	(24,995)
Interest Income	9,398	8,458
	-----	-----
Net Loss	\$ (103,841)	\$ (93,102)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (102,803)	\$ (92,171)
General Partners	(1,038)	(931)
	-----	-----
	\$ (103,841)	\$ (93,102)
	=====	=====
Net Loss Per Beneficial Assignee		
Certificate	\$ (16.75)	\$ (15.02)
	=====	=====
Number of Beneficial Assignee	6,136	6,136
Certificates Outstanding	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 3	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 20,430	\$ 14,382
	-----	-----
Total Revenues	20,430	14,382
	-----	-----
Expenses:		
Asset Management Fee-General Partner	47,037	47,268
General and Administrative:		
General Partner	36,478	24,648
Other	17,285	7,917
	-----	-----
Total Expenses	100,800	79,833
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(80,370)	(65,451)
Equity in Losses of Project Partnerships	0	0
Interest Income	8,733	7,553
	-----	-----
Net Loss	\$ (71,637)	\$ (57,898)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (70,921)	\$ (57,319)
General Partners	(716)	(579)
	-----	-----
	\$ (71,637)	\$ (57,898)
	=====	=====
Net Loss Per Beneficial Assignee		
Certificate	\$ (13.00)	\$ (10.51)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	5,456	5,456
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 4	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 13,584	\$ 12,521
	-----	-----
Total Revenues	13,584	12,521
	-----	-----
Expenses:		
Asset Management Fee-General Partner	57,903	58,086
General and Administrative:		
General Partner	45,994	31,078
Other	17,645	9,934
	-----	-----
Total Expenses	121,542	99,098
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(107,958)	(86,577)
Equity in Losses of Project Partnerships	0	0
Interest Income	11,486	9,707
	-----	-----
Net Loss	\$ (96,472)	\$ (76,870)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (95,507)	\$ (76,101)
General Partners	(965)	(769)
	-----	-----
	\$ (96,472)	\$ (76,870)
	=====	=====
Net Loss Per Beneficial Assignee		
Certificate	\$ (13.81)	\$ (11.01)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	6,915	6,915
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 5	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 17,635	\$ 18,732
	-----	-----
Total Revenues	17,635	18,732
	-----	-----
Expenses:		
Asset Management Fee-General Partner	69,540	71,385
General and Administrative:		
General Partner	57,096	38,580
Other	18,372	12,067
Amortization	1,503	3,423
	-----	-----
Total Expenses	146,511	125,455
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(128,876)	(106,723)
Equity in Losses of Project Partnerships	(3,636)	(16,317)
Interest Income	12,813	11,813
	-----	-----
Net Loss	\$ (119,699)	\$ (111,227)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (118,502)	\$ (110,115)
General Partners	(1,197)	(1,112)
	-----	-----
	\$ (119,699)	\$ (111,227)
	=====	=====
Net Loss Per Beneficial Assignee		
Certificate	\$ (13.75)	\$ (12.78)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	8,616	8,616
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED DECEMBER 31,
(Unaudited)

SERIES 6	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 18,370	\$ 27,127
	-----	-----
Total Revenues	18,370	27,127
	-----	-----
Expenses:		
Asset Management Fee-General Partner	77,652	78,714
General and Administrative:		
General Partner	60,268	40,723
Other	15,331	13,077
Amortization	4,151	6,303
	-----	-----
Total Expenses	157,402	138,817
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(139,032)	(111,690)
Equity in Losses of Project Partnerships	(12,270)	(47,699)
Gain on Sale of Partnership Assets	224,074	0
Interest Income	19,368	13,954
	-----	-----
Net Income (Loss)	\$ 92,140	\$ (145,435)
	=====	=====
Allocation of Net Income (Loss):		
Assignees	\$ 9,099	\$ (143,981)
General Partners	83,041	(1,454)
	-----	-----
	\$ 92,140	\$ (145,435)
	=====	=====
Net Income (Loss) Per Beneficial Assignee		
Certificate	\$.90	\$ (14.25)
Number of Beneficial Assignee	=====	=====
Certificates Outstanding	10,105	10,105
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF OPERATIONS
FOR THE NINE MONTHS ENDED DECEMBER 31,
(Unaudited)

TOTAL SERIES 2 - 6	2005	2004
	----	----
Revenues:		
Distribution Income	\$ 74,727	\$ 80,409
	-----	-----
Total Revenues	74,727	80,409
	-----	-----
Expenses:		
Asset Management Fee-General Partner	302,838	306,321
General and Administrative:		
General Partner	234,728	158,605
Other	83,402	52,241
Amortization	6,179	10,248
	-----	-----
Total Expenses	627,147	527,415
	-----	-----
Loss Before Equity in Losses of		
Project Partnerships and Other Income	(552,420)	(447,006)
Equity in Losses of Project Partnerships	(32,961)	(89,011)
Gain on Sale of Partnership Assets	224,074	0
Interest Income	61,798	51,485
	-----	-----
Net Loss	\$ (299,509)	\$ (484,532)
	=====	=====
Allocation of Net Loss:		
Assignees	\$ (378,634)	\$ (479,687)
General Partners	79,125	(4,845)
	-----	-----
	\$ (299,509)	\$ (484,532)
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 2	Assignees -----	General Partners -----	Total -----
Balance at March 31, 2004	\$ (30,215)	\$ (54,648)	\$ (84,863)
Net Loss	(92,171) -----	(931) -----	(93,102) -----
Balance at December 31, 2004	\$ (122,386) =====	\$ (55,579) =====	\$ (177,965) =====
Balance at March 31, 2005	\$ (126,760)	\$ (55,623)	\$ (182,383)
Net Loss	(102,803) -----	(1,038) -----	(103,841) -----
Balance at December 31, 2005	\$ (229,563) =====	\$ (56,661) =====	\$ (286,224) =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 3	Assignees -----	General Partners -----	Total -----
Balance at March 31, 2004	\$ (23,909)	\$ (48,540)	\$ (72,449)
Net Loss	(57,319) -----	(579) -----	(57,898) -----
Balance at December 31, 2004	\$ (81,228) =====	\$ (49,119) =====	\$ (130,347) =====
Balance at March 31, 2005	\$ (100,780)	\$ (49,316)	\$ (150,096)
Net Loss	(70,921) -----	(716) -----	(71,637) -----
Balance at December 31, 2005	\$ (171,701) =====	\$ (50,032) =====	\$ (221,733) =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 4	Assignees -----	General Partners -----	Total -----
Balance at March 31, 2004	\$ (15,109)	\$ (61,420)	\$ (76,529)
Net Loss	(76,101) -----	(769) -----	(76,870) -----
Balance at December 31, 2004	\$ (91,210) =====	\$ (62,189) =====	\$ (153,399) =====
Balance at March 31, 2005	\$ (117,046)	\$ (62,450)	\$ (179,496)
Net Loss	(95,507) -----	(965) -----	(96,472) -----
Balance at December 31, 2005	\$ (212,553) =====	\$ (63,415) =====	\$ (275,968) =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 5	Assignees -----	General Partners -----	Total -----
Balance at March 31, 2004	\$ 338,798	\$ (72,965)	\$ 265,833
Net Loss	(110,115) -----	(1,112) -----	(111,227) -----
Balance at December 31, 2004	\$ 228,683 =====	\$ (74,077) =====	\$ 154,606 =====
Balance at March 31, 2005	\$ 123,860	\$ 0	\$ 123,860
Net Loss	(118,502) -----	(1,197) -----	(119,699) -----
Balance at December 31, 2005	\$ 5,358 =====	\$ (1,197) =====	\$ 4,161 =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 6	Assignees -----	General Partners -----	Total -----
Balance at March 31, 2004	\$ 848,257	\$ (81,054)	\$ 767,203
Net Loss	(143,981) -----	(1,454) -----	(145,435) -----
Balance at December 31, 2004	\$ 704,276 =====	\$ (82,508) =====	\$ 621,768 =====
Balance at March 31, 2005	\$ 651,535	\$ (83,041)	\$ 568,494
Net Income	9,099	83,401	92,140
Distributions	(224,074) -----	0 -----	(224,074) -----
Balance at December 31, 2005	\$ 436,560 =====	\$ 0 =====	\$ 436,560 =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

STATEMENTS OF PARTNERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

TOTAL SERIES 2 - 6	Assignees -----	General Partners -----	Total -----
Balance at March 31, 2004	\$ 1,117,822	\$ (318,627)	\$ 799,195
Net Loss	(479,687) -----	(4,845) -----	(484,532) -----
Balance at December 31, 2004	\$ 638,135 =====	\$ (323,472) =====	\$ 314,663 =====
Balance at March 31, 2005	\$ 430,809	\$ (250,430)	\$ 180,379
Net Income (Loss)	(378,634)	79,125	(299,509)
Distributions	(224,074) -----	0 -----	(224,074) -----
Balance at December 31, 2005	\$ (171,899) =====	\$ (171,305) =====	\$ (343,204) =====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 2	2005	2004
-----	----	----
Cash Flows from Operating Activities:		
Net Loss	\$(103,841)	\$ (93,102)
Adjustments to Reconcile Net Loss to Net		
Cash Used in Operating Activities:		
Amortization	525	522
Accreted Interest Income on Investments in		
Securities	(3,667)	(6,952)
Equity in Losses of Project Partnerships	17,055	24,995
Distribution Income	(4,708)	(7,147)
Changes in Operating Assets and Liabilities:		
Increase in Payable to General Partners	50,952	28,558
	-----	-----
Net Cash Used in Operating		
Activities	(43,684)	(53,126)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received from Project		
Partnerships	4,708	8,748
Redemption of Investment in Securities	63,562	61,298
	-----	-----
Net Cash Provided by Investing		
Activities	68,270	70,046
	-----	-----
Increase in Cash and Cash Equivalents	24,586	16,920
Cash and Cash Equivalents at Beginning of Year	235,004	221,084
	-----	-----
Cash and Cash Equivalents at End of Period	\$ 259,590	\$ 238,004
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 3	2005	2004
-----	----	----
Cash Flows from Operating Activities:		
Net Loss	\$ (71,637)	\$ (57,898)
Adjustments to Reconcile Net Loss to Net		
Cash Provided by (Used in) Operating Activities:		
Accreted Interest Income on Investments		
in Securities	(3,261)	(6,184)
Distribution Income	(20,430)	(14,382)
Changes in Operating Assets and Liabilities:		
Increase in Payable to General Partners	47,273	45,978
	-----	-----
Net Cash Used in Operating		
Activities	(48,055)	(32,486)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received from Project		
Partnerships	20,430	14,382
Redemption of Investment in Securities	56,536	54,525
	-----	-----
Net Cash Provided by Investing		
Activities	76,966	68,907
	-----	-----
Increase in Cash and Cash Equivalents	28,911	36,421
Cash and Cash Equivalents at Beginning of Year	218,547	187,419
	-----	-----
Cash and Cash Equivalents at End of Period	\$ 247,458	\$ 223,840
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 4	2005	2004
-----	----	----
Cash Flows from Operating Activities:		
Net Loss	\$ (96,472)	\$ (76,870)
Adjustments to Reconcile Net Loss to Net		
Cash Provided by (Used in) Operating Activities:		
Accreted Interest Income on Investments in		
Securities	(4,132)	(7,834)
Distribution Income	(13,584)	(12,513)
Changes in Operating Assets and Liabilities:		
Increase in Payable to General Partners	58,181	56,529
	-----	-----
Net Cash Provided by (Used in) Operating		
Activities	(56,007)	(40,688)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received from Project		
Partnerships	13,584	12,513
Redemption of Investment in Securities	71,627	69,078
	-----	-----
Net Cash Provided by Investing		
Activities	85,211	81,591
	-----	-----
Increase in Cash and Cash Equivalents	29,204	40,903
Cash and Cash Equivalents at Beginning of Year	304,447	273,485
	-----	-----
Cash and Cash Equivalents at End of Period	\$ 333,651	\$ 314,388
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 5	2005	2004
-----	----	----
Cash Flows from Operating Activities:		
Net Loss	\$(119,699)	\$(111,227)
Adjustments to Reconcile Net Loss to Net		
Cash Used in Operating Activities:		
Amortization	1,503	3,423
Accreted Interest Income on Investments in		
Securities	(5,150)	(9,764)
Equity in Losses of Project Partnerships	3,636	16,317
Distribution Income	(17,635)	(18,732)
Changes in Operating Assets and Liabilities:		
Increase (Decrease) in Payable to General		
Partners	70,000	(92,686)
Decrease in Other Payable	(700)	0
	-----	-----
Net Cash Used in Operating		
Activities	(68,045)	(212,669)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received from Project		
Partnerships	20,114	21,923
Redemption of Investment in Securities	89,274	86,098
	-----	-----
Net Cash Provided by Investing		
Activities	109,388	108,021
	-----	-----
Increase (Decrease) in Cash and Cash Equivalents	41,343	(104,648)
Cash and Cash Equivalents at Beginning of Year	238,360	349,174
	-----	-----
Cash and Cash Equivalents at End of Period	\$ 279,703	\$ 244,526
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

SERIES 6 -----	2005 ----	2004 ----
Cash Flows from Operating Activities:		
Net Income (Loss)	\$ 92,140	\$(145,435)
Adjustments to Reconcile Net Income (Loss) to Net Cash Used in Operating Activities:		
Amortization	4,151	6,303
Accreted Interest Income on Investments in Securities	(8,365)	(11,688)
Equity in Losses of Project Partnerships	12,270	47,699
Gain on Sale of Partnership Assets	(224,074)	0
Distribution Income	(18,370)	(27,127)
Changes in Operating Assets and Liabilities:		
Decrease in Accounts Receivable	700	0
Increase in Payable to General Partners	78,099	76,718
Decrease in Other Payable	(500)	0
	-----	-----
Net Cash Used In Operating Activities	(63,949)	(53,530)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received from Project Partnerships	20,460	28,982
Proceeds from Sale of Project Partnerships	225,574	0
	-----	-----
Net Cash Provided by Investing Activities	246,034	28,982
	-----	-----
Cash Flows from Financing Activities:		
Distributions Paid to Limited Partners	(224,028)	0
Expenses Related to Distributions	(1,500)	0
	-----	-----
Net Cash Used in Financing Activities	(225,528)	0
	-----	-----
Decrease in Cash and Cash Equivalents	(43,443)	(24,548)
Cash and Cash Equivalents at Beginning of Year	444,751	401,535
	-----	-----
Cash and Cash Equivalents at End of Period	\$ 401,308	\$ 376,987
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)
STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2005 AND 2004
(Unaudited)

TOTAL SERIES 2 - 6	2005	2004
-----	----	----
Cash Flows from Operating Activities:		
Net Loss	\$ (299,509)	\$ (484,532)
Adjustments to Reconcile Net Loss to Net		
Cash Used in Operating Activities:		
Amortization	6,179	10,248
Accreted Interest Income on Investments		
in Securities	(24,575)	(42,422)
Equity in Losses of Project Partnerships	32,961	89,011
Gain on Sale of Partnership Assets	(224,074)	0
Distribution Income	(74,727)	(79,901)
Changes in Operating Assets and Liabilities:		
Decrease in Accounts Receivable	700	0
Increase in Payable to General Partners	304,505	115,097
Decrease in Other Payable	(1,200)	0
	-----	-----
Net Cash Used in Operating		
Activities	(279,740)	(392,499)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received from Project		
Partnerships	79,296	86,548
Proceeds from Sale of Project Partnerships	225,574	0
Redemption of Investment in Securities	280,999	270,999
	-----	-----
Net Cash Provided by Investing		
Activities	585,869	357,547
	-----	-----
Cash Flows from Financing Activities:		
Distributions Paid to Limited Partners	(224,028)	0
Expenses Related to Distributions	(1,500)	0
	-----	-----
Net Cash Used in Financing		
Activities	(225,528)	0
	-----	-----
Increase (Decrease) in Cash and Cash Equivalents	80,601	(34,952)
Cash and Cash Equivalents at Beginning of Year	1,441,109	1,432,697
	-----	-----
Cash and Cash Equivalents at End of Period	\$1,521,710	\$1,397,745
	=====	=====

See accompanying notes to financial statements.

GATEWAY TAX CREDIT FUND II LTD.
(A Florida Limited Partnership)

NOTES TO FINANCIAL STATEMENTS
(Unaudited)
DECEMBER 31, 2005

NOTE 1 - ORGANIZATION:

Gateway Tax Credit Fund II Ltd. ("Gateway"), a Florida Limited Partnership, was formed September 12, 1989, under the laws of Florida. Operations commenced on September 14, 1990 for Series 2, September 28, 1990 for Series 3, February 1, 1991 for Series 4, July 1, 1991 for Series 5 and January 1, 1992 for Series 6. Gateway has invested, as a limited partner, in other limited partnerships ("Project Partnerships") each of which owns and operates one or more apartment complexes expected to qualify for Low-Income Housing Tax Credits. Gateway will terminate on December 31, 2040, or sooner, in accordance with the terms of the Limited Partnership Agreement. As of December 31, 2005, Gateway had received capital contributions of \$1,000 from the General Partners and \$37,228,000 from Beneficial Assignee Certificate investors (the "Assignees"). The fiscal year of Gateway for reporting purposes ends on March 31.

Pursuant to the Securities Act of 1933, Gateway filed a Form S-11 Registration Statement with the Securities and Exchange Commission, effective September 12, 1989, which covered the offering (the "Public Offering") of Gateway's Beneficial Assignee Certificates ("BACs") representing assignments of units for the beneficial interest of the limited partnership interest of the Assignor Limited Partner. The Assignor Limited Partner was formed for the purpose of serving in that capacity for the Fund and will not engage in any other business.

Raymond James Partners, Inc. and Raymond James Tax Credit Funds, Inc., wholly-owned subsidiaries of Raymond James Financial, Inc., are the General Partner and the Managing General Partner, respectively.

Gateway offered BACs in five series. BACs in the amounts of \$6,136,000, \$5,456,000, \$6,915,000, \$8,616,000 and \$10,105,000 for Series 2, 3, 4, 5 and 6, respectively had been issued as of December 31, 2005. Each Series is treated as a separate partnership, investing in a separate and distinct pool of Project Partnerships. Net proceeds from each Series are used to acquire Project Partnerships which are specifically allocated to such Series. Income or loss and all tax items from the Project Partnerships acquired by each Series are specifically allocated among the Assignees of such Series.

Operating profits and losses, cash distributions from operations and tax credits are allocated 99% to the Assignees and 1% to the General Partners. Profit or loss and cash distributions from sales of properties will be allocated as formulated in the Limited Partnership Agreement.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

Gateway utilizes the accrual basis of accounting whereby revenues are recognized when earned and expenses are recognized when obligations are incurred.

Gateway accounts for its investments as the sole limited partner in Project Partnerships ("Investments in Project Partnerships") using the equity method of accounting, because management believes that Gateway does not have a majority control of the major operating and financial policies of the Project Partnerships in which it invests, and reports the equity in losses of the Project Partnerships on a 3-month lag in the Statements of Operations. Under the equity method, the Investments in Project Partnerships initially include:

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

- 1) Gateway's capital contribution,
- 2) Acquisition fees paid to the General Partner for services rendered in selecting properties for acquisition, and
- 3) Acquisition expenses including legal fees, travel and other miscellaneous costs relating to acquiring properties.

Quarterly the Investments in Project Partnerships are increased or decreased as follows:

- 1) Increased for equity in income or decreased for equity in losses of the Project Partnerships,
- 2) Decreased for cash distributions received from the Project Partnerships, and
- 3) Decreased for the amortization of the acquisition fees and expenses.

Amortization is calculated on a straight-line basis over 35 years, as this is the average estimated useful life of the underlying assets. The amortization expense is shown on the Statements of Operations.

Pursuant to the limited partnership agreements for the Project Partnerships, cash losses generated by the Project Partnerships are allocated to the general partners of those partnerships. In subsequent years, cash profits, if any, are first allocated to the general partners to the extent of the allocation of prior years' cash losses.

Since Gateway invests as a limited partner, and therefore is not obligated to fund losses or make additional capital contributions, it does not recognize losses from individual Project Partnerships to the extent that these losses would reduce the investment in those Project Partnerships below zero. The suspended losses will be used to offset future income from the individual Project Partnerships.

Gateway reviews its investments in Project Partnerships to determine if there has been any permanent impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If the sum of the expected future cash flows is less than the carrying amount of the investment, Gateway recognizes an impairment loss. No impairment loss has been recognized in the accompanying financial statements.

Gateway, as a limited partner in the Project Partnerships, is subject to risks inherent in the ownership of property which are beyond its control, such as fluctuations in occupancy rates and operating expenses, variations in rental schedules, proper maintenance and continued eligibility of tax credits. If the cost of operating a property exceeds the rental income earned thereon, Gateway may deem it in its best interest to voluntarily provide funds in order to protect its investment. Gateway does not guarantee any of the mortgages or other debt of the Project Partnerships.

Cash and Cash Equivalents

It is Gateway's policy to include short-term investments with an original maturity of three months or less in Cash and Cash Equivalents. Short-term investments are comprised of money market mutual funds.

Concentration of Credit Risk

Financial instruments which potentially subject Gateway to concentrations of credit risk consist of cash investments in a money market mutual fund that is a wholly-owned subsidiary of Raymond James Financial, Inc.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates that affect certain reported amounts and disclosures. These estimates are based on management's knowledge and experience. Accordingly, actual results could differ from these estimates.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

Investment in Securities

Effective April 1, 1995, Gateway adopted Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities ("FAS 115"). Under FAS 115, Gateway is required to categorize its debt securities as held-to-maturity, available-for-sale or trading securities, dependent upon Gateway's intent in holding the securities. Gateway's intent is to hold all of its debt securities (U. S. Government Security Strips) until maturity and to use these reserves to fund Gateway's ongoing operations. Interest income is recognized ratably on the U. S. Government Strips using the effective yield to maturity.

Income Taxes

No provision for income taxes has been made in these financial statements, as income taxes are a liability of the partners rather than of Gateway.

Reclassifications

For comparability, certain 2004 figures have been reclassified, where appropriate, to conform with the financial statement presentation used in 2005.

Recent Accounting Pronouncements

In January 2003, the FASB issued FASB Interpretation No. 46 ("FIN46"), "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51." Gateway has adopted FIN 46 and applied its requirements to all Project Partnerships in which Gateway held an interest. Generally, a variable interest entity, or VIE, is an entity with one or more of the following characteristics, (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support; (b) as a group the holders of the equity investment at risk lack (i) the ability to make decisions about an entity's activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity; or (c) the equity investors have voting rights that are not proportional to their economic interests and substantially all of the entity's activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. FIN 46 requires VIE to be consolidated in the financial statements of the entity that is determined to be the primary beneficiary of the VIE. The primary beneficiary, as is applicable to Gateway's circumstances, is the party in the Project Partnership equity group that is most closely associated with the Project Partnership.

As of December 31, 2005, Gateway determined that it held variable interests in 141 VIE's, which consist of Project Partnerships, which Gateway is not the primary beneficiary. Gateway's maximum exposure to loss as a result of its involvement with unconsolidated VIE's is limited to Gateway's recorded investments in and receivables from those VIE's, which is approximately \$974,234 at December 31, 2005. Gateway may be subject to additional losses to the extent of any financial support that Gateway voluntarily provides to those Project Partnerships in the future.

NOTE 3 - INVESTMENT IN SECURITIES:

The December 31, 2005 Balance Sheet includes Investment in Securities consisting of U.S. Government Security Strips which represents their cost, plus accreted interest income of \$43,304 for Series 2, \$38,518 for Series 3, \$48,799 for Series 4, \$60,821 for Series 5 and \$97,671 for Series 6. For convenience, the Investment in Securities are commonly held in a brokerage account with Raymond James and Associates, Inc. A separate accounting is maintained for each series' share of the investments.

	Estimated Market Value	Cost Plus Accreted Interest	Gross Unrealized Gains and (Losses)
	-----	-----	-----
Series 2	\$ 65,514	\$ 65,016	\$ 498
Series 3	58,254	57,831	423
Series 4	73,831	73,266	565
Series 5	91,993	91,316	677
Series 6	157,740	155,804	1,936

As of December 31, 2005, the cost and accreted interest of debt securities by contractual maturities is as follows:

	Series 2	Series 3	Series 4
	-----	-----	-----
Due within 1 year	\$ 65,016	\$ 57,831	\$ 73,266
After 1 year through 5 years	0	0	0
	-----	-----	-----
Total Amount Carried on Balance Sheet	\$ 65,016	\$ 57,831	\$ 73,266
	=====	=====	=====
	Series 5	Series 6	Total
	-----	-----	-----
Due within 1 year	\$ 91,316	\$ 78,872	\$ 366,301
After 1 year through 5 years	0	76,932	76,932
	-----	-----	-----
Total Amount Carried on Balance Sheet	\$ 91,316	\$ 155,804	\$ 443,233
	=====	=====	=====

NOTE 4 - RELATED PARTY TRANSACTIONS:

The Payable to General Partners primarily represents the asset management fees owed to the General Partners at the end of the period. It is unsecured, due on demand and, in accordance with the limited partnership agreement, non-interest bearing. Within the next 12 months, the Managing General Partner does not intend to demand payment on the portion of Asset Management Fees payable classified as long-term on the Balance Sheet.

For the nine months December 31, 2005 and 2004 the General Partners and affiliates are entitled to compensation and reimbursement for costs and expenses incurred by Gateway as follows:

Asset Management Fee - The Managing General Partner is entitled to be paid an annual asset management fee equal to 0.25% of the aggregate cost of Gateway's interest in the projects owned by the Project Partnerships. The asset management fee will be paid only after all other expenses of Gateway have been paid. These fees are included in the Statements of Operations.

NOTE 4 - RELATED PARTY TRANSACTIONS (Continued):

	2005	2004
	-----	-----
Series 2	\$ 50,706	\$ 50,868
Series 3	47,037	47,268
Series 4	57,903	58,086
Series 5	69,540	71,385
Series 6	77,652	78,714
	-----	-----
Total	\$ 302,838	\$ 306,321
	=====	=====

General and Administrative Expenses - The Managing General Partner is reimbursed for general and administrative expenses of Gateway on an accountable basis. This expense is included in the Statements of Operations.

Series 2	\$ 34,892	\$ 23,576
Series 3	36,478	24,648
Series 4	45,994	31,078
Series 5	57,096	38,580
Series 6	60,268	40,723
	-----	-----
Total	\$ 234,728	\$ 158,605
	=====	=====

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS:

As of December 31, 2005, the Partnership had acquired a 99% interest in the profits, losses and tax credits as a limited partner in 22 Project Partnerships which own and operate government assisted multi-family housing complexes. Cash flows from operations are allocated according to each Partnership agreement. Upon dissolution proceeds will be distributed according to each Partnership agreement.

The following is a summary of Investments in Project Partnerships as of:

SERIES 2	DECEMBER 31, 2005	MARCH 31, 2005
	-----	-----
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	\$ 4,524,678	\$ 4,524,678
Cumulative equity in losses of Project Partnerships (1)	(4,727,724)	(4,710,669)
Cumulative distributions received from Project Partnerships	(86,005)	(86,005)
	-----	-----
Investment in Project Partnerships before Adjustment	(289,051)	(271,996)
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	390,838	390,838
Accumulated amortization of acquisition fees and expenses	(84,976)	(84,451)
	-----	-----
Investments in Project Partnerships	\$ 16,811	\$ 34,391
	=====	=====

(1) In accordance with the Partnership's accounting policy to not carry Investments in Project Partnerships below zero, cumulative suspended losses of \$5,348,647 for the period ended December 31, 2005 and cumulative suspended losses of \$5,027,429 for the year ended March 31, 2005 are not included.

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

As of December 31, 2005, the Partnership had acquired a 99% interest in the profits, losses and tax credits as a limited partner in 23 Project Partnerships which own and operate government assisted multi-family housing complexes. Cash flows from operations are allocated according to each Partnership agreement. Upon dissolution proceeds will be distributed according to each Partnership agreement.

The following is a summary of Investments in Project Partnerships as of:

SERIES 3	DECEMBER 31, 2005	MARCH 31, 2005
	-----	-----
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	\$ 3,888,713	\$ 3,888,713
Cumulative equity in losses of Project Partnerships (1)	(4,133,478)	(4,133,478)
Cumulative distributions received from Project Partnerships	(164,417)	(164,417)
	-----	-----
Investment in Project Partnerships before Adjustment	(409,182)	(409,182)
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	491,746	491,746
Accumulated amortization of acquisition fees and expenses	(82,564)	(82,564)
	-----	-----
Investments in Project Partnerships	\$ 0	\$ 0
	=====	=====

(1) In accordance with the Partnership's accounting policy to not carry Investments in Project Partnerships below zero, cumulative suspended losses of \$6,169,229 for the period ended December 31, 2005 and cumulative suspended losses of \$5,850,760 for the year ended March 31, 2005 are not included.

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

As of December 31, 2005, the Partnership had acquired a 99% interest in the profits, losses and tax credits as a limited partner in 29 Project Partnerships which own and operate government assisted multi-family housing complexes. Cash flows from operations are allocated according to each Partnership agreement. Upon dissolution proceeds will be distributed according to each Partnership agreement.

The following is a summary of Investments in Project Partnerships as of:

SERIES 4	DECEMBER 31, 2005	MARCH 31, 2005
	-----	-----
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	\$ 4,952,519	\$ 4,952,519
Cumulative equity in losses of Project Partnerships (1)	(5,268,905)	(5,268,905)
Cumulative distributions received from Project Partnerships	(124,819)	(124,819)
	-----	-----
Investment in Project Partnerships before Adjustment	(441,205)	(441,205)
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	562,967	562,967
Accumulated amortization of acquisition fees and expenses	(121,762)	(121,762)
	-----	-----
Investments in Project Partnerships	\$ 0	\$ 0
	=====	=====

(1) In accordance with the Partnership's accounting policy to not carry Investments in Project Partnerships below zero, cumulative suspended losses of \$5,349,825 for the period ended December 31, 2005 and cumulative suspended losses of \$4,920,242 for the year ended March 31, 2005 are not included.

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

As of December 31, 2005, the Partnership had acquired a 99% interest in the profits, losses and tax credits as a limited partner in 35 Project Partnerships which own and operate government assisted multi-family housing complexes. Cash flows from operations are allocated according to each Partnership agreement. Upon dissolution proceeds will be distributed according to each Partnership agreement.

The following is a summary of Investments in Project Partnerships as of:

SERIES 5	DECEMBER 31, 2005	MARCH 31, 2005
	-----	-----
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	\$ 6,010,273	\$ 6,010,273
Cumulative equity in losses of Project Partnerships (1)	(6,108,330)	(6,104,694)
Cumulative distributions received from Project Partnerships	(199,089)	(196,610)
	-----	-----
Investment in Project Partnerships before Adjustment	(297,146)	(291,031)
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	632,419	632,419
Accumulated amortization of acquisition fees and expenses	(140,486)	(138,983)
	-----	-----
Investments in Project Partnerships	\$ 194,787	\$ 202,405
	=====	=====

(1) In accordance with the Partnership's accounting policy to not carry Investments in Project Partnerships below zero, cumulative suspended losses of \$6,100,387 for the period ended December 31, 2005 and cumulative suspended losses of \$5,631,211 for the year ended March 31, 2005 are not included.

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

As of December 31, 2005, the Partnership had acquired a 99% interest in the profits, losses and tax credits as a limited partner in 37 Project Partnerships which own and operate government assisted multi-family housing complexes. Cash flows from operations are allocated according to each Partnership agreement. Upon dissolution proceeds will be distributed according to each Partnership agreement.

One of the Project Partnerships, Mountain Crest, L.P. sold its property during August 2005. Gateway received sale proceeds totaling \$225,574 which were distributed to the Limited Partners, less \$1,500 in legal expenses, at \$22.17 per limited partnership unit during the quarter ended December 31, 2005. The remaining \$46 of this distribution is shown as a Distribution Payable on the Balance Sheet. As disclosed on the Statement of Operations, Gateway estimated the gain on this sale to be \$224,074, based on the total sale proceeds, less legal expenses, and the net investment value of the sold property. This estimate will be adjusted, as necessary, when Gateway receives the final tax and financial information from the Project Partnership related to this sale. Gateway anticipates this information will be made available no later than the fiscal year ended March 31, 2006.

The following is a summary of Investments in Project Partnerships as of:

SERIES 6	DECEMBER 31, 2005	MARCH 31, 2005
	-----	-----
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	\$ 7,250,034	\$ 7,462,215
Cumulative equity in losses of Project Partnerships (1)	(6,832,424)	(7,044,277)
Cumulative distributions received from Project Partnerships	(219,480)	(219,390)
	-----	-----
Investment in Project Partnerships before Adjustment	198,130	198,548
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	768,912	785,179
Accumulated amortization of acquisition fees and expenses	(204,406)	(202,580)
	-----	-----
Investments in Project Partnerships	\$ 762,636	\$ 781,147
	=====	=====

(1) In accordance with the Partnership's accounting policy to not carry Investments in Project Partnerships below zero, cumulative suspended losses of \$4,246,918 for the period ended December 31, 2005 and cumulative suspended losses of \$3,911,618 for the year ended March 31, 2005 are not included.

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

The following is a summary of Investments in Project Partnerships as of:

TOTAL SERIES 2 - 6	DECEMBER 31, 2005 -----	MARCH 31, 2005 -----
Capital Contributions to Project Partnerships and purchase price paid for limited partner interests in Project Partnerships	\$ 26,626,217	\$ 26,838,398
Cumulative equity in losses of Project Partnerships	(27,070,861)	(27,262,023)
Cumulative distributions received from Project Partnerships	(793,810) -----	(791,241) -----
Investment in Project Partnerships before Adjustment	(1,238,454)	(1,214,866)
Excess of investment cost over the underlying assets acquired:		
Acquisition fees and expenses	2,846,882	2,863,149
Accumulated amortization of acquisition fees and expenses	(634,194) -----	(630,340) -----
Investments in Project Partnerships	\$ 974,234 =====	\$ 1,017,943 =====

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

In accordance with the Partnership's policy of presenting the financial information of the Project Partnerships on a three month lag, below is the summarized financial information for the Series' Project Partnerships as of September 30, of each year:

SERIES 2	2005	2004
	----	----
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	\$ 2,141,388	\$ 2,071,613
Investment properties, net	15,127,627	15,943,321
Other assets	5,307	17,341
	-----	-----
Total assets	\$17,274,322	\$18,032,275
	=====	=====
Liabilities and Partners' Equity:		
Current liabilities	\$ 349,579	\$ 374,070
Long-term debt	22,746,522	22,832,568
	-----	-----
Total liabilities	23,096,101	23,206,638
	-----	-----
Partners' equity (deficit)		
Limited Partner	(5,692,496)	(5,068,800)
General Partners	(129,283)	(105,563)
	-----	-----
Total Partners' equity (deficit)	(5,821,779)	(5,174,363)
	-----	-----
Total liabilities and partners' equity	\$17,274,322	\$18,032,275
	=====	=====
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	\$ 2,188,420	\$ 2,076,963
Expenses:		
Operating expenses	1,485,232	1,423,367
Interest expense	392,594	417,308
Depreciation and amortization	652,283	648,752
	-----	-----
Total expenses	2,530,109	2,489,427
	-----	-----
Net loss	\$ (341,689)	\$ (412,464)
	=====	=====
Other partners' share of net loss	\$ (3,416)	\$ (4,125)
	=====	=====
Partnerships' share of net loss	\$ (338,273)	\$ (408,339)
Suspended losses	321,218	383,344
	-----	-----
Equity in Losses of Project Partnerships	\$ (17,055)	\$ (24,995)
	=====	=====

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

In accordance with the Partnership's policy of presenting the financial information of the Project Partnerships on a three month lag, below is the summarized financial information for the Series' Project Partnerships as of September 30, of each year:

SERIES 3	2005	2004
	----	----
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	\$ 2,690,923	\$ 2,520,385
Investment properties, net	12,149,396	13,081,481
Other assets	168,482	157,742
	-----	-----
Total assets	\$15,008,801	\$15,759,608
	=====	=====
Liabilities and Partners' Equity:		
Current liabilities	\$ 240,380	\$ 134,511
Long-term debt	21,412,108	21,535,458
	-----	-----
Total liabilities	21,652,488	21,669,969
	-----	-----
Partners' equity (deficit)		
Limited Partner	(6,994,635)	(6,300,049)
General Partners	350,948	389,688
	-----	-----
Total Partners' equity (deficit)	(6,643,687)	(5,910,361)
	-----	-----
Total liabilities and partners' equity	\$15,008,801	\$15,759,608
	=====	=====
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	\$ 2,170,431	\$ 2,070,854
Expenses:		
Operating expenses	1,429,269	1,388,087
Interest expense	340,274	359,686
Depreciation and amortization	724,390	704,220
	-----	-----
Total expenses	2,493,933	2,451,993
	-----	-----
Net loss	\$ (323,502)	\$ (381,139)
	=====	=====
Other partners' share of net loss	\$ (5,033)	\$ (6,057)
	=====	=====
Partnerships' share of net loss	\$ (318,469)	\$ (375,082)
Suspended losses	318,469	375,082
	-----	-----
Equity in Losses of Project Partnerships	\$ 0	\$ 0
	=====	=====

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

In accordance with the Partnership's policy of presenting the financial information of the Project Partnerships on a three month lag, below is the summarized financial information for the Series' Project Partnerships as of September 30, of each year:

SERIES 4	2005	2004
	----	----
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	\$ 2,438,473	\$ 2,389,131
Investment properties, net	19,275,230	20,288,918
Other assets	55,525	11,913
	-----	-----
Total assets	\$21,769,228	\$22,689,962
	=====	=====
Liabilities and Partners' Equity:		
Current liabilities	\$ 720,884	\$ 681,132
Long-term debt	26,191,312	26,289,686
	-----	-----
Total liabilities	26,912,196	26,970,818
	-----	-----
Partners' equity (deficit)		
Limited Partner	(5,864,604)	(5,024,227)
General Partners	721,636	743,371
	-----	-----
Total Partners' equity (deficit)	(5,142,968)	(4,280,856)
	-----	-----
Total liabilities and partners' equity	\$21,769,228	\$22,689,962
	=====	=====
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	\$ 2,575,610	\$ 2,489,062
Expenses:		
Operating expenses	1,795,518	1,721,791
Interest expense	440,441	457,061
Depreciation and amortization	774,896	734,759
	-----	-----
Total expenses	3,010,855	2,913,611
	-----	-----
Net loss	\$ (435,245)	\$ (424,549)
	=====	=====
Other partners' share of net loss	\$ (5,662)	\$ (5,153)
	=====	=====
Partnerships' share of net loss	\$ (429,583)	\$ (419,396)
Suspended losses	429,583	419,396
	-----	-----
Equity in Losses of Project Partnerships	\$ 0	\$ 0
	=====	=====

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

In accordance with the Partnership's policy of presenting the financial information of the Project Partnerships on a three month lag, below is the summarized financial information for the Series' Project Partnerships as of September 30, of each year:

SERIES 5	2005	2004
	----	----
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	\$ 3,366,741	\$ 3,308,107
Investment properties, net	21,830,483	23,522,107
Other assets	69,922	4,281
	-----	-----
Total assets	\$25,267,146	\$26,834,495
	=====	=====
Liabilities and Partners' Equity:		
Current liabilities	\$ 603,695	\$ 595,127
Long-term debt	31,392,413	32,229,915
	-----	-----
Total liabilities	31,996,108	32,825,042
	-----	-----
Partners' equity (deficit)		
Limited Partner	(6,403,189)	(5,698,981)
General Partners	(325,773)	(291,566)
	-----	-----
Total Partners' equity (deficit)	(6,728,962)	(5,990,547)
	-----	-----
Total liabilities and partners' equity	\$25,267,146	\$26,834,495
	=====	=====
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	\$ 3,143,615	\$ 3,145,478
Expenses:		
Operating expenses	2,177,970	2,116,889
Interest expense	524,343	564,232
Depreciation and amortization	918,889	970,587
	-----	-----
Total expenses	3,621,202	3,651,708
	-----	-----
Net loss	\$ (477,587)	\$ (506,230)
	=====	=====
Other partners' share of net loss	\$ (4,775)	\$ (5,062)
	=====	=====
Partnerships' share of net loss	\$ (472,812)	\$ (501,168)
Suspended losses	469,176	484,851
	-----	-----
Equity in Losses of Project Partnerships	\$ (3,636)	\$ (16,317)
	=====	=====

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

In accordance with the Partnership's policy of presenting the financial information of the Project Partnerships on a three month lag, below is the summarized financial information for the Series' Project Partnerships as of September 30, of each year:

SERIES 6	2005	2004
	----	----
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	\$ 4,452,060	\$ 4,055,461
Investment properties, net	26,048,444	27,304,203
Other assets	13,574	11,635
	-----	-----
Total assets	\$30,514,078	\$31,371,299
	=====	=====
Liabilities and Partners' Equity:		
Current liabilities	\$ 463,678	\$ 447,698
Long-term debt	34,688,448	34,867,631
	-----	-----
Total liabilities	35,152,126	35,315,329
	-----	-----
Partners' equity (deficit)		
Limited Partner	(4,147,046)	(3,504,591)
General Partners	(491,002)	(439,439)
	-----	-----
Total Partners' equity (deficit)	(4,638,048)	(3,944,030)
	-----	-----
Total liabilities and partners' equity	\$30,514,078	\$31,371,299
	=====	=====
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	\$ 3,588,852	\$ 3,457,602
Expenses:		
Operating expenses	2,325,324	2,264,148
Interest expense	580,526	606,771
Depreciation and amortization	1,034,242	1,010,894
	-----	-----
Total expenses	3,940,092	3,881,813
	-----	-----
Net loss	\$ (351,240)	\$ (424,211)
	=====	=====
Other partners' share of net loss	\$ (3,670)	\$ (5,405)
	=====	=====
Partnerships' share of net loss	\$ (347,570)	\$ (418,806)
Suspended losses	335,300	371,107
	-----	-----
Equity in Losses of Project Partnerships	\$ (12,270)	\$ (47,699)
	=====	=====

NOTE 5 - INVESTMENTS IN PROJECT PARTNERSHIPS (continued):

In accordance with the Partnership's policy of presenting the financial information of the Project Partnerships on a three month lag, below is the summarized financial information for the Series' Project Partnerships as of September 30, of each year:

TOTAL SERIES 2- 6	2005	2004
	----	----
SUMMARIZED BALANCE SHEETS		
Assets:		
Current assets	\$ 15,089,585	\$ 14,344,697
Investment properties, net	94,431,180	100,140,030
Other assets	312,810	202,912
	-----	-----
Total assets	\$109,833,575	\$114,687,639
	=====	=====
Liabilities and Partners' Equity:		
Current liabilities	\$ 2,378,216	\$ 2,232,538
Long-term debt	136,430,803	137,755,258
	-----	-----
Total liabilities	138,809,019	139,987,796
	-----	-----
Partners' equity (deficit)		
Limited Partner	(29,101,970)	(25,596,648)
General Partners	126,526	296,491
	-----	-----
Total Partners' equity (deficit)	(28,975,444)	(25,300,157)
	-----	-----
Total liabilities and partners' equity	\$109,833,575	\$114,687,639
	=====	=====
SUMMARIZED STATEMENTS OF OPERATIONS		
Rental and other income	\$ 13,666,928	\$ 13,239,959
Expenses:		
Operating expenses	9,213,313	8,914,282
Interest expense	2,278,178	2,405,058
Depreciation and amortization	4,104,700	4,069,212
	-----	-----
Total expenses	15,596,191	15,388,552
	-----	-----
Net loss	\$ (1,929,263)	\$ (2,148,593)
	=====	=====
Other partners' share of net loss	\$ (22,556)	\$ (25,802)
	=====	=====
Partnerships' share of net loss	\$ (1,906,707)	\$ (2,122,791)
Suspended losses	1,873,746	2,033,780
	-----	-----
Equity in Losses of Project Partnerships	\$ (32,961)	\$ (89,011)
	=====	=====

Item 4. Controls and Procedures:

Within 90 days prior to the filing of this report, under the supervision and with the participation of the Partnership's management, including the Partnership's chief executive and chief financial officers, an evaluation of the effectiveness of the Partnership's disclosure controls and procedures (as defined in Rule 13a-14(c) under the Securities Exchange Act of 1934) was performed. Based on this evaluation, such officers have concluded that the Partnership's disclosure controls and procedures were effective as of the date of that evaluation in alerting them in a timely manner to material information relating to the Partnership required to be included in this report and the Partnership's other reports that it files or submits under the Securities Exchange Act of 1934. There were no significant changes in the Partnership's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations:

Results of Operations, Liquidity and Capital Resources

Operations commenced on September 14, 1990, with the first admission of Assignees in Series 2. The proceeds from Assignees' capital contributions available for investment were used to acquire interests in Project Partnerships.

As disclosed on the statement of operations for each Series, interest income increased for the nine and three months ended December 31, 2005 and December 31, 2004 due to an increase in interest rates during 2005. The General and Administrative expenses - General Partner and General and Administrative expenses - Other for the nine and three months ended December 31, 2005, as compared to the nine and three months ended December 31, 2004, have increased due to higher administrative costs. Equity in Losses of Project Partnerships for the nine and three months ended December 31, 2005 decreased primarily as a result of a larger increase in rental revenue than corresponding operating costs of the Project Partnerships when compared to the three and nine months ended December 31, 2004.

The capital resources of each Series are used to pay General and Administrative operating costs including personnel, supplies, data processing, travel and legal and accounting associated with the administration and monitoring of Gateway and the Project Partnerships. The capital resources are also used to pay the Asset Management Fee due the Managing General Partner, but only to the extent that Gateway's remaining resources are sufficient to fund Gateway's ongoing needs. (Payment of any Asset Management Fee unpaid at the time Gateway sells its interests in the Project Partnerships is subordinated to the return of the investors' original capital contributions).

The sources of funds to pay the operating costs of each Series are short-term investments and interest earned thereon, the maturity of U.S. Treasury Security Strips ("Zero Coupon Treasuries"), which were purchased with funds set aside for this purpose and cash distributed to the Series from the operations of the Project Partnerships.

From inception, two Series have paid distributions. The distribution of \$157,126 related to the sale of Highland View, LP, in Series 5 was made during August 2005, and the distribution of \$224,074 related to the sale of Mountain Crest, LP, in Series 6 was made during the quarter ended December 31, 2005. Future distributions may be made as a result of the sale of other properties.

Series 2 - Gateway closed this series on September 14, 1990 after receiving \$6,136,000 from 375 Assignees. Equity in Losses of Project Partnerships for the nine months ended December 31, 2005 decreased from \$24,995 for the nine months ended December 31, 2004 to \$17,055 primarily as a result of an increase in the rental revenue of the Project Partnerships. In general, it is common in the real estate industry to experience losses for financial and tax reporting purposes because of the non-cash expenses of depreciation and amortization. (These Project Partnerships reported depreciation and amortization of \$648,752 and \$652,283 for the nine months ended December 31, 2004 and 2005, respectively.) As a result, management expects that this Series, as well as those described below, will report its equity in Project Partnerships as a loss for tax and financial reporting purposes. Overall, management believes the Project Partnerships are operating as

expected and are generating tax credits which meet projections.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

At December 31, 2005, the Series had \$259,590 of short-term investments (Cash and Cash Equivalents). It also had \$65,016 in Zero Coupon Treasuries with annual maturities providing \$66,285 in fiscal year 2007. Management believes the sources of funds are sufficient to meet current and ongoing operating costs for the foreseeable future, and to pay part of the Asset Management Fee.

As disclosed on the statement of cash flows, the Series had a net loss of \$103,841 for the nine months ended December 31, 2005. However, after adjusting for Equity in Losses of Project Partnerships of \$17,055 and the changes in operating assets and liabilities, net cash used in operating activities was \$43,684. Cash provided by investing activities totaled \$68,270, consisting of cash distributions from the Project Partnerships and proceeds from the redemption of securities. There were no unusual events or trends to describe.

Series 3 - Gateway closed this series on December 13, 1990 after receiving \$5,456,000 from 398 Assignees. Equity in Losses of Project Partnerships for the nine months ended December 31, 2005 and 2004 was \$0 as a result of the suspension of losses in this Series so that the Investment in Project Partnerships does not fall below zero. (These Project Partnerships reported depreciation and amortization of \$704,220 and \$724,390 for the nine months ended December 31, 2004 and 2005, respectively.) Overall, management believes the Project Partnerships are operating as expected and are generating tax credits which meet projections.

At December 31, 2005, the Series had \$247,458 of short-term investments (Cash and Cash Equivalents). It also had \$57,831 in Zero Coupon Treasuries with annual maturities providing \$58,940 in fiscal year 2007. Management believes the sources of funds are sufficient to meet current and ongoing operating costs for the foreseeable future, and to pay part of the Asset Management Fee.

As disclosed on the statement of cash flows, the Series had a net loss of \$71,637 for the nine months ended December 31, 2005. However, after adjusting for the changes in operating assets and liabilities, net cash used in operating activities was \$48,055. Cash provided by investing activities totaled \$76,966, consisting of cash distributions from the Project Partnerships and proceeds from the redemption of securities. There were no unusual events or trends to describe.

Series 4 - Gateway closed this series on May 31, 1991 after receiving \$6,915,000 from 465 Assignees. Equity in Losses of Project Partnerships for the nine months ended December 31, 2005 and 2004 was \$0 as a result of the suspension of all losses in this Series so that the Investment in Project Partnerships does not fall below zero. (These Project Partnerships reported depreciation and amortization of \$734,759 and \$774,896 for the nine months ended December 31, 2004 and 2005, respectively.) Overall, management believes the Project Partnerships are operating as expected and are generating tax credits which meet projections.

At December 31, 2005, the Series had \$333,651 of short-term investments (Cash and Cash Equivalents). It also had \$73,266 in Zero Coupon Treasuries with annual maturities providing \$74,700 in fiscal year 2007. Management believes the sources of funds are sufficient to meet current and ongoing operating costs for the foreseeable future, and to pay part of the Asset Management Fee.

As disclosed on the statement of cash flows, the Series had a net loss of \$96,472 for the nine months ended December 31, 2005. However, after adjusting for the changes in operating assets and liabilities, net cash used in operating activities was \$56,007. Cash provided by investing activities totaled \$85,211, consisting of cash distributions from the Project Partnership and proceeds from the redemption of securities. There were no unusual events or trends to describe.

Series 5 - Gateway closed this series on October 11, 1991 after receiving \$8,616,000 from 535 Assignees. Equity in Losses of Project Partnerships for the nine months ended December 31, 2005 decreased from \$16,317 for the nine months ended December 31, 2004 to \$3,636 as a result of decreases in interest expense and depreciation and amortization expense. (These Project Partnerships reported depreciation and amortization of \$970,587 and \$918,889 for the nine months ended December 31, 2004 and 2005, respectively.) Overall, management believes the Project Partnerships are operating as expected.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

At December 31, 2005, the Series had \$279,703 of short-term investments (Cash and Cash Equivalents). It also had \$91,316 in Zero Coupon Treasuries with annual maturities providing \$93,075 in fiscal year 2007. Management believes the sources of funds are sufficient to meet current and ongoing operating costs for the foreseeable future, and to pay part of the Asset Management Fee.

As disclosed on the statement of cash flows, the Series had a net loss of \$119,699 for the nine months ended December 31, 2005. However, after adjusting for Equity in Losses of Project Partnerships of \$3,636 and the changes in operating assets and liabilities, net cash used in operating activities was \$68,045. Cash provided by investing activities totaled \$109,388, consisting of cash distributions from the Project Partnerships and proceeds from the redemption of securities. There were no unusual events or trends to describe.

One of the Project Partnerships, Highland View, LP, sold its property in December 2004. Gateway received sale proceeds totaling \$157,126, which were distributed to the Limited Partners at \$18.24 per limited partnership unit during August 2005. The sale of the property was recorded in the fourth quarter of fiscal year 2005 and resulted in a gain of \$227,407. The above referenced sale proceeds were reflected as Restricted Cash and Distribution Payable on the Balance Sheet for the year ended March 31, 2005, and through the periods preceding their distribution to the Limited Partners.

Series 6 - Gateway closed this series on March 11, 1992 after receiving \$10,105,000 from 625 Assignees. Equity in Losses of Project Partnerships for the nine months ended December 31, 2005 decreased from \$47,699 for the nine months ended December 31, 2004 to \$12,270 as a result of an increase in rental revenue and other income. (These Project Partnerships reported depreciation and amortization of \$1,010,894 and \$1,034,242 for the nine months ended December 31, 2004 and 2005, respectively.) Overall, management believes the Project Partnerships are operating as expected.

One of the Project Partnerships, Mountain Crest, L.P. sold its property during August 2005. Gateway received sale proceeds totaling \$225,574 which were distributed to the Limited Partners, less \$1,500 in legal expenses, at \$22.17 per limited partnership unit during the quarter ended December 31, 2005. The remaining \$46 of this distribution is shown as a Distribution Payable on the Balance Sheet. As disclosed on the Statement of Operations, Gateway estimated the gain on this sale to be \$224,074, based on the total sale proceeds, less legal expenses, and the net investment value of the sold property. This estimate will be adjusted, as necessary, when Gateway receives the final tax and financial information from the Project Partnership related to this sale. Gateway anticipates this information will be made available no later than the fiscal year ended March 31, 2006.

At December 31, 2005, the Series had \$401,262 of short-term investments (Cash and Cash Equivalents). It also had \$155,804 in Zero Coupon Treasuries with annual maturities providing \$79,000 in fiscal year 2006 increasing to \$83,000 in fiscal year 2007. Management believes the sources of funds are sufficient to meet current and ongoing operating costs for the foreseeable future, and to pay part of the Asset Management Fee.

As disclosed on the statement of cash flows, the Series had net income of \$92,140 for the nine months ended December 31, 2005. However, after adjusting for Equity in Losses of Project Partnerships, the gain on sale of partnership assets, and the changes in operating assets and liabilities, net cash used in operating activities was \$63,949. Cash provided by investing activities totaled \$246,034, consisting of cash distributions from the Project Partnerships and the sale proceeds from the sale of the Project Partnership referenced above. Cash used for financing activities consisted of distributions paid to the Limited Partners and related distribution expenses of the sale of the Project Partnership.

Exit Strategy

The IRS compliance period for low-income housing tax credit properties is generally 15 years from occupancy following construction or rehabilitation completion. With that in mind, the Partnership is continuing to review the Partnership's holdings, with special emphasis on the properties that are at or very near the satisfaction of the IRS compliance period requirements. The Partnership's review considers many factors including extended use low-income housing regulation requirements on the property (such as those due to mortgage restrictions or state compliance agreements), the condition of the property, and the tax consequences to the investors from the sale of the property.

Upon identifying those properties with the highest potential for a successful sale, refinancing or syndication, the Partnership expects to proceed with efforts to liquidate those properties. The Partnership's objective is to maximize the investors' return wherever possible and, ultimately, to wind down those project partnerships that no longer provide tax benefits to investors. As of December 31, 2005, two Project Partnerships, Highland View Apartments and Mountain Crest Apartments have been sold.

Gateway has no direct employees. The General Partners have full and exclusive discretion in management and control of Gateway.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

GATEWAY TAX CREDIT FUND II, LTD.
(A Florida Limited Partnership)
By: Raymond James Tax Credit Funds, Inc.

Date: February 14, 2006

By: /s/ Ronald M. Diner
Ronald M. Diner
President

Date: February 14, 2006

By: /s/ Jonathan Oorlog
Jonathan Oorlog
Vice President and Chief Financial Officer

Date: February 14, 2006

By: /s/ Sandra C. Humphreys
Sandra C. Humphreys
Secretary and Treasurer

EXHIBIT 31.1

CERTIFICATIONS*

I, Ron Diner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gateway Tax Credit Fund II, Ltd.;

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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information include 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. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 14, 2006

By: /s/ Ronald M. Diner
Ronald M. Diner
President

EXHIBIT 31.2

CERTIFICATIONS*

I, Jonathan Oorlog, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gateway Tax Credit Fund II, Ltd.;

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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information include 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. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 14, 2006

By: /s/ Jonathan Oorlog
Jonathan Oorlog
Vice President and Chief Financial Officer