

MANUFACTURED HOME COMMUNITIES INC  
Form SC 13G/A  
May 18, 2001

1

SCHEDULE 13G

(RULE 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c)  
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Manufactured Home Communities, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.01

-----  
(Title of Class of Securities)

564682 10 2

-----  
(CUSIP Number)

December 31, 2000

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

[ ] Rule 13d-1(b)

[ ] Rule 13d-1(c)

[X] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act, but shall be subject to all other provisions of the Act (however, see  
the Notes).

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CUSIP NO. 564682 10 2

13G

PAGE 2 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Samuel Zell

2 Check the Appropriate Box if a Member of a Group (a)  [X]  
(See Instructions) (b)  [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

USA

Number of

5 Sole Voting Power

Shares

363,185

Beneficially

6 Shared Voting Power

326,352

Owned by

7 Sole Dispositive Power

Each

363,185

Reporting

8 Shared Dispositive Power

Person With

326,352

9 Aggregate Amount Beneficially Owned by Each Reporting Person

689,537

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares  [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

3.3%

12 Type of Reporting Person (See Instructions)

IN

3

CUSIP NO. 564682 10 2

13G

PAGE 3 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

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Samuel Zell Revocable Trust u/t/a 1/17/90  
325-38-2344

2 Check the Appropriate Box if a Member of a Group (a)  [X]  
(See Instructions) (b)  [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

Illinois

Number of 5 Sole Voting Power

Shares

Beneficially 6 Shared Voting Power

326,352

Owned by 7 Sole Dispositive Power

Each

Reporting 8 Shared Dispositive Power

Person With 326,352

9 Aggregate Amount Beneficially Owned by Each Reporting Person

326,352

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares  [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

1.5%

12 Type of Reporting Person (See Instructions)

00

4  
CUSIP NO. 564682 10 2 13G PAGE 4 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Samstock/SZRT, L.L.C.  
325-38-2344

2 Check the Appropriate Box if a Member of a Group (a)  [X]

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(See Instructions)

(b) [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of

5 Sole Voting Power

Shares

Beneficially

6 Shared Voting Power

307,774

Owned by

7 Sole Dispositive Power

Each

Reporting

8 Shared Dispositive Power

Person With

307,774

9 Aggregate Amount Beneficially Owned by Each Reporting Person

307,774

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

1.5%

12 Type of Reporting Person (See Instructions)

00

5

CUSIP NO. 564682 10 2

13G

PAGE 5 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Samstock/ZGPI, L.L.C.  
36-3716786

2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]

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3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

Number of  
Shares

5 Sole Voting Power

Beneficially

6 Shared Voting Power

6,003

Owned by

7 Sole Dispositive Power

Each

Reporting

8 Shared Dispositive Power

Person With 6,003

9 Aggregate Amount Beneficially Owned by Each Reporting Person

6,003

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

.03%

12 Type of Reporting Person (See Instructions)

OO

6

CUSIP NO. 564682 10 2

13G

PAGE 6 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Samstock, L.L.C.  
36-4156890

2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]

3 SEC Use Only

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4 Citizenship or Place of Organization

Delaware

Number of

5 Sole Voting Power

Shares

Beneficially

6 Shared Voting Power

947,665

Owned by

7 Sole Dispositive Power

Each

Reporting

8 Shared Dispositive Power

Person With

947,665

9 Aggregate Amount Beneficially Owned by Each Reporting Person

947,665

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

4.5%

12 Type of Reporting Person (See Instructions)

00

7

CUSIP NO. 564682 10 2

13G

PAGE 7 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Samstock/ZFT, L.L.C.  
36-30229676

2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5 Sole Voting Power

-----

6 Shared Voting Power  
187,278

-----

7 Sole Dispositive Power

-----

8 Shared Dispositive Power  
187,278

-----

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
187,278

-----

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

-----

11 Percent of Class Represented by Amount in Row (9)  
.9%

-----

12 Type of Reporting Person (See Instructions)  
PN

-----

8  
CUSIP NO. 564682 10 2 13G PAGE 8 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)  
EGI Holdings, Inc.  
36-4175553

-----

2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]

-----

3 SEC Use Only

-----

4 Citizenship or Place of Organization  
Illinois

-----

Number of  
Shares

5 Sole Voting Power

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Beneficially	6	Shared Voting Power	
		579,873	
Owned by	7	Sole Dispositive Power	
Each			
Reporting	8	Shared Dispositive Power	
Person With		579,873	
-----			
9	Aggregate Amount Beneficially Owned by Each Reporting Person		
	579,873		
-----			
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ] (See Instructions)		
-----			
11	Percent of Class Represented by Amount in Row (9)		
	2.7%		
-----			
12	Type of Reporting Person (See Instructions)		
	CO		
-----			
9	CUSIP NO. 564682 10 2		
	13G		
-----			
1	Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)		
	Rochelle Zell Revocable Trust 36-7328783		
-----			
2	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [X]	(b) [ ]
-----			
3	SEC Use Only		
-----			
4	Citizenship or Place of Organization		
	Illinois		
-----			
Number of	5	Sole Voting Power	
Shares		4,000	
Beneficially	6	Shared Voting Power	

0

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Owned by -----  
7 Sole Dispositive Power  
Each 4,000  
-----  
Reporting 8 Shared Dispositive Power  
Person With 0  
-----  
9 Aggregate Amount Beneficially Owned by Each Reporting Person  
4,000  
-----  
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)  
-----  
11 Percent of Class Represented by Amount in Row (9)  
.02%  
-----  
12 Type of Reporting Person (See Instructions)  
OO  
-----

10  
CUSIP NO. 564682 10 2 13G

-----  
1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)  
Donald S. Chisholm Trust  
38-6469512  
-----  
2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]  
-----  
3 SEC Use Only  
-----  
4 Citizenship or Place of Organization  
Michigan  
-----

Number of 5 Sole Voting Power  
Shares 7,000  
-----  
Beneficially 6 Shared Voting Power  
Owned by 0  
-----  
7 Sole Dispositive Power  
Each 7,000

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Reporting	8	Shared Dispositive Power
Person With	0	
-----		
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	7,000	
-----		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ] (See Instructions)	
-----		
11	Percent of Class Represented by Amount in Row (9)	
	.03%	
-----		
12	Type of Reporting Person (See Instructions)	
	OO	
-----		
11		
CUSIP NO. 564682 10 2	13G	PAGE 9 OF 26 PAGES
-----		
1	Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	EGIL Investments, Inc. 36-4175555	
-----		
2	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [X] (b) [ ]
-----		
3	SEC Use Only	
-----		
4	Citizenship or Place of Organization	
	Illinois	
-----		
Number of	5	Sole Voting Power
Shares		
-----		
Beneficially	6	Shared Voting Power
		579,873
-----		
Owned by	7	Sole Dispositive Power
-----		
Each		
-----		
Reporting	8	Shared Dispositive Power
Person With		579,873

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9 Aggregate Amount Beneficially Owned by Each Reporting Person

579,873

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

2.7%

12 Type of Reporting Person (See Instructions)

CO

12  
CUSIP NO. 564682 10 2 13G PAGE 10 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Ann Lurie

2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

USA

Number of

5 Sole Voting Power

Shares

Beneficially

6 Shared Voting Power

1,398,876

Owned by

7 Sole Dispositive Power

Each

Reporting

8 Shared Dispositive Power

Person With

1,398,876

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,398,876

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10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

6.6%

12 Type of Reporting Person (See Instructions)

IN

13  
CUSIP NO. 564682 10 2 13G PAGE 11 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Anda Partnership  
88-0132846

2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

Nevada

Number of

5 Sole Voting Power

Shares

Beneficially

6 Shared Voting Power

233,694

Owned by

7 Sole Dispositive Power

Each

Reporting

8 Shared Dispositive Power

Person With

233,694

9 Aggregate Amount Beneficially Owned by Each Reporting Person

233,694

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

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11 Percent of Class Represented by Amount in Row (9)

1.1%

12 Type of Reporting Person (See Instructions)

PN

14

CUSIP NO. 564682 10 2

13G

PAGE 12 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

LFT Partnership  
36-6527526

2 Check the Appropriate Box if a Member of a Group (a)  (b)   
(See Instructions)

3 SEC Use Only

4 Citizenship or Place of Organization

Illinois

Number of

5 Sole Voting Power

Shares

Beneficially

6 Shared Voting Power

5,436

Owned by

7 Sole Dispositive Power

Each

Reporting

8 Shared Dispositive Power

Person With

5,436

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,436

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

.03%

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12 Type of Reporting Person (See Instructions)

PN

15  
CUSIP NO. 564682 10 2

13G

PAGE 13 OF 26 PAGES

1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

Mark Slezak

2 Check the Appropriate Box if a Member of a Group (a) [X]  
(See Instructions) (b) [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

USA

Number of

5 Sole Voting Power

Shares

Beneficially

6 Shared Voting Power

1,393,440

Owned by

7 Sole Dispositive Power

Each

Reporting

8 Shared Dispositive Power

Person With

1,393,440

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,393,440

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
(See Instructions)

11 Percent of Class Represented by Amount in Row (9)

6.6%

12 Type of Reporting Person (See Instructions)

IN



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COMMON STOCK, PAR VALUE \$.01  
CUSIP NUMBER 564682 10 2

ITEM 1(A). NAME OF ISSUER

The Issuer is Manufactured Home Communities, Inc., a Maryland corporation.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Issuer's principal executive office is:  
Two North Riverside Plaza  
Suite 800  
Chicago, Illinois 60606

ITEM 2(A). NAME OF PERSON FILING

The following persons and entities are filing this Schedule 13G:

Samuel Zell  
Samuel Zell Revocable Trust u/t/a 1/17/90  
Samstock/SZRT, L.L.C., a Delaware limited liability company  
Samstock/ZGPI, L.L.C., a Delaware limited liability company  
Samstock, L.L.C., a Delaware limited liability company  
Samstock/ZFT, L.L.C., a Delaware limited liability company  
EGI Holdings, Inc., an Illinois corporation  
Rochelle Zell Revocable Trust  
Donald S. Chisholm Trust  
EGIL Investments, Inc., an Illinois corporation  
Ann Lurie  
Anda Partnership, an Illinois general partnership  
LFT Partnership, an Illinois general partnership  
Mark Slezak  
Chai Trust Company, L.L.C.

The above persons and entities are each a "Reporting Person" and collectively are the "Reporting Persons."

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address for the Reporting Persons (other than Rochelle Zell Revocable Trust and Donald S. Chisholm Trust) is:  
Two North Riverside Plaza  
Chicago, Illinois 60606

The address for Rochelle Zell Revocable Trust is:  
Samuel Zell Co-Trustee  
980 North Michigan Avenue  
Suite 1380  
Chicago, Illinois 60611

The address for Donald S. Chisholm Trust is:  
505 E. Huron Street  
Ann Arbor, Michigan 48104

18

ITEM 2(C).

CITIZENSHIP

The Reporting Persons' state of organization or citizenship is as follows:

Samuel Zell	USA
Samuel Zell Revocable Trust u/t/a 1/17/90	Illinois
Samstock/SZRT, L.L.C.	Delaware
Samstock/ZGPI, L.L.C.	Delaware
Samstock, L.L.C.	Delaware
Samstock/ZFT, L.L.C.	Delaware
EGI Holdings, Inc.	Illinois
Rochelle Zell Revocable Trust	Illinois
Donald S. Chisholm Trust	Michigan
EGIL Investments, Inc.	Illinois
Ann Lurie	USA
Anda Partnership	Illinois
LFT Partnership	Illinois
Mark Slezak	USA
Chai Trust Company, L.L.C.	Illinois

ITEM 2(D).

TITLE OF CLASS OF SECURITIES

Securities reported herein are common stock, par value \$.01 ("Common Stock")

ITEM 2(E).

CUSIP NUMBER

CUSIP Number is 564682 10 2

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

Not applicable.

ITEM 4.

OWNERSHIP

This Issuer is the sole general partner of MHC Operating Limited Partnership, an Illinois limited partnership (the "Operating Partnership"). Certain of the Reporting Persons: Samstock/SZRT, L.L.C.; Samstock, L.L.C.; Samstock/ZFT, L.L.C.; EGI Holdings, Inc.; EGIL Investments, Inc.; Anda Partnership; and LFT Partnership are limited partners of the Operating Partnership. Each limited partner of the Operating Partnership unit ("OP Units") is exchangeable, at the holder's option, on a one-for-one basis into a share of Common Stock. Amounts reported herein for

each Reporting Person assume (i) the exchange of such Reporting Person's OP Units for shares of Common Stock and the exercise of options to purchase Common Stock, if applicable; and (ii) the exchange of all Reporting Persons' OP Units for shares of Common Stock and the exercise of all Reporting Persons' options to purchase Common Stock beneficially owned by the Reporting Persons.

Collectively, the Reporting Persons own 3,240,359 shares of Common Stock, or 15.3%, of the issued and outstanding shares of Common Stock (assuming the conversion of all OP Units and the exercise of all options to purchase shares of Common Stock beneficially owned by the Reporting Persons).

Samuel Zell has the sole power to vote and to direct the vote and the sole power to dispose and to direct the disposition of 363,185 shares of Common Stock (assuming the exercise of options to purchase 359,999 shares of Common Stock).

Messrs. Zell and Slezak; Mrs. Lurie, the Samuel Zell Revocable Trust u/t/a 1/17/90 and Chai Trust Company, L.L.C. share the power to vote or to direct the vote and share the power to dispose or to direct the disposition of the shares of Common Stock with each of the Reporting Persons as shown in the following table:

Reporting Person ("RP")	Total Beneficially Owned by such RP	SHARED POWER WITH SUCH REPORTING PERSONS			
		Samuel Zell	Ann Lurie	Mark Slezak	Samuel Zell Revocable Trust
Samuel Zell Revocable Trust	18,578	18,578	0	0	0
Samstock/SZRT, L.L.C.	307,774 (1)	307,774	0	0	0
Samstock/ZGPI, L.L.C.	6,003	0	0	0	0
Samstock, L.L.C.	947,665 (2)	0	0	0	0
Samstock/ZFT, L.L.C.	187,278 (3)	0	0	0	0
EGI Holdings, Inc.	579,873 (3)	0	579,873	579,873	0
Rochelle Zell Revocable Trust	4,000	0	0	0	0
Donald S. Chisholm Trust	7,000	0	0	0	0
EGIL Investments, Inc.	579,873 (3)	0	579,873	579,873	0
Anda Partnership	233,694 (3)	0	233,694	233,694	0
LFT Partnership	5,436 (3)	0	5,436	0	0
<b>TOTAL - SHARED VOTES:</b>	<b>2,877,174</b>	<b>326,352</b>	<b>1,398,876</b>	<b>1,393,440</b>	<b>0</b>

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	=====	=====	=====	=====
		Samuel Zell	Ann Lurie	Mark Slezak
		-----	-----	-----
Samuel Zell	363,185	363,185	0	0
Ann Lurie	0	0	0	0
Mark Slezak	0	0	0	0
TOTAL - SOLE VOTES:	363,185	363,185	0	0
	-----	-----	-----	-----
TOTAL - SHARED AND	3,240,359	689,537	1,398,876	1,393,440
	=====	=====	=====	=====
SOLE VOTES:	15.3%	3.26%	5.5%	5.5%

(1) Includes 13,641 OP Units.

(2) Includes 601,665 OP Units.

(3) Represents OP Units.

Page 18 of 26

21

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATE

Not applicable.

SIGNATURE

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 18, 2001

SAMUEL ZELL REVOCABLE TRUST, U/T/A  
1/17/90

By: /s/ Samuel Zell  
-----  
Trustee

SAMSTOCK, L.L.C., A DELAWARE LIMITED  
LIABILITY COMPANY

By: /s/ Donald J. Liebentritt  
-----  
Its: Vice President

SAMSTOCK/SZRT, L.L.C., A DELAWARE  
LIMITED LIABILITY

By: /s/ Donald J. Liebentritt  
-----  
Its: Vice President

SAMSTOCK/ZGPI, L.L.C., A DELAWARE  
LIMITED LIABILITY

By: /s/ Donald J. Liebentritt  
-----  
Its: Vice President

SAMSTOCK/ZFT, L.L.C., A DELAWARE  
LIMITED LIABILITY COMPANY

By: /s/ Donald J. Liebentritt  
-----

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Its: Vice President

EGI HOLDINGS, INC., AN ILLINOIS CORPORATION

By: /s/ Donald J. Liebenritt

-----  
Its: Vice President

ROCHELLE ZELL REVOCABLE TRUST

By: /s/ Samuel Zell

-----  
Its: Co-Trustee

DONALD S. CHISHOLM TRUST

By: /s/ Samuel Zell

-----  
Its: Trustee

EGIL INVESTMENTS, INC., AN ILLINOIS CORPORATION

By: /s/ Mark Slezak

-----  
Its: Vice President

ANDA PARTNERSHIP, AN ILLINOIS GENERAL PARTNERSHIP

By: Ann Only Trust, a general partner

By: /s/ Ann Lurie

-----  
Its: Co-Trustee

AND

By: Ann and Descendants Trust

By: /s/ Ann Lurie

-----  
Its: Co-Trustee

LFT PARTNERSHIP, AN ILLINOIS GENERAL  
PARTNERSHIP

By: Jesse Trust, a general partner

By: /s/ Ann Lurie

-----  
Its: Trustee

/s/ Samuel Zell

-----  
Samuel Zell

/s/ Ann Lurie

-----  
Ann Lurie

/s/ Mark Slezak

-----  
Mark Slezak

CHAI TRUST COMPANY, L.L.C.

By: /s/ Donald J. Liebentritt

-----  
Its: Vice President

Page 22 of 26

25

JOINT FILING AGREEMENT

THIS AGREEMENT dated as May 18, 2001 among Samuel Zell Revocable Trust u/t/a 1/17/90; Samstock, L.L.C. a Delaware limited liability company; Samstock/SZRT, L.L.C., a Delaware limited liability company; Samstock/ZGPI, L.L.C., a Delaware limited liability company; Samstock/ZFT, L.L.C., a Delaware limited liability company; EGI Holdings, Inc., an Illinois corporation; Rochelle Zell Revocable Trust; Donald S. Chisholm Trust; EGIL Investments, Inc., an Illinois corporation; Anda Partnership, a Nevada general partnership; LFT Partnership, an Illinois general partnership; Samuel Zell; Ann Lurie; and Mark Slezak (collectively the "Reporting Persons") hereby replaces that certain Joint Filing Agreement dated as of February 14, 2000.

WHEREAS, the Reporting Persons beneficially own or have the

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right to acquire shares of common stock \$0.1 par value, of Manufactured Home Communities, Inc., a Maryland corporation;

WHEREAS, the parties hereto may be deemed to constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended (the "Act"); and

WHEREAS, each of the parties hereto desire by this Agreement to provide for the joint filing of a Schedule 13G, and all amendments thereto, with the Securities and Exchange Commission.

NOW, THEREFORE, the parties hereto agree as follows:

1. The parties hereto will join in the preparation and filing of a single statement containing the information required by Schedule 13G, and all amendments thereto, and the Schedule 13G and all such amendments will be filed on behalf of each party hereto;
2. Each party hereto will be responsible for the timely filing of the Schedule 13G, and all amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein. No party hereto will be responsible for the completeness or accuracy of the information concerning any other party contained in the Schedule 13G or any amendment thereto, except to the extent such party knows or has reason to believe that such information is inaccurate.

Page 23 of 26

26

3. This Agreement may be executed in counterparts, all of which when taken together will constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

SAMUEL ZELL REVOCABLE TRUST U/T/A 1/17/90

By: /s/ Samuel Zell

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Its: Trustee

SAMSTOCK, L.L.C., A DELAWARE LIMITED  
LIABILITY COMPANY

By: /s/ Donald J. Liebentritt

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Its: Vice President

SAMSTOCK/SZRT, L.L.C., A DELAWARE LIMITED

LIABILITY

By: /s/ Donald J. Liebentritt  
-----  
Its: Vice President

SAMSTOCK/ZGPI, L.L.C., A DELAWARE LIMITED LIABILITY

By: /s/ Donald J. Liebentritt  
-----  
Its: Vice President

Page 24 of 26

27

SAMSTOCK/ZFT, L.L.C., A DELAWARE LIMITED LIABILITY

By: /s/ Donald J. Liebentritt  
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Its: Vice President

EGI HOLDINGS, INC., AN ILLINOIS CORPORATION

By: /s/ Donald J. Liebentritt  
-----  
Its: Vice President

ROCHELLE ZELL REVOCABLE TRUST

By: /s/ Samuel Zell  
-----  
Its: Co-Trustee  
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DONALD S. CHISHOLM TRUST

By: /s/ Samuel Zell  
-----  
Its: Trustee  
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EGIL INVESTMENTS, INC., AN ILLINOIS CORPORATION

By: /s/ Mark Slezak  
-----  
Its: Vice President

ANDA PARTNERSHIP, AN ILLINOIS GENERAL  
PARTNERSHIP

By: Ann Only Trust, a general partner

By: /s/ Ann Lurie  
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Its: Co-Trustee

AND

By: Ann and Descendants Trust

By: /s/ Ann Lurie  
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Its: Co-Trustee

Page 25 of 26

28

LFT PARTNERSHIP, AN ILLINOIS GENERAL  
PARTNERSHIP

By: Jesse Trust, a general partner

By: /s/ Ann Lurie  
-----  
Its: Trustee

/s/ Samuel Zell  
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Samuel Zell

/s/ Ann Lurie  
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Ann Lurie

/s/ Mark Slezak  
-----  
Mark Slezak

Chai Trust Company, L.L.C.

By: /s/ Donald J. Liebentritt

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Its: Vice President