

WELLS REAL ESTATE INVESTMENT TRUST II INC  
Form 8-K  
March 09, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 9, 2009

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**WELLS REAL ESTATE INVESTMENT TRUST II, INC.**

(Exact name of registrant specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**000-51262**  
(Commission File Number)

**20-0068852**  
IRS Employer  
Identification No.

**6200 The Corners Parkway**  
**Norcross, Georgia 30092-3365**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(770) 449-7800**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01.**

**Regulation FD Disclosure**

On or about March 9, 2009, the independent directors of Wells Real Estate Investment Trust II, Inc. (the "Registrant") sent a letter to the Registrant's stockholders advising them of certain matters relating to the Registrant's portfolio and financial position, including some highlights as of September 30, 2008. A copy of the letter is attached as Exhibit 99.1 to this Current Report on Form 8-K. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein are deemed to have been furnished and shall not be deemed to be "filed" under the Securities Exchange Act of 1934.

**Item 9.01. Financial Statements and Exhibits**

**Exhibit**

**Number**

**Exhibit Title**

99.1 Letter to Wells Real Estate Investment Trust II, Inc.'s Stockholders dated March 9, 2009

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**SIGNATURE**

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 hereunto duly authorized.

**WELLS REAL ESTATE INVESTMENT TRUST II, INC.**

Dated: March 9, 2009

By:

/s/ Douglas P. Williams

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Douglas P. Williams  
Executive Vice President

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**EXHIBIT INDEX**

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