

2007 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# B98000000491

FILED
Feb 28, 2007
Secretary of State

Entity Name: INDUSTRIAL PROPERTY FUND II, L.P.

Current Principal Place of Business:

3424 PEACHTREE ROAD, N.E. , SUITE 1500
ATLANTA, GA 30326

New Principal Place of Business:

Current Mailing Address:

MONARCH TOWER
3424 PEACHTREE ROAD, N.E., SUITE 1500
ATLANTA, GA 30326

New Mailing Address:

FEI Number: 58-2404876

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

Date

GENERAL PARTNER INFORMATION:

Document #: M99000001571
Name: IPF-GP II, LLC
Address: 3424 PEACHTREE ROAD, N.E., SUITE 1500
City-St-Zip: ATLANTA, GA 30326
Document #: M00000002156
Name: INDUSTRIAL PROPERTIES AMERICA, LLC
Address: 3424 PEACHTREE RD, NE STE 1500
City-St-Zip: ATLANTA, GA 30326

ADDRESS CHANGES ONLY:

Address:
City-St-Zip:

Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE: ROGER GRIER

MGR

02/28/2007

Electronic Signature of Signing General Partner

Date