

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549-1004

FORM 10-Q

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

For Quarter Ended March 31, 2003

Commission File Number 0-21256

Cypress Equipment Fund II, Ltd.
(Exact name of Registrant as specified in its charter)

<u>Florida</u>	<u>59-3082723</u>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

<u>880 Carillon Parkway, St. Petersburg, Florida</u>	<u>33716</u>
(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 at March 31, 2003</u>
Units of Limited Partnership Interest: \$1,000 per unit	36,469

DOCUMENTS INCORPORATED BY REFERENCE

Parts I and II, 2002 Form 10-K, filed with the
Securities and Exchange Commission on June 25, 2003
Parts III and IV - Form S-1 Registration Statement
and all amendments and supplements thereto
File No. 33-44119

PART I - Financial Information
Item 1. Financial Statements

CYPRESS EQUIPMENT FUND II, LTD.
(a Limited Partnership)
BALANCE SHEETS

	March 31, 2003 (Unaudited)	December 31, 2002 (Audited)
ASSETS		
Equipment Held for Sale	\$ 2,410,000	\$ 2,410,000
Rent and Sales Proceeds Receivable	0	11,000
Cash and Cash Equivalents	182,001	278,694
	-----	-----
Total Assets	\$ 2,592,001	\$ 2,699,694
	=====	=====
LIABILITIES AND PARTNERS' EQUITY		
Liabilities:		
Notes Payable	\$ 1,876,747	\$ 1,845,015
Payable to: General Partners	20,291	20,291
Others	150,886	233,463
	-----	-----
Total Liabilities	2,047,924	2,098,769
	-----	-----
Partners' Equity:		
Limited Partners (36,469 units outstanding at March 31, 2003 and December 31, 2002)	857,566	913,846
General Partners	(313,489)	(312,921)
	-----	-----
Total Partners' Equity	544,077	600,925
	-----	-----
Total Liabilities and Partners' Equity	\$ 2,592,001	\$ 2,699,694
	=====	=====

The accompanying notes are an integral
part of these financial statements.

CYPRESS EQUIPMENT FUND II, LTD.
STATEMENTS OF OPERATIONS
(Unaudited)
FOR THE THREE MONTHS ENDED MARCH 31,

	2003	2002
	----	----
Revenues:		
Rental Income	\$ 0	\$ 27,000
Interest Income	291	637
	-----	-----
Total Revenues	291	27,637
	-----	-----
Operating Expenses:		
General and Administrative:		
Affiliates	0	3,379
Other	25,407	76,265
Interest Expense	31,732	29,623
Depreciation and Amortization	0	11,239
	-----	-----
Total Operating Expenses	57,139	120,506
	-----	-----
Net Income (Loss)	\$ (56,848)	\$ (92,869)
	=====	=====
Allocation of Net Income (Loss):		
Limited Partners	\$ (56,280)	\$ (91,940)
General Partners	(568)	(929)
	-----	-----
	\$ (56,848)	\$ (92,869)
	=====	=====
Net Income per \$1,000 Limited Partnership Unit Outstanding	\$ (1.54)	\$ (2.52)
	=====	=====
Number of Limited Partnership Units Outstanding	36,469	36,469
	=====	=====

The accompanying notes are an integral
part of these financial statements.

CYPRESS EQUIPMENT FUND II, LTD.
STATEMENTS OF CASH FLOWS
(Unaudited)
FOR THE THREE MONTHS ENDED MARCH 31,

	2003 ----	2002 ----
Cash Flows from Operating Activities:		
Net Income (Loss)	\$ (56,848)	\$ (92,869)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	0	11,239
Deferred Interest on Notes Payable	31,732	29,623
Changes in Operating Assets and Liabilities:		
(Increase) Decrease in Rents Receivable	11,000	7,454
Increase (Decrease) in Payable to: Other	(82,577)	(17,704)
	-----	-----
Net Cash Used In Operating Activities	(96,693)	(62,257)
	-----	-----
Cash Flows from Investing Activities:		
Distributions Received	0	37,299
	-----	-----
Net Cash Provided By Investing Activities	0	37,299
	-----	-----
Decrease in Cash and Cash Equivalents	(96,693)	(24,958)
Cash and Cash Equivalents at Beginning of Period	278,694	443,913
	-----	-----
Cash and Cash Equivalents at End of Period	\$ 182,001	\$ 418,955
	=====	=====

Non-Cash Activities:

Notes Payable in 2003 were increased by \$31,732, the amount of Deferred Interest on Notes Payable.

Notes Payable in 2002 were increased by \$29,623, the amount of Deferred Interest on Notes Payable.

The accompanying notes are an integral
part of these financial statements.

CYPRESS EQUIPMENT FUND II, LTD.
(a Limited Partnership)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
March 31, 2003

NOTE 1 - ORGANIZATION

Cypress Equipment Fund II, Ltd., (the "Partnership"), a Florida limited partnership, was formed November 13, 1991, for the purpose of acquiring and leasing transportation, manufacturing, industrial and other capital equipment. The Partnership was funded with limited partner capital contributions and commenced operations on June 22, 1992. The Partnership will terminate on December 31, 2015, or sooner, in accordance with the terms of the Limited Partnership Agreement. The Partnership has received Limited and General Partner capital contributions of \$36,469,000 and \$2,000, respectively.

Cypress Equipment Management Corporation II, a California corporation and a wholly-owned subsidiary of Cypress Leasing Corporation, is the Managing General Partner; RJ Leasing - 2, Inc., a Florida corporation and a second tier subsidiary of Raymond James Financial, Inc., is the Administrative General Partner; and Raymond James Partners, Inc., a Florida corporation and a wholly-owned subsidiary of Raymond James Financial, Inc., is the other General Partner.

Cash distributions, subject to payment of the equipment management fees, and profits and losses of the Partnership shall be allocated 99% to the Limited Partners and 1% to the General Partners. Once each Limited Partner has received cumulative cash distributions equal to his capital contributions, an incentive management fee equaling 4% of cash available for distributions will be paid to the General Partners. When each Limited Partner has received cumulative cash distributions equal to his capital contributions plus an amount equal to 8% of adjusted capital contributions per annum, an incentive management fee equaling 24% of cash available for distributions will be paid to the General Partners.

NOTE 2 - NOTES PAYABLE

The Equipment Held for Sale is the collateral for the Note Payable.

There were no additional borrowing or payments for the three months ended March 31, 2003.

NOTE 3 - BASIS OF PREPARATION

The unaudited financial statements presented herein have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and note disclosures required by generally accepted accounting principles. These statements should be read in conjunction with the financial statements and notes thereto included with the Partnership's Form 10-K for the year ended December 31, 2002. In the opinion of management, these financial statements include all adjustments, consisting only of normal recurring adjustments, necessary to summarize fairly the Partnership's financial position and results of operations. The results of operations for the period may not be indicative of the results to be expected for the year.

NOTE 4 - CASH AND CASH EQUIVALENTS

It is the Partnership's policy to include short-term investments with an original maturity of three months or less in Cash and Cash Equivalents. These short-term investments are comprised of money market mutual funds and a repurchase agreement. All of the Partnership's securities included in Cash and Cash Equivalents are considered held-to-maturity. The balance of \$182,001 at March 31, 2003, represents cash of \$1,038 and money market mutual funds of \$180,963.

NOTE 5 - SUBSEQUENT EVENTS

On May 28, 2003, the specialty vessels were sold for a gross sales price of \$3,425,000. These proceeds were immediately used to pay off the note payable with accrued interest of \$1,898,110. This left the Partnership with \$1,526,890 to pay expenses and to make the final distribution from this transaction.

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

Three Months Ended March 31, 2003, Compared to Three Months Ended March 31, 2002.

The Partnership is winding down its operations. The Partnership has sold significant assets. The remaining asset is a specialized tug boat and barge.

Rental income for the three months ended March 31, 2003, was \$0 as there are no leases to produce revenue. Rental income for the three months ended March 31, 2002, was \$27,000. Interest income decreased for the three months ended March 31, 2003, as compared to the three months ended March 31, 2002 because of lower average balances of cash for investment. During the three months ended March 31, 2003 and March 31, 2002, the Partnership did not sell any equipment.

Interest expense was comparable the three months ended March 31, 2003, as compared the three months ended March 31, 2002. Depreciation expense decreased from \$11,239 for the three months ended March 31, 2002 to \$0 for the three months ended March 31, 2003, as there is no depreciable equipment.

The net effect of the above revenue and expense items resulted in a net loss of \$56,848 for the three months ended March 31, 2003, compared to a net loss of \$92,869 for the three months ended March 31, 2002.

During the three months ended March 31, 2003, the Partnership did not incur any additional borrowing and made no principal payments on notes.

Liquidity and Capital Resources

Short-term liquidity requirements consist of funds needed to make cash distributions to limited and general partners and meet administrative expenses. Cash and Cash Equivalents at March 31, 2003, and equipment sales will fund these short-term needs.

For the three months ended March 31, 2003, the Partnership had a net loss of \$56,848. After adjusting net loss during this period for the changes in operating assets and liabilities, net cash used by operating activities was \$96,693. This resulted in an ending Cash and Cash Equivalent balance as of March 31, 2003, of \$182,001.

In the opinion of the General Partners, the Partnership will have, through Cash and Cash Equivalents at March 31, 2003, and equipment sales proceeds, sufficient funds to remain liquid for the foreseeable future. The General Partners are not aware of any trends that could adversely affect the Partnership's liquidity or the ability to meet near-term obligations.

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.

PART II - Other Information

Item 6. Exhibits and Reports on Form 8-K

- a) Exhibits - None.
- b) Reports on Form 8-K -None.

SIGNATURES

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

Cypress Equipment Fund II, Ltd.

Date: July 28, 2003

By: /s/Stephen R. Harwood
Stephen R. Harwood
President of the Managing Partner
Cypress Equipment Management Corp. II

Date: July 28, 2003

By: /s/ Carol Georges
Carol Georges
Director of Accounting
Partnership Administration
Raymond James and Associates

CERTIFICATIONS*

I, Stephen R. Harwood, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cypress Equipment 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: July 28, 2003

By: /s/Stephen R. Harwood
Stephen R. Harwood
President of the Managing Partner
Cypress Equipment Management Corp. II

I, Carol Georges, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cypress Equipment 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: July 28, 2003

By: /s/ Carol Georges
Carol Georges
Director of Accounting
Partnership Administration
Raymond James and Associates