

WELLS REAL ESTATE INVESTMENT TRUST II INC  
Form 424B3  
January 03, 2008

Filed Pursuant to Rule 424(b)(3)

Registration No: 333-125643

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

**SUPPLEMENT NO. 5 DATED JANUARY 3, 2008**

**TO THE PROSPECTUS DATED APRIL 24, 2007**

This document supplements, and should be read in conjunction with, our prospectus dated April 24, 2007 relating to our offering of 475,000,000 shares of common stock, as supplemented by supplement no. 1 dated May 3, 2007, supplement no. 2 dated May 16, 2007, supplement no. 3 dated August 21, 2007 and supplement no. 4 dated November 15, 2007. Capitalized terms used in this supplement have the same meanings as set forth in the prospectus. The purpose of this supplement is to disclose:

information regarding revisions to suitability standards North Carolina.

**Revisions to Suitability Standards in North Carolina**

As of January 18, 2008, we will not sell shares to investors in North Carolina unless they meet the following special suitability standards:

Investors must have either (1) a net worth of at least \$250,000, or (2) gross annual income of at least \$70,000 and a net worth of at least \$70,000.

For purposes of determining suitability of an investor, net worth in all cases should be calculated excluding the value of an investor's home, furnishings and automobiles. In the case of sales to fiduciary accounts, these suitability standards must be met by the fiduciary account, by the person who directly or indirectly supplied the funds for the purchase of the shares if such person is the fiduciary or by the beneficiary of the account.

The Sponsor and those selling shares on our behalf must make every reasonable effort to determine that the purchase of shares in this offering is a suitable and appropriate investment for each stockholder based on information provided by the stockholder regarding the stockholder's financial situation and investment objectives.