

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

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name NORTHSTAR REAL ESTATE INCOME II, INC.		2 Issuer's employer identification number (EIN) 90-0916682	
3 Name of contact for additional information STEVEN KAUFF	4 Telephone No. of contact 212-547-2600	5 Email address of contact KAUFF@NSAMGROUP.EU	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 399 PARK AVENUE, 18TH FLOOR		7 City, town, or post office, state, and Zip code of contact NEW YORK, NY 10022	
8 Date of action SEE LINE 15	9 Classification and description COMMON STOCK		
10 CUSIP number 66705W 108	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

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 ▶ THE TAXPAYER MADE CASH DISTRIBUTIONS TO ITS SHAREHOLDERS FROM ITS CURRENT AND ACCUMULATED EARNINGS AND PROFITS. SEE PART II, LINE 15 FOR THE AMOUNT OF THESE DISTRIBUTIONS.

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 ▶ THE DISTRIBUTIONS REDUCED THE BASIS OF THE SECURITIES IN THE HANDS OF THE U.S. TAXPAYERS AS MENTIONED ON THE ATTACHED STATEMENT.

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 TAXPAYERS EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SECTION 312, AS MODIFIED BY IRC SECTION 857(d) FOR A REAL ESTATE INVESTMENT TRUST, AND THE REGULATIONS THEREUNDER, AMOUNTS IN EXCESS OF EARNINGS AND PROFITS REDUCE THE SHAREHOLDER'S TAX BASIS IN ITS SHARES TO THE EXTENT OF BASIS.

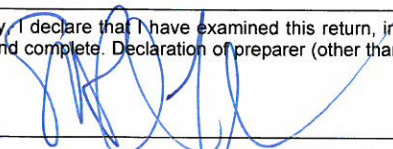
Part II Organizational Action (continued)

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? ► NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THESE ACTIONS ARE EFFECTIVE ON THE DATE OF THE DISTRIBUTIONS IDENTIFIED ABOVE.

Sign Here 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.

Signature ►  Date ► 3/11/15

Print your name ► Steven B. Kauff Title ► Executive Vice President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no.

NORTHSTAR REAL ESTATE INCOME II, INC.

FORM 8937

2014 TAX YEAR

PART II, LINE 15:

PER SHARE REDUCTION OF BASIS

	DISTRIBUTION DATE	DISTRIBUTION PER SHARE PER DAY	PER SHARE PER DAY REDUCTION OF BASIS	RETURN OF CAPITAL PERCENTAGE
COMMON STOCK	1/2/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	2/3/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	3/3/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	4/1/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	5/1/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	6/2/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	7/1/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	8/1/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	9/2/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	10/1/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	11/3/2014	\$ 0.001917808	\$ 0.001136877	59.280%
	12/1/2014	\$ 0.001917808	\$ 0.001136877	59.280%