

January 22, 2010

Mail Stop 3010

Mr. Steven B. Waters  
Vice President  
National Partnership Investments Corp.  
55 Beattie Place, PO Box 1089  
Greenville, SC 29602

**RE: Real Estate Associates Limited II  
Form 10-K for the year ended December 31, 2008  
Filed March 31, 2009  
Form 10-Q for the period ended June 30, 2009  
Filed August 13, 2009  
File No. 0-09782**

Dear Mr. Waters:

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

Sincerely,

Kristi Marrone  
Staff Accountant