

WELLS REAL ESTATE INVESTMENT TRUST II INC
Form POS EX
March 25, 2010

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 25, 2010

Registration No. 333-144414

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 4 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

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(770) 449-7800

(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 LLP (US)

4141 Parklake Avenue, Suite 300

Raleigh, North Carolina 27612-2350

(919) 786-2000

Approximate date of commencement of proposed sale to public: This post-effective amendment is being filed pursuant to Rule 462(d) under the Securities Act and will be effective upon filing.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, 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. "

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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.

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

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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:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

(Do not check if smaller reporting company)

Explanatory Note

This Post-Effective Amendment No. 4 to the Registration Statement on Form S-11 (No. 144414) is filed pursuant to Rule 462(d) solely to add a certain exhibit 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:

| Ex. | Description |
|------------|----------------------------------|
| 23.2 | Consent of Deloitte & Touche LLP |

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 of 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 March 25, 2010.

WELLS REAL ESTATE INVESTMENT TRUST II, INC.

By: /s/ Douglas P. Williams
Douglas P. Williams

Executive Vice President

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 |
|---------------------------|---|----------------|
| * Leo F. Wells, III | President and Director (Principal Executive Officer) | March 25, 2010 |
| /s/ DOUGLAS P. WILLIAMS | Executive Vice President, | March 25, 2010 |
| Douglas P. Williams | Secretary, Treasurer and Director (Principal Financial and Accounting Officer) | |
| * Charles R. Brown | Director | March 25, 2010 |
| * Richard W. Carpenter | Director | March 25, 2010 |
| * Bud Carter | Director | March 25, 2010 |
| * E. Nelson Mills | Director | March 25, 2010 |
| * Neil H. Strickland | Director | March 25, 2010 |
| * John L. Dixon | Director | March 25, 2010 |

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*By: /s/ Douglas P. Williams
Douglas P. Williams

Executive Vice President

Attorney-In-Fact