

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name RESOURCE REAL ESTATE OPPORTUNITY REIT II, INC.		2 Issuer's employer identification number (EIN) 80-0854717	
3 Name of contact for additional information INVESTOR RELATIONS		4 Telephone No. of contact 866-469-0129	5 Email address of contact IR@RESOURCEREIT.COM
6 Number and street (or P.O. box if mail is not delivered to street address) of contact ONE CRESCENT DRIVE, SUITE 203		7 City, town, or post office, state, and Zip code of contact PHILADELPHIA, PA 19112	
8 Date of action SEE ATTACHED		9 Classification and description COMMON STOCK	
10 CUSIP number N/A	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **DURING THE YEAR ENDED DECEMBER 31, 2014, RESOURCE REAL ESTATE OPPORTUNITY REIT II, INC. ("OPP REIT II") PAID CASH DISTRIBUTIONS THAT ARE CLASSIFIED AS NONDIVIDEND DISTRIBUTIONS TO HOLDERS OF ITS COMMON STOCK.**

SEE THE ATTACHED FOR DATES OF THE ORGANIZATIONAL ACTION.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **SEE ATTACHED.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE REDUCTION IN TAX BASIS WAS CALCULATED BY THE DIFFERENCE BETWEEN TOTAL CASH DISTRIBUTIONS FOR THE TAX YEAR 2014 LESS THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS. BECAUSE THE CASH DISTRIBUTIONS EXCEEDED THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS, THE DIFFERENCE IS A RETURN OF CAPITAL TO EACH SHAREHOLDER.**

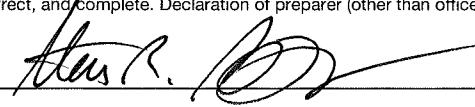
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 301(c)(2).

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ORGANZATIONAL ACTION IS REPORTABLE FOR TAX YEAR 2014.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 3/18/2016

Paid Preparer Use Only	Print your name ▶ <u>STEVEN SALTZMAN</u>	Preparer's signature	Date ▶ <u>3/18/2016</u>	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

RESOURCE REAL ESTATE OPPORTUNITY REIT II, INC.
80-0854717
ATTACHMENT TO FORM 8937

PART I, ITEM 8 and PART II ITEM 14:

SECURITY DESCRIPTION

Resource Real Estate Opportunity REIT II, Inc. Common Stock

DATES OF ACTION

8/1/14, 9/2/14, 10/1/14, 10/31/14, 11/28/14, 12/31/14

PART II, ITEM 15:

SECURITY DESCRIPTION	PAYMENT DATE	REDUCTION IN TAX BASIS PER SHARE
Resource Real Estate Opportunity REIT II, Inc. Common Stock	8/1/2014	\$0.00068493
Resource Real Estate Opportunity REIT II, Inc. Common Stock	9/2/2014	\$0.00068493
Resource Real Estate Opportunity REIT II, Inc. Common Stock	10/1/2014	\$0.00068493
Resource Real Estate Opportunity REIT II, Inc. Common Stock	10/31/2014	\$0.00082192
Resource Real Estate Opportunity REIT II, Inc. Common Stock	11/28/2014	\$0.00068493
Resource Real Estate Opportunity REIT II, Inc. Common Stock	12/31/2014	\$0.00164384