JOHN HANCOCK PREFERRED INCOME FUND II Form N-Q June 29, 2010

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **FORM N-Q**

## QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-21202

<u>John Hancock Preferred Income Fund II</u> (Exact name of registrant as specified in charter)

601 Congress Street, Boston, Massachusetts 02210 (Address of principal executive offices) (Zip code)

Salvatore Schiavone, Treasurer

601 Congress Street

Boston, Massachusetts 02210

(Name and address of agent for service)

Registrant's telephone number, including area code: 617-663-4497

Date of fiscal year end: July 31

Date of reporting period: April 30, 2010

ITEM 1. SCHEDULE OF INVESTMENTS

### John Hancock Preferred Income Fund II April 30, 2010 (Unaudited)

|   | Shares    | Value         |
|---|-----------|---------------|
| Preferred Stocks 137.62%  |           | \$555,183,619 |
| (Cost \$589,029,889)  |           |               |
| Consumer Discretionary 11.18%   |           | 45,094,835    |
| Media 11.18%  |           |               |
| CBS Corp., 6.750% (Z)   | 182,800   | 4,334,187     |
| CBS Corp., 7.250%   | 67,000    | 1,650,880     |
| Comcast Corp., 6.625% (Z)   | 118,500   | 2,870,070     |
| Comcast Corp., 7.000%, Series B (Z)                                     | 610,000   | 15,408,600    |
| Viacom, Inc., 6.850% (Z)  | 834,245   | 20,831,098    |
| Consumer Staples 2.87%  |           | 11,595,008    |
| Food & Staples Retailing 2.87%  |           |               |
| Ocean Spray Cranberries, Inc., 6.250%, Series A (S)(Z)                  | 160,000   | 11,595,008    |
| Energy 7.64%  |           | 30,824,995    |
| Oil, Gas & Consumable Fuels 7.64%                                       |           |               |
| Nexen, Inc., 7.350% (Z)   | 1,151,100 | 28,489,725    |
| Southern Union Company, 7.550%  | 91,400    | 2,335,270     |
| Financials 76.18%   |           | 307,332,489   |
| Capital Markets 10.79%  |           |               |
| Credit Suisse Guernsey, 7.900% (Z)                                      | 297,600   | 7,678,080     |
| Lehman Brothers Holdings Capital Trust III, 6.375%, Series K (I)        | 177,000   | 17,700        |
| Lehman Brothers Holdings Capital Trust V, 6.000%, Series M (I)          | 46,600    | 4,660         |
| Lehman Brothers Holdings, Inc., 5.940%, Depositary Shares, Series C (I) | 145,200   | 7,260         |
| Merrill Lynch Preferred Capital Trust III, 7.000% (Z)                   | 360,400   | 7,972,048     |
| Merrill Lynch Preferred Capital Trust IV, 7.120% (Z)                    | 172,200   | 3,862,446     |
| Merrill Lynch Preferred Capital Trust V, 7.280% (Z)                     | 275,000   | 6,311,250     |
| Morgan Stanley Capital Trust III, 6.250% (Z)                            | 290,000   | 6,371,300     |
| Morgan Stanley Capital Trust IV, 6.250% (Z)                             | 160,800   | 3,487,752     |
| Morgan Stanley Capital Trust V, 5.750% (Z)                              | 353,500   | 7,154,840     |

| Morgan Stanley Capital Trust VII, 6.600%                       | 29,000  | 663,230    |
|--|---------|------------|
| Commercial Banks 16.65%  |         |            |
| Barclays Bank PLC, 7.100%, Series 3 (Z)                        | 375,000 | 8,801,250  |
| Barclays Bank PLC, 8.125%, Series 5 (Z)                        | 259,800 | 6,536,568  |
| HSBC Holdings PLC, 6.200%, Series A (Z)                        | 254,600 | 5,748,868  |
| Royal Bank of Scotland Group PLC, 5.750%, Series L (Z)         | 480,000 | 7,641,600  |
| Santander Finance Preferred SA Unipersonal, 10.500%, Series 10 | 329,000 | 8,938,930  |
| Santander Holdings USA, Inc., 7.300%, Series C                 | 105,567 | 2,622,284  |
| USB Capital VIII, 6.350%, Series 1 (Z)                         | 233,500 | 5,456,895  |
| USB Capital X, 6.500%  | 29,000  | 690,490    |
| USB Capital XI, 6.600%   | 165,000 | 4,082,100  |
| Wells Fargo & Company, 8.000% (Z)                              | 487,500 | 13,357,500 |
| Wells Fargo Capital Trust IV, 7.000% (Z)                       | 130,000 | 3,272,100  |
|  |         |            |
| Consumer Finance 4.65%   |         |            |
| HSBC Finance Corp., 6.000% (Z)                                 | 72,200  | 1,681,538  |
| HSBC Finance Corp., 6.360%, Depositary Shares, Series B (Z)    | 143,200 | 3,207,680  |
| HSBC Finance Corp., 6.875% (Z)                                 | 310,900 | 7,732,083  |
| SLM Corp., 6.000% (Z)  | 196,800 | 3,621,120  |
| SLM Corp., 6.970%, Series A (Z)                                | 64,000  | 2,508,800  |
|  |         |            |

## John Hancock Preferred Income Fund II April 30, 2010 (Unaudited)

1

|  | Shares  | Value      |
|--|---------|------------|
| Financials (continued)                                       |         |            |
| Diversified Financial Services 22.24%                        |         |            |
| BAC Capital Trust II, 7.000% (Z)                             | 22,400  | \$515,200  |
| Citigroup Capital VIII, 6.950%                               | 660,000 | 14,605,800 |
| Corporate Backed Trust Certificates, 6.250%, Series HSBC (Z) | 45,400  | 985,634    |
| Deutsche Bank Capital Funding Trust X, 7.350%                | 126,900 | 3,011,337  |
| Deutsche Bank Contingent Capital Trust II, 6.550%            | 160,000 | 3,547,200  |
| Deutsche Bank Contingent Capital Trust III, 7.600%           | 382,500 | 9,497,475  |
| Fleet Capital Trust VIII. 7.200% (Z)                         | 332.000 | 7.669.200  |

| General Electric Capital Corp., 6.000%                        | 25,100  | 622,480    |
|---|---------|------------|
| General Electric Capital Corp., 6.050%                        | 23,000  | 575,460    |
| ING Groep NV, 7.050% (Z)                                      | 775,700 | 15,436,430 |
| JPMorgan Chase & Company, 6.150%, Series E (Z)                | 304,000 | 15,111,840 |
| JPMorgan Chase Capital XXIX, 6.700%                           | 278,000 | 6,741,500  |
| RBS Capital Funding Trust V, 5.900% (Z)                       | 398,000 | 5,452,600  |
| RBS Capital Funding Trust VII, 6.080% (Z)                     | 145,000 | 1,999,550  |
| Repsol International Capital Ltd., 7.450%, Series A (Z)       | 156,100 | 3,952,452  |
| Insurance 10.62%  |         |            |
| Aegon NV, 6.375% (Z)  | 355,000 | 6,862,150  |
| MetLife, Inc., 6.500%, Series B (Z)                           | 775,500 | 18,790,365 |
| Phoenix Companies, Inc., 7.450% (Z)                           | 229,300 | 4,505,745  |
| PLC Capital Trust IV, 7.250% (Z)                              | 389,500 | 9,644,020  |
| Prudential PLC, 6.500% (Z)                                    | 103,000 | 2,382,390  |
| RenaissanceRe Holdings Ltd., 6.080%, Series C (Z)             | 32,500  | 660,075    |
| Real Estate Investment Trusts 9.72%                           |         |            |
| Duke Realty Corp., 6.500%, Depositary Shares, Series K (Z)    | 110,000 | 2,391,400  |
| Duke Realty Corp., 6.600%, Depositary Shares, Series L (Z)    | 109,840 | 2,406,594  |
| Duke Realty Corp., 6.625%, Depositary Shares, Series J (Z)    | 449,400 | 9,810,402  |
| PFGI Capital Corp., 7.750% (Z)                                | 686,000 | 17,355,800 |
| Public Storage, Inc., 6.450%, Depositary Shares, Series X (Z) | 30,000  | 705,000    |
| Public Storage, Inc., 7.500%, Depositary Shares, Series V (Z) | 100,000 | 2,521,000  |
| Wachovia Preferred Funding Corp., 7.250%, Series A (Z)        | 170,000 | 4,037,500  |
| Thrifts & Mortgage Finance 1.51%                              |         |            |
| Federal National Mortgage Association, Series S (8.250% to    |         |            |
| 12/13/10, then 3 month LIBOR + 4.230%) (I)                    | 75,000  | 109,500    |
| Sovereign Capital Trust V, 7.750% (Z)                         | 238,600 | 5,996,018  |
| Telecommunication Services 8.57%                              |         | 34,556,336 |
| Diversified Telecommunication Services 0.14%                  |         |            |
| AT&T, Inc., 6.375% (Z)  | 21,000  | 553,770    |
| Wireless Telecommunication Services 8.43%                     |         |            |
| Telephone & Data Systems, Inc., 6.625% (Z)                    | 155,000 | 3,689,000  |
| Telephone & Data Systems, Inc., 7.600%, Series A (Z)          | 666,834 | 16,410,785 |
| United States Cellular Corp., 7.500% (Z)                      | 559,243 | 13,902,781 |

Utilities 31.18% 125,779,956

**Electric Utilities 13.95%** 

Duquesne Light Company, 6.500% (Z) 98,450 4,787,131 Entergy Louisiana LLC, 6.000% 185,000 4,536,200

2

## John Hancock Preferred Income Fund II April 30, 2010 (Unaudited)

|   | Shares  | Value       |
|---|---------|-------------|
| Utilities (continued)                                     |         |             |
| Entergy Mississippi, Inc., 6.200%                         | 96,000  | \$2,366,400 |
| Entergy Texas, Inc., 7.875%                               | 37,000  | 1,030,450   |
| FPC Capital I, 7.100%, Series A (Z)                       | 369,750 | 9,395,348   |
| FPL Group Capital Trust I, 5.875% (Z)                     | 225,000 | 5,724,000   |
| Georgia Power Capital Trust VII, 5.875% (Z)               | 95,000  | 2,384,500   |
| HECO Capital Trust III, 6.500% (Z)                        | 187,000 | 4,759,150   |
| NSTAR Electric Company, 4.780% (Z)                        | 15,143  | 1,244,093   |
| PPL Energy Supply, LLC, 7.000% (Z)                        | 626,184 | 15,936,383  |
| Southern California Edison Company, 6.000%, Series C (Z)  | 20,000  | 1,888,126   |
| Westar Energy, Inc., 6.100% (Z)                           | 87,700  | 2,210,917   |
| Multi-Utilities 17.23%                                    |         |             |
| Baltimore Gas & Electric Company, 6.990%, Series 1995 (Z) | 39,870  | 3,954,606   |
| BGE Capital Trust II, 6.200% (Z)                          | 477,000 | 11,161,800  |
| DTE Energy Trust I, 7.800% (Z)                            | 287,200 | 7,335,088   |
| Interstate Power & Light Company, 8.375%, Series B (Z)    | 699,350 | 20,442,001  |
| SCANA Corp., 7.700% (Z)                                   | 534,336 | 14,635,463  |
| Xcel Energy, Inc., 7.600% (Z)                             | 445,000 | 11,988,300  |
|   | Shares  | Value       |
| Common Stocks 2.00%                                       |         | \$8,056,950 |
| (Cost \$8,032,645)  |         |             |
| Energy 0.32%  |         | 1,276,400   |

| Oil, Gas & Consumable Fuels 0.32%   |                         |                      |              |                            |
|---|-------------------------|----------------------|--------------|----------------------------|
| BP PLC, SADR  |                         |                      | 20,000       | 1,043,000                  |
| Spectra Energy Corp. (Z)  |                         |                      | 10,000       | 233,400                    |
| Telecommunication Services 1.53%  |                         |                      |              | 6,188,950                  |
| Diversified Telecommunication Services 1.53%  |                         |                      |              |                            |
| AT&T, Inc.  |                         |                      | 110,000      | 2,866,600                  |
| Verizon Communications, Inc.  |                         |                      | 115,000      | 3,322,350                  |
| Utilities 0.15%   |                         |                      |              | 591,600                    |
| Gas Utilities 0.15%   |                         |                      |              |                            |
| Atmos Energy Corp.  |                         |                      | 20,000       | 591,600                    |
|   |                         | Maturity             | Par value    |                            |
|   | Rate                    | date                 |              | Value                      |
|   |                         |                      |              |                            |
| Cornorate Bonds 6 46%   |                         |                      |              | ¢26 073 858                |
| Corporate Bonds 6.46%   |                         |                      |              | \$26,073,858               |
| Corporate Bonds 6.46%<br>(Cost \$27,620,546)  |                         |                      |              | \$26,073,858               |
| -   |                         |                      |              | \$26,073,858<br>9,864,250  |
| (Cost \$27,620,546)   |                         |                      |              |                            |
| (Cost \$27,620,546)  Energy 2.44%   |                         |                      |              |                            |
| (Cost \$27,620,546)  Energy 2.44%  Oil, Gas & Consumable Fuels 2.44%  | 7.200 %                 | 11/01/66             | \$10,550,000 |                            |
| (Cost \$27,620,546)  Energy 2.44%  Oil, Gas & Consumable Fuels 2.44%  Southern Union Company,   | 7.200 %                 | 11/01/66             | \$10,550,000 | 9,864,250                  |
| (Cost \$27,620,546)  Energy 2.44%  Oil, Gas & Consumable Fuels 2.44%  Southern Union Company,  (7.200% to 11/01/2011, then 3 month LIBOR + 3.0175%) (Z)                 | 7.200 %                 | 11/01/66             | \$10,550,000 | <b>9,864,250</b> 9,864,250 |
| (Cost \$27,620,546)  Energy 2.44%  Oil, Gas & Consumable Fuels 2.44%  Southern Union Company, (7.200% to 11/01/2011, then 3 month LIBOR + 3.0175%) (Z)  Utilities 4.02% | 7.200 <i>%</i><br>6.200 | 11/01/66<br>07/01/33 | \$10,550,000 | <b>9,864,250</b> 9,864,250 |

## John Hancock Preferred Income Fund II

April 30, 2010 (Unaudited)

|      | Maturity | Par value |       |
|------|----------|-----------|-------|
| Rate | date     |           | Value |

#### **Utilities (continued)**

| i | M |    | 1+ | i_ |   | +i  | li+ | iac | 2  | 43%  |
|---|---|----|----|----|---|-----|-----|-----|----|------|
| 1 | v | ıu | IL | 1- | u | LII | HL  | ıes | ъ. | .43% |

| Dominion Resources Capital Trust I (Z)   | 7.830 % 12/01/27 | \$8,450,000 | \$8,728,292  |
|--|------------------|-------------|--------------|
| Dominion Resources Capital Trust III (Z) | 8.400 01/15/31   | 5,000,000   | 5,103,355    |
|  |                  |             |              |
|  | Maturity         | Par value   |              |
|  | Yield* date      |             | Value        |
| Short-Term Investments 4.16%             |                  |             | \$16,797,673 |
| (Cost \$16,797,673)                      |                  |             |              |
|  |                  |             |              |
| Short-Term Securities 4.16%              |                  |             | 16,797,673   |
| Federal Home Loan Bank Discount Note     | 0.060 % 05/03/10 | \$6,800,000 | 6,799,977    |
| U.S. Treasury Bill                       | 0.010 07/01/10   | 10,000,000  | 9,997,696    |

**Total investments (Cost \$641,480,753)** ☐ **150.24**%

\$606,112,100

Other assets and liabilities, net (50.24%)

(\$202,676,623)

Total net assets 100.00%

\$403,435,477

The percentage shown for each investment category is the total value that the category as a percentage of the net assets applicable to common shareholders.

LIBOR London Interbank Offered Rate

SADR Sponsored American Depositary Receipts

- (I) Non-income producing security.
- (S) This security is exempt from registration under Rule 144A of the Securities Act of 1933. Such securities may be resold, normally to qualified institutional buyers, in transactions exempt from registration.
- (Z) All or a portion of this security is segregated as collateral pursuant to the Committed Facility Agreement. Total collateral value at April 30, 2010 was \$457,122,811.
- \* Yield represents either the annualized yield at the date of purchase, the stated coupon rate or, for floating rate securities, the rate at period end.
- ☐ At April 30, 2010, the aggregate cost of investment securities for federal income tax purposes was \$641,742,060. Net unrealized depreciation aggregated \$35,629,960, of which \$16,784,396 related to appreciated investment securities and \$52,414,356 related to depreciated investment securities.

#### Notes to the Schedule of Investments (Unaudited)

Security valuation. Investments are stated at value as of the close of regular trading on the New York Stock Exchange (NYSE), normally at 4:00 p.m., Eastern Time. The Fund uses a three-tier hierarchy to prioritize the pricing assumptions, referred to as inputs, used in valuation techniques to measure fair value. Level 1 includes quoted prices in active markets for identical securities. Level 2 includes significant observable inputs. Observable inputs may include quoted prices for similar securities, interest rates, prepayment speeds and credit risk. Prices for securities valued using these techniques are received from independent pricing vendors and brokers and are based on an evaluation of the inputs described. Level 3 includes significant unobservable inputs when market prices are not readily available or reliable, including the Fund sown assumptions in determining the fair value of investments. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the values by input classification of the Fund□s investments as of April 30, 2010, by major security category or type:

|  |                     |                | Level 2       | Level 3      |  |
|--|---------------------|----------------|---------------|--------------|--|
|  | <b>Total Market</b> |                | Significant   | Significant  |  |
|  | Value at            | Level 1 Quoted | Observable    | Unobservable |  |
|  | 04/30/10            | Price          | Inputs        | Inputs       |  |
| Preferred Stocks                       |                     |                |               |              |  |
| Consumer Discretionary                 | \$45,094,835        | \$45,094,835   |               |              |  |
| Consumer Staples                       | 11,595,008          |                | \$11,595,008  |              |  |
| Energy                                 | 30,824,995          | 30,824,995     |               |              |  |
| Financials                             | 307,332,489         | 289,969,429    | 7,260         | \$17,355,800 |  |
| Telecommunication Services             | 34,556,336          | 34,556,336     |               |              |  |
| Utilities                              | 125,779,956         | 112,875,550    | 12,904,406    | 5 🛚          |  |
| Common Stocks                          |                     |                |               |              |  |
| Energy                                 | 1,276,400           | 1,276,400      |               |              |  |
| Telecommunication Services             | 6,188,950           | 6,188,950      |               |              |  |
| Utilities                              | 591,600             | 591,600        |               |              |  |
| Corporate Bonds                        |                     |                |               |              |  |
| Energy                                 | 9,864,250           |                | 9,864,250     |              |  |
| Utilities                              | 16,209,608          |                | 16,209,608    |              |  |
| Short-Term Investments                 | 16,797,673          |                | 16,797,673    |              |  |
| <b>Total Investments in Securities</b> | \$606,112,100       | \$521,378,095  | \$67,378,205  | \$17,355,800 |  |
| Other Financial Instruments            | (\$4,750,651)       |                | (\$4,750,651) |              |  |
| Totals                                 | \$601,361,449       | \$521,378,095  | \$62,627,554  | \$17,355,800 |  |

The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

|                             | Financials   |
|-----------------------------|--------------|
| Balance as of July 31, 2009 | \$15,853,882 |
| Accrued discounts/premiums  |              |
| Realized gain (loss)        |              |

Change in unrealized gain (loss) 1,501,918

Net purchases (sales) 

Net transfers in and/out of Level 3

Balance as of April 30, 2010 \$17,355,800

During the nine month period ended April 30, 2010, there were no significant transfers in/out of Level 1 and Level 2 assets.

In order to value the securities, the Fund uses the following valuation techniques. Equity securities held by the Fund are valued at the last sale price or official closing price on the principal securities exchange on which they trade. In the event there were no sales during the day or closing prices are not available, then securities are valued using the last quoted bid or

5

evaluated price. Debt obligations are valued based on the evaluated prices provided by an independent pricing service, which utilizes both dealer-supplied and electronic data processing techniques, which take into account factors such as institutional-size trading in similar groups of securities, yield, quality, coupon rate, maturity, type of issue, trading characteristics and other market data. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rates supplied by an independent pricing service. Certain securities traded only in the over-the-counter market are valued at the last bid price quoted by brokers making markets in the securities at the close of trading. Certain short-term securities are valued at amortized cost.

Other portfolio securities and assets, where market quotations are not readily available, are valued at fair value, as determined in good faith by the Fund\[ \]s Pricing Committee, following procedures established by the Board of Trustees. Generally, trading in non-U.S. securities is substantially completed each day at various times prior to the close of trading on the NYSE. The values of non-U.S. securities, used in computing the net asset value of the Fund\[ \]s shares, are generally determined at these times. Significant market events that affect the values of non-U.S. securities may occur after the time when the valuation of the securities is generally determined and the close of the NYSE. During significant market events, these securities will be valued at fair value, as determined in good faith, following procedures established by the Board of Trustees.

**Interest Rate Swaps.** Interest rate swaps represent an agreement between a Fund and counterparty to exchange cash flows based on the difference between two interest rates applied to a notional amount. The payment flows are usually netted against each other, with the difference being paid by one party to the other. The Fund settles accrued net interest receivable or payable under the swap contracts on a periodic basis.

During the nine month period ended April 30, 2010, the Fund used interest rate swaps in anticipation of rising interest rates. The following table summarizes the interest rate swap contracts held as of April 30, 2010. During the nine month period ended April 30, 2010, the Fund invested in interest rate swaps with total notional values as represented below.

|          | USD          | <b>PAYMENTS</b> | <b>PAYMENTS</b> |                  |             |               |            |
|----------|--------------|-----------------|-----------------|------------------|-------------|---------------|------------|
| COUNTER- | NOTIONAL     | MADE BY         | RECEIVED        | <b>EFFECTIVE</b> | TERMINATION | UNREALIZED    |            |
| PARTY    | AMOUNT       | FUND            | BY FUND         | DATE             | DATE        | DEPRECIATION  | VALU       |
| Bank of  |              |                 | 3 Month         |                  |             |               |            |
| America  | \$63,500,000 | 4.373%          | LIBOR (a)       | 11/15/2007       | 11/15/2010  | (\$2,581,438) | (\$2,581,4 |
| Morgan   |              |                 | 3 Month         |                  |             |               |            |

Stanley 63,500,000 3.790% LIBOR (a) 01/07/2008 01/07/2011 (2,169,213) (2,169,2

\$127,000,000 (\$4,750,651)

(a) At April 30, 2010, the 3-month LIBOR rate was 0.34656%.

#### Fair value of derivative instruments by risk category

The table below summarizes the fair value of derivatives held by the Fund at April 30, 2010, by risk category:

|                         | FINANICAL           | ASSET       | LIABILITY          |
|-------------------------|---------------------|-------------|--------------------|
|                         | INSTRUMENTS         | DERIVATIVES | <b>DERIVATIVES</b> |
|                         | LOCATION            | FAIR VALUE  | FAIR VALUE         |
| Interest rate contracts | Interest rate swaps |             | (\$4,750,651)      |

For more information regarding the Fund\( \) suse of derivatives, please refer to the Fund\( \) semi-annual and annual reports.

6

#### ITEM 2. CONTROLS AND PROCEDURES.

- (a) Based upon their evaluation of the registrant's disclosure controls and procedures as conducted within 90 days of the filing date of this Form N-Q, the registrant's principal executive officer and principal accounting officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.
- (b) There were no changes in the registrant's internal control over financial reporting that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

Separate certifications for the registrant's principal executive officer and principal accounting officer, as required by Rule 30a-2(a) under the Investment Company Act of 1940, are attached.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(\$4,750,

John Hancock Preferred Income Fund II

By: /S/ Keith F. Hartstein

\_\_\_\_\_

Keith F. Hartstein

President and Chief Executive Officer

Date: June 22, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /S/ Keith F. Hartstein

-----

Keith F. Hartstein

President and Chief Executive Officer

Date: June 22, 2010

By: /S/ Charles A. Rizzo

\_\_\_\_\_

Charles A. Rizzo

Chief Financial Officer

Date: June 22, 2010