This is an update message for GRIFFIN PARTNERS OFFICE FUND II, L.P. (the "Fund") In order to keep you updated, we will be forwarding these once or twice a month as we move towards our first closing and any subsequent closings. After our final closing they will include information about the activities and results of the Fund.

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The following is a list of answers to **frequently asked questions** we have encountered when talking to people about the Fund.

1. **When do you expect to have your first closing, and what do I need to do to participate?** -- Our current target date for the first close is the first full week of December. Right after Thanksgiving, we will be mailing a detailed letter of instruction and the subscription agreement to all those who have given us an indicative commitment. The exact date of the closing will be dependent upon the timeliness and volume of returned subscriptions; however, we will be working very hard to make sure it happens well before the Christmas holiday.

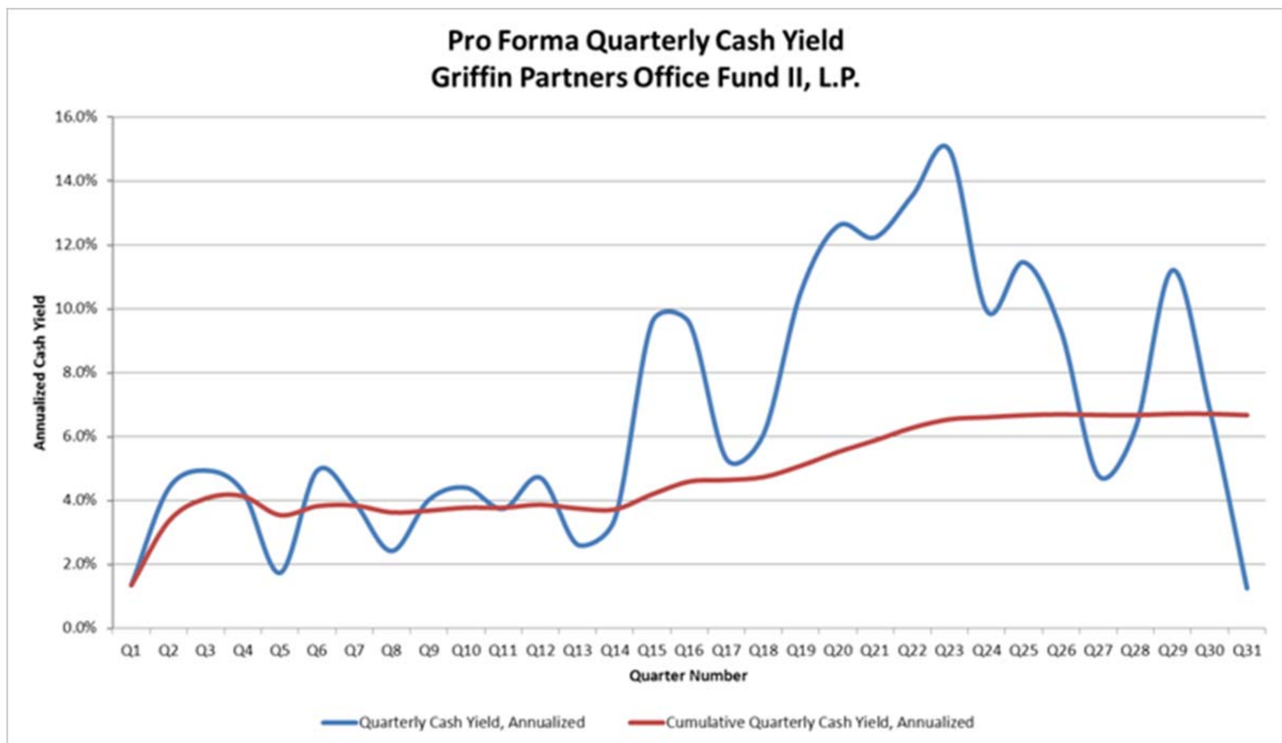
2. **How big will the first close be?** -- The Minimum Offering set forth in the Offering Memorandum is $20,000,000. We are required to have aggregate subscriptions in that amount in order to accept any of the subscriptions and have the first closing. We are a couple of million shy of that based on current commitments, but we anticipate receiving several additional commitments over the next two weeks. As such, we expect to be over the $20mm minimum relatively soon. At this time, we think the first close will be between $21mm and $23mm.

3. **Will the Fund call for capital contributions as needed or must the entire commitment be funded at one time?** -- The Fund will call for capital contributions only as needed, when assets are identified, approved by the investment committee and secured under binding contract. We may have an asset at that status at the time of the first closing. If so, the investment required for that asset amount would not exceed 10% of the first close minimum.

4. **Over what period of time is the Fund's capital likely to be called for and invested?** -- The partnership agreement sets forth an investment period that can run for three years from the date of the final closing, which must be on or before July 1, 2012. Thus, the investment period could run through July 1, 2015; however, from a practical standpoint we anticipate full deployment by Q4-2013, or perhaps Q1-2014. This is based on our current assessment of the window of opportunity that the fund is targeting. The table below shows a hypothetical schedule of capital calls for a Fund LP who has subscribed for one Unit.

Quarter in which cash contribution is called >		Q4-2011	Q1-2012	Q2-2012	Q3-2012	Q4-2012	Q1-2013	Q2-2013	Q3-2013	Q4-2013	Q1-2014
Number of Units subscribed >	1										
Total dollar commitment to Fund II >	**$250,000**	($12,500)	($25,000)	($31,250)	($37,500)	($25,000)	($25,000)	($25,000)	($31,250)	($18,750)	($18,750)

5. **What is the anticipating timing of cash distributions?** -- Cash generated from the operating activities of the properties that exceeds any required reserves will be distributed quarterly. As indicated in previous communications, we expect that cash yield to average about 7% over the life of the Fund. Our track record for realized (sold) properties is a lifetime average yield of 8.2%, and for unrealized (still owned) properties it is 6% and growing (see explanation and chart that follows). The average for all properties is 6.7%. These cash distributions are not uniform over time. They tend to start out smaller and grow over time as the properties become better occupied. The chart below is a synthetic representation of quarterly operating cash distribution data from the assets included in our track record adjusting the asset acquisition dates so that they better simulate the expected property acquisition dates the Fund will experience. As you can see the distributions start out at an annualized rate below 2% per quarter and build up to an annualized rate in excess of 12% per quarter. The tail off at the end is because some operating cash is typically reserved for post-closing costs after the sale of an asset and then distributed six to nine months after closing.



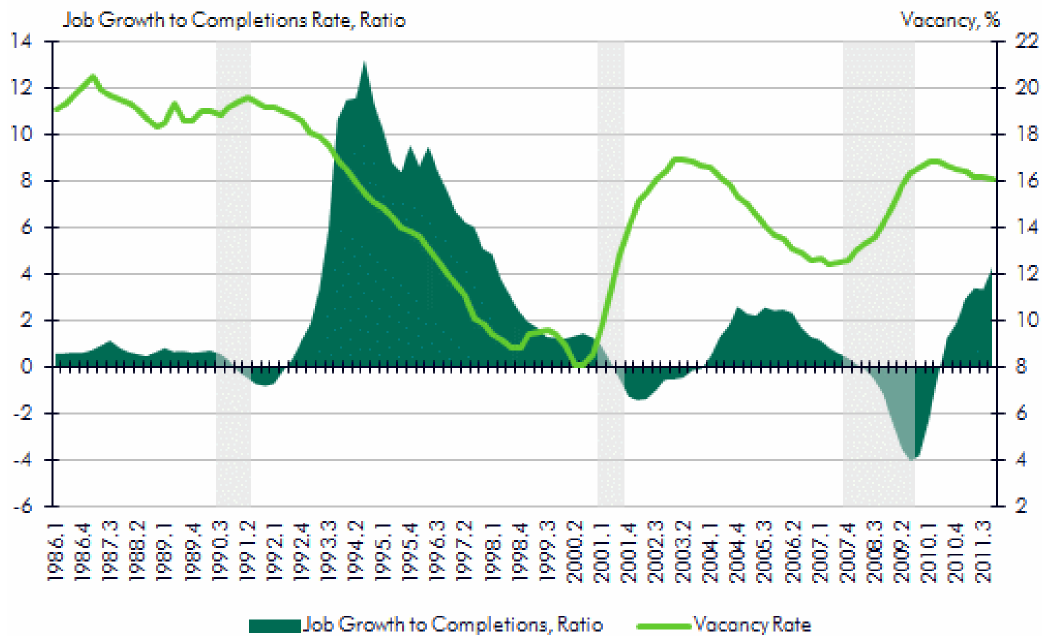
6. **What is the maximum amount the Fund can invest in any single asset?** -- The Partnership Agreement restricts the Fund's investments such that no one investment can exceed 20% of the Fund's committed capital. Our goal is to have a diversified portfolio with a minimum of 10 assets, preferably 15. With that goal in mind, we do not anticipate making any investments that individually exceed 10% to 12% of the Fund's committed capital. This means that several of the Fund's investments will be done in joint ventures with other equity partners. We have significant experience structuring joint ventures and will of course be protecting the Fund's interest. Under no circumstance will the Fund's investment ever be subordinated to any other JV partner, only to senior debt (65% max loan to cost).

7. **Will the Fund be audited?** -- Yes. PricewaterhouseCoopers will be the auditors of the Fund. The auditors can be changed over time, but the partnership agreement requires that the Fund be audited.

8. **How much of the Fund will be invested in office properties versus industrial properties?** -- Our goal is to have at least 30% of the Fund's capital committed to industrial assets with the remainder committed to office properties.

9. **Is now a good time to invest in office assets?** -- This past Monday (Nov.-14), CBRE Econometric Advisors (f.k.a. Torto Wheaton) released a research report on this very subject. We will post the full article in the investor section of our web site for those who want to read it, however, allow us to summarize here. The research starts from the assumption that the overall economy will continue to see modest growth coming out of the mid-year "pause" and goes on to conclude that job growth in the office using category of professional, scientific and technical services is accelerating. "On a year-over-year basis, professional, scientific and technical service firms are adding jobs at a rate of 2.2%, which is on par with historical trend." Additionally, the research asks "the question of how much growth the office market actually needs in order to see sustained improvement. The answer may be surprisingly little." The reason, in a nut shell, is very little construction. CBREEA illustrates this in the following graph.

Even Moderate Job Growth Can Help



Source: CBRE Econometric Advisors.

> "Office payrolls are growing at a year-over-year rate of just over 1%—about half the historical norm. At the same time, however, the lack of any new construction gives us a scaled growth rate that exceeds that of the last recovery. With the rate of completions expected to decline further over the next two years—matching previous historical lows…"

We appreciate your interest in the Fund. There are more details below and the full fund pitch book can be found at this link: Fund II Pitch Book.

Again, we are grateful for your interest and commitment and look forward to our initial close in the near future.

Best regards,

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Griffin Partners is a real estate investment management firm with a successful track record spanning multiple real estate cycles. We are currently looking for a few new investors to join us in Griffin Partners Office Fund II, L.P. (the "Fund"). It is a value-add fund designed to deliver high teens returns with a lower risk profile than many similar funds. We believe that there is an **interesting pricing anomaly** in the market at the moment which provides higher returns for mid-sized deals. Our pitch book (link above) describes that pricing anomaly more thoroughly and provides other details about the Fund.

We have made a significant effort to design a fund structure that minimizes the cost to investors and seeks to maximize the alignment of interests between investors and the sponsor, making this the most "LP friendly" fund of which we are aware. Our continuing goal is to establish and maintain additional long term relationships, and the history of our institutional and private investor relationships reflects our past success in achieving that goal. We have $19mm in commitments to date. Our minimum is $250,000, the target raise is $50mm with a maximum of $75mm stipulated in the partnership documents. Attributes of the fund include:

- No acquisition or disposition fees so that there are no incentives or disincentives for the GP/Sponsor to have the Fund acquire or dispose of property other than maximizing investment return.
- The five member investment committee of the Fund will have two independent members selected from among the largest LP investors (or their delegate). One of these independent members has already been identified from among our current commitments, the other position remains open.
- No general partner "catch-up" provision.
- Low 1% asset management fee covering all recurring fund costs (accounting, legal, etc.).
- 9% cumulative preferred return to the limited partners, 70% LP / 30% GP after all preferred is paid and capital returned (again, no GP "catch up").
- A portion of the fund will be invested in larger institutional JVs as operating partner funds thus allowing for further diversification of assets within the Fund and for the Fund to potentially benefit from any operator promote within the JV structure.
- Only value-add existing income producing properties will be acquired, no speculative development, no land. This approach minimizes risk because the assets being acquired already have significant in-place cash flow.
- Low leverage - The partnership agreement restricts debt to a maximum of 65% of cost.
- **Current cash yield is expected to average 7%** which is consistent with our track record.
- Target returns are **18% IRR** which are consistent with our track record. **Our track record has been examined by PricewaterhouseCoopers**, and a copy of PwC's Agreed Upon Procedures report is available upon request. We believe this is a very compelling IRR particularly on a risk adjusted basis (low leverage, in-place cash flow, asset and tenant diversification).