

WELLS REAL ESTATE INVESTMENT TRUST II INC  
Form POS AM  
May 23, 2008

As filed with the Securities and Exchange Commission on May 23, 2008

Registration No. 333-125643

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 8 TO**

**FORM S-11**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Wells Real Estate Investment Trust II, Inc.**

(Exact name of registrant as specified in its charter)

**6200 The Corners Parkway**

**Norcross, Georgia 30092**

**(770) 449-7800**

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(Address, including zip code, and telephone number, including area code, of the registrant's principal executive offices)

**Leo F. Wells, III**

**President**

**Wells Real Estate Investment Trust II, Inc.**

**6200 The Corners Parkway**

**Norcross, Georgia 30092**

**(770) 449-7800**

(Name, address, including zip code and telephone number, including area code, of agent for service)

*Copies to:*

**Robert H. Bergdolt, Esq.**

**DLA Piper US LLP**

**4141 Parklake Ave, Suite 300**

**Raleigh, North Carolina 27612-2350**

**(919) 786-2000**

**Approximate date of commencement of proposed sale to public:** Sales under the Company's registration statement are ongoing. This post-effective amendment is being filed pursuant to Rule 462(d) under the Securities Act and will be effective upon filing.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.  Registration No. 333-125643

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check One):

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Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if smaller reporting company)

Smaller Reporting Company

**Explanatory Note**

This Post-Effective Amendment No. 8 to the Registration Statement on Form S-11 (No. 333-125643) is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to such Registration Statement.

**PART II. INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 36. Financial Statements and Exhibits**

(b) The following exhibit is filed as part of this registration statement:

<b>Ex.</b>	<b>Description</b>
<b>23.3</b>	Consent of Frazier & Deeter, LLC

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-11 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, State of Georgia, on May 23, 2008.

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

By: /s/ Leo F. Wells, III  
Leo F. Wells, III

President and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ Leo F. Wells, III	President and Director	May 23, 2008
Leo F. Wells, III		
/s/ Douglas P. Williams	Executive Vice President and Director	May 23, 2008
Douglas P. Williams	(Principal Financial and Accounting Officer)	
*	Independent Director	May 23, 2008
Charles R. Brown		
*	Independent Director	May 23, 2008
Richard W. Carpenter		
*	Independent Director	May 23, 2008
Bud Carter		
*	Independent Director	May 23, 2008
E. Nelson Mills		
*	Independent Director	May 23, 2008
Neil H. Strickland		

\* /s/ Douglas P. Williams  
Douglas P. Williams

Douglas P. Williams, as attorney-in-fact